



O. P. CHAINS LIMITED
Corporate Identification Number: U27205UP2001PLC026372

Our Company was originally incorporated on December 4, 2001, as "O. P. Chains Limited" under the provisions of the Companies Act, 1956 vide certificate of incorporation issued by the Registrar of Companies, Uttar Pradesh, Kanpur. Subsequently, our Company has received a Certificate of Commencement of Business dated December 7, 2002 issued by the Registrar of Companies, Uttar Pradesh, Kanpur.. For details, please see section titled "History and Certain Corporate Matters" on page 104 of this Draft Prospectus.

Registered Office: 8/16 A, Seth Gali, Agra – 282003, Uttar Pradesh, India **Tel:** +91- 0562-3059117; **Fax:** +91 -0562- 4044990;

Email: cs@opchainsltd.com; **Website:** www.opchainsltd.com

Contact Person: Mrs. Swapna Gupta (Company Secretary & Compliance Officer)

PROMOTERS OF OUR COMPANY: MR. OM PRAKASH AGARWAL, MR. ASHOK KUMAR GOYAL & MR. SATISH KUMAR GOYAL

THE ISSUE

PUBLIC ISSUE OF 18,50,000 EQUITY SHARES OF FACE VALUE OF ₹10.00 EACH ("EQUITY SHARES") OF O. P. CHAINS LIMITED ("O. P. CHAINS" OR "OUR COMPANY" OR "THE ISSUER") FOR CASH AT A PRICE OF ₹11.00/- PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹1.00/- PER EQUITY SHARE) ("ISSUE PRICE") AGGREGATING TO ₹203.50 LAKHS, OF WHICH 1,00,000 EQUITY SHARES OF FACE VALUE OF ₹10.00 EACH FOR CASH AT A PRICE OF ₹11.00/- PER EQUITY SHARE AGGREGATING TO ₹11.00 LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER ("MARKET MAKER RESERVATION PORTION"). THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION I.E. ISSUE OF 17,50,000 EQUITY SHARES OF FACE VALUE OF ₹10.00 EACH AT AN ISSUE PRICE OF ₹11.00 PER EQUITY SHARE AGGREGATING TO ₹ 192.50 LAKHS (HEREINAFTER REFERRED TO AS "NET ISSUE"). THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 27.00 % AND 25.54 %, RESPECTIVELY OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY. FOR FURTHER DETAILS, PLEASE REFER "TERMS OF THE ISSUE" ON PAGE 202 OF THIS DRAFT PROSPECTUS.

THE FACE VALUE OF EQUITY SHARES IS ₹10.00 EACH AND THE ISSUE PRICE IS ₹ 11.00. THE ISSUE PRICE IS 1.1 TIMES OF THE FACE VALUE

THIS ISSUE IS BEING MADE IN TERMS OF CHAPTER XB OF THE SEBI (ICDR) REGULATIONS, 2009, AS AMENDED. THIS ISSUE IS A FIXED PRICE ISSUE AND ALLOCATION IN THE NET ISSUE TO THE PUBLIC WILL BE MADE IN TERMS OF REGULATION 43(4) OF THE SEBI (ICDR) REGULATIONS 2009, AS AMENDED. FOR FURTHER DETAILS SEE "ISSUE RELATED INFORMATION" BEGINNING ON PAGE 202 OF THIS DRAFT PROSPECTUS.

Retail Individual Investors may participate in the Issue through an Application Supported by Blocked Amount ("ASBA") process providing details about the bank account which will be blocked by the Self Certified Syndicate Banks ("SCSBs"). **However, investors other than Retail Individual Investors shall compulsorily participate through the ASBA process only** providing details about the bank account which will be blocked by the Self Certified Syndicate Banks ("SCSBs"). In case of delay, in refund if any, our Company shall pay interest on the application money at the rate of 15% per annum for the period of delay. For details in this regard, specific attention is invited to "Issue Procedure" on page 209 of this Draft Prospectus.

RISK IN RELATION TO THE FIRST ISSUE

This being the first public issue of the Equity Shares of our Company, there has been no formal market for the Equity Shares of our Company. The face value of the Equity Shares of the Company is ₹ 10/- per equity share and the Issue Price is 1.1 times of the face value of the Equity Shares of our Company. The Issue Price (*as determined and justified by our Company in consultation with the Lead Manager and as stated under the paragraph 'Basis for Issue Price' on page 63 of this Draft Prospectus*) should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active and / or sustained trading in the Equity Shares of our Company or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

Investments in equity and equity related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the "risk factors" carefully before taking an investment decision in this Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares offered in the Issue have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of this Draft Prospectus. **Specific attention of the investors is invited to the section titled 'Risk Factors' beginning on page no 12 of this Draft Prospectus.**

ISSUER'S ABSOLUTE RESPONSIBILITY

Our Company having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Prospectus contains all information with regard to our Company and this Issue, which is material in the context of this Issue, that the information contained in this Draft Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

LISTING

The Equity Shares offered through this Draft Prospectus are proposed to be listed on the SME Platform of BSE Limited. In terms of the Chapter XB of the SEBI (ICDR) Regulations, 2009, as amended, we are not required to obtain an in-principle listing approval for the shares being offered in this issue. However, our Company has received an approval letter dated [●] from BSE for using its name in this offer document for listing of our shares on the SME Platform of BSE. For the purpose of this Issue, the Designated Stock Exchange will be the BSE Limited ("BSE").

LEAD MANAGER TO THE ISSUE

REGISTRAR TO THE ISSUE



HEM SECURITIES LIMITED
 203, Jaipur Tower, M.I. Road, Jaipur -302 001,
 Rajasthan, India.
 Tel: +91 - 141 - 2378 608 / 2363 278
 Fax No.: +91 - 141 - 5101 757
 Website: www.hemonline.com
 Email: jh@hemonline.com
 Investor grievance email: redressal@hemonline.com
 Contact Person: Ms. Vinita Gupta/Mr. Gaurav Khandelwal
 SEBI Regn. No. INM000010981

BIGSHARE SERVICES PRIVATE LIMITED
 E/2, Ansa Industrial Estate, Saki Vihar Road, Saki Naka, Andheri (E), Mumbai - 400
 072, Maharashtra, India
 Tel. No.: 022- 4043 0200; Fax No.: 022- 2847 5207
 Website: www.bigshareonline.com;
 Email: ipo@bigshareonline.com;
 Investor grievance email: investor@bigshareonline.com;
 Contact Person: Mr. Ashok Shetty
 SEBI Regn. No. INR000001385

ISSUE PROGRAMME

ISSUE OPENS ON: [●]

ISSUE CLOSES ON: [●]

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SECTION I – GENERAL

DEFINITIONS AND ABBREVIATIONS

Unless the context otherwise indicates/implies, the terms and abbreviations stated hereunder shall have the meanings as assigned therewith as stated in this Section. References to statutes, rules, regulations, guidelines and policies will be deemed to include all amendments and modifications notified thereto.

Term	Description
“O. P. Chains Limited”, “O P”, “OPCL”, “We” or “us” or “our Company” or “the Issuer”	Unless the context otherwise requires, refers to O. P. Chains Limited, a Company incorporated under the Companies Act, 1956 vide a certificate of incorporation issued by the Registrar of Companies, Uttar Pradesh, Kanpur.
“you”, “your” or “yours”	Prospective Investors in this Issue

CONVENTIONAL / GENERAL TERMS

Terms	Description
AOA / Articles / Articles of Association	Articles of Association of O. P. Chains Limited, as amended from time to time
Auditors/ Statutory Auditors	The Statutory Auditors of O. P. Chains Limitedie M/s. B P N & Company, Chartered Accountants, having their office at B- Floor, Padamdeep Tower, G-10/8, Sanjay Place, Agra -282002, Uttar Pradesh, India
Audit Committee	The committee of the Board of Directors constituted as the Company’s Audit Committee in accordance with Section 177 of the Companies Act, 2013 and Clause 52 of the SME Listing Agreement to be entered into with the BSE.
Board of Directors / the Board / our Board	The Board of Directors of O. P. Chains Limited, including all duly constituted Committees thereof.
CIN	Corporate Identification Number (U27205UP2001PLC026372)
Companies Act / Act	The Companies Act, 2013 and amendments thereto and the Companies Act, 1956, to the extent applicable
Company Secretary & Compliance Officer	The Company Secretary & Compliance Officer of our Company being Ms.Swapnla Gupta
Corporate Office/ Registered Office	Registered Office of our company located at 8/16 A, seth Gali, Agra – 282003, Uttar Pradesh, India.
Depositories Act	The Depositories Act, 1996, as amended from time to time
Depositories	National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL)
DIN	Directors Identification Number
Director(s) / our Directors	Director(s) of O. P. Chains Limited, unless otherwise specified
EPS	Earning per Share
Equity Shares	Equity Shares of our Company of Face Value of ₹10/- each unless otherwise specified in the context thereof
Executive Directors	Executive Directors are the Whole time Directors of our Company
GIR Number	General Index Registry Number
Group Companies	The companies, firms and ventures disclosed in “ Our Promoter Group and Group Companies / Entities ” on page126 promoted by the Promoters, irrespective of whether such entities are covered under Companies Act, or not
HUF	Hindu Undivided Family
ISIN	International Securities Identification Number. In this case being – INE118Q01018
Indian GAAP	Generally Accepted Accounting Principles in India
IT Act	The Income Tax Act, 1961 as amended till date.
MOA / Memorandum / Memorandum of Association	Memorandum of Association of O. P. Chains Limited as amended
Non Residents	A person resident outside India, as defined under FEMA Regulations
NRIs / Non-Resident Indians	A person resident outside India, as defined under FEMA and who is a citizen of

Terms	Description
	India or a Person of Indian Origin under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000
Peer Review Auditor	Independent Auditor having a valid Peer Review certificate in our case: M/s A. J. Associates , Chartered Accountants, having their office at Block No-7, Shop No- 9 & 10, Shoe Market, Sanjay Place, Agra -282002, Uttar Pradesh, India
Person or Persons	Any Individual, Sole Proprietorship, Unincorporated Association, Unincorporated Organization, Body Corporate, Corporation, Company, Partnership Firm, Limited Liability Partnership Firm., Joint Venture, Or Trust Or Any Other Entity Or Organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires
Promoters	Mr. Om Prakash Agarwal, Mr. Ashok Kumar Goyal and Mr. Satish Kumar Goyal
Promoter Group	The persons and entities constituting the promoter group pursuant to regulation 2(1)(zb) of the ICDR Regulations and disclosed in "Our Promoter Group and Group Companies / Entities" on page 126.
Reserve Bank Of India/RBI	Reserve Bank of India constituted under the RBI Act.
RBI Act	The Reserve Bank of India Act, 1934 as amended from time to time
RoC	Registrar of Companies, Uttar Pradesh located at 10/499 B, Allenganj, Khalasi Line, Kanpur - 208002, Uttar Pradesh, India
SEBI	Securities and Exchange Board of India constituted under the SEBI Act, 1992
SEBI Act	Securities and Exchange Board of India Act, 1992, as amended from time to time
SEBI (ICDR) Regulations / SEBI Regulations / Regulations	SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 issued by SEBI on August 26, 2009, as amended, including instructions and clarifications issued by SEBI from time to time
SEBI Insider Trading Regulations	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992, as amended, including instructions and clarifications issued by SEBI from time to time.
SEBI Takeover Regulations or SEBI (SAST) Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011, as amended from time to time
SEBI (Venture Capital) Regulations	Securities Exchange Board of India (Venture Capital) Regulations, 1996 as amended from time to time
SICA	Sick Industrial Companies (Special Provisions) Act, 1985
Stock Exchange	BSE Limited (SME Platform)
Sub-Account	Sub-accounts registered with SEBI under the SEBI (Foreign Institutional Investor) Regulations, 1995, other than sub-accounts which are foreign corporates or foreign individuals.

ISSUE RELATED TERMS

Terms	Description
Allotment/Allot/Allotted	Issue of the Equity Shares pursuant to this Issue to the successful applicants
Allottee	The successful applicant to whom the Equity Shares are being / have been issued.
Applicant	Any Prospective Investor (including an ASBA Applicants) who makes an application for Equity Shares in terms of the Draft Prospectus and the Application form.
Application Amount	The amount at which the applicant makes an application for the Equity Shares of our Company in terms of Draft Prospectus
Application Form	The Form in terms of which the applicant shall apply for the Equity Shares of the Company
Application Supported by Block Amount (ASBA)	Means an application for subscribing to an Issue containing an authorization to Block the Application Money in a Bank Account maintained with SCSB.
ASBA Account	Account maintained by an ASBA Applicant with an SCSB which will be blocked by such SCSB to the extent of the Application Amount of the ASBA Applicant.
ASBA Applicant	Any Applicant who intends to apply through ASBA. Pursuant to SEBI circular no.CIR/CFD/DIL/1/2011 dated April 29, 2011, Non- Retail Investors i.e. QIBs and Non- Institutional Investors participating in this Issue are required to mandatorily use the ASBA facility to submit their Applications.
ASBA Application Form	The form, whether physical or electronic, used by an ASBA Applicant to make an application, which will be considered as the application for Allotment for purposes

Terms	Description
	of the Prospectus.
Bankers to the Company	ICICI Bank Limited located at 8/483 Hing Ki Mandi, AgraAgra – 282003, Uttar Pradesh, India
Bankers to the Issue / Escrow Collection Bank(s)	[●]
Basis of Allotment	The basis on which the Equity Shares will be Allotted, described in “ Issue Procedure – Basis of Allotment ” on page 224 of the Draft Prospectus
Broker to the Issue	All recognized members of the Stock Exchange would be eligible to act as the Broker to the issue.
BSE	BSE Limited
Business Day	Any day on which commercial banks in Mumbai are open for business and shall not include a Saturday, Sunday or a public holiday
Controlling Branches of the SCSBs	Such branches of the SCSBs which co-ordinate Applications by the ASBA Applicants with the Registrar to the Issue and the Stock Exchange and a list of which is available at http://www.sebi.gov.in or at such other website as may be prescribed by SEBI from time to time
Demographic Details	The Demographic Details of the Applicants such as their Address, PAN, Occupation and Bank Account Details.
Depository / Depositories	A Depository registered with SEBI under the SEBI (Depositories and Participant) Regulations, 1996
Depository Participant / DP	A Depository Participant as defined under the Depositories Act, 1996
Designated Branches	Such branches of the SCSBs which shall collect the ASBA Application Form used by ASBA Applicant and a list of which is available on http://www.sebi.gov.in/
Designated Date	The date on which funds are transferred from the Escrow Account(s) to the Public Issue Account or the Refund Account, as appropriate, and the amounts blocked by the SCSBs are transferred from the bank accounts of the ASBA Applicant to the Public Issue Account, as the case may be, after the Prospectus is filed with the RoC, following which the Board of Directors shall Allot Equity Shares to the Allottees.
Designated Stock Exchange	BSE Limited (SME Platform)
DP ID	Depository Participant’s Identity.
Draft Prospectus	The Draft Prospectus dated September 27, 2014 filed with the BSE
Eligible NRI	A Non Resident Indian in a jurisdiction outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom this Draft Prospectus will constitute an invitation to subscribe for the Equity Shares.
Escrow Account	Account opened with the Escrow Collection Bank(s) and in whose favor the Applicant (excluding the ASBA Applicant) will issue cheque or drafts in respect of the Application Amount when submitting an Application
Escrow Agreement	Agreement dated [●] entered into amongst the Company, Lead Manager, the Registrar, the Escrow Collection Bank(s) for collection of the Application Amounts and for remitting refunds (if any) of the amounts collected to the Applicants (excluding the ASBA Applicants) on the terms and condition thereof
Escrow Collection Bank(s)	The Banks which are clearing members and registered with SEBI as Bankers to the Issue wherein the Escrow Account(s) of the Company will be opened. In this case being [●]
First/Sole Applicant	The Applicant whose name appears first in the Application Form or Revision Form.
HSL	Hem Securities Limited.
IPO	Initial Public Offer.
Issue / Issue Size	Public Issue of an aggregate of 18,50,000 Equity Shares of ₹10/- each at the issue price of ₹11/- each aggregating to ₹203.50 Lacs
Issue Closing Date	[●]
Issue Opening Date	[●]
Issue Price	The price at which the Equity Shares are being issued by our Company under this Issue being ₹11/-.
Issue / Issue Size / Public Issue / Issue /	Public Issue of 18,50,000 Equity Shares of ₹10/- each for cash at a Price of ₹11/- per Equity & Share premium of ₹1/- per Equity Share aggregating to ₹203.50 Lacs (The Issue).

Terms	Description
Listing Agreement	Unless the context specifies otherwise, this means the Equity Listing Agreement to be signed between our Company and the SME Platform of BSE Limited
LM/Lead Manager	Lead Manager to the Issue, in this case being Hem Securities Limited.
Market Making Agreement	Market Making Agreement dated July 09, 2014 between our Company, Lead Manager and Market Maker.
Market Maker	A Market Maker is a Company, or an individual, that quotes both a buy and a sell price in a financial instrument or commodity held in inventory, hoping to make profit on the bid offer spread or turn. Member Brokers of BSE who are specifically registered as Market Makers with the BSE SME Platform. In our case, Hem Securities Limited (Registration No. SMEMM0024801022013) is the sole Market Maker
Market Maker Reservation Portion	The Reserved portion of 1,00,000 Equity Shares of ₹10/- each at ₹ 11/- (including share premium of ₹1/-) per Equity Shares aggregating to ₹11,00,000/- (Rupees Eleven Lacs Only) for Market Maker in the Initial Public Issue of O. P. Chains Limited.
Net Issue	The Issue (excluding the Market Maker Reservation Portion) of 17,50,000 Equity Shares of ₹10/- each at ₹ 11/- (including share premium of ₹1/-) per Equity Share aggregating to ₹192.50 Lacs/- (Rupees One Hundred and Ninety Two Lacs Fifty Thousand Only) by O. P. Chains Limited.
Non-Institutional Investors / Applicant	Investors other than Retail Individual Investors, NRIs and QIBs who apply for the Equity Shares of a value of more than ₹ 200,000.
Other Investors	Investors other than Retail Individual Investors.
OCB / Overseas Corporate Body	A Company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs, including overseas trust in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly as defined under Foreign Exchange Management (Deposit) Regulations, 2000. OCB are not allowed to invest in this Issue.
Payment through electronic transfer of funds	Payment through ECS / NECS, Direct Credit, RTGS or NEFT, as applicable.
Prospectus	The Prospectus, to be filed with the RoC in accordance with the provision of Section 32 of the Companies Act, 2013 containing, inter alia, the issue price, the size of the issue and other information
Public Issue Account	Account opened with the Banker to the Issue to receive monies from the Escrow Account(s) and from the SCSBs from the bank account of the ASBA Applicant, on the Designated Date.
Qualified Foreign Investor/QFIs	Non-resident investors other than SEBI registered FIIs or sub-accountants or SEBI registered FCVIs who meet 'know your client' requirements prescribed by SEBI.
Qualified Institutional Buyers / QIBs	Public Financial Institutions as specified in Section 2(72) of the Companies Act, 2013, Scheduled Commercial Banks, Mutual Funds, Foreign Institutional Investors registered with SEBI, Multilateral and Bilateral Development Financial Institutions, Venture Capital Funds and AIFs registered with SEBI, FPI other than Category III FPI registered with SEBI; State Industrial Development Corporations, Insurance Companies registered with the Insurance Regulatory and Development Authority (IRDA), Provident Funds with a minimum corpus of ₹ 25 Crores and Pension Funds with a minimum corpus of ₹ 25 Crores, National Investment Fund set up by resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of the Government of India published in the Gazette of India, Insurance funds set up and managed by army, navy or air force of the Union of India, Insurance funds set up and managed by the Department of Posts, India.
Refund Account	Account opened with an Escrow Collection Bank from which the refunds of the whole or part of the Application Amount (excluding to the ASBA Applicants), if any, shall be made.
Refund Banker	[●]
Refunds through electronic transfer of funds	Refunds through electronic transfer of funds means refunds through ECS, Direct Credit or RTGS or NEFT or the ASBA process, as applicable

Terms	Description
Registrar/ Registrar to the Issue	Registrar to the Issue being Big Share Services Private Limited situated at E-2, Ansa Industrial Estate, Saki Vihar Road, Sakinaka, Andheri (East), Mumbai - 400072
Retail Individual Investors	Individual investors (including HUFs, in the name of Karta and Eligible NRIs) who apply for the Equity Shares of a value of not more than ₹ 2,00,000/-
Self Certified Syndicate Bank(s) / SCSB(s)	Banks which are registered with SEBI under the SEBI (Bankers to an Issue) Regulations, 1994 and offer services of ASBA, including blocking of bank account, a list of which is available on http://www.sebi.gov.in
SME Exchange	SME Platform of the BSE Limited
SME Platform	The SME Platform of BSE for listing equity shares offered under Chapter X-B of the SEBI ICDR Regulation which was approved by SEBI as an SME Exchange on September 27, 2011
Stock Exchange	BSE Limited
Underwriter	The LM and Market Maker who have underwritten this Issue pursuant to the provisions of the SEBI (ICDR) Regulations and the SEBI (Underwriters) Regulations, 1993, as amended from time to time. In our case Hem Securities Limited is the underwriter.
Underwriting Agreement	The Agreement dated July 09, 2013 entered between the Underwriter and our Company
Working Day	All days other than a Sunday or a public holiday (except during the Issue Period where a working day means all days other than a Saturday, Sunday or a public holiday), on which commercial banks in India are open for business

COMPANY AND INDUSTRY RELATED TERMS

Technical and Industry Related Terms

Description

Terms	Description
Assay	To test a metal for purity
BIS	Bureau of Indian Standards
BG	Bank Guarantee
BI	Business Intelligence
Bullion	Refined gold/silver that is at least 99.5% pure, usually in the form of bars, wafers or ingots.
Carat	The Unit for determining weight of gemstones, 1 carat being equal to 0.2 grams
CCTV	Close Circuit Television
Depository Participant/ DP	A depository participant as defined under the Depositories Act, 1996
DTA	Domestic Tariff Area
ECGC	Export Credit Guarantee Corporation
EOU	Export Oriented Unit
EPCES	Export Promotion Council for EOUs and SEZs
EPZ	Export Promotion Zone
Fine, Fineness, Fine Gold/Silver	The quantity of pure gold/silver contained in 1,000 parts of an alloy. A normal "good delivery bar" of 0.995 fineness contains 995 parts of gold/silver and 5 parts of another metal. Gold/Silver is produced in bars up to a purity of 999.9 (often referred to as "four nines")
FBP	Foreign Bill Purchase
GJEPC	Gem and Jewellery Export Promotion Council
Hallmark	Mark, or marks, which indicate the producer of a gold/silver bar and its number, fineness, etc.
IBJA	India Bullion and Jewellers Association
IMF	International Monetary Fund
Karat	Unit of fineness, scaled from one to 24. 24 karat gold (or pure gold) has at least 995 parts pure gold per thousand; 18-karat has 750, parts pure gold and 250 parts alloy, etc. Similarly for silver
Kilo Bar	A bar weighing one kilogram – approximately 32.1507 troy ounces
Kg	Kilo Gram

KL	Kilo Liter
KVA	Kilo Vatt Ampire
LBMA	The London Bullion Market Association
LIBOR	London Interbank Offered Rate
OGL	Open General Licence
OTC	Over the Counter
PMI	Purchasing Managers' Index
PLR	Prime Lending Rate
SIL	Special Import Licence
SME	Small and Medium Enterprise
SSI	Small Scale Industries
Troy Ounce	A unit of weight, equal to about 1.1 avoirdupois (ordinary) ounces. The word ounce when applied to gold/silver, refers to a troy ounce
WEO	World Economic Outlook
WGC	World Gold Council
WTPCG	Whole Turnover Packing Credit Guarantee

ABBREVIATIONS

Abbreviation	Full Form
AS	Accounting Standards as issued by the Institute of Chartered Accountants of India
A/c	Account
AGM	Annual General Meeting
ASBA	Applications Supported by Blocked Amount
AIF	Alternative Investment funds registered under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as amended.
AY	Assessment Year
B. A	Bachelor of Arts
B. Com	Bachelor of Commerce
B. E	Bachelor of Engineering
B. Sc	Bachelor of Science
B. Tech	Bachelor of Technology
BG/LC	Bank Guarantee / Letter of Credit
BSE	BSE Limited
CA	Chartered Accountant
CDSL	Central Depository Services (India) Limited
CAGR	Compounded Annual Growth Rate
CDSL	Central Depository Services (India) Limited
CFO	Chief Financial Officer
CIN	Corporate Identification Number
CIT	Commissioner of Income Tax
CS & CO	Company Secretary & Compliance Officer
DIN	Director Identification Number
DIPP	Department of Industrial Policy and Promotion, Ministry of Commerce, Government of India
DP	Draft Prospectus
ECS	Electronic Clearing System
EPS	Earnings Per Share
EGM /EOGM	Extraordinary General Meeting
ESOP	Employee Stock Option Plan
EXIM/ EXIM Policy	Export - Import Policy
FCNR Account	Foreign Currency Non Resident Account
FCMA	Fellow Cost & Management Accountant
FIPB	Foreign Investment Promotion Board
FY / Fiscal/Financial Year	Period of twelve months ended March 31 of that particular year, unless otherwise stated
FEMA	Foreign Exchange Management Act, 1999, as amended from time to time, and the regulations framed there under
FIs	Financial Institutions

Abbreviation	Full Form
FIIIs	Foreign Institutional Investors (as defined under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000) registered with SEBI under applicable laws in India
FPIs	“Foreign Portfolio Investor” means a person who satisfies the eligibility criteria prescribed under regulation 4 and has been registered under Chapter II of Securities And Exchange Board Of India (Foreign Portfolio Investors) Regulations, 2014, which shall be deemed to be an intermediary in terms of the provisions of the SEBI Act,1992
FVCI	Foreign Venture Capital Investors registered with SEBI under the SEBI (Foreign Venture Capital Investor) Regulations, 2000.
GoI/Government	Government of India
GDP	Gross Domestic Product
HUF	Hindu Undivided Family
INR / ₹/ Rupees	Indian Rupees, the legal currency of the Republic of India
I.T. Act	Income Tax Act, 1961, as amended from time to time
LLB	Bachelor of Law
MLLB	Masters in Law
MoF	Ministry of Finance, Government of India
MOU	Memorandum of Understanding
M. A	Master of Arts
M. B. A	Master of Business Administration
M. Com	Master of Commerce
M. E	Master of Engineering
M. Tech	Masters of Technology
Merchant Banker	Merchant Banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992
NA	Not Applicable
NAV	Net Asset Value
NPV	Net Present Value
NRIIs	Non Resident Indians
NRE Account	Non Resident External Account
NRO Account	Non Resident Ordinary Account
NSDL	National Securities Depository Limited
OCB	Overseas Corporate Bodies
P.A.	Per Annum
PAC	Persons Acting in Concert
P/E Ratio	Price/Earnings Ratio
PAN	Permanent Account Number
PAT	Profit After Tax
Phd	Doctor of Philosophy
RBI	The Reserve Bank of India
ROE	Return on Equity
RONW	Return on Net Worth
RTGS	Real Time Gross Settlement
INR	Rupees, the official currency of the Republic of India
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended from time to time
SCRA	Securities Contract (Regulation) Act, 1956, as amended from time to time
STT	Securities Transaction Tax
Sec.	Section
US/United States	United States of America
USD/ US\$/ \$	United States Dollar, the official currency of the Unites States of America
VAT	Value Added Tax
VCF / Venture Capital Fund	Foreign Venture Capital Funds (as defined under the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996) registered with SEBI under applicable laws in India.

CERTAIN CONVENTIONS, USE OF FINANCIAL, INDUSTRY AND MARKET DATA AND CURRENCY OF FINANCIAL PRESENTATION

Certain Conventions

All references in the Draft Prospectus to “India” are to the Republic of India. All references in the Draft Prospectus to the “U.S.,” “USA” or “United States” are to the United States of America.

In this Draft Prospectus, the terms “we”, “us”, “our”, the “Company”, “our Company”, “O. P. Chains Limited”, “OPCL”, unless the context otherwise indicates or implies, refers to O. P. Chains Limited. In this Draft Prospectus, unless the context otherwise requires, all references to one gender also refers to another gender and the word “Lac / Lakh” means “one hundred thousand”, the word “million (mn)” means “Ten Lac / Lakh”, the word “Crore” means “ten million” and the word “billion (bn)” means “one hundred crore”. In this Draft Prospectus, any discrepancies in any table between total and the sum of the amounts listed are due to rounding-off.

Use of Financial Data

Unless stated otherwise, the financial data in the Draft Prospectus is derived from our financial statements prepared and restated for the financial year ended 2010, 2011 2012, 2013 and 2014 in accordance with Indian GAAP, Accounting Standards, the Companies Act, as stated in the reports of our Peer Auditors and SEBI (ICDR) Regulations, 2009 included under Section titled “**Financial Information of the Company**” beginning on page 143 of the Draft Prospectus. Our Company has no subsidiaries. Accordingly, financial information relating to us is presented on a Standalone basis. Our fiscal year commences on April 1 of every year and ends on March 31st of every next year.

There are significant differences between Indian GAAP, U.S. GAAP and the International Financial Reporting Standards (IFRS). Accordingly, the degree to which the Indian GAAP, Financial Statements included in the Draft Prospectus will provide meaningful information is entirely dependent on the reader’s level of familiarity with Indian accounting practice and Indian GAAP. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in the Draft Prospectus should accordingly be limited. We have not attempted to explain those differences or quantify their impact on the financial data included herein, and we urge you to consult your own advisors regarding such differences and their impact on our financial data.

For additional definitions used in the Draft Prospectus, see the section “**Definitions and Abbreviations**” on page 2 of the Draft Prospectus. In the section titled “**Main Provisions of Articles of Association**” on page no. 233 of the Draft Prospectus, defined terms have the meaning given to such terms in the Articles of Association of our Company.

Use of Industry & Market Data

Unless stated otherwise, industry and market data and forecast used throughout the Draft Prospectus was obtained from internal Company Reports, Data, Websites, Industry Publications Report as well as Government Publications. Industry publication data and website data generally state that the information contained therein has been obtained from sources believed to be reliable, but that their accuracy and completeness and underlying assumptions are not guaranteed and their reliability cannot be assured.

Although, we believe industry and market data used in the Draft Prospectus is reliable, it has not been independently verified by us or the LM or any of their affiliates or advisors. Similarly, internal Company reports and data, while believed by us to be reliable, have not been verified by any independent source. There are no standard data gathering methodologies in the industry in which we conduct our business and methodologies and assumptions may vary widely among different market and industry sources.

In accordance with the SEBI (ICDR) Regulations, the section titled “**Basis for Issue Price**” on page 63 of the Draft Prospectus includes information relating to our peer group companies. Such information has been derived from publicly available sources, and neither we, nor the LM, have independently verified such information.

Currency of Financial Presentation and Exchange Rates

All references to “Rupees” or “₹” or “INR” or “Rs.” are to Indian Rupees, the official currency of the Republic of India. Except where specified, including in the section titled “**Industry Overview**” throughout the Draft Prospectus all figures have been expressed in Lakhs/Lacs, Million and Crores.



Any percentage amounts, as set forth in "**Risk Factors**", "**Our Business**", "**Management's Discussion and Analysis of Financial Conditions and Results of Operation**" on page 12, 89 & 169 in the Draft Prospectus, unless otherwise indicated, have been calculated based on our restated respectively financial statement prepared in accordance with Indian GAAP.

The Draft Prospectus contains conversions of certain US Dollar and other currency amounts into Indian Rupees that have been presented solely to comply with the requirements of the SEBI (ICDR) Regulations. These conversions should not be construed as a representation that those US Dollar or other currency amounts could have been, or can be converted into Indian Rupees, at any particular rate.

FORWARD LOOKING STATEMENTS

We have included statements in the Draft Prospectus which contain words or phrases such as “will”, “aim”, “is likely to result”, “believe”, “expect”, “will continue”, “anticipate”, “estimate”, “intend”, “plan”, “contemplate”, “seek to”, “future”, “objective”, “goal”, “project”, “should”, “will pursue” and similar expressions or variations of such expressions, that are “forward-looking statements”.

All forward looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. Important factors that could cause actual results to differ materially from our expectations include but are not limited to:

1. Disruption in supply of goods and raw material
2. General economic and business conditions in the markets in which we operate and in the local, regional and national economies;
3. Our ability to successfully implement our growth strategy and expansion plans
4. Our ability to attract and retain qualified personnel;
5. Changes in political and social conditions in India or in countries that we may enter, the monetary and interest rate policies of India and other countries, inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices;
6. The performance of the financial markets in India and globally; and
7. Non- Availability or high cost of quality Gold bullion and Silver.
8. Significant Fluctuations in the price of Gold and Silver.
9. Any adverse outcome in the legal proceedings in which we are involved.;
10. Our ability to compete effectively, particularly in new markets and businesses;
11. Changes in foreign exchange rates or other rates or prices;
12. Realization of Contingent Liabilities
13. Changes in domestic and foreign laws, regulations and taxes and changes in competition in our industry.
14. Conflicts of interest with affiliated companies, the Group Entities and other related parties;
15. Failure to obtain and retain approvals and licenses or changes in applicable regulations;

For further discussion of factors that could cause our actual results to differ, see the Section titled "**Risk Factors**" beginning on page 12 of this Draft Prospectus. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated. Neither our Company nor any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with SEBI requirements, our Company, and the Lead Manager will ensure that investors in India are informed of material developments until such time as the grant of listing and trading permission by the Stock Exchange for the Equity Shares allotted pursuant to this Issue.

SECTION II – RISK FACTORS

An investment in our Equity Shares involves a high degree of risk. Prospective investors should carefully consider all the information in the Draft Prospectus, particularly the “**Restated Financial Statements**” and the related notes, “**Our Business**” and “**Management’s Discussion and Analysis of Financial Condition and Results of Operation**” on page 143, 89 and 169 respectively of the Draft Prospectus and the risks and uncertainties described below, before making a decision to invest in our Equity Shares.

Any of the following risks, individually or together, could adversely affect our business, financial condition, results of operations or prospects, which could result in a decline in the value of our Equity Shares and the loss of all or part of your investment in our Equity Shares. While we have described the risks and uncertainties that our management believes are material, these risks and uncertainties may not be the only risks and uncertainties we face. Additional risks and uncertainties, including those we currently are not aware of or deem immaterial, may also have an adverse effect on our business, results of operations, financial condition and prospects.

The Draft Prospectus contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in the Draft Prospectus.

The financial and other related implications of risks concerned, wherever quantifiable, have been disclosed in the risk actors below. However, there are risk factors the potential effects of which are not quantifiable and therefore no quantification has been provided with respect to such risk factors. In making an investment decision, prospective investors must rely on their own examination of our Company and the terms of the Issue, including the merits and the risks involved. You should not invest in this Issue unless you are prepared to accept the risk of losing all or part of your investment, and you should consult your tax, financial and legal advisors about the particular consequences to you of an investment in our Equity Shares.

Unless otherwise stated, the financial information of our Company used in this section is derived from our audited financial statements under Indian GAAP, as restated.

Materiality

The Risk Factors have been determined on the basis of their materiality. The following factors have been considered for determining the materiality.

1. Some events may not be material individually but may be found material collectively.
2. Some events may have material impact qualitatively instead of quantitatively.
3. Some events may not be material at present but may be having material impact in future.

INTERNAL RISK FACTORS

Risk Relating to our Company:

1. **Our Company and Promoter Group Entities are involved in certain legal proceedings, which if determined against us, could adversely impact our business, results of operations, financial condition and prospects.**

Our Company and Promoter Group Entities are involved in certain legal proceedings and claims in India which are pending at different levels of adjudication before various authorities. The table below sets forth summary of information with respect to legal proceedings that are against us:

Particulars	Criminal proceedings	Civil proceeding	Tax proceeding	Labour cases	Consumer cases	Total approximate amount involved (₹ in Lacs)
Against our Company	NIL	NIL	5*	NIL	NIL	5.70

By our Company	NIL	2	2**	NIL	NIL	58.82
Against our Promoter(s)	NIL	NIL	NIL	NIL	NIL	NIL
By our Promoter(s)	NIL	NIL	NIL	NIL	NIL	NIL
Against our Director(s)	NIL	NIL	NIL	NIL	NIL	NIL
By our Director(s)	NIL	NIL	NIL	NIL	NIL	NIL
Against our Promoter group entities	NIL	NIL	2#	NIL	NIL	NIL
By our Promoter group entities	NIL	NIL	NIL	NIL	NIL	NIL

*includes intimation sent and order by the Income-tax department.

** appeals have been filed in the matters and the demands have already been submitted.

Includes Show Cause Notice Received, pending final order.

Additionally, should any new development arise, such as a change in the Indian law or rulings against us by appellate courts or tribunals, we may need to make provisions in our financial statements, which may reduce our profitability. We can give no assurance that these legal proceedings will be decided in our favour. Any adverse outcome in any or all of these proceedings may have a material adverse effect on our business, results of operations and financial condition. Further Our Company has defaulted in complying with existing laws of the land and the non-compliance could bring penal liability/or prosecution against our Company including our Directors, Promoters and Group Entities. For further details see section titled " **Outstanding Litigations and Material Developments**" on page 179 of this Draft Prospectus.

2. We require number of approvals, licenses; registration and permits for our business, and failure to obtain or renew them in a timely manner may adversely affect our operations.

Our business is subject to national, state and municipal laws and regulations, which govern the discharge, emission, storage, handling and disposal of a variety of substances that may be used in or result from our operations. In addition, we are also subject to regulation relating to local land use controls, permits planning permission, fire and safety standards, and import and export of goods and customs regulations. For further details, see the section " **Key Industry Regulations and Policies**" on page 96 of this Draft Prospectus.

Our Company requires certain statutory and regulatory registrations, licenses, permits and approvals for our business. The details of the approvals possessed by the Company have been mention in the Chapter of " **Government and Other Approvals**" mentioned on page starting at 185. The approval which the Company has applied for but have not received till date is mentioned here under:

Sl. No	Nature of Registration/ License	Unit	Date of Application	Issuing Authority(Authorities retained for your understanding)
1.	Environmental Clearance	Group Housing Project located at Plot No. GH-4, Sector B-2, Taj Nagri, Phase-2, Gomti Nagar, Lucknow	August 14, 2014	Director, Environment & Secretary, State Environment Impact Assessment Authority
2.	No Objection Certificate for mining of soil	Plot No. B/GH-4, Sector B-2, Taj Nagri, Phase-II, Agra (U.P.) admeasuring 7382.93 sq. Metres	April 29, 2014	District Officer Incharge, Minerals, Agra

3. Books of accounts of our company and that of one of our promoter group entity have been impounded by the Income tax authorities and we are not sure of any further action that may be taken against us or any penalty that might be imposed on us in respect of said action by the Authority

A survey operation of our premises was carried out u/s. 133A of the Income Tax Act, 1961, on 03.01.2014 and various books of accounts, documents etc., of our Company and that of our promoter group entity M/s. O. P. Chains (a partnership firm of our promoters Mr. Om Prakash Agarwal & Mr. Satish Agarwal), from our premises

had been impounded under the provisions of Section 133A(3)(ia) of the Act till further order. As on date we do not have any further information in respect of the books of accounts impounded in the survey and we are not aware of any further action that might be taken against us or any penalty that might be imposed upon us in relation to same.

4. *Non-compliance of terms & conditions mentioned in auction documents of land purchased from Agra Development Authority, Agra*

M/s O P Chains Housing, a partnership firm of our Company, had purchased land from Agra Development Authority (ADA), Agra through auction in year 2011 bearing Plot No. B/GH-3, Sector B-2, Taj Nagri, Agra (U.P.) in consideration of ₹.40,32,00,000/-. Out of the same the Company has submitted an amount of ₹.9,72,05,300/- and the rest amount is yet to be paid in installments to the authority. Apart from this we have not paid any amount in respect of the installments till date, as prescribed by the ADA. Further, in respect of the instant land, till date, neither the sale deed has been executed nor has the possession of the property been provided to the Company. Further the Company is in dispute with the authority since November, 2011, in respect of possession of the land as well as terms of payment in relation to same.

For further details in respect of same, please refer our section titled ***“Property”*** beginning at page no.92 of this Draft Prospectus.

5. *Our Company has invested in Partnership Firms engaged in similar activities as that of the Company. Company’s investment in the said firms might or might not prove to be profitable.*

At present the Company has invested in Partnership Firms which are engaged in similar activities as that of the Company. The Firms might fail in achieving their object or might not perform upto the desired level. As such, the Company’s Investment in the said Partnership Firms might or might not be profitable and could also result in losses to the Company affecting its financial results as also its goodwill. The detailed description in respect of the said partnerships is given in the chapter titled ***“Our Promoter Group and Group Entities”*** beginning on page 126 of this Draft Prospectus

6. *Our Company has not made any provision for decline in the value of its investments in the partnership firms. Any setback in the business of partnership firms might adversely affect our business.*

Our Company has invested an amount of ₹.1144.86 Lacs. and ₹.1323.61 Lacs in the partnership firms M/s. Ashok Housing and M/s. O. P. Chains Housing as on March 31, 2014. However no provision in respect of decline in value of investment have been made till date. Any decline in value of investment in the firms as a result of any liability accruing to the firms or due to losses in its business, might adversely affect our financial position.

The detailed description in respect of the said partnerships is given in the chapter titled ***“Our Promoter Group and Group Entities”*** beginning on page 126 and ***“Financial Information”*** beginning on page 143 of this Draft Prospectus

7. *Non-renewal and failure to obtain statutory and regulatory permissions and approvals required to operate our business may have a material adverse effect on our business.*

We require several statutory and regulatory permits, licenses and approvals to operate in the real estate business, some of which our Company has either received, applied for or is in the process of application. Many of these approvals are granted for fixed periods of time and need renewal from time to time. Non-renewal or renewal of the said permits and licenses would adversely affect our Company’s operations, thereby having a material adverse effect on our business, results of operations and financial condition. There can be no assurance that the relevant authorities will issue any of such permits or approvals in the time-frame anticipated by us or at all.

Further, some of our permits, licenses and approvals are subject to several conditions and we cannot provide any assurance that we will be able to continuously meet such conditions or be able to prove compliance with such conditions to the statutory authorities, which may lead to the cancellation, revocation or suspension of relevant permits, licenses or approvals. Any failure by us to apply in time, to renew, maintain or obtain the

required permits, licenses or approvals, or the cancellation, suspension or revocation of any of the permits, licenses or approvals may result in the interruption of our operations and may have a material adverse effect on the business. If we fail to comply with all applicable regulations or if the regulations governing our business or their implementation change, we may incur increased costs, be subject to penalties or suffer a disruption in our business activities, any of which could adversely affect our results of operations. For further details, please see chapters titled **“Key Industry Regulations And Policies”** and **“Government and Other Approvals”** at pages 96 and 185 respectively of this Draft Prospectus.

8. Some of our Group Companies are having negative Networth and have incurred losses in past and are nonoperational.

The following Group Companies promoted by our Promoters are having negative Networth and have incurred losses in past and are nonoperational.

(₹in Lakhs)			
Particulars	2014	2013	2012
<u>Nalanda Sarv Infraventure Private Limited.</u>			
Networth	-24.14	-24.14	3.00
Income	Nil	Nil	Nil
Net Profit /Loss after Tax	Nil	-27.14	Nil
<u>Mega Real Estate Private Limited</u>			
Income	Nil	Nil	Nil
Net Profit /Loss after Tax	-0.06	-0.06	-0.15

For further details, please refer to section titled **“Our Promoter Group and Group Companies/Entities”** on page 126 of this Draft Prospectus

9. We have entered into certain transactions with related parties. These transactions or any future transactions with our related parties could potentially involve conflicts of interest.

Around 20% of our transactions are with related parties, including our Group Companies, our Directors and our Key Managerial Personnel and their relatives and may continue to do so in future. For absolute value of all transactions entered into with our related party entities please refer to **Annexure XVIII “Statement of Related Party Transactions”** on page 161 of this Draft Prospectus. These transactions or any future transactions with our related parties could potentially involve conflicts of interest.

10. Our Promoters may have a conflict of interest as some of our Group Entities operate in related areas of business. In the case of any conflict, our Promoters may favor the interest of our Group entities over us.

Some of our Promoters have interests in other companies, which are in businesses similar to ours and which may result in a potential conflict of interest. Except Nalanda Infraventure Private Limited, Mega Real estate Private Limited, M/s O P Chains Housing, M/s Ashok Housing, M/s O. P. Housing, M/s Om Prakash Housing, M/s Kailash Housing, M/s Satish Housing, M/s Apple city, M/s Agra Housing, M/s Heera Farm, M/s O. P. Residency, M/s O. P. Chains, M/s Radha Rani & Company, Shalya Krishi Farm, M/s Shobhik Goyal, M/s. O.P. Chains Co., M/s. O.P. Chains Jewellers and M/s Ashok Kumar Goyal, none of our Group Companies / entities have any common pursuits. These companies are also engaged in Development of land, as Housing development entity, activities related with purchase and sale of land, etc and we have had, and will continue to have, business transactions with these companies. In the case of any conflict, our Promoters may favour the interest of their Group Companies over us.

Accordingly, potential conflicts of interest may arise out of common business objectives shared by us and our group companies and there can be no assurance that these or other conflicts of interest will be resolved in an impartial manner. For further details in relation to such conflicts of interest please see **“Annexure XVIII - Statement of Related Party Transaction”** on Page No.161 of this Draft Prospectus..

11. Our net cash flows from operating, investing and financing activities have been negative in the past. Any negative cash flow in the future may affect our liquidity and financial condition.

Our cash flow from our operating activities, investing and financing activities have been negative in the past. Following are the details of our cash flow position during the last five financial years:

Particulars	For the year ended					(₹ in Lakhs)
	31-Mar-14	31-Mar-13	31-Mar-12	31-Mar-11	31-Mar-10	
Net Cash from Operating Activities	-153.89	-34.09	1516.9	81.95	-2701.39	
Net Cash from Investing Activities	159.65	79.29	-2754.36	50.71	1014.6	
Net Cash used in Financing Activities	-10.98	-46.25	9.5	-7.05	-792.05	

Cash flow of a Company is a key indicator to show the extent of cash generated from operations to meet capital expenditure, pay dividends, repay loans and to make new investments without raising finance from external resources. If we are not able to generate sufficient cash flows, it may adversely affect our business and financial operations. Please refer *Annexure III-Statement of Cashflows* in chapter titled “*Financial Information*” beginning on page 148 of the Draft Prospectus for further information.

12. Certain of our Directors, promoters and Key Managerial Personnel have interests in the Company other than the benefits accruing from their holding in the company, reimbursement of expenses and normal remuneration or benefits. Any such interests may result in a conflict of interest, which may have an adverse effect on our business.

Our Directors, promoters and Key Managerial personnel Mr. Om Prakash Agarwal, Mr. Ashok Kumar Goyal and Mr. Satish Kumar Goyal either by themselves or through their close relatives, have entered into partnership with the company and also carry out transactions with the company. They might be deemed to be interested to the extent of benefits accruing to them as partners or in the capacity of traders with the company. Moreover our company might be in loss of opportunity cost of the funds invested in the partnership with our promoters and their relatives hold certain Equity Shares in our Company and may be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of the Equity Shares. They are also interested in the rental income from the Company.

In addition to above, our CFO Mr. Ashok Kumar is also having interest in one of our promoter Group entity M/s. O.P. Chains Co. with which he is associated on part time basis and draws an annual salary of Rs. 0.94 lac p.a..

13. Our operations have been concentrated in state of Uttar Pradesh in India. Our growth strategy to expand into new geographic areas poses risks.

Our operations have been geographically concentrated in the state of Uttar Pradesh. Our business is therefore significantly dependent on the general economic condition and activity in the State in which we operate, and the central, state and local government policies relating to our new venture in real estate. Although investment in the real estate sector in the area in which we operate has been so far encouraging, there can be no assurance that this will continue.

14. Our future success depends to a significant extent on Our Promoters, Directors & KMPs.

We are highly dependent on our Promoters, Directors & KMPs .Our future performance may be affected by any disruptions in the continued service of these persons. Competition for senior management in our industry is intense, and we may not be able to retain the senior personnel or attract and retain the new ones in the future. The loss of any these members or other KMPs may have a material adverse effect on our business, results of operations and financial condition. For details of the *Key Managerial Personnel*, please refer to page 118 of the Draft Prospectus.

15. Our company is highly dependent on a very few dealers and suppliers for procurement of its products. Any dispute with the dealers or suppliers or any loss of any of them might adversely affect our ability to procure material on time and might adversely affect our business.

Our Company is dependent on very small number of suppliers and dealers for the purpose of procurement of its goods. Further we do not any long term contract with any of our dealers or suppliers. Any dispute with the



suppliers or dealers or any loss of them due to any other reason might adversely affect our ability to procure goods on time and might adversely affect our business.

For further details in respect of same, please refer section titled **“Management Discussion and Analysis”** beginning at page 169 of this draft prospectus.

16. Our company is highly dependent on a very few customers for sale of its products. Any dispute with the customers or any loss of any of them might adversely affect our business.

Our customer base for our bullion inventory is very small and we are highly dependent on them for the purpose of consumption of our stock. Further we do not any long term contract with any of our dealers or suppliers. Any dispute with the suppliers or dealers or any loss of them due to any other reason might adversely affect our ability to procure goods on time and might adversely affect our business.

For further details in respect of same, please refer section titled **“Management Discussion and Analysis”** beginning at page 169 of this draft prospectus.

17. Our ability to pay dividends will depend upon future earnings, financial condition, cash flows, working capital requirements, capital expenditure, lender’s approvals and other factors.

We have not paid any dividend since incorporation. Further we cannot assure that we may be able to pay any dividend in future. The payment of future dividend payments, if any, will depend upon our future earnings, financial condition, cash flows, working capital requirements, capital expenditures, lender’s approvals and other factors. Therefore, it cannot be assured that we shall have distributable funds or that we will declare dividends in future. *For further details, please refer to the Section titled “Financial Information” beginning on page 143 of this Draft Prospectus.*

18. The new Companies Act, 2013 is in the process of being implemented and any developments in the near future may be material with respect to the disclosures to be made in this Draft Prospectus as well as other rules and formalities for completing the Issue.

The Companies Act, 2013 has been published on August 29, 2013 and Section 1 of the said Act was notified on August 30, 2013 while 98 more sections were notified as on September 12, 2013, and Section 135 and Schedule VII were notified on February 27, 2014 (applicable from April 1, 2014). Further, 183 other sections were notified on March 26, 2014 (applicable from April 1, 2014). Though we have incorporated the relevant details pertaining to the new Companies Act, 2013 (to the extent notified) in this Draft Prospectus, any further notifications by the MCA after our filing of this Draft Prospectus may be material with respect to the disclosures to be made in this Draft Prospectus as well as other rules and formalities for completing the Issue. Further, the Companies Act, 2013 provides for, among other things, changes to the regulatory framework governing the issue of capital by companies, corporate governance, audit procedures, corporate social responsibility, the requirements for independent directors, director’s liability, class action suits, and the inclusion of women directors on the boards of companies. The Companies Act, 2013 is complemented by a set of rules that set out the procedure for compliance with the substantive provisions of the Companies Act, 2013. While some of these rules have been notified and brought into effect from April 1, 2014, it is difficult to predict with any degree of certainty the impact, adverse or otherwise, of the Companies Act, 2013 on the Issue, and on the business, prospects and results of operations of the Company

19. Our insurance cover may be inadequate to fully protect us from all claims/losses and may in turn impact our financial condition.

We believe we maintain adequate insurance coverage commensurate with the other players in the Bullion industry in India. Our insurance policies, however, may not provide adequate coverage in certain circumstances and are subject to certain deductibles, exclusions and limits on coverage. Further, there can be no assurance that any claim under the insurance policies maintained by us will be honoured fully, in part or on time. To the extent that we suffer loss or damage that is not covered by insurance or which exceeds our insurance coverage or to the extent of our claims not duly honoured by our insurers, our financial condition may be affected.

B. Risk relating to Objects of the Issue

20. The deployment of the Issue Proceeds is entirely at the discretion of our Company and is not subject to any monitoring by any independent agency.

Our Company has not appointed any Monitoring Agency for this Issue as Regulation 16(1) of the SEBI (ICDR) Regulations, 2009 stipulates that the requirement of Monitoring Agency is not mandatory if the Issue size is below ₹ 500 crores. The present Issue being less than ₹.500 crores, the appointment of Monitoring Agency is not mandatory. Accordingly, the deployment of the issue proceeds is entirely at the discretion of our Company and is not subject to any monitoring by any independent agency.

The deployment of the use of proceeds of the Issue is at the discretion of our Company. Further, we have not entered into any definitive agreements for the utilization of the Net Proceeds of the Issue, nor has our intended use of proceeds from the Issue been appraised by any bank or financial institution. Accordingly, investors in this Issue will need to rely upon the judgment of our management with respect to the utilization of the Issue Proceeds.

Our Audit Committee will review the utilization of proceeds of the Issue in conjunction with our Board and will make recommendations to the Board on such use. Further, our Company will furnish a statement to the Stock Exchanges indicating material deviations, if any, in the use of proceeds of the Issue from the objects stated in this Draft Prospectus. However, such utilization is not and will not be subject to monitoring by an independent agency. The net proceeds from this Issue are expected to be used in the manner stated in the –**Objects of the Issue** on Page No. 57 of this draft prospectus.

21. Our Company has not appointed any independent agency for the appraisal of the proposed Objects of Issue.

The Objects for which we intend to use our Issue proceeds as mentioned in the objects of the Issue, has not been appraised by any bank or financial institution. The Objects of Issue is as per our own estimates based on current conditions and are subject to changes in external circumstances or costs. Our estimates for fund requirement has been based on our internal estimates and which may exceed or which may require us to reschedule our Planned expenditure which in turn may have an adverse impact on our business, financial condition and results of operations.

22. If we fail to anticipate, identify or react appropriately or in a timely manner to demand in the jewellery industry, we may result in overstocking.

Although we place orders for bullions depending upon requirement of our clients but we may sometime end up in overstocking. If we fail to anticipate, identify or react appropriately or in a timely manner to demands, we could experience overstocking. These factors could result in lower selling prices and more prone to price fluctuations could adversely affect our financial condition and results of operations.

23. The schedule of implementation envisaged by us may be delayed and as a result thereof, we may face operational delays and escalation in costs. This may affect our expansion plans.

The proposed schedule of implementation of the “Objects of the Issue” may be delayed on account of force majeure events, unanticipated cost increases or changes in macro-economic scenario, any of which could give rise to delays and cost overruns. While we may seek to minimize the risks from any unanticipated events, we cannot ensure that all potential delays can be mitigated and that we will be able to prevent any cost over-runs and any opportunity loss resulting from such delays, shortfalls and disruptions. *For further details please refer to the Chapter titled “Objects of the Issue” beginning on page 57 of this Draft Prospectus.*

C. Risks related to our Business:

24. The Registered Office and Godown of our Company is not owned by us.

Our Registered Office and godown premise situated at 8/16 A, Seth Gali, Agra – 280001, Uttar Pradesh, India and Shop No.1/119C/12 Chaube ji ka Katra, Kinari Bazar, Agra-282003, Uttar Pradesh, India respectively are not owned by us. We have taken these premises from one of our Director and Promoter on rental basis vide agreements effective from April 1, 2014 for a period of 11 months and can be renewed on the basis of mutual

consent. However, we cannot give an assurance that our agreements for the said premises would be renewed on commercially acceptable terms or at all. Our inability to identify the new premises may adversely affect the operations, finances and profitability of our Company.

25. Our Company is subject to high working capital requirements and our inability to fund these requirements in a timely manner may adversely impact our financial performance.

Our working capital requirement is high due to upfront payment to our suppliers for procurement of bullion and credit cycles. Inability of our Company to raise corresponding working capital in line with the growth of our operations may result in adversely affecting our operations and financial performance.

26. We face competition in our business from both domestic and international competitors. Such competition would have an adverse impact on our business and financial performance.

We operate in a highly competitive environment. Our Company faces competition from both organized as well as unorganized players. Intensified competition from these players in recent years has increased demand for the quality of contents which we source, which has in turn contributed to an increase in costs for content acquisition. There can be no assurance that the costs of content acquisition will not continue to increase in the future, making it more difficult for us to access content cost-effectively. Further, the prices of commercially compelling content could rise disproportionately due to scarce supply of such content. This could reduce our ability to sustain profit margins, which could have a material adverse effect on our business prospects, financial condition and results of operations.


27. Some of our lease agreements may have certain irregularities.

Some of our lease agreements have certain irregularities such as inadequate stamping and/or non registration of deeds and agreements and improper execution of lease deeds. The effect of inadequate stamping and nonregistration is that the document is not admissible as evidence in legal proceedings, and parties to that agreement may not be able to legally enforce the same, except after paying a penalty for inadequate stamping and nonregistration. In the event of any dispute arising out of such unstamped or inadequately stamped and/or unregistered lease agreements, we may not be able to effectively enforce our leasehold rights arising out of such agreements which may have a material and adverse impact on the business of our Company.

28. Delays or defaults in client payments could result in a reduction of our profits.

The efficiency and growth of our business depends on timely payments received from our clients. In the event, our clients default or delay in their payments, we may not have adequate resources to fund our business and growth plans. This could have an adverse effect on our business, financial condition and results of operations.

29. We have not registered our logo  and trade mark name.

We have applied for registration our logo  which is pending for approval and therefore we do not enjoy the statutory protections accorded to a registered trademark and are subject to the various risks arising out of the same, including but not limited to infringement or passing off our name and logo by a third party. As our logo is not registered, we would not enjoy the statutory protections accorded to a registered trademark and our ability to use our logo may be impaired. For further details please refer to section titled “**Government and Other Approvals**” on page no.185 of this Draft Prospectus.

30. We might not be able to successfully implement our business strategies.

In order to achieve our goal of expanding our presence across the country, we are constantly evaluating the possibilities of expanding our presence. Our initiatives, *inter-alia*, include:

1. Increasing our geographical presence and tapping new markets
2. Developing Real Estate Business

Implementation of the aforesaid business strategies may pose significant challenges to our administrative, financial and operational resources and additional risks, including some of which we may not be specifically aware of. If we are unable to successfully implement some or all of our key strategic initiatives in an effective and timely manner, we may face an adverse effect on our future business prospects.

31. We have entered into Real Estate business by becoming partner to partnership firms and will be subject to risk associated with Real Estate Business.

In the year 2011, our company entered into real estate sector by becoming partner of partnership firm viz. M/s. Ashok Housing and M/s. O P Chains Housing vide partnership agreement dated February 17, 2011 and August 04, 2011 respectively to construct residential apartments and commercial spaces. We are having a profit sharing ratio of 25% in each partnership firms. Accordingly, we are subject to risk associated with Real Estate Business.

32. The Real Estate industry is subject to significant regulation and any failure to comply with the relevant regulations may adversely affect our business, results of operation and financial conditions.

Our real estate business is subject to numerous approvals, clearances laws and regulations, including those relating to the Environmental Clearances, NOC from Agra Development Authorities and various other approvals from different authorities. Our failure to obtain any approvals from the authorities or complying with any applicable regulations will have an adverse effect on our operations.

33. We are yet to apply for certain approvals with respect to our Real Estate business and there are certain approvals we have applied for but are pending as on date.

We have entered into Real Estate business through partnership firm viz. viz. M/s. Ashok Housing and M/s. O P Chains Housing vide partnership agreement dated February 17, 2011 and August 04, 2011 respectively to construct residential apartments and commercial spaces. As on date in case of M/s. Ashok Housing, we have entered into sale deed dated November 3, 2011 with Agra Development Authority for land admeasuring 7382.93 sq mtrs situated at Plot No. GH-4, Sector B-2, Taj Nagri, Agra (U.P.) for consideration of ₹.1476,58,600 as cost of land and ₹.1,77,19,032 as freehold charges of land and ₹.1,15,77,000 as stamp duty and registration charges. Our partnership firm has applied for clearance from environment department for our proposed residential project and the application is pending.

In case of M/s O.P. Chain Housings have received allotment letter dated August 25, 2011 by Agra Development Authority for allotment allotment of land admeasuring 20,000 Square Metres situated at Plot No. GH-3, Sector B-2, Taj Nagri, Agra (U.P.) for ₹.40, 32,00,000 (Rupees Forty Crores and Thirty Two Lacs Only) which includes ₹.36,00,00,000/- as cost of land and ₹.4,32,00,000/- as freehold charges of land. Our partnership firm have deposited ₹.9, 72, 05,300 (Rupees Nine Crores Seventy Two Thousand Five thousand and Thirty Two Only). Balance payment is yet to be made and Sale deed for the said land will be executed on full payment to Agra Development Authority.

Further, our partnership firm will be applying for other approvals in due course. We cannot assure you that we will be successful in obtaining the required approvals.

EXTERNAL RISK FACTORS

34. A slowdown in economic growth in India could cause our business to suffer.

Our results of operations and financial condition are dependent on, and may be adversely affected by, conditions in financial markets in the global economy and, particularly in India. Since our Company primarily conducts its business within the boundaries of India and all of its assets and majority of its employees are located in India, we are highly dependent on the prevailing market conditions in terms of our performance which is affected by the existing economic conditions. A host of economic factors like increase in rate of inflation, scarcity of credit, increases in commodity and energy prices may impede our growth and expansion plans and may even affect the successful implementation of our current projects. Further, other factors such as political or regulatory action, including adverse changes in liberalization policies, business corruption, social disturbances, terrorist attacks and other acts of violence or war, natural calamities, may also affect the business of the Company. Any

slowdown in the Indian economy may adversely affect our business, financial condition, results of operations and the price of our Equity Shares.

35. *Regulatory changes with regard to Direct/Indirect taxes may adversely affect our performance or financial conditions.*

Regulatory changes relating to business segments in which we operate in India can have a bearing on our business. Each State in India has different local taxes and levies which may include value added tax, sales tax and octroi. Changes in these local taxes and levies may impact our profits and profitability. Any negative changes in the regulatory conditions in India or our other geographic markets could adversely affect our business operations or financial conditions.

36. *Instability of economic policies and the political situation in India or elsewhere could adversely affect the fortunes of the industry.*

There is no assurance that the liberalization policies of the government will continue in the future. Protests against privatization could slow down the pace of liberalization and deregulation. The Government of India plays an important role by regulating the policies governing the private sector over the past several years.

Unstable internal and international political environment could impact the economic performance in both the short term and the long term. The Government has traditionally exercised and continues to exercise a significant influence over many aspects of the Indian economy. Our Company's business, and the market price and liquidity of the Equity Shares, may be affected by changes in interest rates, changes in the Government policy, taxation, social and civil unrest and other political, economic or other developments in or affecting India.

37. *Regional hostilities, terrorist attacks, communal disturbances, civil unrest and other acts of violence or war involving India and other countries may result in a loss of investor confidence and adversely affect the financial markets and our business.*

Terrorist attacks, civil unrest and other acts of violence or war may negatively affect the Indian markets on which our Equity Shares will trade and also adversely affect the worldwide financial markets. In addition, the Asian region has from time to time experienced instances of civil unrest and hostilities among neighboring countries. Hostilities and tensions may occur in the future and on a wider scale. Military activity or terrorist attacks in India, such as the attacks in Mumbai in November 2008 and in July 2011, may result in investor concern about stability in the region, which may adversely affect the price of our Equity Shares. Events of this nature in the future, as well as social and civil unrest within other countries in Asia, could influence the Indian economy and could have an adverse effect on the market for securities of Indian companies, including our Equity Shares.

38. *The occurrence of natural disasters may adversely affect our business, financial condition and results of operations.*

The occurrence of natural disasters, including hurricanes, floods, earthquakes, tornadoes, fires and pandemic disease may adversely affect our financial condition or results of operations. The potential impact of a natural disaster on our results of operations and financial position is speculative, and would depend on numerous factors. The extent and severity of these natural disasters determines their effect on the Indian economy. Although the long term effect of diseases such as the H5N1 "avian flu" virus, or H1N1, the swine flu virus, cannot currently be predicted, previous occurrences of avian flu and swine flu had an adverse effect on the economies of those countries in which they were most prevalent. An outbreak of a communicable disease in India would adversely affect our business and financial conditions and results of operations. We cannot assure you that such events will not occur in the future or that our business, financial condition and results of operations will not be adversely affected.

39. *Any downgrading of India's debt rating by a domestic or international rating agency could negatively impact our business.*

Any adverse revisions to India's credit ratings for domestic and international debt by domestic or international rating agencies may adversely impact our ability to raise additional financing, and the interest rates and other commercial terms at which such additional financing is available. This could have an adverse effect on our

financial results and business prospects, ability to obtain financing for capital expenditures and the price of our Equity Shares.

40. Our transition to IFRS reporting could have a material adverse effect on our reported results of operations or financial condition.

Our Company may be required to prepare annual and interim financial statements under IFRS in accordance with the roadmap for the adoption of, and convergence with, the IFRS announced by the Ministry of Corporate Affairs, Government of India through a press note dated January 22, 2010 (“IFRS Convergence Note”). The Ministry of Corporate Affairs by a press release dated February 25, 2011 has notified that 32 Indian Accounting Standards are to be converged with IFRS. The date of implementation of such converged Indian accounting standards has not yet been determined and will be notified by the Ministry of Corporate Affairs after various tax related issues are resolved. We have not yet determined with certainty what impact the adoption of IFRS will have on our financial reporting. Our financial condition, results of operations, cash flows or changes in the shareholders’ equity may appear materially different under IFRS than under Indian GAAP or our adoption of IFRS may adversely affect our reported results of operations or financial condition. This may have a material adverse effect on the amount of income recognized during that period.

41. We have not independently verified certain data in this Draft Prospectus.

We have not independently verified data from industry publications contained herein and although we believe these sources to be reliable, we cannot assure you that they are complete or reliable. Such data may also be produced on a different basis from comparable information compiled with regard to other countries. Therefore, discussions of matters relating to India and its economy are subject to the caveat that the statistical and other data upon which such discussions are based have not been verified by us and may be incomplete or unreliable.

These facts and other statistics include the facts and statistics included in “*Summary of Industry*” and “*Industry Overview*” on pages 25 and 73 respectively. Due to possibly flawed or ineffective data collection methods or discrepancies between published information and market practice and other problems, the statistics herein may be inaccurate or may not be comparable to statistics produced elsewhere and should not be unduly relied upon. Further, we cannot assure you that they are stated or compiled on the same basis or with the same degree of accuracy, as the case may be, elsewhere.

Prominent Notes:

1. Public Issue Of 18,50,000 Equity Shares of Face Value of ₹10/- each of O. P. Chains Limited (“**OPCL**” or “**Our Company**” or “**The Issuer**”) For Cash At a Price of ₹11/- Per Equity Share (Including a Share Premium of ₹ 1/- per Equity Share) (“**Issue Price**”) aggregating to ₹203.50 Lacs, of which 1,00,000 Equity Shares of Face Value of ₹ 10/- each aggregating To ₹11.00 Lacs will be reserved for subscription by Market Maker (“**Market Maker Reservation Portion**”). The Issue Less the Market Maker Reservation Portion i.e. Issue of 17,50,000 Equity Shares of Face Value of ₹10/- each aggregating to ₹ 192.50 Lacs is hereinafter referred to as the “**Net Issue**”. The Issue and the Net Issue will constitute 27.00% and 25.55%, respectively of the Post Issue paid up Equity Share Capital of Our Company.
2. This Issue is being made for at least 25% of the post- issue paid-up Equity Share capital of our Company, pursuant to Rule 19(2)(b)(i) of the Securities Contracts (Regulation) Rules, 1957 as amended. This Issue is being made in terms of Chapter XB of the SEBI (ICDR) Regulations, 2009, as amended from time to time. As per Regulation 43(4) of the SEBI (ICDR) Regulations, as amended, since our is a fixed price issue ‘the allocation’ is the net issue to the public category shall be made as follows:
 - a) Minimum fifty percent to retail individual investors; and
 - b) Remaining to Individual applicants other than retail individual investors; and other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for;
 - c) The unsubscribed portion in either of the categories specified in (a) or (b) above may be allocated to the applicants in the other category.

If the retail individual investor category is entitled to more than fifty per cent on proportionate basis, accordingly the retail individual investors shall be allocated that higher percentage.



3. The Net worth of our Company as on March 31, 2014 and March 31, 2013 was ₹2809.22 Lacs and ₹2796.84 Lacs respectively. For more information, see the section titled **"Financial Statements"** beginning on page 143 of this Draft Prospectus.
4. The NAV / Book Value per Equity Share, based on Standalone Restated Financials of our Company as March 31, 2014 and March 31, 2013 was ₹ 56. 18 per share and ₹ 55.94 Lacs respectively. For more information, see the section titled **"Financial Statements"** beginning on page 143 of this Draft Prospectus.
5. The average cost of acquisition of Equity Shares by our Promoters is set out below:

Name of our Promoters	Number of Equity Shares Held	Average Cost of Acquisitions (₹)
Mr. Om Prakash Agarwal	9,08,100	10/-
Mr. Satish Kumar Goyal	8,70,000	10/-
Mr. Ashok Kumar Goyal	8,70,000	10/-

As certified by our Statutory Auditor vide their certificate dated June 02, 2014. For Further details, please refer to "Capital Structure" on page 45 of this Draft Prospectus.

6. We have entered into various related party transactions with related parties including various Promoter group companies/entities for the period ended March 31, 2014. For nature of transactions and other details as regard to related party transactions. Section titled **"Financial Statements - Annexure XVIII - Statement of Related Parties Transactions, as Restated"** on page 161 of this Draft Prospectus.
7. None of our Group companies have any business or other interest in our Company, except as stated in section titled **"Financial Statements - Annexure XVIII - Statement of Related Parties Transactions, as Restated"** on page 161 and **"Our Promoters and Group Entities"** on page 126, and to the extent of any Equity Shares held by them and to the extent of the benefits arising out of such shareholding.
8. Our Company was originally incorporated in Kanpur as **"O. P. Chains Limited"** on December 4, 2001, under the provisions of the Companies Act, 1956 vide certificate of incorporation issued by the Registrar of Companies, Uttar Pradesh, Kanpur. The Corporate Identification Number of our Company is U27205UP2001PLC026372

For details of change in our name, please refer to Section titled **"History and Certain Corporate Matters"** on page 104 of this Draft Prospectus.
9. None of our Promoters, Promoter Group, Directors and their relatives has entered into any financing arrangement or financed the purchase of the Equity Shares of our Company by any other person during the period of six months immediately preceding the date of filing of Draft Prospectus.
10. Our Company, Promoters, Directors, Promoter Group, Group companies have not been prohibited from accessing the Capital Market under any order or direction passed by SEBI nor they have been declared as willful defaulters by RBI / Government authorities. Further, no violations of securities laws have been committed by them in the past or pending against them.
11. Investors are advised to see the paragraph titled **"Basis for Issue Price"** beginning on page 62 of this Draft Prospectus.
12. The Lead Manager and our Company shall update this Draft Prospectus / Prospectus and keep the investors / public informed of any material changes till listing of the Equity Shares offered in terms of this Draft Prospectus and commencement of trading.
13. Investors are free to contact the Lead Manager i.e. Hem Securities Limited for any clarification, complaint or information pertaining to the Issue. The Lead Manager and our Company shall make all information available to the public and investors at large and no selective or additional information would be made available for a section of the investors in any manner whatsoever.
14. In the event of over-subscription, allotment shall be made as set out in paragraph titled **"Basis of Allotment"** beginning on page 224 of this Draft Prospectus and shall be made in consultation with the Designated Stock Exchange i.e. BSE. The Registrar to the Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner as set out therein.



15. The Directors / Promoters of our Company have no interest in our Company except to the extent of remuneration and reimbursement of expenses (if applicable) and to the extent of any Equity Shares of our Company held by them or their relatives and associates or held by the companies, firms and trusts in which they are interested as director, member, partner, and/or trustee, and to the extent of benefits arising out of such shareholding and to the extent of details of interests stated under the chapters titled "**Our Management**" "**Our Promoter and Promoter Group**" & "**Financial information**" beginning at page no.108,126 & 143 of this Draft Prospectus.

16. No loans and advances have been made to any person(s) / companies in which Directors are interested except as stated in the Auditors Report. For details, please see "**Financial Information**" beginning on page 143 of this Draft Prospectus.

SECTION III – INTRODUCTION

SUMMARY OF OUR INDUSTRY

This is only a summary and does not contain all the information that you should consider before investing in our Equity Shares. You should read the entire Prospectus, including the information contained in the sections titled “Risk Factors” and “Financial Informations” and related notes beginning on page 12 and 143 respectively of this Draft Prospectus before deciding to invest in our Equity Shares.

Overview of the Global and Indian Economy

Global Scenario

Global economic growth has strengthened in 2013. With accommodative monetary policy stance and reduced fiscal tightening, advanced economies performed well in 2013. However, the growth in emerging market have been disappointing due to less favourable external environment and country specific weak fundamentals such as High inflation and wide current account deficit. This has translated into weak investor sentiments for emerging markets. Federal Reserve has continued its gradual scaling down of monetary stimulus by USD 10 billion per month since the beginning of 2014. In an attempt to rein in public debt, Japan increased the sale tax for the first time in its 17 year history. During March 2014, equity markets across the world witnessed mixed trends; while, government bond market in major economies such as U.S., U.K, China, Russia and Brazil reported surge in yields.

Global economy grew well during the second half of 2013, with firming recovery in advanced countries. Pick up in global trade and industrial production contributed to the overall growth. Euro Area economy is expanding at relatively modest rate. The cost of credit has fallen and the demand is on increasing trend, showing an improvement in economic conditions in Euro Area. However, with current inflation staying persistently below the target inflation rate in several advanced economies, the concerns about its adverse impact on economic activity and debt burdens are emerging. International Monetary Fund (IMF) in its World Economic Outlook Update published in April 2014, has revised downward its projection for global growth for 2014 and 2015, from its forecast in January 2014. According to IMF estimates, global economy is estimated to grow at 3.6 per cent in 2014 and 3.9 per cent in 2015. In 2013, global economic growth stood at 3.0 per cent. The April 2014 WEO Update by IMF projects the growth in advanced economies at 2.2 per cent in 2014 and 2.3 per cent in 2015. Growth rate projections for emerging markets and developing economies for 2014 and 2015 stood at 4.9 per cent and 5.3 per cent, respectively. The projection for real GDP growth in India is projected at 5.4 per cent in 2014 and 6.4 per cent in 2015. The below table shows the Major Macroeconomic Indicators in the Global Economy:

Exhibit 2: Major Macroeconomic Indicators

	Country / Region	Quarterly Growth Rate of Real GDP				Annual CPI Inflation Rate		Unemployment Rate		Benchmark Interest Rate
		Q-o-Q		Y-o-Y						
Developed Economies	OECD	0.60	(Q4)	2.20	(Q4)	1.40	(Feb)	7.60	(Feb)	NA
	USA	0.65	(Q4)	2.59	(Q4)	1.50	(Mar)	6.70	(Mar)	0.25
	UK	0.67	(Q4)	2.67	(Q4)	1.60	(Mar)	6.90	(Dec-Feb)	0.50
	Japan	0.17	(Q4)	2.60	(Q4)	1.50	(Feb)	3.60	(Feb)	0.10
	Euro Area (EA18)	0.28	(Q4)	0.52	(Q4)	0.50	(Mar)	11.90	(Feb)	0.25
	European Union (EU28)	0.38	(Q4)	1.10	(Q4)	0.60	(Mar)	10.60	(Feb)	NA
BRIC	Brazil	0.68	(Q4)	1.90	(Q4)	6.15	(Mar)	5.00	(Mar)	11.00
	Russia	0.88	(Q4)	2.17	(Q4)	6.90	(Mar)	5.60	(Feb)	7.00
	India*	NA	(Q4)	4.70	(Q4)	5.70	(Mar)	NA		8.00
	China	1.40	(Q1)	7.40	(Q1)	2.40	(Mar)	NA		6.00
Other EMEs	Korea	0.89	(Q4)	3.64	(Q4)	1.30	(Mar)	3.90	(Feb)	2.50
	Indonesia	1.38	(Q4)	5.64	(Q4)	6.70	(Mar)	NA	NA	7.50
	Turkey	0.51	(Q4)	4.82	(Q4)	8.40	(Mar)	8.50	(Dec)	10.00

Note: Months mentioned in bracket are for the Year-2014. Except (Dec) stands for December 2013.

(Q4) & (Q1) represent fourth of 2013, first quarter of 2014 respectively.

* Wholesale Price Index (WPI) inflation data is considered for measuring inflation in India.

NA - Not Available

Source: Official Database & Central Banks of respective countries, OECD

(Source: http://www.sebi.gov.in/cms/sebi_data/attachdocs/1399369080282.pdf)

Overview of Indian Economy

As per the quarterly estimates of third quarter of 2013-14, GDP growth was registered at 4.7 per cent (Y-o-Y) in Q3 of 2013-14 which is slower as compared to 4.8 per cent in Q2 of 2013-14. Agriculture growth declined to 3.6 per cent in Q3 of 2013-14. Industrial sector showed a negative growth and decreased by 1.2 per cent in Q3 of 2013-14. Manufacturing sector showed a sub zero growth too and declined by 1.9 per cent in 2013-14. However, expansion in the services sector picked up to stand at 7.6 per cent in the October-December 2013, compared with 5.7 per cent in the previous quarter. The decline in pace of growth can be attributed to weak investment scenario due to policy uncertainty ahead of the Lok Sabha elections.

The HSBC Purchasing Managers' Index (PMI) for March indicated slowed down from its February's one-year high of 52.5 to 51.3 in March 2014. Low PMI signalled a slight and weaker improvement of business conditions across the country's goods producing sector. Nonetheless, the PMI average for Jan-Mar 2014 (51.7) was the highest since the same period in 2013.

Central government's fiscal deficit stood at ₹ 5.99 lakh crore for the April-February 2013-14, which overshoot the revised Budget Estimate of ₹ 5.24 lakh crore for the entire financial year as provided by Finance Minister P. Chidamabaram in interim budget (114.3 per cent of budget estimates of FY 2013-14). It is expected that the fiscal deficit to GDP would turn out to be between 5-5.1 per cent of GDP for FY 2013-14 as against the proposed 4.6 per cent in the interim budget.

International Monetary Fund (IMF) which has pegged India's GDP growth to 4.4 per cent in 2013-14, has maintained its previous estimate of 5.4 per cent growth for Indian economy for 2014-15. A number of agencies have revised their GDP forecasts for year 2013-14 and have forecasted for FY 2014-15 (Exhibit 4).
(Source: SEBI Bulletin April 2014)

Exhibit 4: India GDP forecasts for year 2013-14 and 2014-15

Agency	Current	Previous
2013-14		
RBI	4.8	5.5
IMF	4.6	4.7
OECD	3.4	3.9
2014-15		
ADB	5.5	5.7
World Bank	6.2	6.5
Crisil	6	NA
India Ratings	5.6	NA
Fitch Ratings	5.5	NA

Source: Various Agencies

(Source: SEBI Bulletin April 2014)

India Bullion Market Scenario

India is the leading consumer and importer of bullion. It consumes nearly 800 MT of gold, which accounts for 20 per cent of world gold consumption. Out of this, around 600 MT of gold goes into making jewellery. The domestic bullion and jewellery market is estimated to be around US\$ 16.1 billion, which is expected to grow to the size of US\$25 billion within 2-3 years.

India's gem & jewellery sector commands around 80% of the jewellery trade worldwide. The Indian gems and jewellery industry is one of the fastest growing segments in the Indian economy. The annual growth rate is approximately 15 per cent. Bullion trade and ornament industry provides employment to more than 0.7 million skilled and semi- skilled labor (karigars) in unorganized sector. It is one of the largest employment opportunity generating industry without involving any Government's expenditure. There are around 0.8 million small and big



retail shops spread across the country, which are engaged in sale of ornaments. This provides further employment opportunity to around 2 million people. Besides, the import and export sector, bullion banks, nominated agencies and other support agencies provides employment opportunity to around 0.1 million people

Though India is the leading player in import and trade in bullion and export of jewellery, it does not exert any significant impact in discovery of gold prices in the international market. The reason is that country's bullion trade is fragmented and unorganized. During recent times, Bullion market has witnessed high degree of volatility in prices, mostly due to fluctuation in international market and factors influencing dollar valuation. This has severely affected the bullion and jewellery trade in India, as demand for ornaments as well as bullion usually comes down if the prices are volatile.

Export of Indian gold bar is not allowed. This creates a disparity in Indian gold price and international prices, if the international price goes above a certain level. It creates a distortion in physical trade, which in turn severely affects import of gold in India. Most of other commodities and merchandise are under OGL, where both import and export of commodity is allowed without any hassle. But, in case of gold and silver, there are a number of restrictions on import as well as export of gold. Price of gold and silver differ from place to place in India even at the same moment. There is no benchmark price available, which is valid for the entire country There is no national level trade and industry body, which can represent the bullion trade and industry.

India has huge household stock of gold and silver. In past, there have been multiple attempts by the Government to bring out such assets into mainstream, but none of the schemes could achieve the desired results. There is need to create a market linkage for such household bullion stock, which can be refined / certified by approved refineries so as to ensure purity and weight. This would induce the people to bring out such gold into open whenever International gold prices rise beyond a level in order to take advantage of rising prices.

Gold and silver imports declined 40 per cent to USD 33.46 billion in 2013-14 mainly due to restrictions imposed by the Government on inbound shipments of the precious metal to narrow the current account deficit. Import of gold and silver in 2012-13 stood at USD 55.79 billion. Finance Minister, Mr. P. Chidambaram has stated that Current account deficit (CAD) in India is likely to be USD 35 billion in 2013-14, much lower than about USD 88 billion recorded in 2012-13. India's Current Account Deficit had dropped sharply to USD 4.2 billion (0.9 per cent of GDP) during Q3 of 2013-14 from USD 31.9 billion (6.5 per cent of GDP) during Q3 of 2012-13.

(Source: SEBI Bulletin April 2014)

RECENT CHANGES IN THE GOLD & SILVER BULLION INDUSTRY

RBI Eases Tough Gold Import Rules, Allows Private Agencies to Import

The RBI eased tough gold import rules on Wednesday by allowing seven more private agencies to ship the precious metal, a move that industry officials say could augment supplies and reduce premiums in the peak wedding season.

Gold imports by India, the world's No. 2 bullion consumer after China, could quickly rise from current levels, according to the officials. This would help global prices, which slumped 28 percent last year, partly due to India's import curbs. Struggling with a ballooning trade deficit, India in 2013 imposed a record high duty of 10 percent on overseas purchases of gold, the second-biggest item in its import bill, and introduced a rule tying import quantities to export levels.

On May 21, 2014 Wednesday, the Reserve Bank of India allowed "star trading houses", private jewellery exporters which had been barred from importing gold since July 2013, to resume imports, with immediate effect. As a result, more than 20 entities, including state-run banks, private banks and agencies will now be allowed to import the metal.

"This is a welcome step as it is some sort of relaxation. Supplies will increase in another 8-10 days and premiums will certainly come down," said Bachhraj Bamalwa, director with All India Gems and Jewellery Trade Federation. "Some gold that was routed through illegal channels will now be routed legally."

India's gold demand is likely to pick up in the second half of the year as curbs on bullion imports are expected to be eased by the country's new government, the World Gold Council (WGC) and other industry officials said on Tuesday.



Gold imports by India, the world's No. 2 bullion consumer after China, could double from current levels if the restrictions are eased, according to an industry estimate. This would help global prices that slumped 28 percent last year - the first drop in 13 years - partly due to India's curbs.

Struggling with a ballooning trade deficit, India in 2013 imposed a record high duty of 10 percent on overseas purchases of gold, the second-biggest expense in its import bill, and introduced a rule tying import quantities to export levels.

"The change (in gold policy) is inevitable because Modi seems to be pro-gold," said Albert Cheng, WGC's head of the far east region, referring to Narendra Modi who romped to a landslide victory in the recently concluded general elections in India. "It's just a matter of Modi, who leads the pro-business Bharatiya Janata Party, has said any action on gold should take into account the interests of the public and traders, not just economics and policy."

Indian gold imports plunged by a fifth last year though jewellery and investment demand rose 13 percent. The gap between supply and demand have sent premiums in the country to \$100 an ounce above the global benchmark, causing a spurt in smuggling. Gold demand in India fell by a fourth to 190.3 tonnes in the quarter to March due to the curbs, WGC said in its quarterly report, which also noted that demand in top buyer China fell from the previous year's record levels. Sudheesh Nambiath, an analyst with metals consultancy GFMS, said there is likely to be an early review to the current policies on gold with the Bharatiya Janata Party (BJP) leading in the centre. GFMS is owned by Thomson Reuters.

"Our current expectation is that any policy review would allow monthly gold imports of an average of 50-60 tonnes a month and a reduction in import duty as well," said Nambiath, who was part of a four-member delegation to detail the current policies on gold to Modi in September.

REAL ESTATE SECTOR:

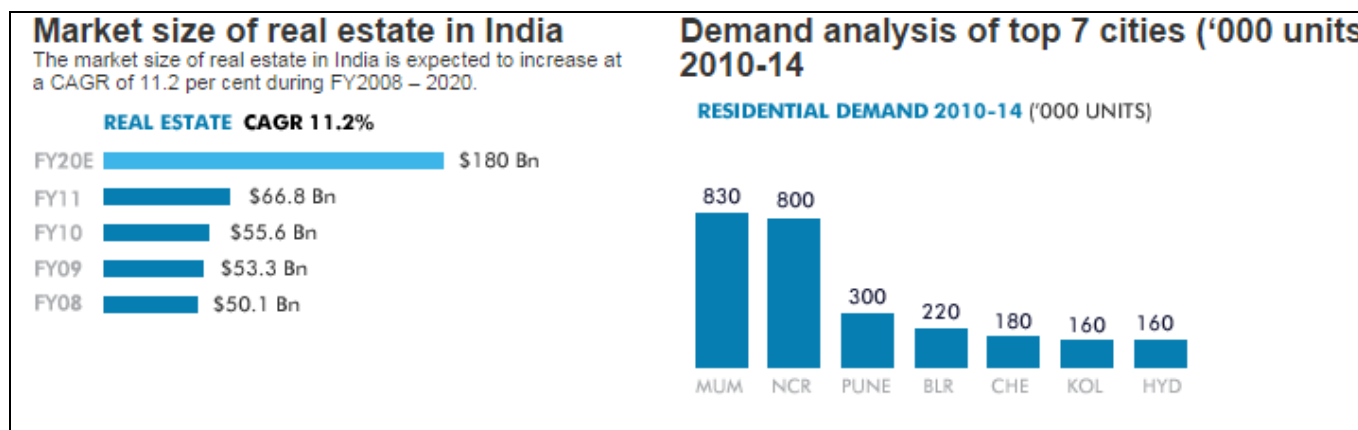
Introduction

The Indian real estate sector is one of the fastest growing and globally recognised sectors. It comprises four sub sectors-housing, retail, hospitality, and commercial. The real estate industry's growth is linked to developments in the retail, hospitality and entertainment (hotels, resorts, cinema theatres) industries, economic services (hospitals, schools) and information technology (IT)-enabled services (like call centres) etc and vice versa. The total realty market in the country is expected to touch US\$ 180 billion by 2020.

India ranks third for the most LEED (Leadership in Energy and Environmental Design)-certified space globally, with nearly 12 million sq m. The LEED system is the most widely used rating system guiding the design, construction, operations and maintenance of green buildings.

Private equity (PE) funding has picked up in the last one year due to attractive valuations and low level of bank funding to the sector. Delhi NCR alone has already attracted PE investments of Rs 80 crore (US\$ 13.22 million) in first quarter of 2014. Moreover, with the government trying to introduce developer and buyer friendly policies, the outlook for the real estate sector in 2014 looks promising.

Market Size





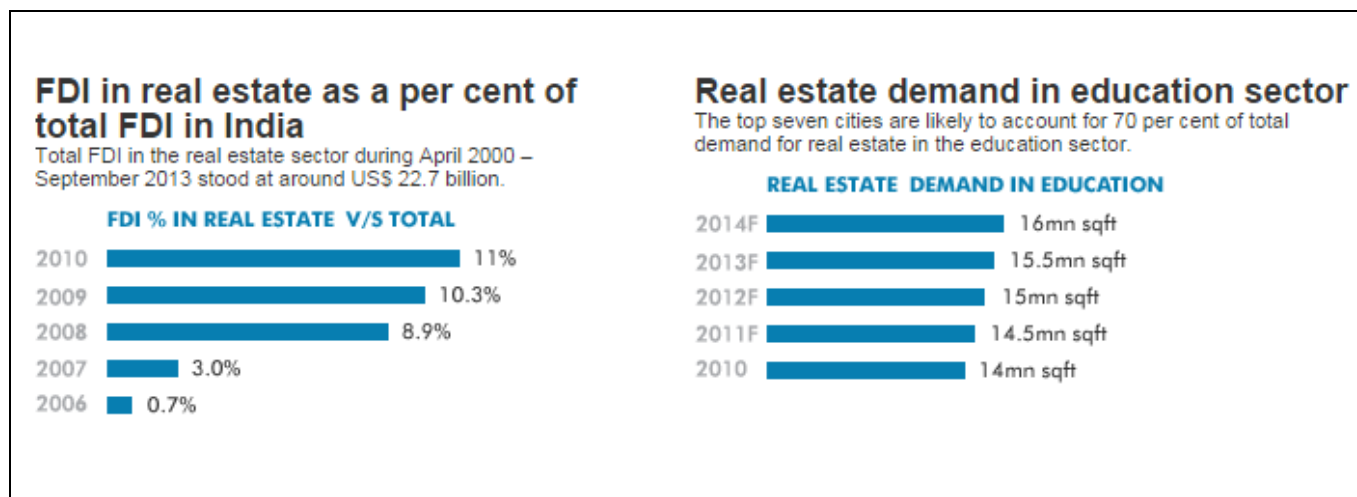
Recent years have seen the Indian real estate sector grow, especially the commercial real estate segment. According to a study by Knight Frank, Mumbai is the best city in India for commercial real estate investment, with returns of 12-19 per cent likely in the next five years. Bangalore and Delhi-National Capital Region (NCR) come second and third on the list, with returns of 12 per cent and 8-11 per cent respectively. Delhi-NCR was the biggest office market in India with 110 million sq ft, out of which 88 million sq ft were occupied.

The residential segment of real estate has also seen tremendous growth in recent years owing to the continuous growth in population, migration towards urban areas, ample job opportunities in service sectors, growing income levels, rise in nuclear families and easy availability of finance.

In the residential segment, the number of new launches in the first quarter of 2014 has increased by 43 per cent at 55,000 units across eight major cities. Bengaluru recorded the largest number of units launched, an increase of 22 per cent at 16,838 units, followed by Mumbai and Chennai with new launches at 10,698 units and 7,436 units with a growth rate of 93 per cent and 191 per cent respectively, during the first quarter.

With the government allowing 100 percent foreign direct investment (FDI) in this sector, the number of foreign firms owning real estate projects in India has also increased. The construction development sector, including townships, housing, built-up infrastructure and construction-development projects garnered total FDI worth US\$ 23,587.25 million in the period April 2000-June 2014.

Investments:



With the rise in demand for office as well as residential space, the Indian real estate sector has witnessed high growth in recent times. Some of the major investments in the real estate sector in the recent past are as follows:

- Piramal Fund Management has launched the Indiareit Apartment Fund which seeks to buy residential apartments in the Tier I market, and has kept aside a corpus of Rs 350 crore (US\$ 57.86 million) for the same.
- US-based PE company Blackstone plans to step up its presence in the residential segment and has lined up about Rs 1,000 crore (US\$ 165.32 million) to invest in residential projects across Indian metros. Its first investment in the residential sector was in the Chennai project of Bengaluru-based Ozone Group.
- Panchshil Realty and Blackstone have bought a majority stake in Express Towers, for around Rs 870 crore (US\$ 143.83 million).
- Mr Donald Trump plans to extend his company, Trump Organisation's global footprint into India and invest in two realty deals. Both the deals involve ultra-premium luxury projects, which will be owned, developed and promoted by local developers.
- Mahindra Group has entered affordable housing through its property development arm Mahindra Lifespaces (MLDL). MLDL plans to launch two housing projects in Boisar near Mumbai and Avadi in Chennai with the newly created business vertical Happinest.
- Canada-based Brookfield Property has entered into an agreement to acquire Candor Investments, a subsidiary of Unitech Corporate Park (UCP), for about ₹ 2,000 crore (US\$ 330.66 million).

SUMMARY OF OUR BUSINESS

OVERVIEW

Our Company was originally incorporated with an object to take over the business of M/s. O. P Chains & Others AOP on December 4, 2001 under the provisions of the Companies Act, 1956 and a certificate of incorporation issued by the Registrar of Companies, Uttar Pradesh, Kanpur. Subsequently, our Company has received a Certificate of Commencement of Business dated December 7, 2002 issued by the Registrar of Companies, Uttar Pradesh, Kanpur. The Corporate Identification Number of our Company is U27205UP2001PLC026372. The Registered Office of our Company is situated at 8/16 A, Seth Gali, Agra, Uttar Pradesh-282003, India.

Our Company vide a business takeover agreement dated December 4, 2001 with M/s O. P. Chains & Others, AOP had taken over the existing business of M/s O. P. Chains & Others, AOP (which was formed vide agreement dated February 25, 2001 and re-constituted vide agreement dated August 20, 2001) along with all assets and liabilities and further to carry on the business of M/s O. P. Chains & Others, AOP under the name of O. P. Chains Limited. Under the auspices of our promoters, our Company has expanded into the trading of Gold and Silver and allied products as bullion trader.

Today, we are one of the reputed name in trading of bullion (Gold & Silver) in Agra, Uttar Pradesh having a client base in Agra and Delhi. We are bullion traders, specializing in bars and coins of various sizes and weights of Gold and Silver and offer wholesale delivery of bullion to domestic users i.e. ornament manufacturers, goldsmiths, jewelers and semi-wholesalers. Our Company is member of **"The Gem & Jewellery Export Promotion Council"**.

Our founders and promoters viz. Mr. Om Prakash Agarwal, Mr. Ashok Kumar Goyal & Mr. Satish Kumar Goyal have more than 50,35 & 20 years of respective experience in field of trading of Gold and Silver and experience of more than 5 years each in Real Estate business.

We operate as an intermediary in bullion trading market of Agra, Uttar Pradesh whereby we purchase materials such as Gold & Silver from State Trading Corporation of India, Hindustan Zinc Limited, ICICI Bank Limited, Punjab National Bank Limited and supply the same to our customers in the Jewelry industry and related business. Our end customers are mainly ornament manufacturers, goldsmiths, jewelers and semi-wholesalers.

Our Product Portfolio offers a mainly Gold and Silver according to customer specifications and in standard sizes and weights.

In the year 2011, our company entered into real estate sector by becoming partner of partnership firms viz. M/s. Ashok Housing and M/s. O P Chains Housing vide partnership agreement dated February 17, 2011 and August 04, 2011 respectively to construct residential apartments and commercial spaces. Our investments in the partnership firms as on March 31, 2014 are as under:

(₹. In lacs)

Name of the Firm	Profit Sharing Ratio (%)	Capital investment as on March 31, 2014
M/s. Ashok Housing	25%	1144.86
M/s. O. P. Chains Housing	25%	1323.61

Our Company's restated Total Income increased from ₹ 23832.43 lacs in FY 2012-13 to ₹ 26073.88 lacs in FY 2013-14 and our restated Profit after Tax was ₹.12.48 lacs in FY 2013-14 as compared to loss of ₹.(15.53) lacs in FY 2012-13.

Our Location: Currently we operate from our registered office which located at 8/16 A, Seth Gali, Agra, Uttar Pradesh-282003, India which is one of the prime bullion markets in Agra, Uttar Pradesh. Our other location is at Shop No.1/119C/12 Chaube ji ka Katra, Kinari Bazar, Agra-282003, Uttar Pradesh which we utilize as godown for storage of our stock.



OUR PRODUCTS:

Bullion Trading Business:

Particulars	Purity Grade	Weights	Diemensions
Gold	0.995 0.999 0.9999(LBMA)	1 Kg 100gms 50 gms	Bars, Biscuits & Coins
Silver	0.999+ (LBMA)	30kgs 15 kgs	Bars, Biscuits & Grains of Small Wieghts

LBMA: London Bullion Market Association

Real Estate Business: In the year 2011, our company entered into real estate sector by becoming partner of partnership firm viz. M/s. Ashok Housing and M/s. O P Chains Housing vide partnership agreement dated February 17, 2011 and August 04, 2011 respectively to construct residential apartments and commercial spaces .

M/s. Ashok Housing: Under this partnership firm we have profit sharing ratio of 25% and other partners are Mr. Om Prakash Agarwal, Mr. Satish Kumar Goyal & Mr. Mohit Goyal. Our partnership firm have entered into an sale deed dated November 3, 2011 with Agra Development Authority for purchase of land ad measuring 7382.93 sq mtrs situated at Plot No. GH-4, Sector B-2, Taj Nagri, Agra (U.P.) for consideration of ₹.1476,58,600 as cost of land and ₹.1,77,19,032 as freehold charges of land and ₹.1,15,77,000 as stamp duty and registration charges. Our partnership firm have applied for clearance from environment department for our proposed residential project and currently the application is pending with authority. We will be applying for other approvals in due course.

M/s. O P Chains Housing : Under this partnership firm we have profit sharing ratio of 25% and other partners are as Mr. Shobhik Goyal, Mr. Shivam Goyal & Mr. Mohit Goyal. Our partnership firm have received allotment letter dated 25.08.2012 by Agra Development Authority for allotment of land admeasuring 20,000 Square Metres situated at Plot No. GH-3, Sector B-2, Taj Nagri, Agra (U.P.) for ₹.40, 32,00,000 (Rupees Forty Crores and Thirty Two Lacs Only). Our partnership firm have deposited ₹. 9, 72, 05,300 (Rupees Nine Crores Seventy two Thousand Five thousand and Thirty Two Only). Balance payment is yet to be made and Sale deed for the said land will entered on full payment to Agra Development Authority.

OUR STRENGTHS:

- ✓ **Quality Assurance:** We deal in the products which are of international standards in terms of purity. One of our strength is that we practice fair dealings in our transactions and provide quality products. This has enabled us to get repeat orders from our existing customers and attract new customers; we believe that an intricacy of our quality products enables us to get better margins on the products traded by us and develop long term relaations.
- ✓ **Experience Management:** Our founders and promoters viz. Mr. Om Prakash Agarwal, Mr. Ashok Kumar Goyal & Mr. Satish Kumar Goyal have more than 50,35 & 20 years of respective experience in field of trading of Gold and Silver and more than 5 years each in the Real Estate Business.Our Promoters are actively involved in our operations and bring to our Company their vision and leadership which we believe has been instrumental in sustaining our business operations. Our management team also includes people who have good experience in the bullion and jewellery industry.
- ✓ **Diversified Business:** To reduce our dependence on one business ie is trading in Gold & Silver. We are gradually diversifying into rela estate business. We have entered into real estate sector by becoming partner of partnership firms viz. M/s. Ashok Housing and M/s. O P Chains Housing vide partnership agreement dated February 17, 2011 and August 04, 2011 respectively to construct residential apartments and commercial spaces .



OUR BUSINESS STRATEGY

- ✓ **Focus on Increase in Volume of Sales:** As part of our growth strategy, we intend to focus on increase in volume of sales. As a trading Company we want to focus on larger volume of sales and further addition of new clients in our portfolio to achieve our targeted sales.
- ✓ **Increase Geographical Presence:** We are currently located at Agra in Uttar Pradesh. Going forward we plan to establish our presence in the other markets in the state of Uttar Pradesh. Our emphasis is on expanding the scale of our operations in markets like Lucknow, Allahabad, Kanpur and NCR which we believe will provide us attractive opportunities to grow our client base and revenues.
- ✓ **Continue to develop client relationships and Trust:** We plan to grow our business primarily by growing our client relationships and trust. We believe that increased client relationships and trust will add stability to our business. We seek to build on existing relationships and also focus on bringing into our portfolio more clients. We believe that our business is a by-product of relationship and trust. Long-term relations are built on trust and continuous meeting with the requirements of the customers.
- ✓ **Developing Real Estate Business:** Going forward we intend to develop our real estate business. We have already entered into real estate sector by becoming partner of partnership firms viz. M/s. Ashok Housing and M/s. O P Chains Housing vide partnership agreement dated February 17, 2011 and August 04, 2011 respectively to construct residential apartments and commercial spaces.

SUMMARY OF OUR FINANCIALS

RESTATED STATEMENT OF ASSETS AND LIABILITIES

ANNEXURE-I
(Amount in ₹.)

Particulars	31-Mar-14	31-Mar-13	31-Mar-12	31-Mar-11	31-Mar-10
Equity Liabilities					
Shareholder's Fund					
(a) Share Capital	500,00,000	500,00,000	500,00,000	500,00,000	500,00,000
(b) Reserves & Surplus					
Surplus in Profit & Loss Account	236,77,473	224,38,883	240,02,709	274,92,889	227,44,213
Share Premium	1172,45,000	1172,45,000	1172,45,000	1172,45,000	1172,45,000
General Reserve	900,00,000	900,00,000	900,00,000	800,00,000	700,00,000
(c) Share Application Money Pending Allotment	-	-	-	-	-
Total Equity Liabilities	2809,22,473	2796,83,883	2812,47,709	2747,37,889	2599,89,213
Non Current Liabilities					
(a) Long-term borrowings	2,17,269	8,58,488	21,61,362	8,94,985	14,51,852
(b) Deferred tax liabilities (net)				-	-
(c) Other long-term liabilities	-	-	-	-	-
(d) Long-term provisions	-	-	-	-	-
Total Non Current Liabilities	2,17,269	8,58,488	21,61,362	8,94,985	14,51,852
Current liabilities					
(a) Short-term borrowings	-	-	-	-	-
(b) Trade payables	-	-	-	-	36,000
(c) Other current liabilities	7,71,936	16,62,468	13,91,161	84,249	1,39,617
(d) Short-term provisions	-	2,45,930	19,75,000	5,02,304	247,98,881
Total Current Liabilities	7,71,936	19,08,398	33,66,161	5,86,553	249,74,498
Total (1+2+3)	2819,11,678	2824,50,769	2867,75,231	2762,19,427	2864,15,563
Non-current assets					
(a) Fixed Assets:					
Tangible Assets	30,94,181	45,38,051	61,21,996	30,01,194	27,79,241
Less : Revaluation Reserve	-	-	-	-	-
Net Block after adjustment of Revaluation Reserve	30,94,181	45,38,051	61,21,996	30,01,194	27,79,241
(b) Non-current investments	2469,05,551	2609,05,551	2673,01,851	38,288,324	58,001
(c) Deferred tax assets (net)	14,99,194	13,45,945	9,23,113	5,34,850	2,45,461
(d) Long-term loans and advances	21,200	21,200	21,200	21,200	21,200
(e) Other non-current assets	-	-	-	-	-
Total Non-current assets	2515,20,126	2668,10,747	2743,68,160	4,18,45,586	31,03,903
Current Assets					
(a) Current Investments	-	-	-	-	-
(b) Inventories	289,63,232	21,11,268	35,06,888	82,74,301	959,42,950
(c) Trade Receivables	3,77,585	90,75,609	3,18,937	961,65,367	338,49,700
(d) Cash & Cash Equivalents	1,41,732	6,63,503	7,67,777	1235,63,657	1110,02,487
(e) Short Term Loans & Advances	-	16,39,326	33,00,000	17,87,472	172,64,110



(f)Other Current Assets	9,09,004	21,50,316	45,13,470	4,583,063	252,52,414
Total Current Assets	303,91,553	156,40,022	124,07,072	234,373,860	2833,11,660
Total Assets (4+5)	2819,11,678	2824,50,769	2867,75,232	2762,19,427	2864,15,563

Note: The above statement should be read with the significant accounting policies and notes to restated summary statement of profit and loss account and cash flows statement as appearing in Annexure II, III and IV.

RESTATED STATEMENT OF PROFIT AND LOSS**ANNEXURE-II**
(Amount in ₹.)

Particulars	For the Year ended				
	31-Mar-14	31-Mar-13	31-Mar-12	31-Mar-11	31-Mar-10
Revenue from operations:					
Revenue from manufacturing	-	-	-	-	-
Revenue from trading	25916,97,630	23956,03,361	59218,21,381	33722,54,500	56348,79,092
Revenue From Export	-	-	-	-	-
Net Revenue from operations	25916,97,630	23956,03,361	59218,21,381	33722,54,500	56348,79,092
Other income	1,05,600	2,06,750	22,76,651	92,26,849	434,06,822
Total Revenue	25918,03,230	23958,10,111	59240,98,032	33814,81,349	56782,85,913
Expenses:					
Purchase of Stock in Trade	26073,88,016	23832,42,916	59057,58,719	32651,49,495	57438,42,372
Changes in inventories of finished goods, WIP and Stock-in-Trade	(268,51,964)	13,95,620	47,67,416	876,68,649	(959,42,950)
Employee benefits expense	46,91,000	42,49,900	44,63,500	43,88,200	15,23,400
Finance costs	4,56,363	33,22,001	3,16,221	1,48,131	495,23,461
Depreciation	10,12,997	15,04,911	12,82,059	9,56,393	8,75,317
Preliminary Expenses written off	-	-	-	-	-
Other expenses	39,70,840	17,51,421	10,43,535	13,64,727	26,05,738
Total Expenses	25906,67,252	23954,66,769	59176,31,450	33596,75,596	57024,27,338
Profit before exceptional and extraordinary / Prior Period items and tax (A-B)	11,35,978	3,43,342	64,66,582	218,05,753	(241,41,425)
Exceptional item	-	-	-	146,79,530	(349,54,405)
Profit before extraordinary / Prior Period items and tax	11,35,978	3,43,342	64,66,582	71,26,223	108,12,980
Extraordinary / Prior Period item	-	-	-	(105,67,027)	-
Profit Before Tax	11,35,978	3,43,342	64,66,582	176,93,250	108,12,980
Provision for Tax					
- Current Tax	6,54,070	2,45,930	20,04,168	32,35,264	31,53,408
- Fringe Benefit Tax	-	-	-	-	-
- Tax adjustment of prior years	(6,13,307)	20,73,036	(16,65,682)	-	-
- Deferred Tax Liability / (Asset)	(1,53,249)	(4,22,832)	(3,88,263)	(2,89,389)	(2,87,209)
Restated profit after tax from continuing operations	12,48,463	(15,52,792)	65,16,359	147,47,375	79,46,781
Discontinuing operation	-	-	-	-	-
Restated profit for the year	12,48,463	(15,52,792)	65,16,359	147,47,375	79,46,781
Balance brought forward from previous year	224,29,010	239,91,675	274,86,350	227,45,515	247,97,432



Transferred to General reserve	-	-	100,00,000	100,00,000	100,00,000
Accumulated Profit/ (Loss) carried to Balance Sheet	236,77,473	224,38,883	240,02,709	274,92,889	227,44,213

Note: The above statement should be read with the significant accounting policies and notes to restated summary statement of assets and liabilities, and cash flows statement as appearing in Annexures I, III and IV.

RESTATED CASH FLOW STATEMENT

(Amount in ₹.)

Particulars	For the Year ended				
	31-Mar-14	31-Mar-13	31-Mar-12	31-Mar-11	31-Mar-10
1.Cash Flow From Operating Activities:					
Net Profit after taxes	1238590.69	(1563826.02)	6509819.60	14748676.32	7946781.33
<i>Adjustments for:</i>					
Depreciation and amortization expense	1012997.00	1504911.00	1282059.00	956393.00	875317.00
Interest and Finance Cost	456363.49	3322001.36	316221.00	148131.40	49523461.17
Other Income	105600.00	206750.35	2276651.02	9226849.02	43406821.60
Current Income Tax	654070.00	245930.00	2004168.00	3235264.00	3153408.00
Tax Adjustment of Previous year	613307.00	(2073036.00)	1665682.00	0.00	0.00
Deferred Tax	(153249.00)	(422832.00)	(388263.00)	(289389.00)	(287209.00)
Preliminary Expenses					
Operating Profit before Working Capital Changes	3927679.18	1219898.69	13666337.62	28025924.74	104618580.10
<i>Adjustments for:</i>					
Changes in Inventories	(26851963.94)	1395619.68	4767413.23	87668649.10	(95942950.00)
Changes in Trade Receivables	8698024.00	(8756672.00)	95846429.59	(62315667.00)	(29851237.00)
Changes in other current assets	1241312.00	2363154.13	38299915.87	(17560972.27)	(25252413.73)
Changes in Trade Payables	0.00	0.00	0.00	(36000.00)	0.00
Changes in other Current Liabilities & Short-term Provisions	(1136462.00)	(1457763.00)	2779607.57	(24351945.03)	(220557816.54)
Cash Generated from Operation	(14121410.76)	(5235762.50)	155359703.88	11429989.54	(266985837.17)
Taxes Paid	1267377.00	(1827106.00)	3669850.00	3235264.00	3153408.00
Net Cash from Operating Activities	(15388787.76)	(3408656.50)	151689853.88	8194725.54	(270139245.17)
2. Cash Flow From Investing Activities:					
Fixed Assets Purchased	430873.10	79033.90	(4402861.00)	(1178346.00)	(2216702.00)
Interest Received	(105600.00)	(206750.35)	(2276651.02)	(9226849.02)	(43406821.60)
Long/Short Term Loans and Advance	1639326.00	1660674.00	(1512528.00)	15476638.10	127288352.11
Long Term Current Liabilities	14000000.00	6396300.00	(267243850.00)	0.00	19794727.00
Net Cash from Investing Activities	15964599.10	7929257.55	(275435890.02)	5071443.08	101459555.51
3. Cash Flow From Financing					



Activities:					
Proceeds from issue of shares	-	-	-	-	-
Proceeds from Short term borrowings	-	-	-	-	-
Proceeds from Long term borrowings	(641219.00)	(1302873.73)	1266377.00	(556867.00)	(29681510.27)
Expenses towards incorporation of Company					
Interest paid	(456363.49)	(3322001.36)	(316221.00)	(148131.40)	(49523461.17)
Net Cash from Financing Activities	(1097582.49)	(4624875.09)	950156.00	(704998.40)	(79204971.44)
Net Increase/ (Decrease) in Cash & Cash Equivalents	(521771.15)	(104274.04)	(122795880.14)	12561170.22	(247884661.10)
Cash & Cash Equivalents at the beginning of the year	663503.20	767777.21	123563657.33	111002486.91	358887149.32
Cash & Cash Equivalents at the end of the year	141732.05	663503.17	767777.19	123563657.13	111002488.22

Note:

1. The Cash Flow Statement has been prepared under the 'Indirect Method' as set out in Accounting Standard - 3 on Cash Flow Statements as recommended by Companies accounting standard rules, 2006.
2. Figures in Brackets represents outflow.
3. The above statement should be read with the significant accounting policies and notes to restated summary statements, restated statement of assets and liabilities and restated statement of profit and loss as appearing in Annexures IV, I and II.

THE ISSUE

PRESENT ISSUE IN TERMS OF THIS DRAFT PROSPECTUS	
Equity Shares Offered: Public Issue of Equity Shares by our Company	18,50,000 Equity Shares of ₹ 10/- each for cash at a price of ₹ 11/- per share aggregating to ₹ 203.50 Lacs
Issue Reserved for the Market Makers	1,00,000 Equity Shares of ₹ 10/- each for cash at a price of ₹ 11/- per share aggregating ₹ 11.00 Lacs
Net Issue to the Public*	17,50,000 Equity Shares of ₹ 10/- each for cash at a price of ₹ 11/- per share aggregating ₹ 192.50 Lacs
	of which
	8,75,000 Equity Shares of ₹ 10/- each at a premium of ₹ 1/- per Equity Share will be available for allocation for allotment to Retail Individual Investors of up to ₹ 2.00 Lacs
	8,75,000 Equity Shares of ₹ 10/- each at a premium of ₹ 1/- per Equity Share will be available for allocation for allotment to Other Investors of above ₹ 2.00 Lacs
Equity Shares outstanding prior to the Issue	50,00,000 Equity Shares of face value of ₹10 each
Equity Shares outstanding after the Issue	68,50,000 Equity Shares of face value of ₹10 each
Objects of the Issue	Please see the chapter titled " <i>Objects of the Issue</i> " on page 57 of this Draft Prospectus

This Issue is being made in terms of Chapter XB of the SEBI (ICDR) Regulations, 2009, as amended from time to time. For further details please refer to "*Issue Structure*" on page 207 of this Draft Prospectus.

*As per Regulation 43(4) of the SEBI (ICDR) Regulations, as amended, as present issue is a fixed price issue 'the allocation' is the net offer to the public category shall be made as follows:

- a) Minimum fifty percent to retail individual investors; and
- b) Remaining to
 - i. Individual applicants other than retail individual investors; and
 - ii. Other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for;
- c) The unsubscribed portion in either of the categories specified in (a) or (b) above may be allocated to the applicants in the other category.

If the retail individual investor category is entitled to more than fifty per cent on proportionate basis, accordingly the retail individual investors shall be allocated that higher percentage.

GENERAL INFORMATION

Our Company was originally incorporated with an object to take over the business of M/s. O. P Chains & Others AOP on December 4, 2001 under the provisions of the Companies Act, 1956 and a certificate of incorporation issued by the Registrar of Companies, Uttar Pradesh, Kanpur. Subsequently, our Company has received a Certificate of Commencement of Business dated December 7, 2002 issued by the Registrar of Companies, Uttar Pradesh, Kanpur. The Corporate Identification Number of our Company is U27205UP2001PLC026372. For details please refer section titled "**History and Certain Corporate Matters**" on page 104 of the Draft Prospectus.

Brief Company and Issue Information:

Registered & Corporate Office	8/16 A, Seth Gali, Agra - 282003, Uttar Pradesh, India Tel No: +91- 0562-3059117, Fax No: +91 -0562- 4044990
Date of Incorporation	December 4, 2001
Corporate Identification No.	U27205UP2001PLC026372
Address of Registrar of Companies	Registrar of Companies, Uttar Pradesh, Kanpur 10/499 B, Allenganj, Khalasi Line, Kanpur - 208002, Uttar Pradesh, India
Name of the Stock Exchange	SME Platform of BSE Limited P. J. Towers, Dalal Street, Fort, Mumbai - 400001, Maharashtra, India
Issue Programme	Issue Opens on : [●] Issue Closes on : [●]
Company Secretary & Compliance Officer	Mrs. Swapnla Gupta, 8/16 A, Seth Gali, Agra - 282003, Uttar Pradesh, India Tel No: +91- 0562-3059117, Fax No: +91 -0562-40449 Website: www.opchainsltd.com E-mail: cs@opchainsltd.com
Chief Financial Officer	Mr. Ashok Kumar 8/16 A, Seth Gali, Agra - 282003, Uttar Pradesh, India Tel No: +91- 0562-3059117, Fax No: +91 -0562-40449 Website: www.opchainsltd.com

Note: Investors can contact the Compliance Officer or the Lead Manager or the Registrar to the Issue in case of any Pre Issue or Post Issue related problems such as non-receipt of letter of allotment, credit of allotted securities in depository's beneficiary account or dispatch of refund orders etc.

All grievances relating to the ASBA process may be addressed to the Registrar to the Issue, with a copy to the concerned SCSB, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount blocked, ASBA Account number and the Designated Branch of the SCSB where the ASBA Application Form was submitted by the ASBA Applicant.

For all Issue related queries and for redressal of complaints, Applicant may also write to the Lead Manager. All complaints, queries or comments received by Stock Exchange/SEBI shall be forwarded to Lead Manager, who shall respond to the same.

Board of Directors of our Company: Our Board of Directors of our Company consists of:

Name	Designation	Address	DIN
Mr. Ashok Kumar Goyal	Chairman & Whole Time Director	31/12, Rawat Para, Agra Fort, PS Kotwali, Agra -282003, Uttar Pradesh, India	00095313
Mr. Om Prakash Agarwal	Managing Director	42, Gough Road, OP Mahendru Road, Agra Cantt, Agra -282001, Uttar Pradesh, India	00095300
Mr. Satish Kumar Goyal	Whole Time Director	106, Nehru Nagar, P.S. Hariparwat, Agra - 282002, Uttar Pradesh, India	00095295
Mrs. Astha Sharma	Independent Director	D-106, Ground Floor, Mahanagar Extension, Lucknow - 226006, Uttar Pradesh, India	01888937
Mr. Rajesh Kumar Gupta	Independent Director	701, Pushpanjali Apartment, Keshav Kunj, Pratap Nagar, Jaipur House, Agra - 282010, Uttar Pradesh, India	01048355
Mr. Amol Doneria	Independent Director	38/140, Moti Kunj, Lohamandi, Agra - 282002, Uttar Pradesh, India	06897314

For further details of the Directors of our Company, please refer to the chapter titled “Our Management” on page 108 of this Draft Prospectus.

Details of Key Intermediaries pertaining to this Issue and Our Company:

Lead Manager of the Issue	Bankers to the Company
HEM SECURITIES LIMITED 203, Jaipur Tower, M.I. Road, Jaipur -302 001, Rajasthan, India. Tel: +91 - 141 - 2378 608 / 2363 278 Fax No.: +91 - 141 - 5101 757 Website: www.hemonline.com; Email: ib@hemonline.com; Investor Grievance Email: redressal@hemonline.com Contact Person: Ms. Vinita Gupta SEBI Regn. No. INM000010981	ICICI BANK LIMITED 8/483 Hing Ki Mandi, Agra – 282003, Uttar Pradesh, India Tel: + 91 - 562 - 6457882 Fax: + 91 - 562 - 6455798 Web: www.icicibank.com Email: aayush.gautam@icicibank.com Contact Person: Mr. Aayush Gautam
Registrar to the Issue	Legal Advisor to the Issue
BIGSHARE SERVICES PRIVATE LIMITED E/2, Ansa Industrial Estate, Sakivihar Road, Sakinaka, Andheri (E), Mumbai 400072 Tel.: +91 22 404 30 200 Fax No.: +91 22 2847 5207 Email: ashok@bigshareonline.com Investor Grievance: investor@bigshareonline.com Website: www.bigshareonline.com Contact Person: Mr. Ashok Shetty SEBI Registration No.: INR 000001385	MIND SPRIGHT LEGAL 32, Jai Ambe Colony, Civil Lines, Jaipur- 302006, Rajasthan, India Tel: + 91-141-2226996, Fax: + 91-141-2226909, Web: www.mindspright.com Email: info@mindspright.co.in Contact Person: Mr. Shashwat Purohit
Statutory Auditors of the Company	Peer Review Auditors
M/S B P N & COMPANY Chartered Accountants, B- Floor, Padamdeep Tower, G-10/8, Sanjay Place, Agra -282002, Uttar Pradesh, India Tel No: +91- 562 – 4009947 Email: canikhilgarg@gmail.com Contact Person: Mr. Nikhil Garg	M/S A. J. ASSOCIATES Chartered Accountants, Block No-7, Shop No- 9 & 10, Shoe Market, Sanjay Place, Agra -282002, Uttar Pradesh, India Tel No: +91- 562 - 4061719 Email: prerit@ajassociates-india.com Contact Person: Mr. Prerit Agarwal
Bankers to the Issue - Escrow Collection & Refund Banker	
[●] To be appointed prior to filing of prospectus with Rock	

Statement of Inter se allocation of responsibilities

Since Hem Securities Limited is the sole Lead Manager to this Issue, a statement of inter se allocation responsibilities among Lead Manager's is not required.

Self Certified Syndicate Banks (“SCSBs”)

The list of Designated Branches that have been notified by SEBI to act as SCSB for the ASBA process is provided on www.sebi.gov.in/pmd/scsb.pdf. For more information on the Designated Branches collecting ASBA Forms, see the above mentioned SEBI link.

Credit Rating

This being an Issue of Equity Shares, credit rating is not required.

IPO Grading

Since the issue is being made in terms of Chapter XB of the SEBI (ICDR) Regulations, there is no requirement of appointing an IPO Grading agency.

Debenture Trustees

As the Issue is of Equity Shares, the appointment of Debenture trustees is not required.

Monitoring Agency

As per Regulation 16(1) of the SEBI (ICDR) Regulations, 2009 the requirement of Monitoring Agency is not mandatory if the Issue size is below ₹. 50000.00 Lacs.

However, as per the Clause 52 of the SME Listing Agreement to be entered into with the Stock Exchange upon listing of the Equity Shares and the Corporate Governance Requirements, the Audit Committee of our Company, would be monitoring the utilization of the proceeds of the Issue.

Appraising Entity

No appraising entity has been appointed in respect of any objects of this Issue.

Expert Opinion

Except for the reports in the section “ **Financial Information** ” , “ **Statement of Financial Indebtedness** ” and “ **Statement of Tax Benefits** ” on page 143, 168 and page 65 of the Draft Prospectus from the Peer Review Auditors and Statutory Auditor respectively, our Company has not obtained any expert opinions.

Underwriting

The Company and the Lead Manager to the Issue hereby confirm that the Issue is 100% Underwritten. The Issue is 100% underwritten by the Lead Manager – Hem Securities Limited in the capacity of Underwriter to the issue.

Pursuant to the terms of the Underwriting Agreement dated July 09, 2014 entered into by us with Underwriter – Hem Securities Limited, the obligations of the Underwriter are subject to certain conditions specified therein. The Underwriters are registered with SEBI under Section 12 (1) of the SEBI Act or registered as brokers with the BSE.

The Details of the Underwriting commitments are as under:

Details of the Underwriter	No. of shares underwritten	Amount Underwritten (₹. in Lacs)	% of the Total Issue Size Underwritten
Hem Securities Limited 203, Jaipur Tower, M.I. Road, Jaipur, Rajasthan Tel: 0141-2378608, 2363278; Fax: 0141 - 5101757 Web: www.hemonline.com Email: underwriter@hemonline.com Contact Person: Mr. Anil Bhargava SEBI Regn. No. INM000010981	18,50,000* Equity Shares of ₹.10/- being issued at ₹.11/- per share	203.50	100%

*Includes 1,00,000 Equity Shares of the Market Maker Reservation Portion which are to be subscribed by the Market Maker (Hem Securities Limited) in its OWN account in order to claim compliance with the requirements of Regulation 106 V (4) of the SEBI (ICDR) Regulations, 2009, as amended.

In the opinion of the Board of Directors of our Company, the resources of the above mentioned Underwriter are sufficient to enable them to discharge their respective obligations in full.

Details of the Market Making Arrangement for this Issue

Our Company has entered into Market Making Agreement dated July 09, 2014 with the following Market Maker to fulfill the obligations of Market Making for this issue:

Name	Hem Securities Ltd.
Correspondence Address:	203, Jaipur Tower, M.I. Road, Jaipur – 302 001, Rajasthan, India
Tel No.:	+ 91 - 141 - 2378608, 2363278
Fax No.:	+ 91 - 141 - 5101757
E-mail:	mm@hemonline.com

Website:	www.hemonline.com
Contact Person:	Mr. Anil Bhargava
SEBI Registration No.:	INB011069953
BSE Market Maker Registration No.:	SMEMM0024801022013

The Market Maker shall fulfill the applicable obligations and conditions as specified in the SEBI (ICDR) Regulations, and its amendments from time to time and the circulars issued by the BSE and SEBI regarding this matter from time to time.

Following is a summary of the key details pertaining to the Market Making arrangement:

1. The Market Maker(s) (individually or jointly) shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by the stock exchange. Further, the Market Maker(s) shall inform the exchange in advance for each and every black out period when the quotes are not being offered by the Market Maker(s).
2. The minimum depth of the quote shall be ₹.1,00,000. However, the investors with holdings of value less than ₹.1,00,000 shall be allowed to offer their holding to the Market Maker(s) (individually or jointly) in that scrip provided that he sells his entire holding in that scrip in one lot along with a declaration to the effect to the selling broker.
3. Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker(s), for the quotes given by him.
4. There would not be more than five Market Makers for a script at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors.
5. On the first day of the listing, there will be pre-opening session (call auction) and there after the trading will happen as per the equity market hours. The circuits will apply from the first day of the listing on the discovered price during the pre-open call auction.
6. The Market Maker may also be present in the opening call auction, but there is no obligation on him to do so.
7. There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily/fully from the market – for instance due to system problems, any other problems. All controllable reasons require prior approval from the Exchange, while force-majeure will be applicable for non controllable reasons. The decision of the Exchange for deciding controllable and non-controllable reasons would be final.
8. The Market Maker(s) shall have the right to terminate said arrangement by giving a three months notice or on mutually acceptable terms to the Lead Manager, who shall then be responsible to appoint a replacement Market Maker(s).

In case of termination of the above mentioned Market Making agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Lead Manager to arrange for another Market Maker in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of regulation 106V of the SEBI (ICDR) Regulations, 2009. Further our Company and the Lead Manager reserve the right to appoint other Market Makers either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers does not exceed five or as specified by the relevant laws and regulations applicable at that particular point of time. The Market Making Agreement is available for inspection at our registered office from 11.00 a.m. to 5.00 p.m. on working days.

9. **Risk containment measures and monitoring for Market Makers:** BSE SME Exchange will have all margins, which are applicable on the BSE Main Board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. BSE can impose any other margins as deemed necessary from time-to-time.

10. **Price Band and Spreads:** SEBI Circular bearing reference no: CIR/MRD/DP/ 02/2012 dated January 20, 2012, has laid down that for issue size up to ₹. 250 Crores, the applicable price bands for the first day shall be:

- In case equilibrium price is discovered in the Call Auction, the price band in the normal trading session shall be 5% of the equilibrium price.
- In case equilibrium price is not discovered in the Call Auction, the price band in the normal trading session shall be 5% of the issue price.
- Additionally, the trading shall take place in TFT segment for first 10 days from commencement of trading. The following spread will be applicable on the BSE SME Exchange/ Platform.

Sr. No.	Market Price Slab (in ₹)	Proposed spread (in % to sale price)
1	Up to 50	9
2	50-75	8
3	75-100	6
4	Above 100	5

11. **Punitive Action in case of default by Market Makers:** BSE SME Exchange will monitor the obligations on a real time basis and punitive action will be initiated for any exceptions and/or non-compliances. Penalties / fines may be imposed by the Exchange on the Market Maker, in case he is not able to provide the desired liquidity in a particular security as per the specified guidelines. These penalties / fines will be set by the Exchange from time to time. The Exchange will impose a penalty on the Market Maker in case he is not present in the market (offering two way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market making activities / trading membership.

The Department of Surveillance and Supervision of the Exchange would decide and publish the penalties / fines / suspension for any type of misconduct/ manipulation/ other irregularities by the Market Maker from time to time.

12. Pursuant to SEBI Circular number CIR/MRD/DSA/31/2012 dated November 27, 2012, limits on the upper side for market makers during market making process has been made applicable, based on the issue size and as follows:

Issue Size	Buy quote exemption threshold (including mandatory initial inventory of 5% of the Issue Size)	Re-Entry threshold for buy quote (including mandatory initial inventory of 5% of the Issue Size)
Up to ₹ 20 Crore	25%	24%
₹ 20 to ₹ 50 Crore	20%	19%
₹ 50 to ₹ 80 Crore	15%	14%
Above ₹ 80 Crore	12%	11%

In case of termination of the above mentioned Market Making agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Lead Manager to arrange for another Market Maker in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of regulation 106V of the SEBI (ICDR) Regulations, 2009. Further our Company and the Lead Manager reserve the right to appoint other Market Makers either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers does not exceed five or as specified by the relevant laws and regulations applicable at that particular point of time. The Market Making Agreement is available for inspection at our registered office from 11.00 a.m. to 5.00 p.m. on working days.

13. **All the above mentioned conditions and systems regarding the Market Making Arrangement are subject to change based on changes or additional regulations and guidelines from SEBI and Stock Exchange from time to time.**

CAPITAL STRUCTURE

The Share Capital of our Company as on the date of this Draft Prospectus is set forth below:

(₹ in Lacs, except share data)			
Sr. No.	Particulars	Aggregate Value at Face Value	Aggregate Value at Issue Price
A	Authorized Share Capital 72,50,000 Equity Shares having Face Value of ₹ 10/- each	725.00	-
B	Issued, Subscribed & Paid-up Share Capital prior to the Issue 50,00,000 Equity Shares having Face Value of ₹ 10/- each	500.00	-
C	Present Issue in terms of this Draft Prospectus* 18,50,000 Equity Shares having Face Value of ₹10/- each at a Premium of ₹ 1/- per share	185.00	203.50
Which Comprises			
I.	Reservation for Market Maker portion 1,00,000 Equity Shares of ₹ 10/- each at a premium of Re. 1/- per Equity Share	10.00	11.00
II.	Net Issue to the Public 17,50,000 Equity Shares of ₹10/- each at a premium of Re. 1/- per Equity Share	175.00	192.50
of which			
	8,75,000 Equity Shares of ₹ 10/- each at a premium of Re. 1/- per Equity Share will be available for allocation for allotment to Retail Individual Investors of upto ₹ 2.00 Lacs	87.50	96.25
	8,75,000 Equity Shares of ₹ 10/- each at a premium of Re. 1/- per Equity Share will be available for allocation for allotment to Other Investors of above ₹ 2.00 Lacs	87.50	96.25
D	Paid up Equity capital after the Issue 68,50,000 Equity Shares having Face Value of ₹ 10/- each	685.00	-
E	Securities Premium Account Before the Issue After the Issue		1172.45 1190.95

All Equity shares are fully paid-up.

*The present Issue of 18,50,000 Equity Shares in terms of this Draft Prospectus has been authorized pursuant to a resolution of our Board of Directors dated June 02, 2014 and by special resolution passed under Section 23(1)(a) read with Section 62 (1) (c) of the Companies Act, 2013 at the Extra Ordinary General Meeting of the members held on June 30, 2014.

Classes of Shares

Our Company has only one class of share capital i.e. Equity Shares of ₹ 10/- each only.

Notes to Capital Structure

1. Details of Increase in Authorized Share Capital of our Company:

Date of Meeting	Changes in Authorized Share Capital
Incorporation	Authorised Capital with ₹ 5,00,00,000 divided into 50,00,000 Equity Shares of ₹ 10/- each.
January 20, 2014	Increase in the Authorized Share Capital of the Company ₹ 5,00,00,000 divided into 50,00,000 Equity Shares of ₹ 10/- each to ₹ 7,25,00,000 divided into 72,50,000 Equity Shares of ₹ 10/- each.

2. Equity Share Capital History of our Company:

Date of Allotment / Date of Fully Paid Up	No. of Equity Shares allotted	Cumulative No. of Equity Shares	Face Value (₹)	Issue Price (₹)	Cumulative Securities Premium Account (₹)	Cumulative Paid-up Capital (₹)	Consideration	Nature of Issue and Category of Allottees
On incorporation	67,100	67,100	10	10	-	6,71,000	Cash	Subscription to MOA ⁽¹⁾
05-Dec-2001	25,50,000	26,17,100	10	10	-	2,61,71,000	Other than cash (Take over of existing business of M/s. O P Chains & Other AOP vide agreement dated 04.12.2001)	Further Allotment ⁽²⁾
	38,000*	26,55,100	10	10	-	2,65,51,000	Cash (adjusted against the reimbursement of Preliminary expenses)	
31-Dec - 2001	10,31,600	36,86,700	10	60	5,15,80,000	3,68,67,000	Cash	Further Allotment ⁽³⁾
31-Mar-2002	68,500	37,55,200	10	60	5,50,05,000	3,75,52,000	Cash	Further Allotment ⁽⁴⁾
10-Mar-2003	5,40,000	42,95,200	10	60	8,20,05,000	4,29,52,000	Cash	Further Allotment ⁽⁵⁾
31-Dec-2003	7,04,800	50,00,000	10	60	11,72,45,000	5,00,00,000	Cash	Further Allotment ⁽⁶⁾

Notes:

- The Subscribers to the Memorandum of Association of our Company were, Mr. Om Prakash Agarwal holding 20,100 Equity Shares; Mr. Ashok Kumar Goyal Holding 20,000 Equity Shares; Mr. Satish Kumar Goyal holding 20,000 Equity Shares; Mr. Moon Goyal holding 1,000 Equity Shares; Mrs. Kusum Agarwal holding 4,000 Equity Shares; Mr. Kailash Chand holding 1,000 Equity Shares; Mrs. Heera Devi holding 1,000 Equity Shares.
- Further Allotment of 25,50,000 Equity Shares on Other than cash basis, out of this 8,50,000 Equity Shares to Mr. Om Prakash Agarwal, 8,50,000 Equity Shares to Mr. Ashok Kumar Goyal, 8,50,000 Equity Shares to Mr. Satish Kumar Goyal. The allotment has been made in lieu of takeover of the ongoing business of M/s. O P Chains & Others AOP (AOP) vide agreement entered into between the M/s. O P Chains & Other AOP and O.P. Chains Limited on 04.12.2001.

*Further Allotment of 38,000 Equity Shares on cash basis (adjusted against the reimbursement of Preliminary expenses by Mr. O. P. Agarwal) to Mr. Om Prakash Agarwal.
- Further allotment of 10,31,600 Equity Shares, out of this 20,000 Equity Shares to Adonis Finance Ltd., 14,000 Equity Shares to Mr. Ajay Kumar Agarwal, 7,600 Equity Shares to Ajay Kumar Goyal (HUF), 8,300 Equity Shares to Mrs. Babita Goyal, 10,000 Equity Shares to Basant Agencies Pvt. Ltd., 15,000 Equity Shares to BIC Consultants Pvt. Ltd., 10,000 Equity Shares to Changia Steels Pvt. Ltd., 12,500 Equity Shares to Cintpurni Credits & Leasing Pvt. Ltd., 12,500 Equity Shares to M/s Dinanath Luhariwala Spinning Mills, 15,000 Equity Shares to D.K. Ispat & Timber Ltd., 10,000 Equity Shares to Ganga Infin Pvt. Ltd., 12,500 Equity Shares to Garg Finvest Pvt. Ltd., 25,000 Equity Shares to GEEFCEE Finance Ltd., 28,200 Equity Shares to Mrs. Heera Devi,

10,000 Equity Shares to J. Singh Trading & Investments Pvt. Ltd., 10,000 Equity Shares to K. R. Fincap Pvt. Ltd., 24,300 Equity Shares to Mrs. Kailash Chand, 1,17,700 Equity Shares to Kailash Chand (HUF), 10,000 Equity Shares to Kuldeep Textiles Pvt. Ltd., 1,80,500 Equity Shares to Mrs. Kusum Agarwal, 22,800 Equity Shares to Mrs. Kusum Lata, 61,400 Equity Shares to Mrs. Lata Agarwal, 10,800 Equity Shares to Mr. Madan Gopal, 7,800 Equity Shares to Madan Gopal & Sons (HUF), 16,900 Equity Shares to Mr. Narendra Kumar Goyal, 7200 Equity Shares to Narendra Kumar Goyal(HUF), 10,000 Equity Shares to New Generation Finvest Pvt. Ltd., 10,000 Equity Shares to Nikhil Builders & Promoters Pvt. Ltd., 10,000 Equity Shares to Nishant Finvest Pvt. Ltd., 12,500 Equity Shares to Particular Manager Finlease (India) Pvt. Ltd., 15,000 Equity Shares to Performance Trading & Investments Pvt. Ltd., 12,500 Equity Shares to Rahul Finlease Pvt. Ltd., 15,000 Equity Shares to Right Choice Construction Pvt. Ltd., 10,000 Equity Shares to Royal Credit Pvt. Ltd., 82,900 Equity Shares to Mrs. Seema Goyal, 7,500 Equity Shares to Sekhawati Finance Pvt. Ltd., 10,600 Equity Shares to Mrs. Shalini Agarwal, 10,000 Equity Shares to Shri Gupteshwar Marketing Pvt. Ltd., 7,500 Equity Shares to Sobar Associates Pvt. Ltd., 10,000 Equity Shares to SRS Vijay Sales Pvt. Ltd., 25,000 Equity Shares to Sudev Industries Ltd., 15,000 Equity Shares to Suma Finance & Investments Ltd., 13,300 Equity Shares to Mr. Surendra Kumar Goyal, 12,500 Equity Shares to Swetu Stone Pvt. Ltd., 12,500 Equity Shares to Technocom Associates Pvt. Ltd., 15,000 Equity Shares to Titan Securities Ltd., 10,000 Equity Shares to Touchwood Agencies Pvt. Ltd., 10,000 Equity Shares to Transpan Financial Services Ltd., 14,800 Equity Shares to Mr. Vinay Kumar Goyal.

4. Further Allotment of 68,500 Equity Shares, out of this 1000 Equity Shares to Mr. Moon goyal, 25000 Equity shares to Surya Udyog Ltd., 7,500 Equity Share to Royal Finvest Pvt. Ltd, 7,500 Equity Shares to Jatin Abhijeet & Associates Pvt. Ltd., 10,000 Equity Shares to M. K. Daal Milling Pvt. Ltd., 10,000 Equity Shares to Saraswati Estate Pvt. Ltd. , 7,500 Equity Shares to D. K. Finvest Pvt. Ltd.
5. Further Allotment of 5,40,000 Equity Shares , out of this 15,000 Equity Shares to Archit Fincap Ltd., 15,000 Equity Shares to Archit Finscrip Ltd., 15,000 Equity Shares to At All Times Yours Securities Pvt. Ltd., 15,000 Equity Shares Bhagwan Krishan Investment & Trading Co. Pvt. Ltd., 15,000 Equity Shares to Convinience Constructions Pvt. Ltd., 15,000 Equity Shares to Dume Footwear Pvt. Ltd. , 15,000 Equity Share to Dupas Leasing & Finance Co. Ltd , 15,000 Equity Shares to Etisha Finance & Investments Pvt. Ltd., 45,000 Equity Shares to Focus Industrial Resources Ltd., 15,000 Equity Shares to Fortress Impex Pvt. Ltd., 15,000 Equity Shares to Gaurav Holding Pvt. Ltd., 15,000 Equity Shares to Goodluck Commercial Ltd., 15,000 Equity Shares to Hare Krishan Investment & Trading Co. Pvt. Ltd., 15,000 Equity Shares to IKA Processors & Distributors Pvt. Ltd., 15,000 Equity Shares to Jai Gopal Investment & Trading Co. Pvt. Ltd., 15,000 Equity Shares to Jar Metal Industrial Pvt. Ltd., 15,000 Equity Shares to Jasdeep Financiers Pvt. Ltd., 15,000 Equity Shares to Junoon Capital Services Pvt. Ltd., 15,000 Equity Shares to Laxman Printers Pvt. Ltd., 15,000 Equity Shares to Lord Shiv Investment & Trading Co. Pvt. Ltd , 15,000 Equity Shares to Parsandi Leasing & Finance Pvt. Ltd., 45,000 Equity Shares to Pawansut Holdings Ltd., 15,000 Equity Shares to Precision Agencies Pvt. Ltd., 15,000 Equity Shares to Ram Shyam Investment & Trading Co. Pvt. Ltd. 15,000 Equity Shares to Reena Oil Industry Pvt. Ltd., 15,000 Equity Shares to Reena Plastics Pipes (P) Ltd., 15,000 Equity Shares to Reliable Securities Ltd., 15,000 Equity Shares to S.N. Electricals (P) Ltd., 15,000 Equity Shares to Sanraj Associates (P) Ltd., 15,000 Equity Shares to Sehgal Television (P) Ltd., 15,000 Equity Shares to Shilpa Holding Ltd., 15,000 Equity Shares to Shiv Arpan Investment & Trading Co. (P) Ltd.
6. Further allotment of 7,04,800 Equity Shares, out of this 30,000 Equity Shares to Alag Impex (P) Ltd., 30,000 Equity Shares to Archit Fincap Ltd., 50,000 Equity Shares to At All Times Yours Securities (P) Ltd., 30,000 Equity Shares to Bhagwan Krishan Investment & Trading Co. (P) Ltd., 15,000 Equity Shares to Dume Footwears (P) Ltd., 15,000 Equity Shares to Fortress Impex (P) Ltd., 60,000 Equity Shares to Hajima Resorts Ltd, 30,000 Equity Shares to IKA Processors & Distributors (P) Ltd, 60,000 Equity Shares to Juneja Nagpal Constructions (P) Ltd., 45,000 Equity Shares to Junoon Capital Services (P) Ltd., 30,000 Equity Shares to Lord Shiv Investment & Trading Co. (P) Ltd., 45,000 Equity Shares to Parsandi Leasing & Finance (P) Ltd., 39,800 Equity Shares to Pawansut Holdings Ltd., 45,000 Equity Shares to Reena Oil Industry (P) Ltd., 45,000 Equity Shares to Reena Plastics Pipes (P) Ltd., 60,000 Equity Shares to Sanraj Associates (P) Ltd., 30,000 Equity Shares to Shilpa Housings Ltd., 45,000 Equity Shares to Shiv Arpan Investment & Trading Co. (P) Ltd.

3. **Details of Allotment made in the last two (2) years preceding the date of the Draft Prospectus:** We have not allotted any Equity share in last two years preceeding date of this Draft Prospectus.

4. Details of Equity Shares issued for consideration other than cash:

As on date, our Company has issued 25,50,000 Equity Shares for consideration other than cash as mentioned in note no. (2) above for point no.2.

Date	Name of Allottees	Nos. of shares allotted	Face Value (₹)	Issue Price (₹)	Reasons	Benefit Accrued
05-Dec-01	Om Prakash Agarwal	8,50,000	10	Nil	Allotment to associates of M/s. O P Chains & Others AOP, in lieu of take over of the existing business of the AOP vide agreement entered into between the Company and the AOP on 04.12.2001	Business of O P Chains & Others acquired by the Company from these shareholders
	Satish Kumar Goyal	8,50,000				
	Ashok Kumar Goyal	8,50,000				

No benefits other than acquisition of existing business of M/s. O P Chains & Others AOP, has accrued to the issuer out of the issue of shares for consideration of shares other than shares, as detailed above.

Except for what has been stated above our Company has not issued any Equity Share for consideration other than cash. Further, our Company has not allotted any Equity Shares pursuant to any scheme approved under section 391-394 of the Companies Act, 1956.

5. Capital Build Up in respect of shareholding of Our Promoters:

Date of Allotment of Fully Paid-up Shares	Consideration	Nature of Issue	No of Equity Shares*	Source of funds (Owned/Borrowed)	Face Value (₹)	Issue Price/Acquisition Price/Transfer Prices	Cumulative no. of Equity Shares	% Pre-Issue paid up capital	% Post issue paid up capital
Mr. Om Prakash Agarwal									
On Incorporation	Cash	Subscriber to MOA	20,100	Owned	10	10	20,100	0.40	0.29
05.12.2001	Other than Cash	Takeover of the ongoing business of M/s. O P Chains & Others AOP	8,50,000	Nil	10	10	8,70,100	17.00	12.41
	Cash	Further Allotment	38,000	Owned	10	10	9,08,100	0.76	0.55
Total (A)			9,08,100					18.16	13.26
Mr. Ashok Kumar Goyal									
On Incorporation	Cash	Subscriber to MOA	20,000	Owned	10	10	20,000	0.40	0.29
05.12.2001	Other than Cash	Takeover of the ongoing business of M/s. O P Chains & Others AOP	8,50,000	Nil	10	10	8,70,000	17.00	12.41
Total (B)			8,70,000					17.40	12.70
Mr. Satish Kumar Goyal									
On Incorporation	Cash	Subscriber to MOA	20,000	Owned	10	10	20,000	0.40	0.29

05.12.2001	Other than Cash	Takeover of the ongoing business of M/s. O P Chains & Others AOP	8,50,000	Nil	10	10	8,70,000	17.00	12.41
Total (C)			8,70,000					17.40	12.70
TOTAL (A+B+C)			26,48,100					52.96	38.66

*All the shares of the Company has been issued and allotted as fully paid-up shares at the time of allotment.

6. Details of the Pre and Post Issue Shareholding of our Promoters and Promoter Group is as below:

Sr. No.	Particulars	Pre Issue		Post Issue	
		No. of Shares	% of Holding	No. of Shares	% of Holding
a).	Promoters				
	Mr. Ashok Kumar Goyal	8,70,000	17.40	8,70,000	12.70
	Mr. Om Prakash Agarwal	9,08,100	18.16	9,08,100	13.26
	Mr. Satish Kumar Goyal	8,70,000	17.40	8,70,000	12.70
	Total (A)	26,48,100	52.96	26,48,100	38.66
b).	Immediate Relatives of the Promoters (Promoter Group)				
	Mrs. Kusum Agarwal	4,000	0.08	4,000	0.06
	Mr. Kailash Chand	1,000	0.02	1,000	0.01
	Mrs. Heera Devi	1,000	0.02	1,000	0.01
	Mr. Moon Goyal	1,000	0.02	1,000	0.01
	Total (B)	7,000	0.14	7,000	0.10
	Total (A+B)	26,55,100	53.10	26,55,100	38.76

7. Promoter's Contribution and Lock-in: The following shares held by Promoters are locked-in as Promoter's Contribution:

Date of Allotment of Fully Paid-up Shares	Consideration	Nature of Issue	No of Equity Shares*	Sources of funds (Owned/Borrowed)	Face Value	Issue Price/Acquisition Price/Transfer Prices	No. of Equity Shares being Locked in for 3 Years	% Post issue paid up capital
Mr.Om Prakash Agarwal								
On Incorporation	Cash	Subscriber to MOA	20,100	Owned	10	10	20,100	0.29
05.12.2001	Other than Cash	Takeover of the ongoing business of M/s. O P Chains & Others AOP	8,50,000	Nil	10	10	4,72,350	6.89
	Cash	Further Allotment	38,000	Owned	10	10	NIL	NIL
Total (A)			9,08,100		10		4,92,450	7.19
Mr.Ashok Kumar Goyal								
On Incorporation	Cash	Subscriber to MOA	20,000	Owned	10	10	20,000	0.29
05.12.2001	Other than Cash	Takeover of the ongoing business of M/s. O P Chains &	8,50,000	Nil	10	10	4,72,350	6.89

		Others AOP						
Total (B)			8,70,000		10		4,92,350	7.19
Mr.Satish Kumar Goyal								
On Incorporation	Cash	Subscriber to MOA	20,000	Owned	10	10	20,000	0.29
05.12.2001	Other than Cash	Takeover of the ongoing business of M/s. O P Chains & Others AOP	8,50,000	Nil	10	10	4,72,350	6.89
Total (C)			8,70,000		10		4,92,350	7.19
TOTAL (A+B+C)			26,48,100				14,77,150	21.56

***All the shares of the Company has been issued and allotted as fully paid-up shares at the time of allotment.*

***As on the date of this Draft Prospectus none of the shares has been pledged by our Promoters*

All Equity Shares, which are being locked in are not ineligible for computation of Minimum Promoters Contribution as per Regulation 33 of the SEBI ICDR Regulations and are being locked in for 3 (three) years as per Regulation 36(a) of the SEBI ICDR Regulations i.e. for a period of three years from the date of allotment of Equity Shares in this issuer.

No Equity Shares proposed to be locked-in as Minimum Promoters Contribution have been issued out of revaluation reserve or for consideration other than cash in preceding 3 years and revaluation of assets or capitalisation of intangible assets, involved in such transactions.

The entire pre-issue shareholding of the Promoters, other than the Minimum Promoters contribution (14,77,150 Equity Shares accounting for 21.56% of post issue paid up capital which is locked in for three years) shall be locked in for a period of 1 (one) year from the date of allotment in this Issue.

Our Promoters, Mr. Om Prakash Agarwal, Mr. Ashok Kumar Goyal & Mr. Satish Kumar Goyal by a written undertaking, consented to have 4,92,450, 4,92,350 and 4,92,350 Equity Shares held by them respectively to be locked in as Minimum Promoters Contribution for a period of 3 (three) years from the date of allotment in this Issue and such shares will not be disposed / sold / transferred by the promoters during the period starting from the date of filing the Draft Prospectus with SME Platform of BSE till the date of commencement of lock-in period as stated in the Draft Prospectus. The Equity Shares under the Promoters contribution will constitute 21.56 % of our post-issue paid up share capital.

Our Promoters have also consented that the Promoters contribution under Regulation 32 of the SEBI ICDR Regulations will not be less than 20% of the post issue paid up capital of our Company.

The entire promoter's contribution shall not be less than the specified minimum lot and has been brought in from the persons defined as promoters under Regulation 2(zb) of the SEBI ICDR Regulations.

Eligibility of Share for "Minimum Promoters Contribution in terms of clauses of Regulation 33 (1) of SEBI (ICDR) Regulations, 2009

Reg. No.	Promoters' Minimum Contribution Conditions	Eligibility Status of Equity Shares forming part of Promoter's Contribution
33(1) (a) (i)	Specified securities acquired during the preceding three years, if they are acquired for consideration other than cash and revaluation of assets or capitalisation of intangible assets is involved in such transaction	Eligible
33 (1) (a) (ii)	Specified securities acquired during the preceding three years, resulting from a bonus issue by utilisation of revaluation reserves or unrealized profits of the issuer or from bonus issue against Equity Shares which are ineligible for minimum promoters' contribution	Eligible
33 (1) (b)	Specified securities acquired by promoters during the preceding one year at a price lower than the price at which specified securities are	Eligible

Reg. No.	Promoters' Minimum Contribution Conditions	Eligibility Status of Equity Shares forming part of Promoter's Contribution
	being offered to public in the initial public offer	
33 (1) (c)	Specified securities allotted to promoters during the preceding one year at a price less than the issue price, against funds brought in by them during that period, in case of an issuer formed by conversion of one or more partnership firms, where the partners of the erstwhile partnership firms are the promoters of the issuer and there is no change in the management: Provided that specified securities, allotted to promoters against capital existing in such firms for a period of more than one year on a continuous basis, shall be eligible	Eligible
33 (1) (d)	Specified securities pledged with any creditor.	Eligible

Details of Share Capital Locked In For One Year

In terms of Regulation 36(b) and 37 of the SEBI ICDR Regulations, in addition to the Minimum Promoters contribution which is locked in for three years, as specified above, the entire pre-issue equity share capital constituting 35,22,850 Equity Shares shall be locked in for a period of 1 (one) year from the date of allotment of Equity Shares in this Issue.

The Equity Shares which are subject to lock-in shall carry inscription '**non transferable**' along with the duration of specified non-transferable period mentioned in the face of the security certificate. The shares which are in dematerialized form, if any, shall be locked-in by the respective depositories. The details of lock-in of the Equity Shares shall also be provided to the Designated Stock Exchange before the listing of the Equity Shares.

Other requirements in respect of lock-in:

- a) In terms of Regulation 39 of the SEBI ICDR Regulations, the locked in Equity Shares held by the Promoters, as specified above, can be pledged with any scheduled commercial bank or public financial institution as collateral security for loan granted by such bank or institution provided that the pledge of Equity Shares is one of the terms of the sanction of the loan. Provided that securities locked in as minimum promoter contribution may be pledged only if, in addition to fulfilling the above requirements, the loan has been granted by such bank or institution, for the purpose of financing one or more of the objects of the Issue.
- b) In terms of Regulation 40 of the SEBI ICDR Regulations, the Equity Shares held by persons other than the Promoters prior to the Issue may be transferred to any other person holding the Equity Shares which are locked in as per Regulation 36 or 37 of the SEBI ICDR Regulations, subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as applicable.
- c) Further in terms of Regulation 40 of the SEBI ICDR Regulations, the Equity Shares held by the Promoters may be transferred to and amongst the Promoter Group or to new promoters or persons in control of the Issuer subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as applicable.

8. Our Shareholding Pattern

- a) The table below represents the shareholding pattern of our Company in accordance with clause 37 of the SME Equity Listing Agreement, as on the date of the Draft Prospectus:

Category code	Category of shareholder	No. of share - holders	Total no. of shares	% of Total	Number of shares held in dematerialized form*	Total shareholding as a % of total number of shares		Shares Pledged or otherwise encumbered	
						As a % of (A+B)	As a % of (A+B+C)	Number of Shares	As a % of Shareholding
(A)	Promoter and Promoter Group								
(1)	Indian								
(a)	Individuals/ Hindu Undivided Family	7	26,55,100	53.10	Nil	53.10	53.10	Nil	Nil
(b)	Central Government/ State Government(s)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(c)	Bodies Corporate	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(d)	Financial Institutions/ Banks	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(e)	Any Other (specify)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Sub-Total (A)(1)	7	26,55,100	53.10	Nil	53.10	53.10	Nil	Nil
(2)	Foreign								
(a)	Individuals (Non-Resident Individuals/ Foreign Individuals)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(b)	Bodies Corporate	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(c)	Institutions	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(d)	Any Other (specify)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Sub-Total (A) (2)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total Shareholding of Promoters and Promoter group (A)= A)(1)+(A)(2)	7	26,55,100	53.10	Nil	53.10	53.10	Nil	Nil
(B)	Public shareholding								
(1)	Institutions								
(a)	Mutual Funds/UTI	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(b)	Financial Institutions/ Banks	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(c)	Central Government/ State Government(s)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(d)	Venture Capital Funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(e)	Insurance Companies	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Category code	Category of shareholder	No. of share - holders	Total no. of shares	% of Total	Number of shares held in dematerialized form*	Total shareholding as a % of total number of shares		Shares Pledged or otherwise encumbered	
						As a % of (A+B)	As a % of (A+B+C)	Number of Shares	As a % of Shareholding
(f)	Foreign Institutional Investors	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(g)	Foreign Venture Capital Investors	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(h)	Nominated investors (as defined in Chapter XB of SEBI (ICDR) Regulations)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(i)	Market Makers	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(h)	Any Other (specify)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Sub-Total (B) (1)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(2)	Non- institutions								
(a)	Bodies Corporate	1	23,44,900	46.90	Nil	46.90	46.90	Nil	Nil
(b)	Individuals - Individual shareholders holding Nominal share capital up to Rs. 1 lakh. Individual shareholders holding Nominal share capital in excess of ` 1 lakh.	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(c)	Any Other (specify)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Sub-Total (B) (2)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total Public Shareholding (B) = (B) (1) + (B) (2)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	TOTAL (A) +(B)	8	50,00,000	100.00	Nil	Nil	Nil	Nil	Nil
(C)	Shares held by Custodians and against which Depository Receipts have been issued								
(a)	Promoters and Promoter Group	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(b)	Public	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	GRAND TOTAL (A) + (B) + (C)	8	50,00,000	100.00	Nil	Nil	Nil	Nil	Nil

*We have received an approval letter from NSDL & CDSL. We have received the ISIN-INE118Q01018. As on date, the entire shareholding of our Company is in physical form and our promoters and promoter group shareholders are in process of converting physical shares in Demat form.

9. The shareholding pattern of our Company before and after the Issue is set forth below:

Sr. No.	Particulars	Pre Issue		Post Issue	
		No. of Shares	% of Holding	No. of Shares	% of Holding
a).	Promoters	26,48,100	52.96	26,48,100	38.66
b).	Promoter Group	7,000	0.14	7,000	0.10
c).	Public	23,44,900	46.90	41,94,900	61.24
	Total	50,00,000	100.00	68,50,000	100.00

10. The Top Ten Shareholders of our Company and their Shareholding is set forth below:-

As on the date of the Draft Prospectus, our Company has 8 (Eight) shareholders.

- a) Our top ten shareholders as on the date of filing of this Draft Prospectus, 10 days and 2 years prior filing of this Draft Prospectus is as follows:

S. No.	Names	Shares Held	% shares held
1	Raja Ram Software Solutions (P) Ltd.	23,44,900	46.90
2	Mr. Om Prakash Agarwal	9,08,100	18.16
3	Mr. Ashok Kumar Goyal	8,70,000	17.40
4	Mr. Satish Kumar Goyal	8,70,000	17.40
5	Mrs. Kusum Agarwal	4,000	0.08
6	Mr. Kailash Chand	1,000	0.02
7	Mrs. Heera Devi	1,000	0.02
8	Mr. Moon Goyal	1,000	0.02

11. As on the date of this Draft Prospectus, the number of public shareholders holding more than 1% of the Pre-Issue share capital of our Company is **ONE** which is as follows:

S. No.	Name of Shareholder	Number Equity Shares	% of Shareholding
1.	Raja Ram Software Solutions (P) Ltd.	23,44,900	46.90

12. As on the date of Draft Prospectus, there has been no subscription to or sale or purchase of the securities of our Company within three years preceding the date of filing of this Draft Prospectus by our Promoters or Directors or Promoter Group which in aggregate equals to or is greater than 1% of the pre-Issue share capital of our Company.
13. As on the date of Draft Prospectus, no Equity Shares have been purchased/ acquired or sold by our Promoters, Promoter Group and/or by our Directors and their immediate relatives within six months immediately preceding the date of filing of this Draft Prospectus.
14. There are no Equity Shares issued by our Company at a price lower than the Issue price during the preceding one year from the date of this Draft Prospectus.
15. None of our Promoters, Promoter Group, Directors and their relatives has entered into any financing arrangement or financed the purchase of the Equity Shares of our Company by any other person during the period of six months immediately preceding the date of filing of Draft Prospectus.
16. As on the date of filing of the Draft Prospectus, there are no outstanding warrants, options or rights to convert debentures, loans or other instruments which would entitle Promoters or any shareholders or any other person any option to acquire our Equity Shares after this Initial Public Offer.
17. As on the date of this Draft Prospectus, the Issued Share Capital of our Company is fully paid up.
18. Our Company has not raised any bridge loan against the proceeds of the Issue.



19. Since the entire issue price per share is being called up on application, all the successful applicants will be allotted fully paid-up shares.
20. As on the date of this Draft Prospectus, none of the shares held by our Promoters / Promoters Group are subject to any pledge.
21. Neither, we nor our Promoters, Directors and the LM to this Issue have entered into any buyback and / or standby arrangements and / or similar arrangements for the purchase of our Equity Shares from any person.
22. The LM and their associates do not hold any Equity Shares in our Company as on the date of filing of Draft Prospectus.
23. We here by confirm that there will be no further issue of capital whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from the date of the Draft Prospectus until the Equity Shares offered have been listed or application moneys refunded on account of failure of Issue.
24. Our Company does not presently intend or propose to alter its capital structure for a period of six months from the date of opening of the Issue, by way of split or consolidation of the denomination of Equity Shares or further issue of Equity Shares (including issue of securities convertible into or exchangeable, directly or indirectly for Equity Shares) whether preferential or otherwise. This is except if we enter into acquisition or joint ventures or make investments, in which case we may consider raising additional capital to fund such activity or use Equity Shares as a currency for acquisition or participation in such joint ventures or investments.
25. None of our Equity Shares have been issued out of revaluation reserve created out of revaluation of assets.
26. An over-subscription to the extent of 10% of the Issue can be retained for the purpose of rounding off to the nearest integer during finalizing the allotment, subject to minimum allotment, which is the minimum application size in this Issue. Consequently, the actual allotment may go up by a maximum of 10% of the Issue, as a result of which, the post-issue paid up capital after the Issue would also increase by the excess amount of allotment so made. In such an event, the Equity Shares held by the Promoter and subject to 3 (three) year lock- in shall be suitably increased; so as to ensure that 20% of the post Issue paid-up capital is locked in.
27. Under subscription, if any, in any of the categories, would be allowed to be met with spill-over from any of the other categories or a combination of categories at the discretion of our Company in consultation with the LM and Designated Stock Exchange i.e. BSE, such inter-se spill over, if any, would be affected in accordance with applicable laws, rules, regulations and guidelines.
28. In case of over-subscription in all categories the allocation in the issue shall be as per the requirements of Regulation 43 (4) of SEBI (ICDR) Regulations, 2009 and its amendments from time to time.
29. At any given point of time there shall be only one denomination of the Equity Shares, unless otherwise permitted by law.
30. Our Company shall comply with such disclosure and accounting norms as may be specified by BSE, SEBI and other regulatory authorities from time to time.
31. As on the date of this Draft Prospectus, we do not have any Employees Stock Option Scheme (ESOP)/ Employees Stock Purchase Scheme (ESPS).
32. We have 8 (Eight) Shareholders as on the date of filing of the Draft Prospectus.
33. Till date our Company has not made any allotment of Equity Shares pursuant to any scheme approved under section 391- 394 of the Companies Act, 1956.
34. Our Promoters and Promoter Group will not participate in this Issue.
35. This Issue is being made through Fixed Price method.



- 36.** Our Company has not made any public issue or rights issue of any kind or class of securities since its incorporation.
- 37.** No person connected with the Issue shall offer any incentive, whether direct or indirect, in the nature of discount, commission, and allowance, or otherwise, whether in cash, kind, services or otherwise, to any Applicant.
- 38.** There are no safety net arrangements for this public issue.
- 39.** We shall ensure that transactions in Equity Shares by the Promoters and members of the Promoter Group, if any, between the date of registering this Draft Prospectus with the ROC and the Issue Closing Date are reported to the Stock Exchanges within 24 hours of such transactions being completed.

OBJECTS OF THE ISSUE

We intend to utilize the proceeds of the Issue to meet the following objects:

1. To Meet working capital requirements
2. General Corporate Purpose
3. To Meet the Issue Expenses

Our Company's business is working capital intensive and we avails majority of our working capital in the ordinary course of its business from its internal accruals. As on March 31, 2014, the Company's working capital facility consists of ₹. 296.16 Lacs.

In addition, our Company expects to receive the benefits from listing of Equity Shares on the SME Platform of BSE. We believe that listing will enhance our corporate image and brand name of our Company.

Our Company is primarily in the business of Trading of Gold and Silver. The main objects clause of our Memorandum enables our Company to undertake its existing activities and these activities which have been carried out until now by our Company are valid in terms of the objects clause of our Memorandum of Association.

Total Fund Requirement: The total estimated funds requirement is given below:

Sr. No.	Particulars	Amt (₹. in Lacs)
I	Working Capital Requirements	165.00
II	General Corporate Purpose	13.50
III	Issue Expenses	25.00
	Total-Gross Issue Proceeds	203.50

Net Issue Proceeds:

Sr. No.	Particulars	Amt (₹.in Lacs)
I	Gross Issue Proceeds	203.50
II	Issue Expenses	25.00
	Net Issue Proceeds	178.50

Utilisation of Net Issue Proceeds: The utilisation of net issue proceeds is given below:

Sr. No.	Particulars	Amt (₹.in Lacs)
I	Meet working capital requirements	165.00
II	General Corporate Purpose	13.50
	Total-Net Issue Proceeds	178.50

Means of Finance: We intend to finance our objects of Issue through Net Issue Proceeds which is as follows:

Sr. No	Particulars	Amt (₹. in Lacs)
1.	Net Issue proceeds	178.50
	Total	178.50

Since the entire fund requirements are to be funded from the proceeds of the Issue. Accordingly, there is no requirement to make firm arrangements of finance under Regulation 4(2)(g) of the SEBI (ICDR) Regulations through verifiable means towards at least 75% of the stated means of finance, excluding the amounts to be raised through the proposed Issue.

The fund requirement and deployment is based on internal management estimates and have not been appraised by any bank or financial institution. These are based on management estimation and current conditions and are subject to change in the light of changes in external circumstances or costs or other financial conditions and other external factors.

In case of any increase in the actual utilization of funds earmarked for the Objects, such additional funds for a particular activity will be met by way of means available to our Company, including from internal accruals. If the actual utilization towards any of the Objects is lower than the proposed deployment such balance will be used for future growth opportunities including funding existing objects, if required. In case of delays in raising funds from the Issue, our company may deploy certain amounts towards any of the above mentioned Objects through a combination of Internal Accruals or Unsecured Loans.

As we operate in competitive environment, our Company may have to revise its business plan from time to time and consequently our fund requirements may also change. Our Company's historical expenditure may not be reflective of our future expenditure plans. Our Company may have to revise its estimated costs, fund allocation and fund requirements owing to various factors such as economic and business conditions, increased competition and other external factors which may not be within the control of our management. This may entail rescheduling or revising the planned expenditure and funding requirements, including the expenditure for a particular purpose at the discretion of the Company's management.

For further details on the risks involved in our business plans and executing our business strategies, please see the section titled "**Risk Factors**" beginning on page 12 of the Draft Prospectus.

Working Capital Requirement

Working Capital Cycle:

We require working capital for meeting our Inventory requirements and our working capital requirement is funded through internal accruals and unsecured loans. Accordingly, we have proposed to use ₹. 165.00 Lacs out of the issue proceeds to meet our working capital requirements.

Our Inventory Requirements in last three years:

Particulars	₹.In Lacs)		
	2014	2013	2012
Inventories	289.63	21.11	35.06

Our inventory levels were high in FY 2014 due to stocking of bullions as per the requirement of client and delivery was made in couple of days. However going forward we intend to keep limited inventory to meet our clients urgent requirements.

Bullion Industry of Gold and Silver is working capital intensive industry. We need additional working capital in consonance with future potential business and purchase of bullions. The increasing operations of our Company will in turn lead to the increase in the requirement of working capital. Our Company proposes to meet our part working capital requirement to the extent of ₹.165.00 Lacs from the Net Proceeds of the Issue and balance from internal Accruals/Unsecured Loans. The working capital will be primarily used for maintaining the inventory for our trading. We are currently engaged in the business of trading of Gold and Silver related Bullion products. We will need additional working capital for further growth of our business. We have estimated our additional working capital requirements for fiscal 2015 which will be funded partly through the proposed public issue and part by Accruals/Unsecured Loans.

The estimated working capital requirement for FY 2015 is ₹. 191.91. Lacs which is as follows:

S. No.	Particulars	₹. in Lacs)	
		Restated 31-March-14	Estimate 31-March-15
I	Current Assets		
	Inventories	289.63	160.00
	Sundry Debtors	3.78	10.00
	Cash in hand & Bank	2.00	5.00
	Other Current Assets	8.47	20.00
	Total(A)	303.88	195.00
II	Current Liabilities		

	Sundry Creditors	-	-
	Installment due within 1 year	7.26	2.59
	Other Current Liabilities	0.46	0.50
	Total (B)	7.72	3.09
III	Total Working Capital Gap (A-B)	296.16	191.91
IV	Funding Pattern		
	Fund Based Working Capital Limit- Bank Finance	-	-
	Internal Accruals / Unsecured Loans	296.16	26.91
	IPO Proceeds	-	165.00

Presently, our Company have been availing the working capital facilities through our Internal Accruals. The Working Capital requirement for the FY 2014-15 (Estimate) is ₹191.91 Lacs to be financed by Issue Proceeds upto ₹. 165.00 Lacs & balance ₹. 26.91 lacs from Internal Accruals / Unsecured loans.

For further details regarding our working facilities kindly refer to the Chapter titled "**Financial Indebtedness**" beginning on page 168 of this Draft Prospectus.

Hence, our Company proposes to utilize ₹.165.00 lacs of the Net Proceeds towards working capital requirements for meeting our future business requirements.

Basis for estimation of Working Capital:

The working Capital requirements are based on historical data and estimation of the future requirements in FY 2014 -15 considering the growth in activities of the Company.

Our Company has maintained the Inventory level of 2.17 days for FY 2014. We have estimated the requirements of Inventory level of 2.85 days for FY 2015. We maintain low Inventory levels as we are into trading of Bullion (Silver and Gold), Volatility in Prices of Gold and Silver and also it is very risky to hold the valuable stock in the business for a long time.

Our Company provides credit of about 0.05 days to our customer/debtors for FY 2014. We have estimated the credit period of 0.13 days for FY 2015.

Justification for "Holding Period" Level

S. No.	Particulars
Inventory	Estimated Levels of Inventory is expected to rise to 2.85 days in FY 2015 as compared levels of 2.17 days in FY 2014
Debtors	Levels of Debtors are expected to rise to 0.13 days in FY 2015 as compared levels of 0.05 days in FY 2014

GENERAL CORPORATE PURPOSES

Our management, in accordance with the policies of our Board, will have flexibility in utilizing the proceeds earmarked for general corporate purposes. We intend to deploy the balance Fresh Issue proceeds aggregating ₹. 13.50 Lacs towards the general corporate purposes to drive our business growth. In accordance with the policies set up by our Board, we have flexibility in applying the remaining Net Proceeds, for general corporate purpose including but not restricted to, meeting operating expenses and the strengthening of our business development and marketing capabilities, meeting exigencies, which the Company in the ordinary course of business may not foresee or any other purposes as approved by our Board of Directors, subject to compliance with the necessary provisions of the Companies Act.

PUBLIC ISSUE EXPENSES

The estimated issue related expenses includes Merchant Banking fee, underwriting and selling commissions, printing and distribution expenses, legal fees, advertisement expenses, registrar's fees, depository fees and listing Fees. The total expenses for this Issue are estimated to be approximately ₹. 25.00 Lacs. All the Issue related expenses shall be met out of the proceeds of the Issue and the break-up of the same is as follows:



Activity	Expenses (₹. in lakhs)	Percentage of Issue Expenses	Percentage of the Issue Size
Payment to Merchant Banker including fees and reimbursements of Market Making Fees, selling commissions, brokerages, payment to other intermediaries such as Legal Advisors, Registrars, Bankers etc and other out of pocket expenses*	17.50	70.00%	8.60%
Printing and Stationery and postage expenses	2.00	8.00%	0.98%
Advertising and Marketing expenses	2.50	10.00%	1.23%
Regulatory fees and expenses	3.00	12.00%	1.47%
Total estimated issue expenses	25.00	100.00%	12.29%

Details of Funds deployed:

Deployment of Funds: As certified by M/s. **B P N & COMPANY**, Chartered Accountants, the statutory auditor of our Company vide their certificate dated September 25, 2014 our Company has incurred the following expenditure on the project till August 22, 2014 the same have been funded from the Company's internal accruals which was utilized as follows:

articulars	Amt (₹. in Lacs)
Issue Expenses	8.00
Total	8.00

Estimated Schedule of Implementation: The details of schedule of implementation for Net Issue Proceeds are as follows:

Sr. No.	Particulars	(₹. in Lacs)	Estimated time Schedule
1	Working Capital	165.00	To be utilised in FY 14-15
2	General Corporate Purpose	13.50	To be utilised in FY 14-15
	Total	178.50	

Appraisal

None of the Objects have been appraised by any bank or financial institution or any other independent third party organization. The funding requirements of our Company and the deployment of the proceeds of the Issue are currently based on management estimates. The funding requirements of our Company are dependent on a number of factors which may not be in the control of our management, including variations in interest rate structures, changes in our financial condition and current commercial conditions and are subject to change in light of changes in external circumstances or in our financial condition, business or strategy.

Bridge Financing Facilities

As on the date of this Draft Prospectus, we have not raised any bridge loans which are proposed to be repaid from the Net Proceeds.

Monitoring Utilization of Funds

The Audit committee & the Board of Directors of our Company will monitor the utilization of funds raised through this public issue. Pursuant to Clause 52 of the SME Listing Agreement, our Company shall on half-yearly basis disclose to the Audit Committee the Applications of the proceeds of the Issue. On an annual basis, our Company shall prepare a statement of funds utilized for purposes other than stated in this Draft Prospectus and place it before the Audit Committee. Such disclosures shall be made only until such time that all the proceeds of the Issue have been utilized in full. The statement of funds utilized will be certified by the Statutory Auditors of our Company.

Interim Use of Proceeds

Our management, in accordance with the policies established by our Board of Directors, will have flexibility in deploying the proceeds received from the Issue. Pending utilization of the proceeds of the Issue for the purposes described above, we may invest the funds in high quality interest bearing liquid instruments including money



market mutual funds, deposits with banks or temporarily deploy the funds in working capital loan accounts and other investment grade interest bearing securities as may be approved by the Board of Directors. Such investments would be in accordance with the investment policies approved by our Board of Directors from time to time and at the prevailing commercial rates at the time of investment.

Variation in Objects

In accordance with Section 27 of the Companies Act, 2013, our Company shall not vary the objects of the Issue without our Company being authorised to do so by the Shareholders by way of a special resolution. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution shall specify the prescribed details as required under the Companies Act and shall be published in accordance with the Companies Act and the rules thereunder. As per the current provisions of the Companies Act, our Promoters or controlling Shareholders would be required to provide an exit opportunity to such shareholders who do not agree to the proposal to vary the objects, at such price, and in such manner, as may be prescribed by SEBI, in this regard.

Other confirmations

There is no material existing or anticipated transactions with our Promoter, our Directors, our Company's key Managerial personnel and Group Entities, in relation to the utilisation of the Net Proceeds. No part of the Net Proceeds will be paid by us as consideration to our Promoter, our Directors or key managerial personnel or our Group Entities, except in the normal course of business and in compliance with the applicable laws.

BASIC TERMS OF ISSUE

The Equity Shares, now being offered, are subject to the terms and conditions of this Draft Prospectus, Prospectus, Application form, Confirmation of Allocation Note ("CAN"), the Memorandum and Articles of Association of our Company, the guidelines for listing of securities issued by the Government of India and SEBI (ICDR) Regulations, 2009, the Depositories Act, Stock Exchanges, RBI, ROC and/or other authorities as in force on the date of the Issue and to the extent applicable.

In addition, the Equity Shares shall also be subject to such other conditions as may be incorporated in the Share Certificates, as per the SEBI (ICDR) Regulations, 2009 notifications and other regulations for the issue of capital and listing of securities laid down from time to time by the Government of India and/or other authorities and other documents that may be executed in respect of the Equity Shares.

The present issue has been authorized pursuant to a resolution of our Board dated June 02, 2014 and by Special Resolution passed under Section 23(1)(a) read with Section 62 (1) (c) of the Companies Act, 2013 at the Extra Ordinary General Meeting of our shareholders held on June 30, 2014.

Face Value	Each Equity Share shall have the face value of ₹. 10/- each.
Issue Price	Each Equity Share is being offered at a price of ₹. 11/- each.
Market Lot and Trading Lot	The Market lot and Trading lot for the Equity Share is 10000 (Ten Thousand) and the multiple of 10,000; subject to a minimum allotment of 10,000 Equity Shares to the successful applicants.
Terms of Payment	100% of the issue price of ₹.11/- per share shall be payable on Application. For more details please refer to page 202 of this Draft Prospectus.
Ranking of the Equity Shares	The Equity Shares shall be subject to the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividends with the existing Equity Shares of the Company.

MINIMUM SUBSCRIPTION

This Issue is not restricted to any minimum subscription level. This Issue is 100% underwritten and the details have been disclosed on page 42 of this Draft Prospectus.

If the issuer does not receive the subscription of 100% of the Issue through this offer document including devolvement of Underwriters within sixty days from the date of closure of the issue, the issuer shall forthwith refund the entire subscription amount received. If there is a delay beyond eight days after the issuer becomes liable to pay the amount, the issuer shall pay interest prescribed under Section 39 of the Companies Act, 2013.

For further details, please refer to section titled "***Terms of the Issue***" beginning on page 202 of the Draft Prospectus.

BASIS FOR ISSUE PRICE

The Issue Price has been determined by our Company in consultation with the Lead Manager on the basis of the key business strengths. The face value of the Equity Shares is ₹ 10/- and Issue Price is ₹ 11/- per Equity Shares i.e. 1.10 times the face value.

Investors should read the following summary with the “**Risk Factors**” beginning from page 12 of this Draft Prospectus, section titled “**Business Overview**” beginning from page 89 and “**Financial Information**” beginning from page 143 of this Draft Prospectus. The trading price of the Equity Shares of our Company could decline due to these risk factors and you may lose all or part of your investments.

QUALITATIVE FACTORS

- ✓ Quality Assurance
- ✓ Experience Management
- ✓ Diversified Business

For further details refer “**Business Overview**” on page no 89 of the Draft Prospectus.

QUANTITATIVE FACTORS

Information presented in this section is derived from our Company’s restated financial statements prepared in accordance with Indian GAAP. Some of the quantitative factors, which form the basis for computing the price, are as follows:

1. Basic & Diluted Earnings per share (EPS) :

Standalone:

S. No	Particulars	EPS (₹.)	Weights
1	FY 2011-12	1.3	1
2	FY 2012-13	(0.31)	2
3	FY 2013-14	0.25	3
	Weighted Average	0.24	

Notes:

- i. The figures disclosed above are based on the restated summary statements of the Company.
- ii. The face value of each Equity Share is ₹.10.
- iii. Earnings Per Share has been calculated in accordance with Accounting Standard 20 - Earnings Per Share issued by the Institute of Chartered Accountants of India.
- iv. The above statement should be read with Significant Accounting Policies and the Notes to the Restated Summary Statements as appearing in Annexure IV.

2. Price Earning (P/E) Ratio in relation to the Issue Price of ₹. 11/-

Standalone:

S. No	Particulars	P/E
1	P/E ratio based on the Basic & Diluted EPS for FY 2013-14	44.00
2	P/E ratio based on the Weighted Average EPS for FY 2013-14	45.83
3	Industry PE*	NA

**Currently there is no listed entity in India operating in our business segment and hence a strict comparison with us is not possible due to significant differences in business models*

Peer Group P/ E: There are no comparable listed companies with the same business as our Company.

3. Return on Net Worth (RoNW)* - Standalone

S. No	Particulars	RONW (%)	Weights
1	FY 2011-12	0.44	1
2	FY 2012-13	(0.56)	2
3	FY 2013-14	2.32	3
	Weighted Average	1.05	

*Restated PAT/Net Worth, as restated

4. Minimum Return on Net Worth after Issue to maintain Pre-Issue EPS.

The minimum return on increased net worth required maintain pre-Issue EPS for the financial year 2014:

- (a) Based on Basic and Diluted EPS of ₹. 0.25:
- At an Issue Price of ₹. 11 – 0.57 % on the restated financial statements.
- (b) Based on Weighted Average EPS of ₹. 0.24:
- At an Issue Price of ₹. 11 – 0.54 % on the restated financial statements.

5. Net Asset Value per Equity Share :

Sr. No	Particulars	NAV (₹.)
1	FY 2011-12	56.25
2	FY 2012-13	55.94
3	FY 2013-14	56.18
	Issue Price	11.00
	NAV after Issue	43.98

Not /number of Equity Shares outstanding during the year/period.

6. Comparison of Accounting Ratios with Industry Peer:

We are currently engaged in the business of bullion trading products such as gold, silver etc.

There are not any comparable listed peer group companies which have standalone operations of business of bullion trading products. Industry wise data is not available for standalone segment; hence comparison amongst peers is not disclosed.

7. The face value of our shares is ₹.10/- per share and the Issue Price is of ₹. 11/- per share is 1.1 times of the face value.
8. Our Company in consultation with the Lead Manager believes that the Issue Price of ₹. 11/- per share for the Public Issue is justified in view of the above parameters. The investors may also want to peruse the risk factors and financials of the Company including important profitability and return ratios, as set out in the Auditors' Report in the offer Document to have more informed view about the investment.
9. Investors are requested to see the section titled "**Risk Factors**" and "**Financial Information**" beginning on pages 12 and 143 respectively of the Draft Prospectus, including important profitability and return ratios, as set out in "**ANNEXURE – XXI-Mandatory Accounting Ratios**" on page 164 of the Draft Prospectus to have a more informed view.

STATEMENT OF TAX BENEFITS

To,
The Board of Directors,
O. P. Chains Limited
8/16 A, Seth Gali, Agra – 280 001,
Uttar Pradesh, India

Dear Sir,

Statement of Possible Tax Benefits Available to the Company and its shareholders

We hereby report that the enclosed statement provides the possible tax benefits available to the Company and to the shareholders of the Company under the Income tax Act, 1961 (provisions of Finance Act, 2013), and Wealth Tax Act, 1957 presently in force in India. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the statute. Hence, the ability of the Company or its shareholders to derive the tax benefits is dependent upon fulfilling such conditions, which based on the business imperatives, the Company faces in the future, the Company may or may not choose to fulfill.

The benefits discussed in the enclosed statement are not exhaustive. This statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax-advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the issue. We do not express any opinion or provide any assurance as to whether:

- (i) Company or its shareholders will continue to obtain these benefits in future; or
- (ii) The conditions prescribed for availing the benefits has been/ would be met with.

The contents of the enclosed statement are based on information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company.

For B P N & COMPANY
Chartered Accountants

Sd/-

Nikhil Garg

Membership No. 407004

FRN No: 013887C

Partner

Date: 02.06.2014

Place: Agra

ANNEXURE STATEMENT OF POSSIBLE TAX BENEFITS AVAILABLE TO COMPANY AND ITS SHAREHOLDERS

A) SPECIAL TAX BENEFITS AVAILABLE TO OUR COMPANY AND ITS SHAREHOLDERS

I. Special Benefits available to Company : There are no special tax benefits available to the Company.

II. Special Benefits available to the Shareholders of Company : There are no special tax benefits available to the Equity Shareholders.

B) OTHER GENERAL TAX BENEFITS TO THE COMPANY AND ITS SHAREHOLDERS

The following tax benefits shall be available to the Company and its Shareholders under Direct tax law

Under the Income-Tax Act, 1961 (“the Act”):

I. Benefits available to the Company

1. **Depreciation :** As per the provisions of Section 32 of the Act, the Company is eligible to claim depreciation on tangible and specified intangible assets as explained in the said section and the relevant Income Tax rules there under.
2. **Dividend Income :** Dividend income, if any, received by the Company from its investment in shares of another domestic Company will be exempt from tax under Section 10(34) read with Section 115-O of the Income Tax Act, 1961.
3. **Income from Mutual Funds / Units :** As per section 10(35) of the Act, the following income shall be exempt in the hands of the Company:
 - ✓ Income received in respect of the units of a Mutual Fund specified under clause (23D) of section 10; or
 - ✓ Income received in respect of units from the Administrator of the specified undertaking; or
 - ✓ Income received in respect of units from the specified company.

However, this exemption does not apply to any income arising from transfer of units of the Administrator of the specified undertaking or of the specified company or of a mutual fund, as the case may be.

For this purpose (i) “Administrator” means the Administrator as referred to in section 2(a) of the Unit Trust of India (Transfer of Undertaking and Repeal) Act, 2002 and (ii) “Specified Company” means a company as referred to in section 2(h) of the said Act.

4. **Income from Long Term Capital Gain :** As per section 10(38) of the Act, long term capital gains arising to the Company from the transfer of a long-term capital asset, being an equity share in a company or a unit of an equity oriented fund where such transaction is chargeable to securities transaction tax would not be liable to tax in the hands of the Company. For this purpose, “Equity Oriented Fund” means a fund –
 - a. Where the investible funds are invested by way of equity shares in domestic companies to the extent of more than sixty five percent of the total proceeds of such funds; and
 - b. Which has been set up under a scheme of a Mutual Fund specified under section 10(23D) of the Act.
5. As per section 115JB, the Company will not be able to reduce the income to which the provisions of section 10(38) of the Act apply while calculating “book profits” under the provisions of section 115JB of the Act and will be required to pay Minimum Alternative Tax as follows-

Book Profit	A.Y.-2013-14	A.Y.-2014-15
If book profit is less than or equal to Rs. 1 Crore	19.055%	19.055%
If book profit is more than Rs. 1 Crore	20.01%	20.01%



6. Section 14A of the Act restricts claim for deduction of expenses incurred in relation to incomes which do not form part of the total income under the Act. Thus, any expenditure incurred to earn tax exempt income is not tax deductible.
7. As per the provisions of Section 112 of the Income Tax Act, 1961, long-term capital gains as computed above that are not exempt under Section 10(38) of the Income Tax Act, 1961 would be subject to tax at a rate of 20 percent (plus applicable surcharge plus education cess plus secondary and higher education cess). However, as per the provision to Section 112(1), if the tax on long-term capital gains resulting on transfer of listed securities or units, calculated at the rate of 20 percent with indexation benefit exceeds the tax on long-term capital gains computed at the rate of 10 percent without indexation benefit, then such gains are chargeable to tax at a concessional rate of 10 percent (plus applicable surcharge plus education cess plus secondary and higher education cess).
8. As per section 54EC of the Act and subject to the conditions and to the extent specified therein, long-term capital gains (in cases not covered under section 10(38) of the Act) arising on the transfer of a long-term capital asset will be exempt from capital gains tax if the capital gains are invested in a “long term specified asset” within a period of 6 months after the date of such transfer. However, if the assessee transfers or converts the long term specified asset into money within a period of three years from the date of their acquisition, the amount of capital gains exempted earlier would become chargeable to tax as long-term capital gains in the year in which the long term specified asset is transferred or converted into money.
9. A “long term specified asset” means any bond, redeemable after three years and issued on or after the 1st day of April 2006:
 - a. by the National Highways Authority of India constituted under section 3 of the National Highways Authority of India Act, 1988, and notified by the Central Government in the Official Gazette for the purposes of this section; or
 - b. By the Rural Electrification Corporation Limited, a company formed and registered under the Companies Act, and notified by the Central Government in the Official Gazette for the purposes of this section.
10. As per section 111A of the Act, short-term capital gains arising to the Company from the sale of equity share or a unit of an equity oriented fund transacted through a recognized stock exchange in India, where such transaction is chargeable to securities transaction tax, will be taxable at the rate of 15% (plus applicable surcharge plus education cess plus secondary and higher education cess)
11. **Preliminary Expenses** : Under Section 35D of the Act, the company will be entitled to the deduction equal to 1/5th of the Preliminary expenditure of the nature specified in the said section, including expenditure incurred on present issue, such as Brokerage and other charges by way of amortization over a period of 5 successive years, subject to stipulated limits.
12. **Credit for Minimum Alternate Taxes (“MAT”)** : Under Section 115JAA (2A) of the Income Tax Act, 1961, tax credit shall be allowed in respect of any tax paid (MAT) under Section 115JB of the Income Tax Act, 1961 for any Assessment Year commencing on or after April 1, 2006. Credit eligible for carry forward is the difference between MAT paid and the tax computed as per the normal provisions of the Income Tax Act, 1961. Such MAT credit shall not be available for set-off beyond 10 years immediately succeeding the year in which the MAT credit initially arose.

II. Benefits to the Resident Shareholders of the Company under the Income-Tax Act, 1961:

1. As per section 10(34) of the Act, any income by way of dividends referred to in Section 115-O (i.e. dividends declared, distributed or paid on or after 1 April 2003) received on the shares of the Company is exempt from tax in the hands of the shareholders.
2. Section 48 of the Act, which prescribes the mode of computation of capital gains, provides for deduction of cost of acquisition/improvement and expenses incurred in connection with the transfer of a capital asset, from the sale consideration to arrive at the amount of capital gains. However, in respect of long-term capital gains, it offers a benefit by permitting substitution of cost of acquisition / improvement with the indexed cost of acquisition / improvement, which adjusts the cost of acquisition / improvement by a cost inflation index as

prescribed from time to time.

Under Section 10(38) of the Income Tax Act, 1961, long-term capital gains arising to a shareholder on transfer of equity shares in the company would be exempt from tax where the sale transaction has been entered into on a recognized stock exchange of India and is liable to STT. However, the long-term capital gain of a shareholder being company shall be subject to income tax computation on book profit under section 115JB of the Income Tax, 1961.

3. Section 14A of the Act restricts claim for deduction of expenses incurred in relation to incomes which do not form part of the total income under the Act. Thus, any expenditure incurred to earn tax exempt income is not tax deductible.
4. As per section 112 of the Act, if the shares of the company are listed on a recognized stock exchange, taxable long-term capital gains, if any, on sale of the shares of the Company (in cases not covered under section 10(38) of the Act) would be charged to tax at the rate of 20% (plus applicable surcharge plus education cess plus secondary and higher education cess) after considering indexation benefits or at 10% (plus applicable surcharge plus education cess plus secondary and higher education cess) without indexation benefits, whichever is less.
5. As per section 54EC of the Act and subject to the conditions and to the extent specified therein, long-term capital gains (in cases not covered under section 10(38) of the Act) arising on the transfer of a long-term capital asset will be exempt from capital gains tax if the capital gains are invested in a “long-term specified asset” within a period of 6 months after the date of such transfer. If only part of capital gain is so reinvested, the exemption shall be allowed proportionately provided that the investment made in the long-term specified asset during any financial year does not exceed fifty Lac rupees. In such a case, the cost of such long-term specified asset will not qualify for deduction under section 80C of the Act. However, if the assessee transfers or converts the long-term specified asset into money within a period of three years from the date of their acquisition, the amount of capital gains exempted earlier would become chargeable to tax as long-term capital gains in the year in which the long-term specified asset is transferred or converted into money.

A “**long-term specified asset**” means any bond, redeemable after three years and issued on or after the 1st day of April 2006:

(i) by the National Highways Authority of India constituted under section 3 of the National Highways Authority of India Act, 1988, and notified by the Central Government in the Official Gazette for the purposes of this section; or

(ii) By the Rural Electrification Corporation Limited, a company formed and registered under the Companies Act and notified by the Central Government in the Official Gazette for the purposes of this section.

6. Under Section 54F of the Income Tax Act, 1961 and subject to the conditions specified therein, long-term capital gains (other than those exempt from tax under Section 10(38) of the Income Tax Act, 1961) arising to an individual or a Hindu Undivided Family (‘HUF’) on transfer of shares of the company will be exempt from capital gains tax subject to certain conditions, if the net consideration from transfer of such shares are used for purchase of residential house property within a period of 1 year before or 2 years after the date on which the transfer took place or for construction of residential house property within a period of 3 years after the date of such transfer.
7. Under Section 111A of the Income Tax Act, 1961 and other relevant provisions of the Income Tax Act, 1961, short-term capital gains (i.e., if shares are held for a period not exceeding 12 months) arising on transfer of equity share in the company would be taxable at a rate of 15 percent (plus applicable surcharge plus education cess plus secondary and higher education cess) where such transaction of sale is entered on a recognized stock exchange in India and is liable to STT. Short-term capital gains arising from transfer of shares in a Company, other than those covered by Section 111A of the Income Tax Act, 1961, would be subject to tax as calculated under the normal provisions of the Income Tax Act, 1961.
8. As per section 36(1)(xv) of the Act, the securities transaction tax paid by the shareholder in respect of taxable securities transactions entered in the course of the business will be eligible for deduction from the income chargeable under the head –Profits and Gains of Business or Profession if income arising from taxable securities transaction is included in such income.

III. Non-Resident Indians/Non-Resident Shareholders (Other than FIIs and Foreign Venture Capital Investors)

1. Dividend income, if any, received by the Company from its investment in shares of another domestic company will be exempt from tax under Section 10(34) read with Section 115-O of the Income Tax Act, 1961. Income, if any, received on units of a Mutual Funds specified under Section 10(23D) of the Income Tax Act, 1961 will also be exempt from tax under Section 10(35) of the Income Tax Act, 1961, received on the shares of the Company is exempt from tax.
2. As per section 10(38) of the Act, long-term capital gains arising to the shareholders from the transfer of a long-term capital asset being an equity share in the Company, where such transaction is chargeable to securities transaction tax would not be liable to tax in the hands of the shareholder.
3. Section 14A of the Act restricts claim for deduction of expenses incurred in relation to incomes which do not form part of the total income under the Act. Thus, any expenditure incurred to earn tax exempt income is not tax deductible.
4. As per section 54EC of the Act and subject to the conditions and to the extent specified therein, long-term capital gains (in cases not covered under section 10(38) of the Act) arising on the transfer of a long-term capital asset will be exempt from capital gains tax if the capital gains are invested in a "long-term specified asset" within a period of 6 months after the date of such transfer. If only part of capital gain is so reinvested, the exemption shall be allowed proportionately provided that the investment made in the long-term specified asset during any financial year does not exceed fifty Lac rupees. In such a case, the cost of such long-term specified asset will not qualify for deduction under section 80C of the Act. However, if the assessee transfers or converts the long-term specified asset into money within a period of three years from the date of their acquisition, the amount of capital gains exempted earlier would become chargeable to tax as long-term capital gains in the year in which the long-term specified asset is transferred or converted into money.

A "long-term specified asset" means any bond, redeemable after three years and issued on or after the 1st day of April 2006:

(i) by the National Highways Authority of India constituted under section 3 of the National Highways Authority of India Act, 1988, and notified by the Central Government in the Official Gazette for the purposes of this section; or

(ii) By the Rural Electrification Corporation Limited, a company formed and registered under the Companies Act, and notified by the Central Government in the Official Gazette for the purposes of this section.

5. Under Section 54F of the Income Tax Act, 1961 and subject to the conditions specified therein, long-term capital gains (other than those exempt from tax under Section 10(38) of the Income Tax Act, 1961) arising to an individual or a Hindu Undivided Family ('HUF') on transfer of shares of the Company will be exempt from capital gains tax subject to certain conditions, if the net consideration from transfer of such shares are used for purchase of residential house property within a period of 1 year before or 2 years after the date on which the transfer took place or for construction of residential house property within a period of 3 years after the date of such transfer.
6. Under Section 111A of the Income Tax Act, 1961 and other relevant provisions of the Income Tax Act, 1961, short-term capital gains (i.e., if shares are held for a period not exceeding 12 months) arising on transfer of equity share in the Company would be taxable at a rate of 15 percent (plus applicable surcharge plus education cess plus secondary and higher education cess) where such transaction of sale is entered on a recognized stock exchange in India and is liable to STT. Short-term capital gains arising from transfer of shares in a company, other than those covered by Section 111A of the Income Tax Act, 1961, would be subject to tax as calculated under the normal provisions of the Income Tax Act, 1961.
7. Under section 115-C (e) of the Act, the Non-Resident Indian shareholder has an option to be governed by the provisions of Chapter XIIA of the Act viz. "Special Provisions Relating to Certain Incomes of Non-Residents" which are as follows:
 - i) As per provisions of section 115D read with section 115E of the Act, where shares in the Company are acquired or subscribed to in convertible foreign exchange by a Non-Resident Indian, capital gains arising to

the nonresident on transfer of shares held for a period exceeding 12 months, shall (in cases not covered under section 10(38) of the Act) be concessionaly taxed at the flat rate of 10% (plus applicable surcharge plus education cess plus secondary and higher education cess) (without indexation benefit but with protection against foreign exchange fluctuation).

- ii) As per section 115F of the Act, long-term capital gains (in cases not covered under section 10(38) of the Act) arising to a Non-Resident Indian from the transfer of shares of the company subscribed to in convertible foreign exchange shall be exempt from income tax, if the net consideration is reinvested in specified assets within six months from the date of transfer. If only part of the net consideration is so reinvested, the exemption shall be proportionately reduced. The amount so exempted shall be chargeable to tax subsequently, if the specified assets are transferred or converted into money within three years from the date of their acquisition.
 - iii) As per section 115G of the Act, Non-Resident Indians are not obliged to file a return of income under section 139(1) of the Act, if their only source of income is income from specified investments or long-term capital gains earned on transfer of such investments or both, provided tax has been deducted at source from such income as per the provisions of Chapter XVII-B of the Act.
 - iv) As per section 115H of the Act, where the Non-Resident Indian becomes assessable as a resident in India, he may furnish a declaration in writing to the Assessing Officer, along with his return of income for the assessment year in which he is first assessable as a Resident, under section 139 of the Act to the effect that the provisions of the Chapter XII-A shall continue to apply to him in relation to such investment income derived from the specified assets for that year and subsequent assessment years until such assets are converted into money.
 - v) As per section 115-I of the Act, a Non-Resident Indian may elect not to be governed by the provision of Chapter XII-A for any assessment year by furnishing his return of income for that assessment year under section 139 of the Act, declaring therein that the provisions of Chapter XIIA shall not apply to him for that assessment year and accordingly his total income for that assessment year will be computed in accordance the other provisions of the Act.
8. The tax rates and consequent taxation mentioned above shall be further subject to any benefits available under the Tax Treaty, if any, between India and the country in which the non-resident has fiscal domicile. As per the provisions of section 90(2) of the Act, the provisions of the Act would prevail over the provisions of the Tax Treaty to the extent they are more beneficial to the non-resident.

IV. Foreign Institutional Investors (FIIs)

1. Dividend income, if any, received by the Company from its investment in shares of another domestic company will be exempt from tax under Section 10(34) read with Section 115-O of the Income Tax Act, 1961. Income, if any, received on units of a Mutual Funds specified under Section 10(23D) of the Income Tax Act, 1961 will also be exempt from tax under Section 10(35) of the Income Tax Act, 1961 received on the shares of the Company is exempt from tax.
2. As per section 10(38) of the Act, long-term capital gains arising to the FIIs from the transfer of a long-term capital asset being an equity share in the Company or a unit of equity oriented fund where such transaction is chargeable to securities transaction tax would not be liable to tax in the hands of the FIIs.

As per section 115AD of the Act, FIIs will be taxed on the capital gains that are not exempt under the section 10(38) of the Act at the following rates: **Nature of income & Rate of tax (%)**

Nature of Income	Rate of Tax (%)
Long-Term Capital Gain	10
Short-Term Capital Gain (Referred to Section 111A)	15
Short-Term Capital Gain (other than under section 111A)	30

The above tax rates have to be increased by the applicable surcharge, education cess, and secondary and higher education cess.

3. In case of long-term capital gains, (in cases not covered under section 10(38) of the Act), the tax is levied on the capital gains computed without considering the cost indexation and without considering foreign exchange fluctuation.
4. As per section 54EC of the Act and subject to the conditions and to the extent specified therein, long-term capital gains (in cases not covered under section 10(38) of the Act) arising on the transfer of a long-term capital asset will be exempt from capital gains tax if the capital gains are invested in a “long-term specified asset” within a period of 6 months after the date of such transfer. If only part of capital gain is so reinvested, the exemption shall be allowed proportionately provided that the investment made in the long-term specified asset during any financial year does not exceed fifty Lac rupees. In such a case, the cost of such long-term specified asset will not qualify for deduction under section 80C of the Act. However, if the assessee transfers or converts the long-term specified asset into money within a period of three years from the date of their acquisition, the amount of capital gains exempted earlier would become chargeable to tax as long-term capital gains in the year in which the long-term specified asset is transferred or converted into money.

A “long-term specified asset” means any bond, redeemable after three years and issued on or after the 1st day of April 2006:

(i) by the National Highways Authority of India constituted under section 3 of the National Highways Authority of India Act, 1988, and notified by the Central Government in the Official Gazette for the purposes of this section; or

(ii) By the Rural Electrification Corporation Limited, a company formed and registered under the Companies Act, and notified by the Central Government in the Official Gazette for the purposes of this section.

5. The tax rates and consequent taxation mentioned above shall be further subject to any benefits available under the Tax Treaty, if any, between India and the country in which the FII has fiscal domicile. As per the provisions of section 90(2) of the Act, the provisions of the Act would prevail over the provisions of the Tax Treaty to the extent they are more beneficial to the FII.
6. However, where the equity shares form a part of its stock-in-trade, any income realized in the disposition of such equity shares may be treated as business profits, taxable in accordance with the DTAA between India and the country of tax residence of the FII. The nature of the equity shares held by the FII is usually determined on the basis of the substantial nature of the transactions, the manner of maintaining books of account, the magnitude of purchases, sales and the ratio between purchases and sales and the holding etc. If the income realized from the disposition of equity shares is chargeable to tax in India as business income, FII’s could claim, STT paid on purchase/sale of equity shares as allowable business expenditure. Business profits may be subject to applicable Tax Laws.

V. Venture Capital Companies/Funds

Under Section 10(23FB) of the Income Tax Act, 1961, any income of Venture Capital company / funds (set up to raise funds for investment in venture capital undertaking notified in this behalf) registered with the Securities and Exchange Board of India would be exempt from income tax, subject to conditions specified therein. As per Section 115U of the Income Tax Act, 1961, any income derived by a person from his investment in venture capital companies / funds would be taxable in the hands of the person making an investment in the same manner as if it were the income received by such person had the investments been made directly in the venture capital undertaking.

VI. Mutual Funds

As per Section 10(23D) of the Act, any income of Mutual Funds registered under the Securities and Exchange Board of India Act, 1992 or Regulations made there under, Mutual Funds set up by public sector banks or public financial institutions and Mutual Funds authorized by the Reserve Bank of India would be exempt from income tax, subject to such conditions as the Central Government may by notification in the Official Gazette specify in this behalf.

Under the Wealth Tax Act, 1957

Benefits to shareholders of the Company

Shares of the Company held by the shareholder will not be treated as an asset within the meaning of section 2 (ea) of Wealth Tax Act, 1957. Hence the shares are not liable to Wealth Tax.

Tax Treaty Benefits

An investor has an option to be governed by the provisions of the Income Tax Act, 1967 or the provisions of a Tax Treaty that India has entered into with another country of which the investor is a tax resident, whichever is more beneficial.

Benefits available under the Gift Tax Act: Gift tax is not leviable in respect of any gifts made on or after 1st October 1998. Therefore, any gift of shares of the Company will not attract gift tax in the hands of the donor.

Notes:

1. The above Statement of Possible Direct Tax Benefits sets out the provisions of law in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership and disposal of equity shares;
2. The above Statement of Possible Direct Tax Benefits sets out the possible tax benefits available to the Company and its shareholders under the current tax laws presently in force in India as amended from time to time. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant tax laws;
3. This Statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences, the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the issue;
4. In respect of non-residents, the tax rates and the consequent taxation mentioned above shall be further subject to any benefits available under the Double Taxation Avoidance Agreement, if any, between India and the country in which the non-resident has fiscal domicile; and
5. The stated benefits will be available only to the sole/first named holder in case the shares are held by joint shareholders.

SECTION IV - ABOUT THE ISSUER COMPANY

INDUSTRY OVERVIEW

The information in this section is derived from industry sources and government publications. None of the Company, the LM and any other person connected with the Issue has independently verified this information. Industry sources and publications generally state that the information contained therein has been obtained from sources believed to be reliable, but their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured. Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect. Accordingly, investors should not place undue reliance on this information.

Overview of the Global and Indian Economy

Global Scenario

Global economic growth has strengthened in 2013. With accommodative monetary policy stance and reduced fiscal tightening, advanced economies performed well in 2013. However, the growth in emerging market have been disappointing due to less favourable external environment and country specific weak fundamentals such as High inflation and wide current account deficit. This has translated into weak investor sentiments for emerging markets. Federal Reserve has continued its gradual scaling down of monetary stimulus by USD 10 billion per month since the beginning of 2014. In an attempt to rein in public debt, Japan increased the sale tax for the first time in its 17 year history. During March 2014, equity markets across the world witnessed mixed trends; while, government bond market in major economies such as U.S., U.K, China, Russia and Brazil reported surge in yields.

Global economy grew well during the second half of 2013, with firming recovery in advanced countries. Pick up in global trade and industrial production contributed to the overall growth. Euro Area economy is expanding at relatively modest rate. The cost of credit has fallen and the demand is on increasing trend, showing an improvement in economic conditions in Euro Area. However, with current inflation staying persistently below the target inflation rate in several advanced economies, the concerns about its adverse impact on economic activity and debt burdens are emerging. 2.2. International Monetary Fund (IMF) in its World Economic Outlook Update published in April 2014, has revised downward its projection for global growth for 2014 and 2015, from its forecast in January 2014. According to IMF estimates, global economy is estimated to grow at 3.6 per cent in 2014 and 3.9 per cent in 2015. In 2013, global economic growth stood at 3.0 per cent. The April 2014 WEO Update by IMF projects the growth in advanced economies at 2.2 per cent in 2014 and 2.3 per cent in 2015. Growth rate projections for emerging markets and developing economies for 2014 and 2015 stood at 4.9 per cent and 5.3 per cent, respectively. The projection for real GDP growth in India is projected at 5.4 per cent in 2014 and 6.4 per cent in 2015. The below table shows the Major Macroeconomic Indicators in the Global Economy:

Exhibit 2: Major Macroeconomic Indicators

	Country / Region	Quarterly Growth Rate of Real GDP		Annual CPI Inflation Rate		Unemployment Rate		Benchmark Interest Rate
		Q-o-Q	Y-o-Y					
Developed Economies	OECD	0.60	(Q4) 2.20	(Q4)	1.40	(Feb)	7.60	(Feb) NA
	USA	0.65	(Q4) 2.59	(Q4)	1.50	(Mar)	6.70	(Mar) 0.25
	UK	0.67	(Q4) 2.67	(Q4)	1.60	(Mar)	6.90	(Dec-Feb) 0.50
	Japan	0.17	(Q4) 2.60	(Q4)	1.50	(Feb)	3.60	(Feb) 0.10
	Euro Area (EA18)	0.28	(Q4) 0.52	(Q4)	0.50	(Mar)	11.90	(Feb) 0.25
	European Union (EU28)	0.38	(Q4) 1.10	(Q4)	0.60	(Mar)	10.60	(Feb) NA
BRIC	Brazil	0.68	(Q4) 1.90	(Q4)	6.15	(Mar)	5.00	(Mar) 11.00
	Russia	0.88	(Q4) 2.17	(Q4)	6.90	(Mar)	5.60	(Feb) 7.00
	India*	NA	(Q4) 4.70	(Q4)	5.70	(Mar)	NA	8.00
	China	1.40	(Q1) 7.40	(Q1)	2.40	(Mar)	NA	6.00
Other EMEs	Korea	0.89	(Q4) 3.64	(Q4)	1.30	(Mar)	3.90	(Feb) 2.50
	Indonesia	1.38	(Q4) 5.64	(Q4)	6.70	(Mar)	NA	NA 7.50
	Turkey	0.51	(Q4) 4.82	(Q4)	8.40	(Mar)	8.50	(Dec) 10.00

Note: Months mentioned in bracket are for the Year-2014. Except (Dec) stands for December 2013.

(Q4) & (Q1) represent fourth of 2013, first quarter of 2014 respectively.

* Wholesale Price Index (WPI) inflation data is considered for measuring inflation in India.

NA - Not Available

Source: Official Database & Central Banks of respective countries, OECD

(Source: http://www.sebi.gov.in/cms/sebi_data/attachdocs/1399369080282.pdf)

Global Growth

Global activity has broadly strengthened and is expected to improve further in 2014–15, according to the April 2014 WEO, with much of the impetus for growth coming from advanced economies. Although downside risks have diminished overall, lower-than-expected inflation poses risks for advanced economies, there is increased financial volatility in emerging market economies, and increases in the cost of capital will likely dampen investment and weigh on growth. Advanced economy policymakers need to avoid a premature withdrawal of monetary accommodation. Emerging market economy policymakers must adopt measures to changing fundamentals, facilitate external adjustment, further monetary policy tightening, and carry out structural reforms. The report includes a chapter that analyzes the causes of worldwide decreases in real interest rates since the 1980s and concludes that global rates can be expected to rise in the medium term, but only moderately. Another chapter examines factors behind the fluctuations in emerging market economies' growth and concludes that strong growth in China played a key role in buffering the effects of the global financial crisis in these economies.

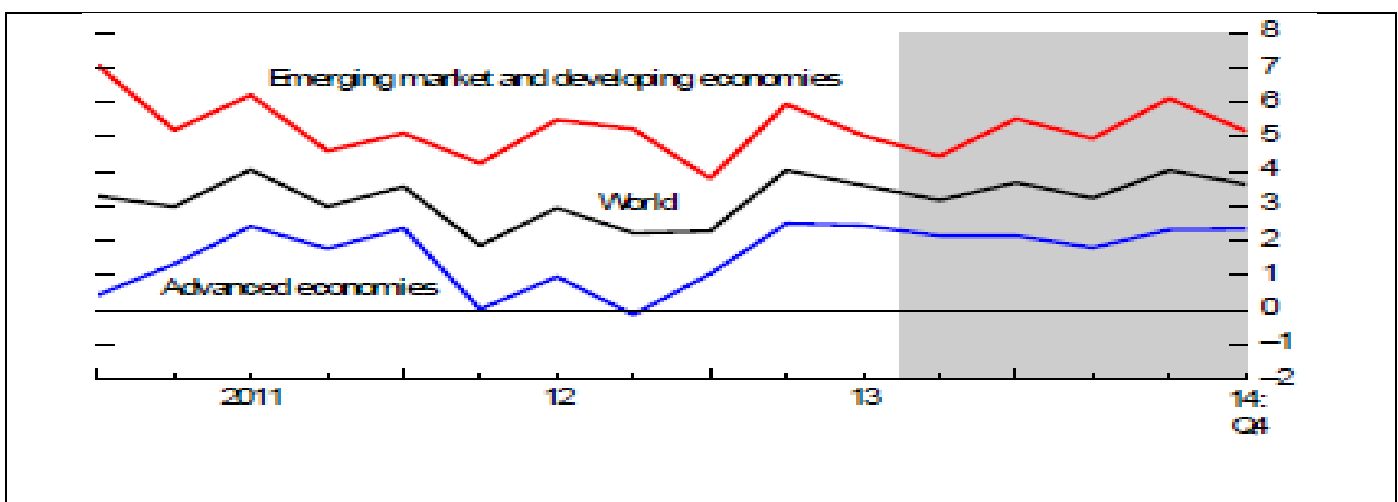
(Source: IMF World Economic Outlook (WEO) Update dated April 2014)

Global growth of Gross Domestic Product (GDP), adjusted for inflation, will only rebound moderately from 2.8 percent in 2013 to 3.1 percent in 2014, as the world's major economies still face many structural flaws and policy constraints that hinder more investment and faster productivity growth. Across mature economies, the 2014 growth outlook improves somewhat to 1.7 percent growth in 2014, compared to 1 percent in 2013. The slight uptick is largely due to the Eurozone which is expected to return to a positive growth rate of 0.8 percent, coming out of recession for most of the previous two years. The upsides for the medium term growth outlook for the global economy are a significant faster increase in public and private investment and an acceleration in the economies' reform agenda to accelerate productivity growth.

(Source: <http://www.conference-board.org/data/globaloutlook.cfm>)

Following is the diagram showing Global GDP Growth rate:

Global GDP Growth



(Source: IMF World Economic Outlook (WEO) dated April 2014)

After an exceptional 2013, gold demand made a robust start to 2014 - virtually unchanged year-on-year at 1,074.5 tonnes. Jewellery demand gained moderately, largely due to the environment of lower gold prices compared with Q1 2013 and seasonal factors in many markets. Divergence was seen within the investment space: net ETFs flows were zero, compared with 177t of outflows in Q1 2013, while bar and coin investment unsurprisingly fell far below the record Q1 levels of demand seen a year ago. Central banks continued to purchase gold for its diversification and risk management properties.

(Source: <http://www.gold.org/research>)

Overview of Indian Economy

As per the quarterly estimates of third quarter of 2013-14, GDP growth was registered at 4.7 per cent (Y-o-Y) in Q3 of 2013-14 which is slower as compared to 4.8 per cent in Q2 of 2013-14. Agriculture growth declined to 3.6 per cent in Q3 of 2013-14. Industrial sector showed a negative growth and decreased by 1.2 per cent in Q3 of 2013-14. Manufacturing sector showed a sub zero growth too and declined by 1.9 per cent in 2013-14. However, expansion in

the services sector picked up to stand at 7.6 per cent in the October-December 2013, compared with 5.7 per cent in the previous quarter. The decline in pace of growth can be attributed to weak investment scenario due to policy uncertainty ahead of the Lok Sabha elections.

The HSBC Purchasing Managers' Index (PMI) for March indicated slowed down from its February's one-year high of 52.5 to 51.3 in March 2014. Low PMI signalled a slight and weaker improvement of business conditions across the country's goods producing sector. Nonetheless, the PMI average for Jan-Mar 2014 (51.7) was the highest since the same period in 2013.

Central government's fiscal deficit stood at ₹. 5.99 lakh crore for the April-February 2013-14, which overshoot the revised Budget Estimate of ₹. 5.24 lakh crore for the entire financial year as provided by Finance Minister P. Chidambaram in interim budget (114.3 per cent of budget estimates of FY 2013-14). It is expected that the fiscal deficit to GDP would turn out to be between 5-5.1 per cent of GDP for FY 2013-14 as against the proposed 4.6 per cent in the interim budget.

International Monetary Fund (IMF) which has pegged India's GDP growth to 4.4 per cent in 2013-14, has maintained its previous estimate of 5.4 per cent growth for Indian economy for 2014-15. A number of agencies have revised their GDP forecasts for year 2013-14 and have forecasted for FY 2014-15 (Exhibit 4). (Source: SEBI Bulletin April 2014)

Exhibit 4: India GDP forecasts for year 2013-14 and 2014-15

Agency	Current	Previous
2013-14		
RBI	4.8	5.5
IMF	4.6	4.7
OECD	3.4	3.9
2014-15		
ADB	5.5	5.7
World Bank	6.2	6.5
Crisil	6	NA
India Ratings	5.6	NA
Fitch Ratings	5.5	NA

Source: Various Agencies

(Source: SEBI Bulletin April 2014)

Evolution of Modern Gold Market in India

The introduction of a modern gold market in India:

1990 Abolition of the long-standing Gold Control Act, which had forbidden the holding of 'primary' or bar gold except by authorised dealers and goldsmiths and sought to limit jewellery holdings of families.

Imports were then permitted in three stages.

1992 Non-Resident Indians (NRIs) on a visit to India were each allowed to bring in up to 5 kilos (160.7 oz) on payment of a small duty of six per cent. This allocation was raised to 10 kilos in 1997.

1994 Gold dealers could bid for a Special Import Licence (SIL) which was issued for a variety of luxury imports.

1997 Open General Licence (OGL) was introduced, paving the way for substantial direct imports by local banks from the international market, thus partly eliminating the regional supplies from Dubai, Singapore and Hong Kong.

The OGL system has also largely eclipsed imports by NRIs and SILs. Additionally, significant temporary imports are permitted under an Export Replenishment scheme for jewellery manufacturers working for export in designated special zones.

In 2001 unofficial imports fell because of a reduction in import duties, pushing down the local premium and making smuggling less profitable. Ten tola bars are still the preferred form of gold in India, accounting for 95% of imports. The Bombay Bullion Association, founded in 1948, was the main forum pushing the government for modernisation of the market. It publishes a monthly bullion bulletin.

Origin of word "Bullion": Bullion traditionally stands for gold bars, silver bars, other precious metals bars or ingots. The word bullion reportedly originates from Claude de Bullion (13 October 1569 – 22 December 1640), who was a French aristocrat and politician who served as a Minister of Finance under Louis XIII from 1632 to 1640. An alternate theory suggests that it comes from the old French word bouillon, which meant "boiling" and was the term for a mint or melting house. Bullion refers to precious metals in bulk form which are regularly traded on commodity markets. The value of bullion is typically determined by the value of its precious metals content, which is defined by its purity and mass.

Process of formation of Bullion: Gold and silver that is officially recognized as being at least 99.5% pure and is in the form of bars or ingots rather than coins. To create bullion, gold first must be discovered by mining companies and removed from the earth in the form of gold ore, a combination of gold and mineralized rock. The gold is then extracted from the ore with the use of chemicals or extreme heat. The resulting pure bullion is also called "parted bullion." Bullion that contains more than one type of metal is called "unparted bullion."

Current Scenario: Central banks and investors who hold gold typically do so in the form of bullion, but it is expensive to store and insure. Bullion is traded in the bullion market, which is primarily an OTC market open 24 hours a day. Trade volume in the bullion market is high, and most transactions are completed electronically or by phone. The price of gold bullion is influenced by demand from companies that use gold to make jewelry and other products, and by perceptions of the overall economy. In recent years, the term bullion has also been used to describe ingots or bars of base metals such as copper, nickel, or aluminum

The specifications of bullion are often regulated by market bodies or legislation. In the European Union, the minimum purity for gold bullion, which is treated as investment gold with regards to taxation, is 99.5% for gold bullion bars and 90% for bullion coins.

The London bullion market is an over-the-counter market for wholesale trading of gold and silver. The London Bullion Market Association (LBMA) coordinates activities of its members and other participants in the London Bullion Market. The London Bullion Market Association sets and promotes quality standards for gold and silver bullion bars. The minimum acceptable fineness of the Good Delivery Bars is 99.5% for gold bars and 99.9% for silver bars.

A range of professional market participants is active in the bullion markets: banks, fabricators refiners and vault operators or transport companies as well as brokers. They provide facilities for the refining, melting, assaying, transporting, trading and vaulting of gold and silver bullion.

Besides the direct bullion market participants, other professional parties like investment companies and jewelers use bullion in the context of products or services which they produce or offer to customers. For Private individuals use bullion primarily as an investment or potential store of value. Gold bullion and silver bullion are the most important forms of physical precious metals investments. Bullion investments can be considered as insurance against inflation or economic turmoil and may not entail direct counterparty risk. Compared to numismatic coins, bullion bars or bullion coins can typically be purchased and traded at lower margins and their trading prices are closer to the values of the contained precious metals.

(Source: Indian Bullion Market Association- IBMA)

India Bullion Market Scenario

India is the leading consumer and importer of bullion. It consumes nearly 800 MT of gold, which accounts for 20 per cent of world gold consumption. Out of this, around 600 MT of gold goes into making jewellery. The domestic bullion and jewellery market is estimated to be around US\$ 16.1 billion, which is expected to grow to the size of US\$25 billion within 2-3 years.

India's gem & jewellery sector commands around 80% of the jewellery trade worldwide. The Indian gems and jewellery industry is one of the fastest growing segments in the Indian economy. The annual growth rate is approximately 15 per cent. Bullion trade and ornament industry provides employment to more than 0.7 million skilled and semi- skilled labor

(karigars) in unorganized sector. It is one of the largest employment opportunity generating industry without involving any Government's expenditure. There are around 0.8 million small and big retail shops spread across the country, which are engaged in sale of ornaments. This provides further employment opportunity to around 2 million people. Besides, the import and export sector, bullion banks, nominated agencies and other support agencies provides employment opportunity to around 0.1 million people

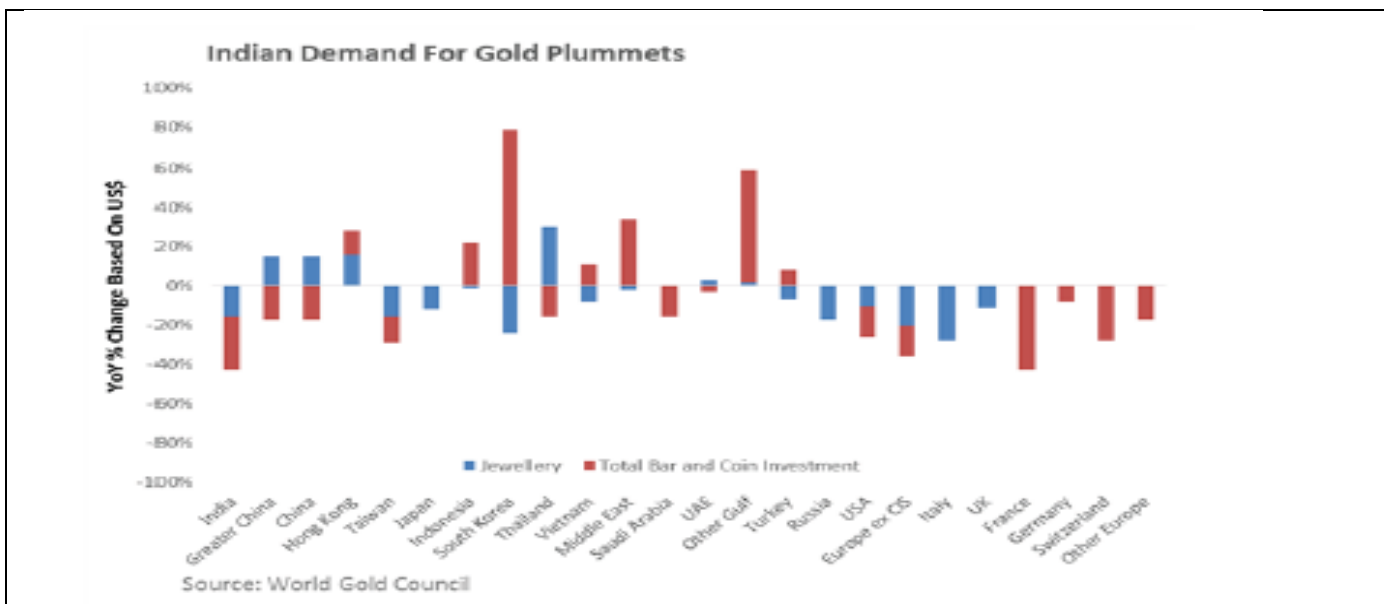
Though India is the leading player in import and trade in bullion and export of jewellery, it does not exert any significant impact in discovery of gold prices in the international market. The reason is that country's bullion trade is fragmented and unorganized. During recent times, Bullion market has witnessed high degree of volatility in prices, mostly due to fluctuation in international market and factors influencing dollar valuation. This has severely affected the bullion and jewellery trade in India, as demand for ornaments as well as bullion usually comes down if the prices are volatile.

Export of Indian gold bar is not allowed. This creates a disparity in Indian gold price and international prices, if the international price goes above a certain level. It creates a distortion in physical trade, which in turn severely affects import of gold in India. Most of other commodities and merchandise are under OGL, where both import and export of commodity is allowed without any hassle. But, in case of gold and silver, there are a number of restrictions on import as well as export of gold. Price of gold and silver differ from place to place in India even at the same moment. There is no benchmark price available, which is valid for the entire country There is no national level trade and industry body, which can represent the bullion trade and industry.

India has huge household stock of gold and silver. In past, there have been multiple attempts by the Government to bring out such assets into mainstream, but none of the schemes could achieve the desired results. There is need to create a market linkage for such household bullion stock, which can be refined / certified by approved refineries so as to ensure purity and weight. This would induce the people to bring out such gold into open whenever International gold prices rise beyond a level in order to take advantage of rising prices.

Relaxed Restrictions May Boost Indian Bullion Demand

Restrictions on gold imports into India introduced last year did little to boost the demand outlook for bullion. Indeed a report from the World Gold Council released today showed gold demand from the world's second largest consumer of the metal, plunged by roughly 41 percent from Q1 2013 to Q1 2014. However, the recent landslide victory by the NDA party in India's national elections has bolstered speculation that the new government may lift the restrictions on gold, which would bode well for bullion demand over the near-term.



Internationally, bullion is traded on a 24-hour basis, mainly through London, in Over-the- Counter (OTC) transactions in spot, forwards and options.

The governance of this market is maintained through the London Bullion Market Association's (LBMA) publication of the Good Delivery List. This is the list of accredited refiners, whose standards of production and assaying meet the

requirements set out in the LBMA's Rules. Only bullion conforming to these standards is acceptable in settlement against transactions conducted between participants in the bullion market.

The London Bullion Market effectively comprises five functions, each with a different role; collectively ensuring the market runs efficiently. Only members of the LBMA can actually trade and clear transactions (separate but related functions). However, market makers work on behalf of clients throughout the world.

OTC BULLION MARKET

The pie diagram below illustrates the five main elements which together comprise the London Over the Counter (OTC) Bullion Market. Bars traded in London are done so in an OTC market which means all transactions are conducted between two parties on a principal-to-principal basis. This maintains confidentiality but also ensures that all risks, including those of credit, exist only between the two counterparts.

The term Loco London refers to gold and silver bullion that is physically held in London. Only LBMA Good Delivery bars are acceptable for trading in the London market. The Loco London concept has evolved within the market. In the second half of the 19th century, gold from Californian, South African and Australian mines was sent to be refined and sold in London. With this business as a base, and in tandem with the increasing acceptance of the London Good Delivery List, clients from all over the world opened bullion accounts with individual London bullion dealing houses. It soon became evident that these Loco London accounts, which were used to settle transactions between bullion dealer and client, also could be used to settle transactions with other parties, by transfers of bullion in London. Today all third party transfers, on behalf of London market clients, are effected through the London bullion clearing system. Each segment of the market is described below

CLEARING SYSTEM

All bullion transactions between the clearing members of the LBMA are settled and cleared by The London Precious Metals Clearing Limited.

VAULTING SERVICES

Seven members of the LBMA, together with the Bank of England, physically hold the gold and silver bullion traded in London. Amongst the 'custodian services' they provide, is acting as gatekeepers to the Market; ensuring the bullion delivered meets the standards set by the LBMA.



The LBMA maintains the Good Delivery Lists for gold and silver bars. Only bars produced by refiners on the Lists can be traded in the London market. Both the refiners' practices and the bars they produce have to measure up to the most stringent standards of quality.

PRICING & STATISTICS

As well as ensuring the continuous two-way bid and offer market-making pricing of bullion products, the LBMA's Market Makers also set the prices for gold (twice daily) and silver (once a day). These prices guarantee transparent benchmark prices, which are used around the world as a basis for a variety of transactions.

ALLOCATED AND UNALLOCATED ACCOUNTS

Most traded and settled bullion in London is on an unallocated account basis. This is an account where the customer does not own specific bars, but has a general entitlement to an amount of metal. This is similar to the way that a bank account operates. Allocated accounts means that the customer has entitlement to specific bars.

(Source <http://www.lbma.org.uk/market-overview>)

The main elements needed for trading are detailed below. They include definitions relevant to contracts, standard documentation as well as current and future value dates. In response to our members' needs and those of wider market participants, we can provide access to our own documents as well as those also made publicly available by other organisations.

Currency unit

For gold the general market convention is to quote in US \$ per ounce. But quotations in other currencies are available upon negotiation. In addition to a US Dollar price, the London gold fixings offer benchmark prices in both £ pounds and € euros. For silver the general market convention is to quote in US cents per ounce. But as for gold quotations in other currencies are available upon negotiation. In addition to a price in US cents, the London gold fixings offer benchmark prices in both £ pence and € cents.

Fine Gold Content

This represents the actual quantity of gold in a bar. For example a good delivery bar may have a gross weight (which includes small quantities of impurities) of 403.775 ounces. If it were of a fineness of say 996.4 fine, the fine gold content or net weight of gold would be $403.775 \times 0.9964 = 402.321$ fine ounces.

Forwards

This may take the form of a simple purchase or sale of metal for settlement beyond spot, an outright forward, or for forward swap transactions. Forward swaps are a simultaneous purchase and sale where one leg of the transaction is generally for spot value and the other forward, conducted at an agreed differential to the spot leg of the deal. They are in effect collateralised loans of metal. This leads to the terms "borrowing on the swap", in the case where the spot is purchased and the forward sold, or "lending on the swap" where the spot is sold and the forward purchased, in order to differentiate from leasing metal.

Leases

Gold and silver may be placed on deposit, borrowed or lent, like currency with interest calculated on the basis of troy ounces of gold or silver. It is uncollateralised lending. In order to differentiate and to avoid confusion with forward swaps, this activity is termed "leasing". Firms therefore "lend on the lease" or "borrow on the lease".

Loco London Spot Price

This is the basis for virtually all transactions in gold and silver in London. It is a quotation made by dealers based on US dollars per fine ounce for gold and US dollars per ounce for silver. Settlement and delivery for both metals is two business days in London after the day of the deal. From this basis price, dealers can offer material of varying fineness, bar size or form - for example, grain - at premiums to cover the costs of producing smaller, exact weight bars, or bars of a fineness above the minimum 995 fine.

Marketable Amounts

The standard dealing amounts between market makers in the spot market are 5,000 fine ounces in gold and 100,000 ounces in silver. The usual minimum size of transaction is 2,000 troy ounces for gold and 50,000 troy ounces for silver while dealers are willing to offer competitive prices for much larger volumes for clients. In the forward market, subject to credit limits, London's market makers quote for at least 50,000 fine ounces for gold swaps versus US dollars, and for at least one million ounces of silver.

Other Bullion Bars

In addition to Good Delivery bars, a variety of smaller exact weight bars are available to wholesale clients. The fine gold content of exact weight bars determines their price as clients only pay for the fine gold content (and not for the small

amount of impurities which may be present). A kilo bar, for example, weighs one kilogramme, which is 32.1507465 ounces. If the fineness of the bar was 999.6 then the fine gold content of 32.009 ounces of fine gold. Silver kilo bars are purchased and sold as one kilo of 999 fine silver.

Bar Weights and Their Agreed Fine Gold Content in Troy Ounces:

Gross Weight	995.0 assay	999.0 assay	999.9 assay
1 Kilo	31.990	32.119	32.148
½ Kilo	15.995	16.059	16.074
¼ Kilo	7.998	8.030	8.037
200 grams	6.398	6.424	6.430
100 grams	3.199	3.212	3.215
50 grams	1.600	1.607	1.608
20 grams	0.640	0.643	0.643
10 grams	0.321	0.322	0.322
5 grams	0.161	0.161	0.161
100 ounces	99.500	99.900	99.990
50 ounces	49.750	49.950	49.995
25 ounces	24.875	24.975	24.998
10 ounces	9.950	9.990	9.999
5 ounces	4.975	4.995	5.000
1 ounces	0.995	0.999	1.000
10 tolas	3.731	3.746	3.750
5 taels	5.987	6.011	6.017

Quoting Conventions

Prices are expressed in US dollars per fine troy ounce for gold and US cents per troy ounce for silver. Prices against other currencies or in units of weight other than troy ounces are generally available on request.

Settlement and Delivery

The basis for settlement of the loco London quotation is delivery of a standard London Good Delivery bar at the London vault nominated by the dealer who made the sale. While currency settlement or payment for a transaction will generally be in US dollars over a dollar account in New York, delivery of metal against transactions in gold and silver are in practice made in a number of ways. These include physical delivery at the vault of the dealer or elsewhere, by credit to an "allocated account" or through the London clearing process to the "unallocated account" of any third party.

In addition to delivery at its own vault, a dealer may, by agreement, arrange delivery of physical metal to any destination around the world. Many dealers maintain consignment stocks of physical bullion around the world to facilitate efficient and speedy delivery in active bullion centres.

Spot and Forward Value Dates

Settlement and delivery for spot transactions is two good business days after the day of the deal (a good business day is defined as one in which banks are open in London for delivery of the gold or silver and in New York for settlement of dollars). The value dates for standard forward quotations are at calendar monthly intervals from spot. Should that day be a non-business day, the value will be for the nearest good business day except at month ends when the value date will be kept in the month which reflects the number of months being quoted for.

Trading Unit

For gold, this is one fine troy ounce, and for silver, one troy ounce. In the case of gold, the unit represents pure gold irrespective of the purity of a particular bar, whereas for silver it represents one ounce of material of which a minimum of 999 parts in every 1,000 will be silver. Fineness is a measure of the proportion of gold or silver in a bullion bar and is expressed in terms of the fine metal content in parts per 1,000, and as such it defines the purity of a gold or silver bar. Assaying is the process by which fineness is determined.

Troy Ounce

The traditional unit of weight used for precious metals. The term derives from the French town of Troyes, where this unit was first used in the Middle Ages. One troy ounce is equal to 1.0971428 ounces avoirdupois. In the bullion market, all references to ounces mean troy ounces. One kilogram is equal to 32.1507465 fine troy ounces. A typical gold bar weighs approximately 400 fine troy ounces, so it would weigh approximately 12.44 kg, ie 400/32.1507465. Unit for Delivery of Loco London Gold This is the London Good Delivery gold bar. To meet the required standard it must satisfy certain criteria. It must have a minimum fineness of 995.0 and a gold content of between 350 and 430 fine ounces with the bar weight expressed in multiples of 0.025 of an ounce - the smallest weight used in the market. Bars are generally close to 400 ounces or approximately 12.5 kilograms.

Unit for Delivery of Loco London Silver

This is the London Good Delivery silver bar. To meet the required standard it must satisfy certain criteria. It must have a minimum fineness of 999 and a recommended weight between 750 and 1,100 ounces, although bars between 500 and 1,250 ounces will be accepted. Bars generally weigh around 1,000 ounces. Both gold and silver bars must conform to the specifications for Good Delivery set by the LBMA. Further information can be found in the Good Delivery section.

London is home to the international benchmark prices for Gold and Silver.

The London Gold and Silver Fixing Companies set the prices for both gold and silver on a daily basis. The LBMA is responsible for the GOFO benchmark prices. These prices are globally regarded as the international benchmark for pricing of a variety of bullion transactions and products.

The Gold price is set twice daily by the London Gold Fixing Company at 10:30 and 15:00 and is expressed in US dollars per fine troy ounce. The prices are also available in £ and €.

The Silver price is set once daily at 12:00 by the London Silver Fixing Company and is expressed in \$ per troy ounce. Prices are also available in £ and €.

Gold Forward Rate Offered Rate or GOFO for short, is set daily at 11:00 expressed as a % in five tenors ranging between 1 month to 1 year.

Gold Statistics	2010	2011	2012	2013	Q4 2013	Q1 2014	Mar-14	Apr-14
London Prices (US\$/oz)								
AM fix	1225.46	1573.16	1668.50	1410.80	1271.14	1292.78	1336.56	1299.17
Pm fix	1224.76	1571.52	1668.82	1411.03	1272.47	1293.95	1336.08	1299.00
Average	1225.11	1572.34	1668.66	1410.92	1271.80	1293.37	1336.32	1299.09
Parity prices								
Australian - A\$/oz	1,332	1,526	1,582	1,454	1,371	1,442.25	1,474	1,395
South Africa Rand/kg	278,299	284,314	13,679	13,516	12,891	14,000.36	14,356	13,692
Japan Y/g	3,327	3,868	4,127	4,252	3,955	4,119.98	4,236	4,127
India Rupee/oz	56,264	73,266	89,126	81,973	78,550	79,604.53	81,486	78,329
Lease Rates								
1 Month *	-0.08	-0.14	-0.15	0.10	0.18	0.12	0.08	0.26
3 Month *	-0.06	-0.06	-0.03	0.15	0.21	0.17	0.13	0.27
6 Month *	0.04	0.11	0.16	0.23	0.27	0.24	0.21	0.32
12 Month *	0.32	0.35	0.45	0.44	0.44	0.41	0.40	0.46
COMEX - futures contracts								
Stocks ('000oz)	10,748	10,938	11,138	8,103	7,445	7,362.39	7,808	7,885
Vol (million contracts)	43.91	47.75	43.88	46.27	9.82	10.56	4.20	2.69
OI ('000 contracts)	554	482	432	398	385	375.90	365	382
CFTC (futures only data)								
Net Spec position Long (Short)	213,602	169,667	156,655	68,381	42,232	97,707.33	117,317	81,833
TOCOM								
Stocks ('000oz)	141	120	136	120	150	167.82	154	152
Volume ('000 contracts)	11,003	16,073	10,772	12,223	1,880	1,925	703	591
OI ('000 contracts)	109	123	138	111	97	84.67	83	86
Other Indicators								
FT Au Mines Index	3,340	3,716	3,051	1,789	1,407	1,515.56	1,495	1,496
Dow Jones Index	10,635	12,085	13,005	15,090	16,022	16,117.33	16,620	16,500
US\$ Index	81.3	76.3	80.3	81.3	80.4	80.29	80.1	79.8
Gold Bullion Imports, tonnes (exports)								
Dubai	65	65	240					
Hong Kong /China**	228	431	892					
India	1123	1211	1071					
Italy	109	87	97					
Japan	19	(126)	(84)					
Singapore	112	150	140					
South Korea	27	24	22					
Taiwan	12	16	14					
Turkey	42	125	147					
Data: Financial Times; Bombay Bullion Association; LBMA; TOCOM; COMEX; CFTC; REUTERS Figures are period averages unless marked by *, indicating the period end. OI= Open Interest on the exchange ~ = data not available yet, <i>italics</i> = estimates, ** China only 2009, 2010 & 2011								

Silver Statistics								
	2010	2011	2012	2013	Q4 2013	Q1 2014	Mar-14	Apr-14
London Prices (US\$/oz)								
Daily Fix	20.16	35.12	31.15	23.83	20.76	20.49	20.74	19.71
Parity (London) prices								
Japan (¥/g)	54.53	86.78	77.06	71.66	64.54	65.28	65.74	62.62
India (Rupee/oz)	925.1	1641.7	1658.6	1,380.7	1282.2	1261.34	1264.7	1188.4
COMEX – futures contracts								
Stocks (Moz)*	108.6	96.4	135.4	165.9	171.8	180.25	179.0	184.3
Vol (million contracts)	12.5	19.4	13.5	14.5	3.1	3.4	1.0	1.4
OI (*000 contracts)*	129.6	117.1	124.2	136.0	128.2	143.60	149.6	153.1
CFTC (Futures Only Data) non-commercial								
Net Positions *	36,412	21,783	23,393	11,929	11,069	19480.67	19,013	14,117
TOCOM								
Stocks (Moz)*	0.3	0.25	0.23	0.14	0.11	0.16	0.22	0.22
Futures Vol (*000 contracts)	235.4	375.6	110.8	96.4	19.1	21.8	6.3	5.9
Futures OI (*000 contracts)*	5.6	8.1	4.9	4.1	4.1	4.0	4.0	5.0
Other Indicators								
Gold/Silver ratio*	60.9	45.89	53.35	59.98	61.5	63.53	64.5	67.0
Silver Bullion Imports (tonnes)								
USA	3775	6555	5663					
Japan	2994	1775	1562					
India	3030	4087	1900					
Italy	701	440	426					
Hong Kong	2671	1162	930					
China (exports)	900	4250	5057					

* figures are period averages unless marked; ~ not available yet, *italics* = estimate.

Gold and silver imports declined 40 per cent to USD 33.46 billion in 2013-14 mainly due to restrictions imposed by the Government on inbound shipments of the precious metal to narrow the current account deficit. Import of gold and silver in 2012-13 stood at USD 55.79 billion. Finance Minister, Mr. P. Chidambaram has stated that Current account deficit (CAD) in India is likely to be USD 35 billion in 2013-14, much lower than about USD 88 billion recorded in 2012-13. India's Current Account Deficit had dropped sharply to USD 4.2 billion (0.9 per cent of GDP) during Q3 of 2013-14 from USD 31.9 billion (6.5 per cent of GDP) during Q3 of 2012-13.

(Source: SEBI Bulletin April 2014)

Commodity market trading during 2013-14

Name of the Commodity	Volume (lakh tonnes)	Value (in Rs. crore)
Agricultural Commodities		
Food Items	2,433.74	1,083,202.56
Non-food Items	1,178.29	519,199.40
Bullion		
Gold	0.09	2,513,697.33
Silver	3.94	1,795,240.49
Metals	978.37	1,761,359.89
Energy	4,238.33	2,472,095.31
Total	8,832.76	1,0144,794.98

Source: FMC

SWOT Analysis: India's Bullion Buying Festival Expected to Surge Gold Demand

Strengths

- Gold jewelers in India, the world's second-largest consumer, are expecting a surge in demand at the country's bullion buying festival this week. The anticipation for the Akshaya Tritiya festival, which is considered by the nation's more than 900 million Hindus as an auspicious day to buy precious metals, has driven jewelers to buy gold from importing banks at premiums as high as \$110 per ounce over the London fix price.
- Global demand for silver jewelry exports from India soared 59 percent over the past year as industry officials expect further growth in exports this year. Trade organization officials expect exports to rise in the 2014-15

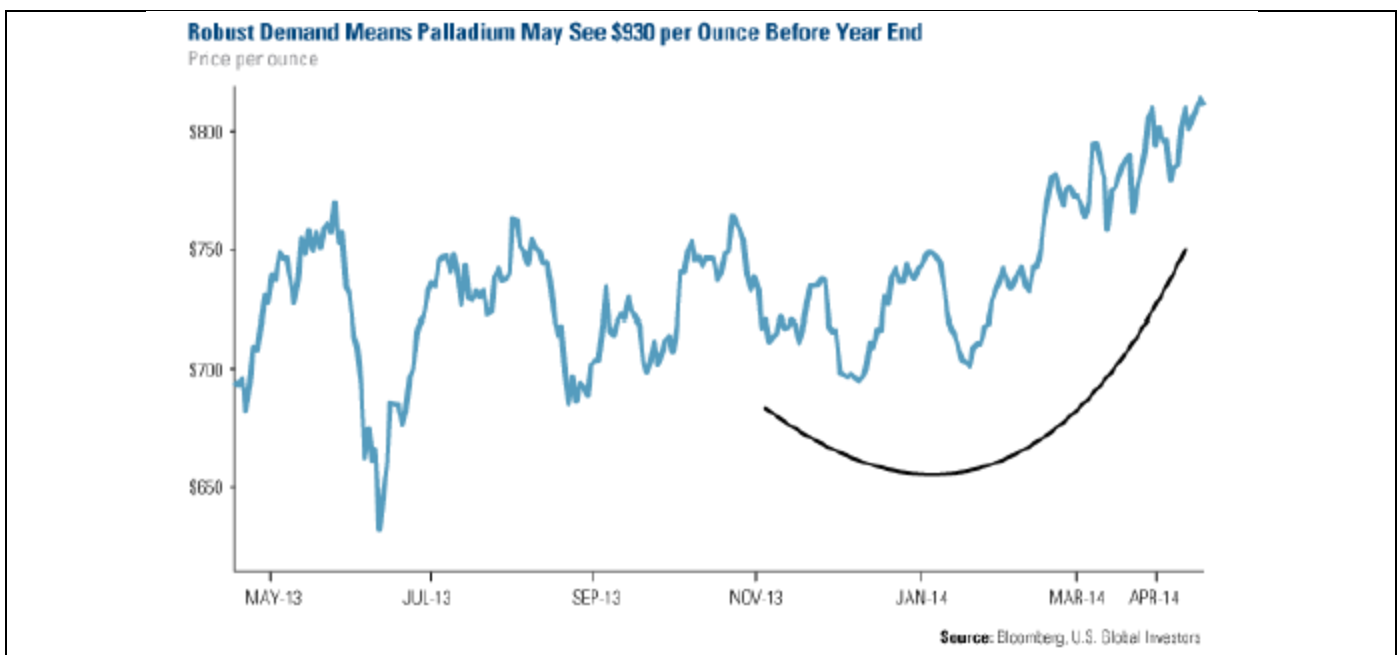
season as jewelers try to meet rapidly rising demand from China, Russia, and the U.S. The CPM group, a commodities consultant, has reported silver demand for jewelry rose to 266.5 million ounces in 2013, the highest level in at least 10 years, increasing its share of the declining global supply of silver, which only reached 971 million ounces in 2013.

- Klondex Mines announced the results of the PEA on its Fire Creek project. Despite the very conservative assumptions underlying the report, the PEA shows an initial mine plan with immediate positive cash flows. The Company noted the IRR could not be calculated because the cash flow is positive in the first year and every succeeding year after that. In a similar note, NGEx Resources reported results from drill holes which confirm the continuity of the high-grade copper and silver mineralization at its Filo del Sol project in Argentina. The drill holes reported grades as high as 7.59 percent copper, and 314.5 grams per tonne silver over 12 meters.

Weaknesses

- Gold fell \$2.58 per ounce for the week, as positive data in the U.S. lowered demand for the precious metal. The Fed meeting appeared to be a non-event as the cut of an additional \$10 billion in asset buying matched economists' predictions. Hong Kong gold exports to China offered a relief, as net imports reached 80.6 tonnes in March, down from 111.4 tons in February. Silver, which fell 0.99 percent for the week, is being undermined by its association with gold despite nine-year-high buying by makers of jewelry and solar panels.
- A U.S. Senate Special Committee on Aging staff report "conservatively estimates that more than 10,000 Americans have been victimized through [precious metals] schemes, with losses around \$300 million." Seniors, looking for a safe haven for their life savings, have been led into buying leveraged gold, silver, platinum, or palladium bets under the impression that they are participating in safe investments. The sellers scam seniors with multiple fees and interest costs that benefit scammers, while leaving the seniors' principal to bear all the risk of the leveraged bets.
- Election violence has flared in South Africa's platinum belt ahead of the elections, according to a Reuters report. Police used water cannon and stun grenades to disperse rioters in South Africa's strike-hit platinum belt on Sunday after protesters, allegedly affiliated to the ACMU union, attacked a government minister while campaigning for the May 7 election. The ACMU's 70,000 members remain off the job after wage talks aimed at ending the 13-week long strike collapsed.

Opportunities



- The latest Platinum and Palladium Survey by GFMS, the leading independent precious metals consultancy, shows the impact on platinum by South African strikes has been muted; however, palladium has begun to move strongly. The highly successful launch of two South African palladium ETFs, together with supply constraints arising from the events between Russia and Ukraine are further emphasizing the market deficit for the precious metal. As such, GFMS believes palladium has bottomed out already and expects the robust fundamentals to propel the price towards a test of \$930 per ounce before year-end.
- Agnico Eagle Mines reported record first-quarter gold production which prompted the miner to forecast it will surpass the high end of 2014 production guidance, with costs expected to come below the low end of the original forecast range. Northern Star Resources, the Australian producer that agreed to buy assets from Barrick Gold, announced it is seeking further acquisitions amid a “once-in-a-generational change in ownership in the Australian gold space.” Desjardins Capital Markets initiated coverage of MAG Silver Corp. with a Buy-Speculative rating and a C\$10 price target.
- Randgold Resources will start a study of Kenya’s gold-mining potential at the end of this month to help the government assess whether it is viable to mine gold in the country. According to the African Development Bank, Kenya has known gold deposits, yet mining represents less than 1 percent of GDP. In a similar move, Mark Bristow, Randgold’s CEO, praised the Ivory Coast government in coming up with a new mining code which, in his view, addressed the needs of investors while remaining potentially hugely beneficial to the African nation’s economy.

Threats

- ABN-AMRO, the largest Dutch bank by assets, revised its gold forecast price down to \$1,235 per ounce as it expects the U.S. economy to accelerate, and U.S. yields and the U.S. dollar to move higher. The bank released its outlook to coincide with the Fed’s announcement of a further \$10 billion monthly taper. Important macroeconomic indicators to follow next week are U.S. Non-Manufacturing ISM, Chinese CPI and PPI data, and the Japanese Leading Index, which is expected to show further deceleration.
- Morgan Stanley bank analysts almost “outbear” Goldman Sachs analysts on gold price, according to Mineweb’s Lawrence Williams. Morgan Stanley’s analysts suggest gold will trade down to \$1,168 in the second half of the year, and will continue trending down to \$1,138 in 2015. The main driver, according to the analysts, is the fall-off in Chinese demand caused by a weakening economy and depreciating currency. However, Chinese gold import demand has continued to show resiliency, even as the currency depreciation makes gold more expensive in local terms. February and March import data from Hong Kong show imports of over 190 tonnes, roughly in line with the pace of imports in the fourth quarter of 2013.
- Barrick Gold shareholders were in for a major disappointment on Wednesday at the Company’s annual general meeting. The announcement of a 90 percent plunge in Barrick’s profits from last year was eclipsed by Peter Munk, the unpopular retiring chairman of the board, who gave a rude awakening to hopeful shareholders in announcing that he intends to remain “very involved in Barrick” and that he will retain an office at the Company’s corporate headquarters in Toronto.

(Source:<http://www.kitco.com/ind/Holmes/2014-05-05-SWOT-Analysis-India-s-Bullion-Buying-Festival-Expected-to-Surge-Gold-Demand.html>)

RECENT CHANGES IN THE GOLD & SILVER BULLION INDUSTRY

RBI Eases Tough Gold Import Rules, Allows Private Agencies to Import

The RBI eased tough gold import rules by allowing seven more private agencies to ship the precious metal, a move that industry officials say could augment supplies and reduce premiums in the peak wedding season.

Gold imports by India, the world’s No. 2 bullion consumer after China, could quickly rise from current levels, according to the officials. This would help global prices, which slumped 28 percent last year, partly due to India’s import curbs. Struggling with a ballooning trade deficit, India in 2013 imposed a record high duty of 10 percent on overseas purchases of gold, the second-biggest item in its import bill, and introduced a rule tying import quantities to export levels.

On May 21, 2014, the Reserve Bank of India allowed "star trading houses", private jewellery exporters which had been barred from importing gold since July 2013, to resume imports, with immediate effect. As a result, more than 20 entities, including state-run banks, private banks and agencies will now be allowed to import the metal.

"This is a welcome step as it is some sort of relaxation. Supplies will increase in another 8-10 days and premiums will certainly come down," said Bachhraj Bamalwa, director with All India Gems and Jewellery Trade Federation. "Some gold that was routed through illegal channels will now be routed legally."

India's gold demand is likely to pick up in the second half of the year as curbs on bullion imports are expected to be eased by the country's new government, the World Gold Council (WGC) and other industry officials said on Tuesday.

Gold imports by India, the world's No. 2 bullion consumer after China, could double from current levels if the restrictions are eased, according to an industry estimate. This would help global prices that slumped 28 percent last year - the first drop in 13 years - partly due to India's curbs.

Struggling with a ballooning trade deficit, India in 2013 imposed a record high duty of 10 percent on overseas purchases of gold, the second-biggest expense in its import bill, and introduced a rule tying import quantities to export levels.

"The change (in gold policy) is inevitable because Modi seems to be pro-gold," said Albert Cheng, WGC's head of the far east region, referring to Narendra Modi who romped to a landslide victory in the recently concluded general elections in India. "It's just a matter of Modi, who leads the pro-business Bharatiya Janata Party, has said any action on gold should take into account the interests of the public and traders, not just economics and policy."

Indian gold imports plunged by a fifth last year though jewellery and investment demand rose 13 percent. The gap between supply and demand have sent premiums in the country to \$100 an ounce above the global benchmark, causing a spurt in smuggling. Gold demand in India fell by a fourth to 190.3 tonnes in the quarter to March due to the curbs, WGC said in its quarterly report, which also noted that demand in top buyer China fell from the previous year's record levels. Sudheesh Nambiath, an analyst with metals consultancy GFMS, said there is likely to be an early review to the current policies on gold with the Bharatiya Janata Party (BJP) leading in the centre. GFMS is owned by Thomson Reuters.

"Our current expectation is that any policy review would allow monthly gold imports of an average of 50-60 tonnes a month and a reduction in import duty as well," said Nambiath, who was part of a four-member delegation to detail the current policies on gold to Modi in September.

This would address industry concerns while also keeping the trade deficit in check, he said. Imports have been running at an average of 24.69 tonnes since July 2013, compared with an average of 78 tonnes before the then government started making adjustments, Nambiath said.

Somasundaram PR, WGC's head of Indian operations, reiterated the industry body's forecast for India's full-year gold demand, shrugging off the sharp drop in demand in the first quarter.

"We continue to hold 900-1,000 tonnes (of annual demand in India) as it is expected to pick up in the second half," Somasundaram said.

TIMING OF CHANGE

While industry analysts are confident about Modi's stance on gold, they are unsure how soon he will relax the rules. "We feel that removal of gold policy curbs won't happen in a hurry, and it will take another two months for further action," said Prithviraj Kothari, a director at India Bullion and Jewellers Association (IBJA).

Two months would put it around the same time India's full-year budget is due. BJP leaders told the industry body in February that if the party came to power, it would review the gold policies in the first three months in power, another IBJA official had earlier told Reuters.

India's trade deficit has been falling in recent months, largely due to the drop in gold imports, and any step to ease the rules would be taken cautiously, some analysts have said. "A possible rollback of the duty on bullion imports may not occur overnight, should it occur at all, but would more likely happen later this year," HSBC analysts said this month.

"An easing of the tariffs may provide a boost in demand for gold in India and would be price supportive, but we believe this would be a medium to longer-term scenario," they said.

LEGAL IMPORTS

Legal monthly imports may soon increase by another 10-15 tonnes, from the current 20 tonnes, triggering a sharp correction in premiums to \$40-50 an ounce on London prices from the current \$90, he said. Premiums had hit a record of \$160 an ounce in December last year.

The RBI also allowed banks to make gold loans to domestic jewellery makers, a practice that was stopped last year. Without the gold loans jewellers had been forced to take credit to fund purchases, adding to their costs. "Gold metal loans are of great significance as they are expected to release the cost pressures, which all the jewellery retailers were facing," said Sudheesh Nambiath, India analyst, Thomson Reuters GFMS.

(Source: <http://www.ibtimes.co.in/rbi-eases-tough-gold-import-rules-allows-private-agencies-import-600755>)

REAL ESTATE SECTOR:

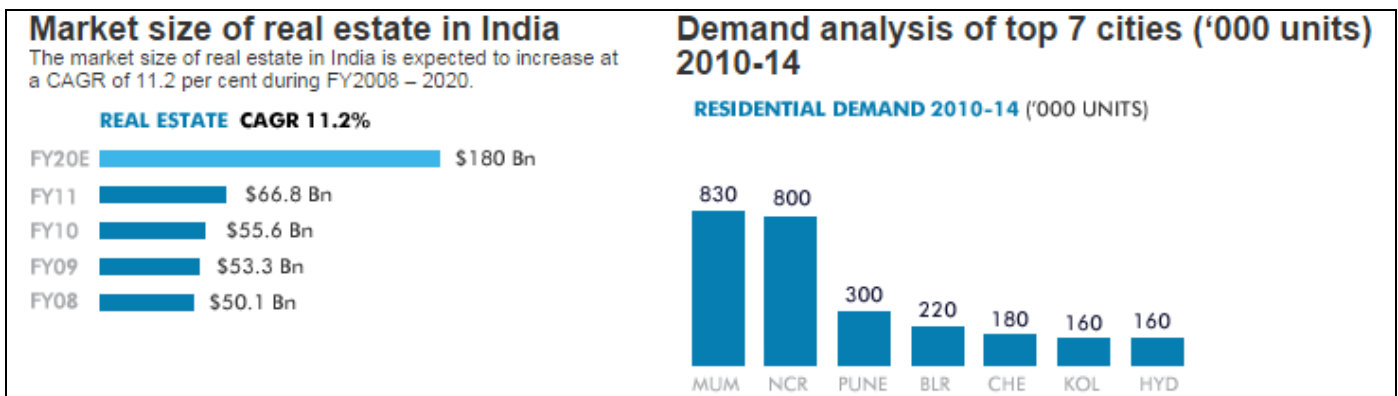
Introduction

The Indian real estate sector is one of the fastest growing and globally recognised sectors. It comprises four sub sectors-housing, retail, hospitality, and commercial. The real estate industry's growth is linked to developments in the retail, hospitality and entertainment (hotels, resorts, cinema theatres) industries, economic services (hospitals, schools) and information technology (IT)-enabled services (like call centres) etc and vice versa. The total realty market in the country is expected to touch US\$ 180 billion by 2020.

India ranks third for the most LEED (Leadership in Energy and Environmental Design)-certified space globally, with nearly 12 million sq m. The LEED system is the most widely used rating system guiding the design, construction, operations and maintenance of green buildings.

Private equity (PE) funding has picked up in the last one year due to attractive valuations and low level of bank funding to the sector. Delhi NCR alone has already attracted PE investments of Rs 80 crore (US\$ 13.22 million) in first quarter of 2014. Moreover, with the government trying to introduce developer and buyer friendly policies, the outlook for the real estate sector in 2014 looks promising.

Market size



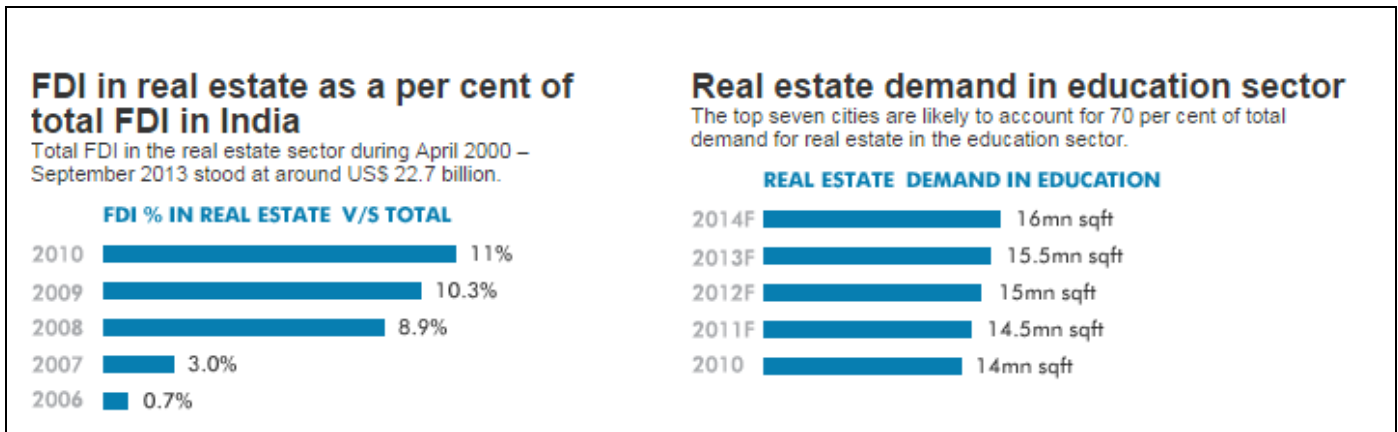
Recent years have seen the Indian real estate sector grow, especially the commercial real estate segment. According to a study by Knight Frank, Mumbai is the best city in India for commercial real estate investment, with returns of 12-19 per cent likely in the next five years. Bangalore and Delhi-National Capital Region (NCR) come second and third on the list, with returns of 12 per cent and 8-11 per cent respectively. Delhi-NCR was the biggest office market in India with 110 million sq ft, out of which 88 million sq ft were occupied.

The residential segment of real estate has also seen tremendous growth in recent years owing to the continuous growth in population, migration towards urban areas, ample job opportunities in service sectors, growing income levels, rise in nuclear families and easy availability of finance.

In the residential segment, the number of new launches in the first quarter of 2014 has increased by 43 per cent at 55,000 units across eight major cities. Bengaluru recorded the largest number of units launched, an increase of 22 per cent at 16,838 units, followed by Mumbai and Chennai with new launches at 10,698 units and 7,436 units with a growth rate of 93 per cent and 191 per cent respectively, during the first quarter.

With the government allowing 100 percent foreign direct investment (FDI) in this sector, the number of foreign firms owning real estate projects in India has also increased. The construction development sector, including townships, housing, built-up infrastructure and construction-development projects garnered total FDI worth US\$ 23,587.25 million in the period April 2000-June 2014.

Investments:



With the rise in demand for office as well as residential space, the Indian real estate sector has witnessed high growth in recent times. Some of the major investments in the real estate sector in the recent past are as follows:

- Piramal Fund Management has launched the Indiareit Apartment Fund which seeks to buy residential apartments in the Tier I market, and has kept aside a corpus of Rs 350 crore (US\$ 57.86 million) for the same.
- US-based PE company Blackstone plans to step up its presence in the residential segment and has lined up about Rs 1,000 crore (US\$ 165.32 million) to invest in residential projects across Indian metros. Its first investment in the residential sector was in the Chennai project of Bengaluru-based Ozone Group.
- Panchshil Realty and Blackstone have bought a majority stake in Express Towers, for around Rs 870 crore (US\$ 143.83 million).
- Mr Donald Trump plans to extend his company, Trump Organisation's global footprint into India and invest in two realty deals. Both the deals involve ultra-premium luxury projects, which will be owned, developed and promoted by local developers.
- Mahindra Group has entered affordable housing through its property development arm Mahindra Lifespaces (MLDL). MLDL plans to launch two housing projects in Boisar near Mumbai and Avadi in Chennai with the newly created business vertical Happinest.
- Canada-based Brookfield Property has entered into an agreement to acquire Candor Investments, a subsidiary of Unitech Corporate Park (UCP), for about Rs 2,000 crore (US\$ 330.66 million).

Government Initiatives

The Government of India has announced a host of measures to spur the real estate sector, which include an allocation of Rs 7,060 crore (US\$ 1.16 billion) for the development of 100 smart cities, a reduction in the size of projects eligible for FDI from 50,000 sq m to 20,000 sq m, and having the minimum investment limit for FDI to US\$ 5 million.

A committee on Streamlining Approval Procedure for Real Estate Projects (SAPREP) was constituted by the Ministry of Housing & Urban Poverty Alleviation (MHUPA) to streamline the process of seeking clearances for real estate projects.

The governments of different states have also taken various measures to facilitate the growth of this sector. For instance, the Punjab government has proposed to exempt residents having houses with an area of up to 125 square yards from paying the levy and delink tax payment from collector rates. It has also proposed to keep vacant plots out of the ambit of property tax which will be implemented during 2014-15.

The Indian Green Building Council (IGBC) has joined hands with the US Green Building Council (USGBC) to strengthen their association for the next 10 years to focus on areas of knowledge exchange and work on the green building movement in India. The USGBC also plans to expand its support for LEED in India.

Road Ahead

The Indian real estate sector continues to be a favoured sector for investments from international as well as private investors. In the upcoming years, the residential as well as commercial segments of the real estate industry is set for major growth, aided in no small part by the government's plans and initiatives to boost this sector.

Excise duty reduction on cement and steel will lower project costs and expansion of the interest subsidy on loans will boost developers' interest in this segment. Moreover, tax measures such as increasing the limit of interest deduction on home loans will provide necessary motivation to consumers to increase buying activity and revive demand in the value and affordable segment. Further, demand for space from sectors such as education and healthcare has opened up ample opportunities in the real estate sector.

Exchange Rate Used: INR 1 = US\$ 0.0165 as on August 26, 2014

<http://www.ibef.org/industry/real-estate-india.aspx>

BUSINESS OVERVIEW

In this section “our Company” refers to the Company, while “we”, “us” and “our” refers to our Company

This chapter should be read in conjunction with, and is qualified in its entirety by, the more detailed information about our Company and its financial statements, including the notes thereto, in the sections titled ‘Risk Factors’ and ‘Financial Information’ and the chapter titled ‘Management Discussion and Analysis of Financial Condition and Results of Operations’ beginning on pages 12, 143 and 169 respectively, of this Draft Prospectus. Unless the context otherwise requires, in relation to business operations, in this chapter of this Draft Prospectus, all references to “we”, “us”, “our” and “our Company” are to O. P. Chains Limited and Group Entities as the case may be.

OVERVIEW

Our Company was originally incorporated with an object to take over the business of M/s. O. P Chains & Others AOP on December 4, 2001 under the provisions of the Companies Act, 1956 and a certificate of incorporation issued by the Registrar of Companies, Uttar Pradesh, Kanpur. Subsequently, our Company has received a Certificate of Commencement of Business dated December 7, 2002 issued by the Registrar of Companies, Uttar Pradesh, Kanpur. The Corporate Identification Number of our Company is U27205UP2001PLC026372. The Registered Office of our Company is situated at 8/16 A, Seth Gali, Agra, Uttar Pradesh-282003, India.

Our Company vide a business takeover agreement dated December 4, 2001 with M/s O. P. Chains & Others, AOP had taken over the existing business of M/s O. P. Chains & Others, AOP (which was formed vide agreement dated February 25, 2001 and re-constituted vide agreement dated August 20, 2001) along with all assets and liabilities and further to carry on the business of M/s O. P. Chains & Others, AOP under the name of O. P. Chains Limited. Under the auspices of our promoters, our Company has expanded into the trading of Gold and Silver and allied products as bullion trader.

Today, we are one of the reputed name in trading of bullion (Gold & Silver) in Agra, Uttar Pradesh having a client base in Agra and Delhi. We are bullion traders, specializing in bars and coins of various sizes and weights of Gold and Silver and offer wholesale delivery of bullion to domestic users i.e. ornament manufacturers, goldsmiths, jewelers and semi-wholesalers. Our Company is member of **“The Gem & Jewellery Export Promotion Council”**.

Our founders and promoters viz. Mr. Om Prakash Agarwal, Mr. Ashok Kumar Goyal & Mr. Satish Kumar Goyal have more than 50, 35 & 20 years of respective experience in field of trading of Gold and Silver and experience of more than 5 years each in Real Estate business.

We operate as an intermediary in bullion trading market of Agra, Uttar Pradesh whereby we purchase materials such as Gold & Silver from State Trading Corporation of India, Hindustan Zinc Limited, ICICI Bank Limited, Punjab National Bank Limited and supply the same to our customers in the Jewelry industry and related business. Our end customers are mainly ornament manufacturers, goldsmiths, jewelers and semi-wholesalers.

Our Product Portfolio offers a mainly Gold and Silver according to customer specifications and in standard sizes and weights.

In the year 2011, our company entered into real estate sector by becoming partner of partnership firms viz. M/s. Ashok Housing and M/s. O P Chains Housing vide partnership agreement dated February 17, 2011 and August 04, 2011 respectively to construct residential apartments and commercial spaces. Our investments in the partnership firms as on March 31, 2014 are as under:

(₹. In lacs)

Name of the Firm	Profit Sharing Ratio (%)	Capital investment as on March 31, 2014
M/s. Ashok Housing	25%	1144.86
M/s. O. P. Chains Housing	25%	1323.61

Our Company’s restated Total Income increased from ₹. 23832.43 lacs in FY 2012-13 to ₹. 26073.88 lacs in FY 2013-14 and our restated Profit after Tax was ₹. 12.48 lacs in FY 2013-14 as compared to loss of ₹.(15.53) lacs in FY 2012-13.

Our Location: Currently we operate from our registered office which located at 8/16 A, Seth Gali, Agra, Uttar Pradesh-282003, India which is one of the prime bullion markets in Agra, Uttar Pradesh. Our other location is at Shop No.1/119C/12 Chaube ji ka Katra, Kinari Bazar, Agra-282003, Uttar Pradesh which we utilize as godown for storage of our stock.

OUR PRODUCTS:

Bullion Trading Business:

Particulars	Purity Grade	Weights	Diemensions
Gold	0.995	1 Kg ,	Bars, Biscuits & Coins
	0.999	100gms	
	0.9999(LBMA)	50 gms	
Silver	0.999+ (LBMA)	30kgs	Bars, Biscuits & Grains of Small Wiegths
		15 kgs	

LBMA: London Bullion Market Association

Real Estate Business: In the year 2011, our company entered into real estate sector by becoming partner of partnership firm viz. M/s. Ashok Housing and M/s. O P Chains Housing vide partnership agreement dated February 17, 2011 and August 04, 2011 respectively to construct residential apartments and commercial spaces .

M/s. Ashok Housing: Under this partnership firm we have profit sharing ratio of 25% and other partners are Mr. Om Prakash Agarwal, Mr. Satish Kumar Goyal & Mr. Mohit Goyal. Our partnership firm have entered into an sale deed dated November 3, 2011 with Agra Development Authority for purchase of land ad measuring 7382.93 sq mtrs situated at Plot No. GH-4, Sector B-2, Taj Nagri, Agra (U.P.) for consideration of ₹.1476,58,600 as cost of land and ₹.1,77,19,032 as freehold charges of land and ₹.1,15,77,000 as stamp duty and registration charges. Our partnership firm have applied for clearance from environment department for our proposed residential project and currently the application is pending with authority. We will be applying for other approvals in due course.

M/s. O P Chains Housing : Under this partnership firm we have profit sharing ratio of 25% and other partners are as Mr. Shobhik Goyal, Mr. Shivam Goyal & Mr. Mohit Goyal. Our partnership firm have received allotment letter dated 25.08.2012 by Agra Development Authority for allotment of land admeasuring 20,000 Square Metres situated at Plot No. GH-3, Sector B-2, Taj Nagri, Agra (U.P.) for ₹.40, 32,00,000 (Rupees Forty Crores and Thirty Two Lacs Only). Our partnership firm have deposited ₹.9, 72, 05,300 (Rupees Nine Crores Seventy two Thousand Five thousand and Thirty Two Only). Balance payment is yet to be made and Sale deed for the said land will entered only on full payment to Agra Development Authority.

OUR STRENGTHS:

- ✓ **Quality Assurance:** We deal in the products which are of international standards in terms of purity. One of our strength is that we practice fair dealings in our transactions and provide quality products. This has enabled us to get repeat orders from our existing customers and attract new customers; we believe that an intricacy of our quality products enables us to get better margins on the products traded by us and develop long term relaations.
- ✓ **Experience Management:** Our founders and promoters viz. Mr. Om Prakash Agarwal, Mr. Ashok Kumar Goyal & Mr. Satish Kumar Goyal have more than 50,35 & 20 years of respective experience in field of trading of Gold and Silver and more than 5 years each experience in Real Estate Business. Our Promoters are actively involved in our operations and bring to our Company their vision and leadership which we believe has been instrumental in sustaining our business operations. Our management team also includes people who have good experience in the bullion and jewellery industry.
- ✓ **Diversified Business:** To reduce our dependence on one business ie is trading in Gold & Silver. We are gradually diversifying into rela estate business. We have entered into real estate sector by becoming partner of partnership firms viz. M/s. Ashok Housing and M/s. O P Chains Housing vide partnership agreement dated February 17, 2011 and August 04, 2011 respectively to construct residential apartments and commercial.

OUR BUSINESS STRATEGY

- ✓ **Focus on Increase in Volume of Sales:** As part of our growth strategy, we intend to focus on increase in volume of sales. As a trading Company we want to focus on larger volume of sales and further addition of new clients in our portfolio to achieve our targeted sales.
- ✓ **Increase Geographical Presence:** We are currently located at Agra in Uttar Pradesh. Going forward we plan to establish our presence in the other markets in the state of Uttar Pradesh. Our emphasis is on expanding the scale of our operations in markets like Lucknow, Allahabad, Kanpur and NCR which we believe will provide us attractive opportunities to grow our client base and revenues.
- ✓ **Continue to develop client relationships and Trust:** We plan to grow our business primarily by growing our client relationships and trust. We believe that increased client relationships and trust will add stability to our business. We seek to build on existing relationships and also focus on bringing into our portfolio more clients. We believe that our business is a by-product of relationship and trust. Long-term relations are built on trust and continuous meeting with the requirements of the customers.
- ✓ **Developing Real Estate Business:** Going forward we intend to develop our real estate business. We have already entered into real estate sector by becoming partner of partnership firms viz. M/s. Ashok Housing and M/s. O P Chains Housing vide partnership agreement dated February 17, 2011 and August 04, 2011 respectively to construct residential apartments and commercial spaces.

Plant and Machinery: Since we are a trading Company, we do not own any major plant and machinery.

Collaborations: We have not entered into any technical or other collaboration.

Infrastructure Facilities

Power: Since we are trading company our power requirement is minimum and is met through state electricity board.

Water: Since we are trading company our power requirement is minimum.

Manpower: The following is a department-wise break-up of our employees as on the date of the Draft Prospectus:

Category	Company Pay Roll	Casual Labour / Employees on daily wages / Contract Basis	Total
Directors	3	-	3
Senior Managerial	2	-	2
Managers / Officers / Executive	3	-	3
Skilled Staff	2	-	2
Unskilled Labor	-	-	-
Trainees (not permanent)	-	-	-
TOTAL	10	-	10

Past Production Figures Industry-wise

The Bullion is highly fragmented and is dominated by large number of traders and manufacturers.

For details of the industry data please refer to section titles "**Industry Overview**" beginning on page 73 of the Draft Prospectus.

Competition: We face the competition in our business from other existing traders Gold and Silver and related Products. We compete with our competitors on a regional or product line basis. Many of our competitors have substantially large capital base and resources than us and offer broader range products. We believe that the principal factors affecting competition in our business include client relationships, reputation, the abilities of employees, market focus and the relative quality and price of the services and products.


Approach to Marketing and Marketing Set-up: Our management enjoy the confidence of several corporate and retail clients and we currently market our products only to a selected setup of clients. We interact with our customers to get the feedback on the quality of products and makes constant efforts improve the same as well.

Capacity and Capacity Utilization: Since our Company is engaged in the trading business and hence capacity and capacity utilisation is not applicable to us.

Export Possibilities & Export Obligation: Currently, we do not have any outstanding export obligations.

Property: The following table sets forth details of the properties of our Company:

Intellectual Property: Set forth below are the Trademarks for which application for registration under the Trademarks Act, 1999, have been filed by our Company:

S.No	Brand Name/ Trademark	Class	Nature of Trademark	Status	Owner/Applicant	Application No. & Date of application	Grant Date	Expiry Date
1.	O P CHAINS	14	Device	Accepted	OM. PRAKASH AGARWAL[1091101] Trading As : O.P. CHAINS Single Firm	1769815 01/01/2009	01/01/2009	NA
2.	Op chains housing	37	Device	Registered	SHOBHIK GOYYAL[1288348] Trading As : O P CHAINS HOUSING Single Firm	2198358 01/09/2011	13/08/2013	01/09/2021
3.	OPCL	14	Label 	Send to Vienna Codification	M/S O.P Chains Limited	2744118	NA	NA

Owned Property: As on date, we do not own any property

Leasehold Property: Following are the leasehold properties

S. No.	Lessee	Owner	Brief Particulars	Consideration	Tenure
1	O P Chain Limited	Mr. O. P. Agarwal	Registered Office located at 8/16 A, Seth Gali, Agra, Uttar Pradesh-282003, India	Rent: Rs. 2000/- per month	For 11 months starting from April 1, 2014
2	O P Chain Limited	Mr. O. P. Agarwal	Godown located at Shop No.1/119C/12 Chaube ji ka Katra, Kinari Bazar, Agra-282003, Uttar Pradesh, India	Rent: Rs. 500/- per month	For 11 months starting from April 1, 2014

Properties owned through Partnership firms:

M/s. Ashok Housing: Our partnership firm have entered into an sale deed dated November 3, 2011 with Agra Development Authority for land ad measuring 7382.93 sq mtrs situated at Plot No. GH-4, Sector B-2, Taj Nagri, Agra (U.P.) for consideration of ₹.14,76,58,600 as cost of land and ₹.1,77,19,032 as freehold charges of land and ₹.1,15,77,000 as stamp duty and registration charges.

M/s. O P Chains Housing : Our partnership firm have received allotment letter dated August 25, 2011 by Agra Development Authority for allotment of land admeasuring 20,000 Square Metres situated at Plot No. GH-3, Sector B-2, Taj Nagri, Agra (U.P.) for ₹.40,32,00,000 (Rupees Forty Crores and Thirty Two Lacs Only) which includes ₹.36,00,00,000/- as cost of land and ₹.4,32,00,000/- as freehold charges of land. Our partnership firm have deposited ₹. 9, 72, 05,300 (Rupees Nine Crores Seventy Two Thousand Five thousand and Thirty Two Only). Balance payment is yet to be made and Sale deed for the said land will be executed only on full payment to Agra Development Authority.

Insurance: Our Company has obtained certain insurance coverage to sufficiently cover all normal risks associated with its operations. Following are the details regarding the insurance coverage obtained by our Company:

Policy	Perils Covered	Name of insurer	Name & Address of the insured property/Risk Location/Address of the Insured (As and where applicable)	Policy no.	Period	Total Sum insured (₹.)	Premium paid (₹.)
Money Insurance Policy	<p>Money Insurance policy provides cover for loss of money in transit between the insured's premises and bank or post office, or other specified places occasioned by robbery, theft or any other fortuitous cause.</p> <p>The policy also cover loss by burglary or housebreaking whilst money is retained at Insured's premises in safe(s) or strong room.</p>	National Insurance Company Limited	<p>M/S O P Chains Limited</p> <p>Regd office- 8/16A, Seth Gali, Agra</p> <p>Buss Adress- Chobeji ka Phatak, Kinari Bazar, Agra</p>	461400/48/14/76 00000329	<p>April 12, 2014</p> <p>To</p> <p>April 11, 2015</p>	50,00,00,000/-	22,472/-
Jewellers Block	Stock and stock in	National	M/S O P Chains	461400/46/14/37	April 12, 2014 to	7,05,00,	1,06,635/-

policy	trade consisting of jewellery, gold and silver ornaments, plates, pearls and precious stones of any sort or any kind whatsoever, Cash and currency notes&/or merchandise and materials usual to the conduct of the insured's business belonging to/&/or held in trust or on commission for which the insured is responsible	Insurance Company Limited	Limited Regd office- 8/16A & 2/27, Seth Gali, Agra Buss Adress- Chobeji ka Phatak, Kinari Bazar, Agra	00000064	April 11, 2015	000/-	
Private Car Package Policy for Maruti Zen Estilo LX Reg. No. UP-80- AZ-2649	Private Insurance Car Policy	Royal Sundaram Alliance Insurance Company Ltd.	M/S O P Chains Limited	MOP2056858	November 5, 2013 to November 4, 2014		3287/-
Private Car Package Policy for Skoda Octavia Elegance Reg. No. UP-80- BK-0031	Private Insurance Car Policy	Bharti AXA General Insurance Company Ltd.	M/S O P Chains Limited	FPV/I1682048/U4/08/D1U41D	August 4, 2014 to August 3, 2015		20,228.17/-

Private Car Package Policy for Hyundai Santro Xing	Private Insurance Car Policy	HDFC-ERGO General Insurance Company Ltd.	M/S O P Chains Limited	2311 2004 8054 1101 000	April 16, 2014 to April 15, 2015		3399/-
Private Car Package Policy for Skoda Octavia Rider AT 1.9TDI Reg. No. UP-80- BJ-1207	Private Insurance Car Policy	HDFC-ERGO General Insurance Company Ltd.	M/S O P Chains Limited	2311 2004 8054 8101 000	April 22, 2014 to April 21, 2015		26788/-
Private Car Package Policy for i10 Asta 1.2 with Sunroof Reg. No. UP-80- BQ-5770	Private Insurance Car Policy	HDFC-ERGO General Insurance Company Ltd.	M/S O P Chains Limited	2311 2005 5542 4101 000	August 12, 2014 to August 11, 2015		4701/-
Private Car Package Policy for Maruti Omni 7 seater Reg. No. UP-80- AM -1449	Private Insurance Car Policy	IFFCO-TOKIO General Insurance Company Ltd.	M/S O P Chains Limited	88090700	June 23, 2014 to June 22, 2015		2472/-
Private Car Package Policy for AUDI Q5-2.0 TDI Reg. No. UP-80- CA - 0031	Private Insurance Car Policy	HDFC-ERGO General Insurance Company Ltd.	M/S O P Chains Limited	2311 2003 5299 4801 000	October 18, 2013 to October 17, 2014		58915/-

KEY INDUSTRY REGULATIONS AND POLICES

There are no specific regulations governing the gems and jewellery industry in India. The following description is a summary of laws and regulations in India, which are applicable to our Company. There are no specific regulations governing the gems and jewellery industry in India. The following description is a summary of laws and regulations in India, which are applicable to our Company. The information below has been obtained from publications in the public domain.

The following is an overview of the important laws, regulations and policies which are relevant to our business in India. The description of law, regulations and policies set out below are not exhaustive, and are only intended to provide general information to Bidders and is neither designed nor intended to be a substitute for professional legal advice. Except as otherwise specified in this Draft Prospectus, taxation statutes such as the Income Tax Act, 1961 and Central Sales Tax Act, 1956, various labour laws and other miscellaneous laws apply to us as they do to any other Indian company. The statements below are based on the current provisions of Indian law, and the judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions.

TRADE RELATED LEGISLATIONS

Investment by Foreign Institutional Investors/ Foreign Portfolio Investors

SEBI recently notified the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014 (“FPI Regulations”) whereby FIIs, sub-accounts and QFIs as categories of investors were merged to form a new category termed ‘Foreign Portfolio Investors’. Prior to the notification of the FPI Regulations, portfolio investments by FIIs and sub-accounts were governed by SEBI under the Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995 (“FII Regulations”) and portfolio investments by QFIs were governed by various circulars issued by SEBI from time to time (the “QFI Circulars”). Pursuant to the notification of the FPI Regulations, the FII Regulations were repealed and the QFI Circulars were rescinded. In terms of the FPI Regulations, FPIs can invest in listed or ‘to be listed’ debentures of Indian companies. However, FPIs can hold, deliver, or caused to be delivered securities only in dematerialized form.

Portfolio investments by FIIs and QFIs are also governed by the RBI under FEMA and regulations issued thereunder, and the RBI has not yet notified the corresponding amendments to the relevant regulations under FEMA. In light of the absence of any such corresponding RBI upon the notification of the FPI Regulations, FPIs, existing FIIs and QFIs should consult their advisors relating to investment in the present Issue.

Under the FPI Regulations and subject to compliance with all applicable Indian laws, FPIs may issue, subscribe or otherwise deal in offshore derivative instruments (defined under the FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it that are listed or proposed to be listed on any recognized stock exchange in India, as its underlying security), directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons who are regulated by an appropriate foreign regulatory authority; and (ii) such offshore derivative instruments are issued after compliance with ‘know your client’ norms. Further, Category II FPIs under the SEBI FPI Regulations which are unregulated broad based funds and Category III FPIs under the SEBI FPI Regulations shall not issue, subscribe or otherwise deal in such offshore derivative instruments directly or indirectly. In addition, FPIs are required to ensure that further issue or transfer of any offshore derivative instruments by or on behalf of it is made only to person regulated by an appropriate foreign regulatory authority.

RBI Circulars regulating Gold Loans

The RBI has permitted nominated banks to import gold for purposes of extending gold metal loans to domestic jewellery manufacturers subject to certain conditions, including that the tenor of the gold loans (which can be decided by the nominated banks) does not exceed 180 days from the date of procurement of gold and the interest charged to the borrowers is linked to the international gold rates. The RBI has also permitted nominated agencies and approved banks to import gold on loan basis for on-lending to exporters of jewellery, subject to certain conditions, including that

the maximum tenor of gold metal loans does not exceed 270 days from the date of procurement of gold by the exporter based on the foreign trade policy 2009-2014. Gems and jewellery export oriented units and specified units in SEZs are permitted to import gold on a loan basis directly or through nominating agencies, subject to specified conditions.

Pursuant to the Second Quarter Review of the Monetary Policy 2012-13, issued by the RBI on October 30, 2012, the RBI has prohibited the banks from granting any advance against gold bullion to gold dealers or traders, if, in the assessment of the banks, such advances are likely to be utilized for purposes of financing gold purchase at auctions and/or speculative holding of stocks and bullion. In addition, the RBI has also sought to impose a prohibition on the banks from financing the purchase of gold in any form, other than working capital facilities.

The Reserve Bank of India Act, 1934

The RBI is entrusted with the responsibility of regulating and supervising activities of NBFCs by virtue of powers vested to it through Chapter III B of the RBI Act. Section 45-I (f) of the RBI Act defines a NBFC as:

1. a financial institution which is a company;
2. a non-banking institution which is a company and which has as its principal business the receiving of deposits, under any scheme or arrangement or in any other manner, or lending in any manner; or
3. such other non-banking institution or class of such institutions as the RBI may, with the previous approval of the Central Government and by notification in the Official Gazette, specify.

As per the RBI Act, a financial institution has been defined as a non-banking institution carrying on as its business or part of its business, amongst other activities, the financing, whether by way of making loans or advances or otherwise, of any activity, other than its own, or the carrying on of any class of insurance business.

Any company which carries on the business of a non-banking financial institution as its principal business is to be treated as an NBFC. The RBI, pursuant to a press release dated April 8, 1999, has further indicated that in order to identify a particular company as an NBFC, it will consider both the assets and the income pattern as evidenced from the last audited balance sheet of our Company to determine its principal business. A company would be categorized as an NBFC if its financial assets were more than 50% of its total assets (netted off by intangible assets) and income from financial assets is more than 50% of the gross income. Both these tests are required to be satisfied as the determinant factor for classifying the principal business of a company as that of an NBFC.

With effect from January 9, 1997, NBFCs were not permitted to commence or carry on the business of a non-banking financial institution without obtaining a Certificate of Registration (CoR). Further, with a view to imparting greater financial soundness and achieving the economies of scale in terms of efficiency of operations and higher managerial skills, the RBI raised the requirement of minimum net owned fund from ₹. 2.5 million to ₹. 20 million for an NBFC commencing business on or after April 21, 1999. Further, every NBFC was required to submit to the RBI a certificate, from its statutory auditor within one month from the date of finalization of the balance sheet and in any case not later than December 30 of that year, stating that it was engaged in the business of non-banking financial institution and it held a CoR.

The Companies Act, 1956

The Companies Act, 1956 deals with laws relating to companies and certain other associations. It was enacted by the parliament in 1956. The Act primarily regulates the formation, financing, functioning and winding up of companies. The Act prescribes regulatory mechanism regarding all relevant aspects, including organizational, financial and managerial aspects of companies. Regulation of the financial and management aspects constitutes the main focus of the Act. In the functioning of the corporate sector, although freedom of companies is important, protection of the investors and shareholders, on whose funds they flourish, is equally important. The Act plays the balancing role between these two competing factors, namely, management autonomy and investor protection.

The Companies Act, 2013

The Companies Act, 2013, has been introduced to replace the existing Companies Act, 1956 in a phased manner. The Ministry of Corporate Affairs has vide its notification dated September 12, 2013 has notified 98 Sections of the Companies Act, 2013 and the same are applicable from the date of the aforesaid notification. A further 183 Sections

have been notified on March 26, 2014 and have become applicable from April 1, 2014. The Ministry of Corporate Affairs, has also issued rules complementary to the Companies Act, 2013 establishing the procedure to be followed by companies in order to comply with the substantive provisions of the Companies Act, 2013.

The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (“SHWW Act”) provides for the protection of women at work place and prevention of sexual harassment at work place. The SHWW Act also provides for a redressal mechanism to manage complaints in this regard. Sexual harassment includes one or more of the following acts or behavior namely, physical contact and advances or a demand or request for sexual favors or making sexually coloured remarks, showing pornography or any other unwelcome physical, verbal or non-verbal conduct of sexual nature. The SHWW Act makes it mandatory for every employer of a workplace to constitute an Internal Complaints Committee which shall always be presided upon by a woman. It also provides for the manner and time period within which a complaint shall be made to the Internal Complaints Committee i.e. a written complaint is to be made within a period of 3 (three) months from the date of the last incident. If the establishment has less than 10 (ten) employees, then the complaints from employees of such establishments as also complaints made against the employer himself shall be received by the Local Complaints Committee. The penalty for non-compliance with any provision of the SHWW Act shall be punishable with a fine extending to Rs. 50,000.

Gem and Jewellery Export Promotion Council

The Government of India has designated the Gem and Jewellery Export Promotion Council (“GJEPC”) as the importing and exporting authority in India in keeping with its international obligations under Section IV(b) of the Kimberley Process Certification Scheme (“KPCS”). The KPCS is a joint government, international diamond and civil society initiative to stem the flow of conflict diamonds, which are rough diamonds used by rebel movements to finance wars against legitimate governments. The KPCS comprises participating governments that represent 99.8% of the world trade in rough diamonds.

The KPCS has been implemented in India from January 1, 2003 by the Government of India through communication No. 12/13/2000-EP (GJ) dated November 13, 2002. The GJEPC has been notified as the nodal agency for trade in rough diamonds under para 2.2, chapter 2 of the foreign trade policy (2004-2009).

Accordingly, the verification and issuance of Kimberley Process certificates is administered through the Mumbai and Surat offices of GJEPC. The Indian government has provided an impetus to the gems and jewellery industry with the following foreign trade policies:

1. 100 per cent foreign direct investment (“FDI”) in gems and jewellery through the automatic route is allowed.
2. The government has exempted rough coloured precious gems stones from customs duty.
3. Duty-free import of consumables for metals other than gold and platinum up to 2 per cent of freight on board value of exports.
4. Duty-free import entitlement for rejected jewellery up to 2 per cent of freight on board value of exports.
5. Import of gold of 18 carat and above under the replenishment scheme.
6. The government has raised the limit value of jewellery parcels for export through foreign post office (including via speed post) from US\$50,000 to US\$75,000 and the time period for re-import of branded jewellery remaining unsold has been extended from 180 days to 365 days.

Approvals from Local Authorities

Setting up of a factory or manufacturing / housing unit entails the requisite planning approvals to be obtained from the relevant Local Panchayat(s) outside the city limits and appropriate Metropolitan Development Authority within the city limits. Consents are also required from the state pollution control board(s), the relevant state electricity board(s), the state excise authorities, sales tax, among others, are required to be obtained before commencing the building of a factory or the start of manufacturing operations.

TAX RELATED LEGISLATIONS

The Central Sales Tax Act, 1956

The Central Sales tax ("CST") is levied on the sale of moveable goods within India in the course of inter-state trade or commerce and is governed by the provisions of the Central Sales Tax Act, 1956. If the goods move between States pursuant to a sale arrangement, then the taxability of such sale is determined by the Central Sales Tax Act, 1956. On the other hand, the taxability of a sale of movable goods within the jurisdiction of the State is determined as per the local sales tax/Value Added Tax legislation in place within such State.

For details of the Company's material registrations under the applicable the CST legislations, kindly refer to the Chapter titled "**Government and Other Key Approvals**" beginning on page 185 of this Draft Prospectus.

Value Added Tax

Value Added tax ("VAT") is a system of multi-point levies on each of the purchases in the supply chain with the facility of set-off input tax on sales whereby tax is paid at the stage of purchase of goods by a trader and on purchase of raw materials by a manufacturer. VAT is based on the value addition of goods, and the related VAT liability of the dealer is calculated by deducting input tax credit for tax collected on the sales during a particular period.

VAT is a consumption tax applicable to all commercial activities involving the production and distribution of goods and the provisions of services, and each State that has introduced VAT has its own VAT Act under which persons liable to pay VAT must register and obtain a registration number from the Sales Tax Officer of the respective State.

Income-tax Act, 1961

The Income-tax Act, 1961 ("IT Act") is applicable to every Company, whether domestic or foreign whose income is taxable under the provisions of this Act or Rules made there under depending upon its "Residential Status" and "Type of Income" involved. The IT Act provides for the taxation of persons resident in India on global income and persons not resident in India on income received, accruing or arising in India or deemed to have been received, accrued or arising in India. Every Company assessable to income tax under the IT Act is required to comply with the provisions thereof, including those relating to Tax Deduction at Source, Advance Tax, Minimum Alternative Tax and like. Every such Company is also required to file its returns by September 30 of each assessment year.

Service Tax

Chapter V of the Finance Act, 1994 as amended, provides for the levy of a service tax in respect of 'taxable services', defined therein. The service provider of taxable services is required to collect service tax from the recipient of such services and pay such tax to the Government. Every person who is liable to pay this service tax must register himself with the appropriate authorities. According to Rule 6 of the Service Tax Rules, every assessee is required to pay service tax in TR 6 challan by the 6th of the month immediately following the month to which it relates. Further, under Rule 7 (1) of Service Tax Rules, the Company is required to file a quarterly return in Form ST 3 by the 25th of the month immediately following the half year to which the return relates. Every assessee is required to file the quarterly return electronically.

Professional Tax

The professional tax slabs in India are applicable to those citizens of India who are either involved in any profession or trade. The State Government of each State is empowered with the responsibility of structuring as well as formulating the respective professional tax criteria and is also required to collect funds through professional tax. The professional taxes are charged on the incomes of individuals, profits of business or gains in vocations. The professional tax is charged as per the List II of the Constitution. The professional taxes are classified under various tax slabs in India. The tax payable under the State Acts by any person earning a salary or wage shall be deducted by his employer from the salary or wages payable to such person before such salary or wages is paid to him, and such employer shall, irrespective of whether such deduction has been made or not when the salary and wage is paid to such persons, be

liable to pay tax on behalf of such person and employer has to obtain the registration from the assessing authority in the prescribed manner. Every person liable to pay tax under these Acts (other than a person earning salary or wages, in respect of whom the tax is payable by the employer), shall obtain a certificate of enrolment from the assessing authority.

Consumer Protection Act, 1986

The Consumer Protection Act, 1986 (“COPRA”) aims at providing better protection to the interests of consumers and for that purpose makes provisions for the establishment of authorities for the settlement of consumer disputes. The COPRA provides a mechanism for the consumer to file a complaint against a trader or service provider in cases of unfair trade practices, restrictive trade practices, defects in goods, deficiency in services, price charged being unlawful and goods being hazardous to life and safety when used. The COPRA provides for a three tier consumer grievance redressal mechanism at the national, state and district levels. Non compliance of the orders of these authorities attracts criminal penalties.

Laws relating to Intellectual Property

In India, trademarks enjoy protection both statutory and under common law. The Trademarks Act, 1999, as amended (“Trademarks Act”), the Copyright Act, 1957, as amended (“Copyrights Act”), The Patents Act, 1970, as amended (“Patents Act”), and the Designs Act, 2000, as amended (“Designs Act”), amongst others govern the law in relation to intellectual property, including brand names, trade names and service marks, layout and research works.

Trademarks Act

The Trade Marks Act provides for the application and registration of trademarks in India. The purpose of the Trade Marks Act is to grant exclusive rights to marks such as a brand, label and heading and to obtain relief in case of infringement for commercial purposes as a trade description. The registration of a trademark is valid for a period of 10 years, and can be renewed in accordance with the specified procedure.

Application for trademark registry has to be made to Controller-General of Patents, Designs and Trade Marks who is the Registrar of Trademarks for the purposes of the Trade Marks Act. The Trade Marks Act prohibits any registration of deceptively similar trademarks or chemical compound among others. It also provides for penalties for infringement, falsifying and falsely applying trademarks.

Copyrights Act

The Copyrights Act governs copyright protection in India. Under the Copyright Act, copyright may subsist in original literary, dramatic, musical or artistic works, cinematograph films, and sound recordings. Following the issuance of the International Copyright Order, 1999, subject to certain exceptions, the provisions of the Copyright Act apply to nationals of all member states of the World Trade Organization.

While copyright registration is not a prerequisite for acquiring or enforcing a copyright, registration creates a presumption favoring ownership of the copyright by the registered owner. Copyright registration may expedite infringement proceedings and reduce delay caused due to evidentiary considerations. Once registered, the copyright protection of a work lasts for 60 years.

The remedies available in the event of infringement of a copyright under the Copyright Act include civil proceedings for damages, account of profits, injunction and the delivery of the infringing copies to the copyright owner. The Copyright Act also provides for criminal remedies, including imprisonment of the accused, imposition of fines and seizure of infringing copies.

Patents Act

The purpose of a patent act in India is to protect inventions. Patents provide the exclusive rights for the owner of a patent to make, use, exercise, distribute and sell a patented invention. The patent registration confers on the patentee

the exclusive right to use, manufacture and sell his invention for the term of the patent. An application for a patent can be made by (a) person claiming to be the true and first inventor of the invention; (b) person being the assignee of the person claiming to be the true and first inventor in respect of the right to make such an application; and (c) legal representative of any deceased person who immediately before his death was entitled to make such an application. Penalty for the contravention of the provisions of the Patents Act include imposition of fines or imprisonment or both.

Designs Act

The objective of design law is to promote and protect the design element of industrial production. It is also intended to promote innovative activity in the field of industries. The Controller General of Patents, Designs and Trade Marks appointed under the Trademarks Act shall be the Controller of Designs for the purposes of the Designs Act. When a design is registered, the proprietor of the design has copyright in the design during ten years from the date of registration.

Property related laws

The Company is required to comply with central and state laws in respect of property. Central Laws that may be applicable to our Company's operations include the Land Acquisition Act, 1894, the Transfer of Property Act, 1882, Registration Act, 1908, Indian Stamp Act, 1899, and Indian Easements Act, 1882.

In addition, regulations relating to classification of land may be applicable. Usually, land is broadly classified under one or more categories such as residential, commercial or agricultural. Land classified under a specified category is permitted to be used only for such specified purpose. Where the land is originally classified as agricultural land, in order to use the land for any other purpose the classification of the land is required to be converted into commercial or industrial purpose, by making an application to the relevant municipal or town and country planning authorities. In addition, some State Governments have imposed various restrictions, which vary from state to state, on the transfer of property within such states.

Land use planning and its regulation including the formulation of regulations for building construction, form a vital part of the urban planning process. Various enactments, rules and regulations have been made by the Central Government, concerned State Governments and other authorized agencies and bodies such as the Ministry of Urban Development, State land development and/or planning boards, local municipal or village authorities, which deal with the acquisition, ownership, possession, development, zoning, planning of land and real estate.

Each state and city has its own set of laws, which govern planned development and rules for construction (such as floor area ratio or floor space index limits). The various authorities that govern building activities in states are the town and country planning department, municipal corporations and the urban arts commission.

Approvals from Local Authorities

Setting up of a factory or manufacturing / housing unit entails the requisite planning approvals to be obtained from the relevant Local Panchayat(s) outside the city limits and appropriate Metropolitan Development Authority within the city limits. Consents are also required from the state pollution control board(s), the relevant state electricity board(s), the state excise authorities, sales tax, among others, are required to be obtained before commencing the building of a factory or the start of manufacturing operations.

Transfer of Property Act, 1882 ("T.P. Act")

The transfer of property, including immovable property, between living persons, as opposed to the transfer property by operation of law, is governed by the T.P. Act. The T.P. Act establishes the general principles relating to the transfer of property, including among other things, identifying the categories of property that are capable of being transferred, the persons competent to transfer property, the validity of restrictions and conditions imposed on the transfer and the creation of contingent and vested interest in the property. Transfer of property is subject to stamping and registration under the specific statutes enacted for the purposes which have been dealt with hereinafter.

The T.P. Act recognises, among others, the following forms in which an interest in an immovable property may be transferred:

- Sale: The transfer of ownership in property for a price, paid or promised to be paid.
- Mortgage: The transfer of an interest in property for the purpose of securing the payment of a loan, existing or future debt, or performance of an engagement which gives rise to a pecuniary liability. The T.P. Act recognises several forms of mortgages over a property.
- Charges: Transactions including the creation of security over property for payment of money to another which are not classifiable as a mortgage. Charges can be created either by operation of law, e.g. decree of the court attaching to specified immovable property, or by an act of the parties.
- Leases: The transfer of a right to enjoy property for consideration paid or rendered periodically or on specified occasions.
- Leave and License: The transfer of a right to do something upon immovable property without creating interest in the property.

Further, it may be noted that with regards to the transfer of any interest in a property, the transferor transfers such interest, including any incidents, in the property which he is capable of passing and under the law, he cannot transfer a better title than he himself possesses.

The Registration Act, 1908

The Registration Act, 1908 was passed to consolidate the enactments relating to the registration of documents. The main purpose for which the Act was designed was to ensure information about all deals concerning land so that correct land records could be maintained. The Act is used for proper recording of transactions relating to other immovable property also. The Act provides for registration of other documents also, which can give these documents more authenticity. Registering authorities have been provided in all the districts for this purpose.

The Indian Stamp Act, 1899

Stamp duty in relation to certain specified categories of instruments as specified under Entry 91 of the list, is governed by the provisions of the Stamp Act which is enacted by the Central Government. All others instruments are required to be stamped, as per the rates prescribed by the respective State Governments. Stamp duty is required to be paid on all the documents that are registered and as stated above the percentage of stamp duty payable varies from one state to another. Certain states in India have enacted their own legislation in relation to stamp duty while the other states have adopted and amended the Stamp Act, as per the rates applicable in the state. On such instruments stamp duty is payable at the rates specified in Schedule I of the Stamp Act.

Instruments chargeable to duty under the Stamp Act which are not duly stamped are incapable of being admitted in court as evidence of the transaction contained therein. The Stamp Act also provides for impounding of instruments which are not sufficiently stamped or not stamped at all. Unstamped and deficiently stamped instruments can be impounded by the authority and validated by payment of penalty. The amount of penalty payable on such instruments may vary from state to state.

The Indian Contract Act, 1872

The Indian Contract Act, 1872 (“Contract Act”) codifies the way in which a contract may be entered into, executed, implementation of the provisions of a contract and effects of breach of a contract. A person is free to contract on any terms he chooses. The Contract Act consists of limiting factors subject to which contract may be entered into, executed and the breach enforced. It provides a framework of rules and regulations that govern formation and performance of contract. The contracting parties themselves decide the rights and duties of parties and terms of agreement.

The Specific Relief Act, 1963

The Specific Relief Act, 1963 is complimentary to the provisions of the Contract Act and the Transfer of Property Act, as the Act applies both to movable property and immovable property. The Act applies in cases where the Court can order

specific performance of a contract. Specific relief can be granted only for purpose of enforcing individual civil rights and not for the mere purpose of enforcing a civil law. 'Specific performance' means Court will order the party to perform his part of agreement, instead of imposing on him any monetary liability to pay damages to other party.

Indian Easements Act, 1882

The law relating to easements and licenses in property is governed by the Easements Act, 1882 (the "Easements Act"). The right of easement has been defined under the Easements Act to mean a right which the owner or occupier of any land possesses over the land of another for beneficial enjoyment of his land. Such right may allow the owner of the land to do and continue to do something or to prevent and continue to prevent something being done, in or upon any parcel of land which is not his own. Easementary rights may be acquired or created by (a) an express grant; or (b) a grant or reservation implied from a certain transfer of property; or (c) by prescription, on account of long use, for a period of twenty years without interruption; or (d) local customs.

The Shops and Establishments Act

Under the provisions of local shops and establishments legislations applicable in the states in which establishments are set up, establishments are required to be registered. Such legislations regulate the working and employment conditions of the workers employed in shops and establishments including commercial establishments and provide for fixation of working hours, rest intervals, overtime, holidays, leave, termination of service, maintenance of shops and establishments and other rights and obligations of the employers and employees.

Other regulations

In addition to the above, the Company is required to comply with the provisions of the Partnership Act, and other applicable statutes imposed by the Centre or the State for its day-to-day operations.

HISTORY AND CERTAIN CORPORATE MATTERS

Our History and Background

Our Company was originally incorporated with an object to take over the business of M/s. O. P Chains & Others AOP on December 4, 2001 under the provisions of the Companies Act, 1956 and a certificate of incorporation issued by the Registrar of Companies, Uttar Pradesh, Kanpur. Subsequently, our Company has received a Certificate of Commencement of Business dated December 7, 2002 issued by the Registrar of Companies, Uttar Pradesh, Kanpur. The Corporate Identification Number of our Company is U27205UP2001PLC026372. The Registered Office of our Company is situated at 8/16 A, Seth Gali, Agra, Uttar Pradesh-282003, India.

Our Company vide a business takeover agreement dated December 4, 2001 with M/s O. P. Chains & Others, AOP had taken over the existing business of M/s O. P. Chains & Others, AOP (which was formed vide agreement dated February 25, 2001 and re-constituted vide agreement dated August 20, 2001) along with all assets and liabilities and further to carry on the business of M/s O. P. Chains & Others, AOP under the name of O. P. Chains Limited. Under the auspices of our promoters, our Company has expanded into the trading of Gold and Silver and allied products as bullion trader.

In the year 2011, our company entered into real estate sector by becoming partner of partnership firms viz. M/s. Ashok Housing and M/s. O P Chains Housing vide partnership agreement dated February 17, 2011 and August 04, 2011 respectively.

Changes in the Registered Office of Our Company since Inception

Our registered office is situated at 8/16 A, Seth Gali, Agra, Uttar Pradesh-282003, India, since inception and there has been no change in the registered office since inception.

Key Events and Mile Stones

Year	Key Events / Milestones / Achievements
2001	<ul style="list-style-type: none"> Incorporated in the name and style of O. P. Chains Limited Took over the business of M/s. O.P Chains & Others AOP to take over the existing business of the AOP along with all its assets and liabilities, vide agreement dated December 04, 2001
2002	<ul style="list-style-type: none"> Received the Certificate of Commencement of business
2003	<ul style="list-style-type: none"> Paid-up capital raised upto ₹.500.00 Lac
2011	<ul style="list-style-type: none"> Entered into partnership with Mr. Om Prakash Agarwal, Mr. Satish Kumar Goyal & Mr. Mohit Goyal, in the name and style of M/s. Ashok Housing to pursue objects of real-estate activities.
2011	<ul style="list-style-type: none"> Entered into partnership with Mr. Shobhik Goyal, Mr. Mohit Goyal & Mr. Shivam Goyal in the name and style of M/s. O. P. Chains Housing

Details in relation to the Business of our Company

For details in relation to our business including description of our activities, services, market of each segment, our growth, technology and market please refer to the chapter titled “**Business Overview**” beginning on page 89 of the Draft Prospectus.

Main Objects of our Company

The main objects of our Company as set forth in the Memorandum of Association of our Company are as follows:

- To takeover the existing business of M/s O. P. Chains & Others AOP and its all assets and liabilities and other title, rights, goodwill or any other assets or liabilities acquired or self generated. To acquire all its tangible and non tangible assets and liabilities of the above AOP.
- To carry on the business of manufacture, dealers, exporter, importer of precious and non precious metal in India or Outside India. The precious metal will include gold, silver, platinum or any metal or compound which is termed as precious metal on the international or national recognized metal exchange. The non precious metal includes the iron, cooper, aluminum etc or any metal or compound which is termed as precious metal on the International or national recognized metal exchange.

3. To carry to business of manufacture, dealers, exporter, importer of jewelry, fancy items, daily use items made up of precious and non-precious metal in India or outside India. The precious metal will include gold, silver platinum or any metal or compound which is termed as precious metal on the International or national recognized metal exchange. The non precious metal includes the Iron, copper aluminum etc. or any metal or compound which is termed as precious metal on the International or national recognized metal exchange.
4. To open the subsidiary or wholly owned subsidiary in India or outside India to transact the business of manufacture trading importer, exporter of precious metal, non precious metal, items of personal or industrial use made up from the precious metal and non precious metal.
5. To carry on the business of lending money as loan or financial assistance, make investments in securities or projects or business of other nature, accept money from others, to act as merchant bankers, investors, lenders occupiers, installers, to draw, make, accept, endorse, discount, negotiate, execute and issue bills of exchange, promissory notes, and other negotiable instruments, subjects to approval of Reserve Bank of India.
6. To purchase, acquire take on lease or in exchange or in any other lawful manner make investment in Property and to turn the same in to account, develop the same and dispose off or maintain the same and to create Land Banks and to build townships, commercial complex, or other buildings or conveniences thereon and to equip the same or any part there of with all or any amenities or conveniences and to deal with the same in any manner what so ever and to carry on the business as planners, designers, architects, engineers, promoters, consultants, advisors, interior decorators, real estate agents in all the matters connected with real estate and building construction and to promote, manage and administer co-operatives, groups housing societies for buying, maintain and developing lands, building, hereditament, facilities, amenities and to manage sell, allot lease out houses, apartments, flats, shops, offices to the shareholders, members, participants of such co-operatives, groups, societies or to any other person on their behalf and to invest the fund of the Company in Securities, Shares, Government Securities, Commodities and Derivatives from time to time in the ordinary courses of business.

Changes in Memorandum of Association:

Except as stated below there has been no change in the Memorandum of Association of our Company since its Incorporation:

Sr. No.	Particulars	Date of Meeting	Type of Meeting
1	Authorised Capital with ₹ 5,00,00,000 divided into in 50,00,000 Equity Shares of ₹10/- each.	On Incorporation	-
2	Altered the Main Object clause III A by inserting new object clause no. 5 in relation to business of lending and borrowing money subject to the approval of RBI	21-Oct-2009	EGM
3	Altered the Main Object clause III A by inserting new object clause no. 6 in relation to business of real estate activities	17-Feb-2011	EGM
4	Increase in the Authorized Share Capital of the Company from ₹ 5,00,00,000 divided into in 50,00,000 Equity Shares of ₹10/- each to ₹ 7,25,00,000 divided into 72,50,000 Equity Shares of ₹ 10/- each.	20-Jan-2014	EGM
5	Altered MOA by changing the title of the MOA, altering the heading of Clause IIIB and contents of Clause IV in compliance with the provisions of the Companies Act, 2013, inserting new clauses as Clause III (B)(28) & Clause III(B)(29), deleting the "Other Object " Clause being clause no, III C, in compliance with the provisions of Companies Act, 2013	30-Aug-2014	AGM

Time and Cost overruns in setting up projects:

In respect of projects undertaken by our Company since its incorporation, there have been no time and cost overruns.

Revaluation of assets: Our Company has not revalued its assets since its incorporation.

Funds raising through Equity or Debt: For details in relation to our funds raising activities through equity and debt, please refer to the chapters titled "**Statement of Financial Indebtedness**" and "**Capital Structure**" beginning on pages 168 and 45 respectively, of the Draft Prospectus.

Defaults or Rescheduling of borrowings with financial institutions/banks:

There have been no defaults or rescheduling of borrowings with any financial institutions / banks as on the date of the Draft Prospectus.

Injunctions or Restraining Orders

There are no injunctions/ restraining orders that have been passed against the Company.

Details regarding acquisition of business/undertakings, mergers, amalgamation etc.

There are no mergers, amalgamation, etc. with respect to our Company.

Except the acquisition of business of M/s O. P. Chains & Others AOP to takeover the existing business of M/s O. P. Chains & Others AOP and its all assets and liabilities and all other title, rights, goodwill whether acquired or self generated vide agreement dated December 04, 2001, no other acquisitions / mergers or amalgamations were made by the Company.

Number of Shareholders of our Company:

Our Company has 8 (Eight) shareholders as on the date of filing of this Draft Prospectus. For further details of our shareholding pattern, please see "*Capital Structure*" on page 45 of this Draft Prospectus.

Changes in the activities of our Company during the last five years

Except as mentioned below there has been no change in the activities being carried out by our Company during the preceding five years from the date of this Draft Prospectus which may have a material effect on the profits / loss of our Company, including discontinuance of lines of business, loss of agencies or markets and similar factors, other than as information disclosed hereunder and in the chapter "*Business Overview*" on page 89 of this Draft Prospectus.

Date of Change	Memorandum Clause No.	Short Particulars of Change
17-Feb-2011	Clause III A (6)	The Company has added new object clause no. 6 to the Main object clause, relating to real-estate activities and accordingly entered into partnership under the name and style of M/s. Ashok Kumar Housing & M/s. O.P. Chains Housing to undertake real-estate development projects vide partnership agreement dated February 17, 2011 and August 04, 2011 respectively.

Shareholders Agreement

There are no subsisting shareholders agreements among our shareholders in relation to our Company, to which our Company is a party or otherwise has notice of the same.

Strikes and lock-outs:

Our Company has, since incorporation, not been involved in any labour disputes or disturbances including strikes and lock-outs. As on the date of the Draft Prospectus, our employees are not unionized.

Holding Company:

As on the date of the Draft Prospectus our Company is not a subsidiary of any Company.

Subsidiaries of the Company:

As on the date of the Draft Prospectus our Company does not have any subsidiary.

OTHER AGREEMENTS

Non Compete Agreement :Our Company has not entered into any Non-compete Agreement as on the date of filing this Draft Prospectus.

Joint Venture/ Partnership Firm

We have not entered into any other Joint Venture /Partnership Agreement as on the date of filing this Draft Prospectus except as under:

Sr. No.	Name of Partnership Firm	Date and purpose of entering into agreement	Names of Partners
1.	M/s. O. P. Chains Housing	Date of agreement: 04-Aug-2011 Purpose: Construction of residential and commercial flats, buildings and complexes	<ul style="list-style-type: none"> ✓ Shobhik Goyal, ✓ Mohit Goyal, ✓ Shivam Goyal ✓ M/s. O.P.Chains Ltd
2.	M/s. Ashok Housing	Date of agreement: 17-June-2010 modified on 17-Feb-2011 Purpose: Construction of residential and commercial flats, buildings and complexes	<ul style="list-style-type: none"> ✓ Om Prakash Agarwal, ✓ Mohit Goyal, ✓ Satish Kumar Goyal ✓ M/s. O.P.Chains Ltd

For further details, please refer section titled “Our Promoter Group and Promoter Group Entities” on page no. 126 of this Draft Prospectus.

Strategic Partners

Our Company does not have any Strategic partners as on the date of filing this Draft Prospectus.

Financial Partners

Our Company does not have any financial partners as on the date of filing this Draft Prospectus.

Guarantees given to third parties

Our Promoters have not given any Guarantees to third parties.

Corporate Profile of our Company

For details on the description of our Company’s activities, the growth of our Company, please see “**Our Business**”, “**Management’s Discussion and Analysis of Financial Conditions and Results of Operations**” and “**Basis of Issue Price**” on page 89, 169 and 63 of the Draft Prospectus.

OUR MANAGEMENT

Currently, our Company has 6 (Six) Directors out of which 3 (Three) are Independent Directors. We confirm that the composition of our Board of Directors complies with Clause 52 of the SME Listing Agreement of BSE.

Mr. Ashok Kumar Goyal (Chairman and Whole Time Director), Mr. Om Prakash Agarwal (Managing Director), Mr. Satish Kumar Goyal (Whole Time Director), Mr. Rajesh Kumar Gupta (Non Executive & Independent Director), Mrs. Astha Sharma (Non Executive & Independent Director) and Mr. Amol Doneria (Non Executive & Independent Director) are suitably supported by team of professionals and technically qualified executives who carry out the day to day affairs of the business of our Company. All Executive Directors of our Company are under the direct control & superintendence of the Board of Directors.

The following table sets forth the details regarding the Board of Directors as on the date of filing of this Draft Prospectus:

Sr. No.	Name, Father's Name, Age, Designation, Address, Experience, Occupation, Qualifications & DIN	Date of Appointment	No. of Equity Shares held & % of Share holding (Pre Issue)	Other Directorships
1	Name: Mr. Om Prakash Agarwal* S/o: Late Shri Raja Ram Agarwal Age: 72 Years Designation: Managing Director Address: 42, Gough Road, OP Mahendru Road, Agra Cantt, Agra - 282001, Uttar Pradesh, India Experience: 50 Years Occupation: Business Qualifications: B. Com DIN: 00095300	Appointed as director upon incorporation. Re-appointed as MD w.e.f. August 08, 2014 till July 31, 2017 for a term of 3 years, vide AGM dated August 30, 2014 Remuneration: ₹1.00 lac p.m	9,08,100 Shares (18.16%)	1. Mega Real Estate Private Limited
2	Name: Mr. Ashok Kumar Goyal S/o: Mr. Kailash Chand Age: 51 Years Designation: Chairman and Whole Time Director# Address: 31/12, Rawat Para, Agra Fort, PS Kotwali, Agra -282003, Uttar Pradesh, India Experience: 30 Years Occupation: Business Qualifications: B. Com DIN: 00095313	Appointed as director since incorporation Re-appointed as whole-time director cum Chairman vide AGM dated August 30, 2014 w.e.f September 01, 2014 till August 30, 2019 for a term of 5 years, subject to his liability to retire by rotation pursuant to the provisions of Section 152 of the Companies Act, 2013. Remuneration: ₹1.00 lac p.m	8,70,400 Shares (17.40%)	1. Nalanda Sarv Infraventure Private Limited
3	Name: Mr. Satish Kumar Goyal S/o: Mr. Kailsah Chand Age: 48 Years Designation: Whole Time Director Address: 106, Nehru Nagar, P.S. Hariparwat Agra -282002, Uttar Pradesh, India Experience: 20 Years Occupation: Business Qualifications: B. Com DIN: 00095295	Appointed as director since incorporation Re-appointed as Whole-time director vide AGM dated August 30, 2014 w.e.f September 01, 2014 till August 30, 2019 for a term of 5 years, subject to his liability to retire by rotation pursuant to the provisions of Section 152 of the Companies Act, 2013 Remuneration: ₹1.00 lac p.m	8,70,400 Shares (17.40%)	Nil

Sr. No.	Name, Father's Name, Age, Designation, Address, Experience, Occupation, Qualifications & DIN	Date of Appointment	No. of Equity Shares held & % of Share holding (Pre Issue)	Other Directorships
4	Name: Mrs. Astha Sharma W/o: Mr. Arvind Sharma Age: 34 Years Designation: Independent & Non Executive Director Address: D-106, Ground Floor, Mahanagar Extension, Lucknow - 226006, Uttar Pradesh, India Experience: 12 Years Occupation: Service (Asth. Professor) Qualifications: B.Com, MBA and Pursuing PhD DIN: 01888937	Appointed as Non-Executive Independent Director vide EGM dated June 30, 2014 Term : Five years w.e.f. 01-07-2014 to 30-6-2019	Nil	Nil
5	Name: Mr. Rajesh Kumar Gupta S/o: Mr. Om Prakash Gupta Age: 50 Years Designation: Independent & Non Executive Address: 701, Pushpanjali Apartment, Keshav Kunj, Pratap Nagar, Jaipur House, Agra – 282010, Uttar Pradesh, India Experience: 27 Years Occupation: Professional Qualifications: M.Com, M.A. (Economics) and FCMA (Cost Accountant) DIN: 01048355	Appointed as Non-Executive Independent Director vide EGM dated June 30, 2014 Term : Five years w.e.f. 01-07-2014 to 30-6-2019	Nil	<ul style="list-style-type: none"> • Advego Management Network Private Limited • Advego Health Insurance Services Private Limited
6	Name: Mr. Amol Doneria S/o: Mr. Dinesh Kumar Doneria Age: 37 Years Designation: Independent & Non Executive Address: 38/140, Moti Kunj, Lohamandi, PS Lohamandi, Agra - 282002, Uttar Pradesh, India Experience: 15 Years Occupation: Professional Qualifications: B.Com and CA DIN: 06897314	Appointed as Non-Executive Independent Director vide EGM dated June 30, 2014 Term : Five years w.e.f. 01-07-2014 to 30-6-2019	Nil	Nil

*Mr. Om Prakash Agarwal was appointed as a director on incorporation and later appointed as Managing Director (MD) w.e.f. December 08, 2001 to hold office for a period of 5 years till December 07, 2006. He was re-appointed as MD vide EGM dtd. December 05, 2006, w.e.f. December 08, 2006 till December 07, 2010. Upon retirement, Mr. Om Prakash Agarwal was re-appointed as a Managing Director w.e.f. December 08, 2010 till August 07, 2014, vide EGM dtd. November 30, 2010.

#Was appointed as chairman of the Board vide Board Meeting dtd. December 05, 2001

BRIEF PROFILES OF OUR DIRECTORS

1. Mr. Om Prakash Agarwal, Managing Director, Age: 72 Years

Mr. Om Prakash Agarwal is the Managing Director of our Company. He holds a degree of Bachelors in Commerce from Agra University. He has an experience of around 50 years in field of Billion trading industry and more than 5 years of experience in Real Estate Business. He is one of the founder promoters of our Company. His rich experience and vision helps us to work united towards our goal. He is able to build relationship with people who

could be from any walk of life. Under his leadership and guidance, our Company has witnessed continuous growth. His remuneration for last financial year was ₹ 12.00 Lacs.

2. Mr. Ashok Kumar Goyal, Chairman and Whole Time Director, Age: 51 Years

Mr. Ashok Kumar Goyal is the Chairman and Whole Time Director of our Company. He holds a degree of Bachelor of Commerce from Agra University. He has more than 35 years of experience in the field of gold and silver bullion industry and more than 5 years of experience in Real Estate Business. He has good leadership and management skills. He takes care of our day to day operations and business development activities. His remuneration for last financial year was ₹ 12.00 Lacs.

3. Mr. Satish Kumar Goyal, Whole Time Director, Age: 48 Years

Mr. Satish Kumar Goyal is the Whole Time Director of our Company. He holds a degree of Bachelor of Commerce from Uttar Pradesh University. He has overall experience of more than 20 years in Bullion Trading and more than 5 years of experience in Real Estate Business. His dynamism helps us work as a team with dedication, devotion and determination and under his guidance our Company witnessed a considerable and sustained growth and has grown manifold. His remuneration for last financial year was ₹12.00 Lacs.

4. Mrs. Astha Sharma, Non Executive & Independent Director, Age: 34 Years

Mrs. Astha Sharma is the Non Executive & Independent Director of our Company. She holds a degree of Bachelor of Commerce from Lucknow University and also holds Masters Degree in Corporate Management from Lucknow University, further she is pursuing her PhD from Lucknow University. She has more than 6 years of Teaching Experience as Asst. Professor at Lucknow University and her areas of specializations are Marketing Management, Principles of Management and Business Communications and also having 6 years of Research Experience and her research papers are published in many national publications. She has also participated and presented her research paper in many conferences. She has good leadership and management skills. She was included in our board on July 1, 2014.

5. Mr. Rajesh Kumar Gupta, Non Executive & Independent Director, Age: 49 Years

Mr. Rajesh Kumar Gupta is the Non Executive & Independent Director of our Company. He holds a Bachelor and Master's degree in Commerce from Agra University and he also holds Master's degree in Arts from Agra University. Further he is a Fellow Member of The Institute of Cost Accountants of India. He has more than 25 years of experience in various industries including Manufacturing, Rural Development and Health Sector and his areas of specialization are Project Consultancy, Cost Audit, Indirect Taxes and Management Training. He has good leadership and management skills. He was included in our board on July 1, 2014.

6. Mr. Amol Doneria, Non Executive & Independent Director, Age: 37 Years

Mr. Amol Doneria is the Non Executive & Independent Director of our Company. He holds a degree of Bachelor of Commerce from Agra University and a Chartered Accountant Degree from Institute of Chartered Accountant of India, New Delhi, a statutory body. He has more than 15 years of experience in various industries including Manufacturing, Rural Development and Health Sector and his areas of specialization are Project Consultancy, Cost Audit, Indirect Taxes and Management Training. He has good leadership and management skills. He was included in our board on July 1, 2014.

Nature of any family relationship between any of our Directors

The present Directors in our Board are related to each other as follows:

Sr. No.	Name of director	Nature of Relationship
1	Mr. Om Prakash Agarwal	Paternal Uncle of Mr. Ashok Kumar Goyal & Mr. Satish Kumar Goyal
2	Mr. Ashok Kumar Goyal	Nephew of Mr. Om Prakash Agarwal and Brother of Mr. Satish Kumar Goyal
3	Mr. Satish Kumar Goyal	Nephew of Mr. Om Prakash Agarwal and Brother of Mr. Ashok Kumar Goyal

We confirm that:

- We have not entered into any arrangement or understanding with our major shareholders, customers, suppliers or others, pursuant to which our Directors were selected as Directors.
- The terms of appointment with our Managing Director/Wholtime Directors do not provide for any benefit upon termination of employment except the retirement benefits as applicable by law.
- None of our Directors is / was a Director in any listed Company, during the last five years from the date of filing of Draft Prospectus, whose shares have been / were suspended from being traded on the Bombay Stock Exchange Limited and / or National Stock Exchange of India Limited.
- Further, none of our Directors is / was a Director of any listed Company which has been / was delisted from any recognised Stock Exchange.
 - None of the above mentioned Directors are on the RBI List of willful defaulters as on date of filing the Draft Prospectus.
 - Further, Our Company, Our Promoters, persons forming part of Our Promoter Group, Directors and persons in control of our Company has not been/are not debarred from accessing the capital market by SEBI.

Details of Borrowing Powers of Directors

Our Company has passed a resolution in the Extra Ordinary General Meeting of the members held on June 30, 2014 pursuant to the provisions of Section 180 of the Companies Act, 2013 authorizing the Directors of the Company to borrow from time to time all such money as they may deem necessary for the purpose of business of our Company notwithstanding that money borrowed by the Company together with the monies already borrowed by our Company may exceed the aggregate of the paid up share capital and free reserves provided that the total amount borrowed by the Board of Directors (excluding temporary loans borrowed from the banker of the Company) beyond the sum of paid-up capital and free reserves) shall not exceed the sum of ₹ 25.00 Crore (Rupees Twenty Five Crores only).

Compensation of our Managing Director and Whole Time Directors

The compensation payable to our Managing Director and Whole-time Directors will be governed as per the terms of their appointment and shall be subject to the provisions of Sections 188, 196, 197, 198 & 203, read with Schedule V, of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 1956.

The following compensation has been approved for Managing Director and Whole Time Directors:

Particulars	Mr. Om Prakash Agarwal	Mr. Ashok Kumar Goyal	Mr. Satish Kumar Goyal
Resolution for appointment at current position	August 30, 2014	August 30, 2014	August 30, 2014
Designation	Managing Director	Chairman and Whole Time Director	Whole Time Director
Term	3 years	5 years	5 years
Remuneration (₹ in Lacs)	1.00 Lacs Per Month	1.00 Lacs Per Month	1.00 Lacs Per Month

SITTING FEE

The Articles of Association of our Company provides that payment of sitting fees to Directors for attending a meeting of the Board or a Committee thereof shall be decided by the Board of Directors from time to time within the applicable maximum limits. Our Board of Directors have resolved in their meeting dated August 04, 2014 for payment of an amount of ₹ 500/- (Rupees Five Hundred only) to all Non-executive Directors in addition to re-imbursement of expenses incurred by them for the purpose of attending each such meeting of the Board or Committee thereof.

Compensation paid and benefits in kind granted to Directors during the financial year 2013-14

Following is the details of compensation paid and benefits in kind granted to the Board of Directors of the Company during the financial year 2013-14:

Particulars	Compensation (₹In lacs)
Mr. Om Prakash Agarwal	12.00 pa
Mr. Ashok Kumar Goyal	12.00 pa
Mr. Satish Kumar Goyal	12.00 pa

INTEREST OF DIRECTORS

All the Directors of our Company may be deemed to be interested to the extent of remuneration and/or reimbursement of expenses payable to them as per the applicable laws, and the Articles of Association.

The Directors may also be regarded as interested in the Equity Shares and dividend payable thereon, if any, held by or that may be subscribed by and allotted/transferred to them or the companies and firms, in which they are interested as Directors, Members and Partners. All Directors may be deemed to be interested in the contracts, agreements/arrangements entered into or to be entered into by our Company with any Company in which they hold Directorships.

The Managing Director and Whole-time Directors of our Company are interested to the extent of remuneration paid to them for services rendered as officer or employee of our Company. Further, the Directors are also interested to the extent of Equity Shares, if any, already held by them or their relatives in our Company.

Further our Directors are interested in our Company as under:

Sr. No.	Name of Director	Nature of interest
1.	Mr. Om Prakash Agarwal	<ol style="list-style-type: none"> Has entered into partnership with the Company in the name and style of M/s. Ashok Kumar Housing, having 25% profit sharing ratio in the Partnership Is the owner of premises at 8/16A, Seth Gali, Agra which is the registered office of the Company and has entered into lease agreement dated 1st April, 2014 with our Company for the purpose of registered office at a rent of ₹ 2000/- per month for five years. Is the owner of the property at Chaubey Ji Ka Phatak, Kinari Bazar, Agra-282003, U P which the Company is using for its business, at a rent of ₹ 500/- per month. M/s. O P Jewellers a proprietorship firm of Mr. Moon Goyal (relative) has transactions with the Company. For further details in this regard, please refer to the section titled "Related Party Transactions" beginning at page no. 161 of this Draft Prospectus.
2.	Mr. Ashok Kumar Goyal	<ol style="list-style-type: none"> Son of Ashok Kumar Goyal i.e. Mr. Mohit Goyal has entered into partnership with the Company in the name and style of M/s. Ashok Housing, having 25% profit sharing ratio in the Partnership Sons of Mr. Ashok Kumar Goyal i.e. Mr. Mohit Goyal & Mr. Shobhik Goyal have entered into partnership with the Company in the name and style of M/s. O P Chains Housing, having a profit sharing ratio of 25% each in the the partnership. Mr. Ashok Kumar Goyal is the Co-borrower of a vehicle loan borrowed by the Company for an amount of ₹ 38.50 lac from Kotak Mahindra Prime Limited vide agreement dated October 20, 2011.
3.	Mr. Satish Kumar Goyal	<ol style="list-style-type: none"> Has entered into partnership with the Company in the name and style of M/s. Ashok Kumar Housing, having 25% profit sharing ratio in the Partnership. Son of Mr. Satish Kumar Goyal i.e. Mr. Shivam Goyal has entered into partnership with the Company in the name and style of M/s. O P Chains Housing, having a profit sharing ratio of 25% each in the the partnership.

Note: Further each of the above directors is interested as relatives of each of the aforementioned directors.

For the purpose of details in relation to transactions entered into by the Company with the promoters/ promoter group members and directors in past, please refer to "**Annexure XVIII -Statement of Related Party Transaction**" beginning at page no.161 of this Draft Prospectus

Except as stated otherwise in this Draft Prospectus, our Company has not entered into any Contract, Agreements or Arrangements during the preceding two years from the date of the Draft Prospectus in which the Directors are interested directly or indirectly and no payments have been made to them in respect of the contracts, agreements or arrangements which are proposed to be entered into with them. Please refer to "**Annexure XVIII -Statement of Related Party Transaction**" page no. 161 of this Draft Prospectus.

SHAREHOLDING OF OUR DIRECTORS AS ON THE DATE OF THIS DRAFT PROSPECTUS:

Sr. No.	Name of the Director	No. of Shares Held	Holding in %
1	Mr. Om Prakash Agarwal	9,08,100	18.16
2	Mr. Ashok Kumar Goyal	8,70,400	17.40
3	Mr. Satish Kumar Goyal	8,70,400	17.40
	Total	26,48,900	52.96

None of the Independent Directors of Company holds any Equity Shares of O. P. Chains Limited as on the date of this Draft Prospectus.

CHANGES IN BOARD OF DIRECTORS IN LAST 3 YEARS

Sr. No.	Name	Date & Nature of Change	Reasons for Change
1	Mr. Om Prakash Agarwal	Re-appointed as MD vide AGM dated 0 August 30, 2014	-
2	Mr. Ashok Kumar Goyal	Changed designation to Whole-time Director vide AGM dated August 30, 2014	Change in designation
3	Mr. Satish Kumar Goyal	Changed designation to Whole-time Director vide AGM dated August 30, 2014	Change in designation
2	Mrs. Astha Sharma	Appointed as Non Executive direct w.e.f. July 01, 2014, vide EGM dated June 30, 2014	Ensuring better corporate governance
3	Mr. Rajesh Kumar Gupta	Appointed as Non Executive direct w.e.f. July 01, 2014, vide EGM dated June 30, 2014	Ensuring better corporate governance
4	Mr. Amol Doneria	Appointed as Non Executive direct w.e.f. July 01, 2014, vide EGM dated June 30, 2014	Ensuring better corporate governance

COMPLIANCE WITH CORPORATE GOVERNANCE

The provisions of the SME Listing Agreement to be entered into with BSE with respect to corporate governance norms and the SEBI (ICDR) Regulations, 2009 in respect of corporate governance will be applicable to our Company immediately upon the listing of our Company's Equity Shares on the SME Platform of BSE Limited. Our Company is in compliance with the Corporate Governance norms as per Clause 52 of the SME Listing Agreement to be entered into with the BSE Limited on listing. The requirements pertaining to broad basing of the Board of Directors and the constitution of the committees such as the Audit Committee, Stakeholder/ Investor Relationship Committee and Nomination and Remuneration/ Compensation Committee have already been complied with.

Our Board of Directors consists of 6 directors of which 3 are Non-Executive & Independent Directors (as defined under Clause 52), which constitutes 50% of the Board of Directors, which is in compliance with the requirements of Clause 52. Our Company has already constituted the following committees:

1. Audit Committee

Our Company has formed the Audit Committee vide Resolution of the Board of Director dated January 01, 2004. The committee has been re-constituted vide Board of Directors resolution in their meeting held on August 04, 2014 and it comprises of the following members and the committee shall meet at least 4 times a year:

Name of the Director	Status in Committee	Nature of Directorship
Mr. Amol Doneria	Chairman	Non Executive-Independent Director
Mr. Rajesh Kumar Gupta	Member	Non Executive-Independent Director
Mr. Ashok Kumar Goyal	Member	Whole time director & Chairman

The Company Secretary of our Company shall act as a Secretary to the Audit Committee. The Chairman of the Audit Committee shall attend the Annual General Meeting of our Company to furnish clarifications to the shareholders in any matter relating to accounts. The scope and function of the Audit Committee and its terms of reference shall include the following:

A. Tenure: The Audit Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board, to carry out the functions of the Audit Committee as approved by the Board.

B. Meetings of the Committee: The committee shall meet at least four times in a year and not more than four months shall elapse between any two meetings. The quorum for the meeting shall be either two members or one third of the members of the committee, whichever is higher but there shall be presence of minimum two Independent members at each meeting. Meeting of the Audit Committee shall be called by at least seven day's notice in advance.

C. Role and Powers: The Role of Audit Committee together with its powers shall be as under:

- i. overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
- ii. recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees;
- iii. approving payment to statutory auditors for any other services rendered by the statutory auditors;
- iv. approving initial or any subsequent modification of transactions of the Company with related parties;
- v. scrutinizing inter-corporate loans and investments
- vi. Valuation of undertakings or assets of the Company, wherever it is necessary;
- vii. Monitoring the end use of funds raised through public offers and related matters
- viii. reviewing, with the management, the annual financial statements before submission to the Board for approval, with particular reference to:
 - (a) matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (2AA) of Section 217 of the Companies Act;
 - (b) changes, if any, in accounting policies and practices along with reasons for the same;
 - (c) major accounting entries involving estimates based on the exercise of judgment by management;
 - (d) significant adjustments made in the financial statements arising out of audit findings;
 - (e) compliance with listing and other legal requirements relating to financial statements;
 - (f) disclosure of any related party transactions; and
 - (g) qualifications in the draft audit report.
- ix. reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- x. reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- xi. reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems;
- xii. reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- xiii. discussing with the internal auditors any significant findings and follow up there on;
- xiv. reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- xv. discussing with the statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- xvi. looking into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of nonpayment of declared dividends) and creditors;
- xvii. reviewing the functioning of the Whistle Blower mechanism, in case the same is existing;
- xviii. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- xix. approving the appointment of the Chief Financial Officer (i.e. the whole time finance director or any other person heading the finance function) after assessing the qualifications, experience and background, etc., of the candidate; and
- xx. carrying out any other function as is mentioned in the terms of reference of the Audit Committee or contained in the equity listing agreements as and when amended from time to time.

Further, the Audit Committee shall mandatorily review the following:

- i. management discussion and analysis of financial condition and results of operations;

- ii. statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
- iii. management letters / letters of internal control weaknesses issued by the statutory auditors;
- iv. internal audit reports relating to internal control weaknesses; and
- v. the appointment, removal and terms of remuneration of the chief internal auditor.

2. Stakeholder/ Investor Relationship Committee:

Our Company has formed the Stakeholder/ Investor Relationship Committee vide Resolution passed in the meeting of the Board of Director dated August 04, 2014. The constituted Stakeholder/ Investor Relationship Committee comprises following the Chairman and members:

Name of the Director	Status in Committee	Nature of Directorship
Mr. Amol Doneria	Chairman	Non Executive-Independent Director
Mr. Rajesh Gupta	Member	Non Executive-Independent Director
Mr. Ashok Kumar Goyal	Member	Whole Time Director and Chairman

The Company Secretary of our Company shall act as a Secretary to the **Stakeholder/ Investor Relationship Committee**. The scope and function of the Shareholders / Investors Grievance Committee and its terms of reference shall include the following:

- A. **Tenure:** The Stakeholder/ Investor Relationship Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board, to carry out the functions of the Shareholders / Investors Grievance Committee as approved by the Board.
- B. **Meetings:** The Stakeholder/ Investor Relationship Committee shall meet at least at least four times a year with maximum interval of four months between two meetings and shall report to the Board on a quarterly basis regarding the status of redressal of complaints received from the shareholders of the Company. The quorum shall be two members present.
- C. **Terms of Reference:** Redressal of shareholders' and investors' complaints, including and in respect of:
 - i. Allotment, transfer of shares including transmission, splitting of shares, changing joint holding into single holding and vice versa, issue of duplicate shares in lieu of those torn, destroyed, lost or defaced or where the cages in the reverse for recording transfers have been fully utilized.
 - ii. Issue of duplicate certificates and new certificates on split/consolidation/renewal, etc.; and
 - iii. Review the process and mechanism of redressal of Shareholders /Investors grievance and suggest measures of improving the system of redressal of Shareholders /Investors grievances.
 - iv. Non-receipt of share certificate(s), non-receipt of declared dividends, non-receipt of interest/dividend warrants, non-receipt of annual report and any other grievance/complaints with Company or any officer of the Company arising out in discharge of his duties.
 - v. Oversee the performance of the Registrar & Share Transfer Agent and also review and take note of complaints directly received and resolved them.
 - vi. Oversee the implementation and compliance of the Code of Conduct adopted by the Company for prevention of Insider Trading for Listed Companies as specified in the Securities & Exchange Board of India (Prohibition of insider Trading) Regulations, 1992 as amended from time to time.
 - vii. Any other power specifically assigned by the Board of Directors of the Company from time to time by way of resolution passed by it in a duly conducted Meeting, Carrying out any other function contained in the equity listing agreements as and when amended from time to time.

3. Nomination & Remuneration Committee

Our Company has formed the Remuneration Committee vide Resolution of the Board of Directors dated February 26, 2010. The committee was re-constituted as Nomination and Remuneration Committee vide Board of Directors resolution dated August 04, 2014. The Remuneration Committee comprises following Chairman and the members:

Name of the Director	Status in Committee	Nature of Directorship
Mr. Rajesh Gupta	Chairman	Non Executive-Independent Director
Mrs. Astha Sharma	Member	Non Executive-Independent Director
Mr. Amol Doneria	Member	Non Executive-Independent Director

The Company Secretary of our Company shall act as a Secretary to the Nomination & Remuneration Committee. The scope and function of the Committee and its terms of reference shall include the following:

A. Tenure: The Nomination & Remuneration Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board.

B. Meetings: The Nomination & Remuneration Committee shall meet as and when the need arise for review of Managerial Remuneration. The quorum for the meeting shall be one third of the total strength of the committee or two members, whichever is higher. Meeting of the Nomination & Remuneration Committee shall be called by at least seven day's notice in advance.

C. Terms of Reference:

- i. Identify persons who are qualified to become directors and may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluations of every director's performance.
- ii. Formulate the criteria for determining the qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for directors, KMPs and other employees.
- iii. Decide the salary, allowances, perquisites, bonuses, notice period, severance fees and increment of Executive Directors.
- iv. Define and implement the Performance Linked Incentive Scheme (including ESOP of the Company) and evaluate the performance and determine the amount of incentive of the Executive Directors for that purpose.
- v. Decide the amount of Commission payable to the Whole time Directors.
- vi. Review and suggest revision of the total remuneration package of the Executive Directors keeping in view the performance of the Company, standards prevailing in the industry, statutory guidelines etc.
- vii. To formulate and administer the Employee Stock Option Scheme.

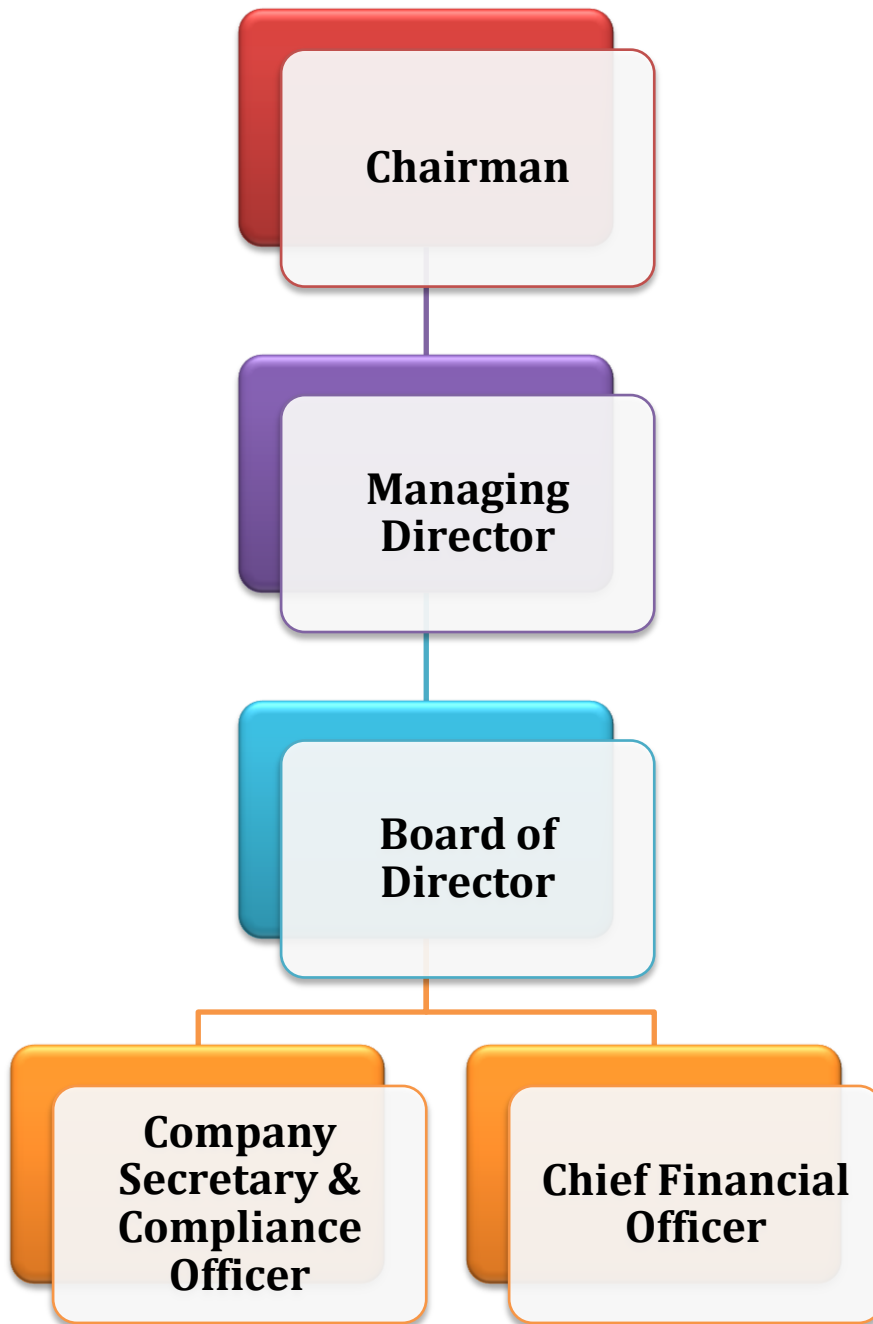
Policy on Disclosures and Internal Procedure for Prevention of Insider Trading

The provisions of Regulation 12(1) of the SEBI (Prohibition of Insider Trading) Regulations, 1992 will be applicable to our Company immediately upon the listing of its Equity Shares on the SME Platform of BSE Limited. We shall comply with the requirements of the SEBI (Prohibition of Insider Trading) Regulations, 1992 on listing of Equity Shares on stock exchanges. Further, Board of Directors at their meeting held on August 04, 2014 have approved and adopted the policy on insider trading in view of the proposed public issue.

Mrs. Swapnla Gupta, Compliance Officer will be responsible for setting forth policies, procedures, monitoring and adherence to the rules for the preservation of price sensitive information and the implementation of the Code of Conduct under the overall supervision of the Board.

Our Organization Chart

The following chart depicts our Management Organization Structure:



OUR KEY MANAGERIAL PERSONNEL

Our Company is supported by a well-laid team having good exposure to various operational aspects of our line of business. A brief about the Key Managerial Personnel of our Company is given below:

Name, Designation & Educational Qualification	Age (Years)	Date of Joining	Compensation paid for the F.Y ended 2013 (₹ in Lacs)	Over all experience (in years)	Previous employment
Name: Mr. Ashok Kumar Goyal Designation: Chairman cum Whole-time director Qualification: B. Com	51	04 - Dec - 2001	12.00	35	Nil
Name: Mr. Om Prakash Agarwal Designation: Managing Director Qualification: B.Com	72	04 - Dec - 2001	12.00	50	Nil
Name: Mr. Satish Kumar Goyal Designation: Whole Time Director Qualification: B.Com	48	04 - Dec - 2001	12.00	30	Nil
Name: Mr. Ashok Kumar Designation: CFO Qualification: B.Com, M.Com & LLB	53	01- July- 2014	Nil	30	M/s. O. P. Chains Co.*
Name: Ms. Swapnala Gupta Designation: Company Secretary & Compliance Officer Qualification: B.Com & CS	26	04-Aug-2014	Nil	2.5	Superior Industrial Enterprises Limited

* M/s. O. P. Chains Co. is one of our promoter group entity and our CFO Mr. Ashok Kumar, before having been appointed as a CFO of our Company was associated with the said promoter Group Entity. Moreover, our CFO is still associated with the said M/s. O.P. Chains Co. on part time basis at a salary of Rs. 0.94 Lac p.a.

BRIEF PROFILE OF KEY MANAGERIAL PERSONNEL

1. **Mr. Om Prakash Agarwal, Managing Director, Age: 72 Years**

Mr. Om Prakash Agarwal is the Managing Director of our Company. He holds a degree of Bachelors in Commerce from Agra University. He has an experience of around 50 years in field of Bullion trading industry and more than 5 years of experience in Real Estate Business. He is one of the founder promoters of our Company. His rich experience and vision helps us to work united towards our goal. He is able to build relationship with people who could be from any walk of life. Under his leadership and guidance, our Company has witnessed continuous growth. His remuneration for last financial year was ₹12.00 Lacs.

2. **Mr. Ashok Kumar Goyal, Chairman and Whole Time Director, Age: 51 Years**

Mr. Ashok Kumar Goyal is the Chairman and Whole Time Director of our Company. He holds a degree of Bachelor of Commerce from Agra University. He has more than 35 years of experience in the field of gold and silver bullion industry and more than 5 years of experience in Real Estate Business. He has good leadership and management skills. He takes cares of our day to day operations and business development activities. His remuneration for last financial year was ₹ 12.00 Lacs.

3. **Mr. Satish Kumar Goyal, Whole Time Director, Age: 48 Years**

Mr. Satish Kumar Goyal is the Whole Time Director of our Company. He holds a degree of Bachelor of Commerce from Uttar Pradesh University. He has overall experience of more than 20 years in Bullion Trading and more than 5 years of experience in Real Estate Business. His dynamism helps us work as a team with dedication, devotion and determination and under his guidance our Company witnessed a considerable and sustained growth and has grown manifold. His remuneration for last financial year was ₹12.00 Lacs.

4. **Mr. Ashok Kumar, Chief Financial Officer, Age: 53 Years**

Mr. Ashok Kumar is the Chief Financial Officer of our Company. He holds a Bachelor and Master's degree in Commerce from Agra University and he also holds Bachelor degree in Law from Agra University. He is having more

than 30 years of experience in the field of Accountancy, Value Added Tax and Income Tax related matters and is dealing with day to day commercial matters. He has been working with the group since inception. He has been looking after the day to day accounting system, preparation of Balance Sheet, Income Tax matter, VAT (Sales Tax) matter and other liaisoning work with various Government Authority. His present remuneration is ₹ 1.20 Lacs per annum.

5. Mrs. Swapnla Gupta - Company Secretary & Compliance Officer, Age: 26 Years

Mrs. Swapnla Gupta is the Company Secretary & Compliance officer of our Company. She holds a Company Secretary Degree from Institute of Company Secretaries of India, New Delhi & B.com from Agra University, Agra. She takes cares of overall Secretarial Compliances of our Company. She is having overall experience of 2.5 years in his functional area. Her area of specialization includes Corporate Laws Advisory, Compliance of Corporate Governance, Legal, Public Issue, Corporate Consultancy, Listed Compliances, Mergers, Intellectual Public Rights (IPR), Project Financing, and Taxation. She has experience in handling corporate legal matters and dealing with Regulatory Authorities. Prior to joining our Company, she was associated with Superior Industrial Enterprises Limited. She joined our Company on August 04, 2014. Her present remuneration is ₹ 1.80 Lacs per annum.

We confirm that:

- a. All the persons named as our Key Managerial Personnel above are the permanent employees of our Company.
- b. There is no understanding with major shareholders, customers, suppliers or any others pursuant to which any of the above mentioned Key Managerial Personnel have been recruited.
- c. In respect of all above mentioned Key Managerial Personnel there has been no contingent or deferred compensation accrued for the year ended March 2014.
- d. Except for the terms set forth in the appointment letters, the Key Managerial Personnel have not entered into any other contractual arrangements or service contracts (including retirement and termination benefits) with the our company.
- e. Our Company does not have any bonus/profit sharing plan for any of the Key Managerial Personnel.
- f. None of the Key Managerial Personnel in our Company hold any shares of our Company as on the date of filing of this Draft Prospectus except Mr. Om Prakash Agarwal – 9,08,100 shares, Mr. Ashok Kumar Goyal – 8,70,000 shares and Mr. Satish Kumar Goyal- 8,70,000 shares.
- g. Presently, we do not have ESOP/ESPS scheme for our employees.
- h. The turnover of KMPs is not high, compared to the Industry to which we belong.
- i. Except as stated below, there is no other relationship between any of our Key Managerial Personnel:

Sr. No.	Name of director	Nature of Relationship
1	Mr. Om Prakash Agarwal	Paternal Uncle of Mr. Ashok Kumar Goyal & Mr. satish Kumar Goyal
2	Mr. Ashok Kumar Goyal	Nephew of Mr. Om Prakash Agarwal and Brother of Mr. Satish Kumar Goyal
3	Mr. Satish Kumar Goyal	Nephew of mr. Om Prakash Agarwal and Brohter of Mr. Ashok kumar Goyal

Changes in the Key Managerial Personnel in last three years:

There have been no changes in the Key Managerial Personnel of our Company during the last three year except as stated below:

Sr. No.	Name	Designation	Date of Appointment/ Re-appointment / Cessation/Promotion	Reasons
1.	Ms. Ruchi Dawar	Company Secretary	March 01, 2012	Appointment
2.	Ms. Ruchi Dawar	Company Secretary	May 24, 2012	Resignation
3.	Mr. Harsh Agarwal	Company Secretary	October 15, 2012	Appointment
4.	Mr. Harsh Agarwal	Company Secretary	December 02, 2013	Resignation
5.	Ms. Ruchi Dawar	Company Secretary & Compliance Officer	December 02, 2013	Appointment
6.	Mr. Ashok Kumar	Chief Financial Officer	July 01, 2014	Appointment
7.	Ms. Ruchi Dawar	Company Secretary & Compliance Officer	August 01, 2014	Resignation
8.	Mrs. Swapnla Gupta	Company Secretary & Compliance Officer	August 04, 2014	Appointment
9.	Mr. Om Prakash Agarwal	Managing Director	August 30, 2014	Re-appointment
10.	Mr. Ashok Kumar Goyal	Chairman cum whole-time director	August 30, 2014	Change in Designation
11.	Mr. Satish Kumar Goyal	Whole-time Director	August 30, 2014	Change in Designation

The turnover of Company Secretary is high as compared to the industry as we do not have much secretarial work which creates lack of interest on part of the appointees to continue with the organization.

Interest of Key Managerial Personnel in Our Company

The Key Managerial Personnel of our Company do not have any interest in our Company other than to the extent of their shareholding, remuneration or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of business.

Except the details mentioned below, we have not entered into any contract, agreement or arrangement during the preceding 2 (two) years from the date of this Draft Prospectus in which the Key Managerial Personnel are interested directly or indirectly and no payments have been made to them in respect of these contracts, agreements or arrangements or are proposed to be made to them.

Name of Director	Details of Property	Rental Amount (in ₹)
Mr. Om Prakash Agarwal	Registered Office located at 8/16 A, Seth Gali, Agra, Uttar Pradesh-282003, India	24,000
Mr. Om Prakash Agarwal	Godown located at Shop No.1/119C/12 Chaubeji ka Katra, Kinari Bazar, Agra-282003, Uttar Pradesh, India	6000
Total		30,000

Further our CFO, Mr. Ashok Kumar has been associated in past and is now associated on part time basis with one of our Promoter Group Entity M/s. O.P. Chains Co., at a salary of Rs. 0.94 Lac per annum.

For further details in relation to the interest of our Key Managerial Personnel in the affairs of the Company and transactions with them in the past, please refer to Section titled **"Our Management"** beginning at page 108 of this Draft Prospectus and **"Annexure XVIII -Statement of Related Party Transaction"** at page 161 of this Draft Prospectus.

Bonus or Profit Sharing Plan For The Key Management Personnel


Our Company does not have any profit sharing plan with its Directors or its Key Managerial Personnel. Our Company gives Diwali bonus to all its Employees.


Except as stated in this Draft Prospectus under the title ***“Our Management”*** beginning at page no. 108 and ***“Annexure XVIII -Statement of Related Party Transaction”*** beginning at page no.161 and under the heading ***“Key Managerial Personnel”*** beginning at page no. 118 of this Draft Prospectus, there are no other benefits paid to our employees during two preceeding years and no such benefits or consideration for payment of giving of benefits are intended to be paid or given to any officer.

Retirement Benefits


We do not have any provision for payment of retirement or other benefits apart than any statutory accruals due to the employees at the time of retirement.

OUR PROMOTERS

	Mr. Ashok Kumar Goyal – Chairman & Whole Time Director	
	Qualification	B.Com
	Age	51 years
	Address	31/12, Rawat Para, Agra Fort, PS Kotwali, Agra -282003, Uttar Pradesh, India
	Experience	30 years
	Occupation	Business
	Permanent Account Number	AARPG3149D
	Passport Number	F2939930
	Name of Bank & Bank Account Details	ICICI Bank. Hing Ki Mandi, Agra – 282003, Uttar Pradesh, India Account No. 628701527799
	Driving License Number	A-137/AG/88
	Voter Identification Card Number	UP/73/358/627674
	Other Interests	<p>Directorships in Other Companies:</p> <ol style="list-style-type: none"> Nalanda Sarv Infraventure Private Limited <p>Other Ventures:</p> <ol style="list-style-type: none"> Ashok Kumar Goyal & others AOP (AOP) Om Prakash Agarwal & others AOP (AOP) M/s Ashok Kumar Goyal (HUF) M/s Ashok Kumar Goyal (Partnership) M/s Apple City (Partnership) M/s Shalya Krishi Farm (Partnership) M/s Om Prakash Housing (Partnership) M/s O P Housing (Partnership) M/s Heera Farms (Partnership) M/s Radha Rani & Co. (Partnership)

	Mr. Om Prakash Agarwal – Managing Director	
	Qualification	B.Com
	Age	72 years
	Address	42, Gough Road, OP Mahendru Road, Agra Cantt, Agra -282001, Uttar Pradesh, India
	Experience	50 years
	Occupation	Business
	Permanent Account Number	AAKPA8385Q
	Passport Number	F4688564
	Name of Bank & Bank Account Details	ICICI Bank. Hing Ki Mandi, Agra – 282003, Uttar Pradesh, India Account No. 628701527796
	Driving License Number	M-30/Ag/2000
	Voter Identification Card Number	AHK0641118

	Other Interests	Directorships in Other Companies: 1. Mega Real Estate Private Limited Other Ventures: 1. M/s Ashok Kumar Goyal & others AOP (AOP) 2. M/s OM Prakash Agarwal & others AOP (AOP) 3. M/s Satish Housing (Partnership) 4. M/s Om Prakash Ice & Cold Storage (Partnership) 5. M/s Apple city (Partnership) 6. M/s Ashok Housings (Partnership) 7. M/s OP Agarwal (Partnership) 8. M/s Silver Wire (Proprietorship) 9. M/s OP Chains (Partnership) 10. M/s OP Chains Company (Proprietor) 11. M/s OM Prakash Agarwal (Wind power Project) (Proprietor) 12. Om Prakash Agarwal HUF
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	Mr. Satish Kumar Goyal - Whole Time Director	
	Qualification	B.Com
	Age	48 years
	Address	106, Nehru Nagar, P.S. Hariparwat Agra - 282002, Uttar Pradesh, India
	Experience	25 years
	Occupation	Business
	Permanent Account Number	AAPPG6375H
	Passport Number	G5334402
	Name of Bank & Bank Account Details	ICICI Bank, Hing Ki Mandi, Agra - 282003, Uttar Pradesh, India Account No. 628701527801
	Driving License Number	6945/P/95
	Voter Identification Card Number	UP/73/358/045845
	Other Interests	Directorships in Other Companies: Nil Other Ventures: 1. M/s Ashok Kumar Goyal & others AOP (AOP) 2. M/s Om Prakash Agarwal & others AOP (AOP) 3. M/s Agra Housing (Partnership) 4. M/s Apple City (Partnership) 5. M/s Ashok Housings (Partnership) 6. M/s Heera Farm (Partnership) 7. M/s Om Prakash Housing (Partnership) 8. M/s O. P. Chains (Partnership) 9. Satish Kumar Goyal HUF 10. Satish Kumar Goyal (Wind Project - Jodhpur) (Proprietorship)

We confirm that the Permanent Account Number, Bank Account Number and Passport Number of all the above Promoters have been submitted to Bombay Stock Exchange Limited at the time of filing of this Draft Prospectus with them.

Other undertakings and confirmations

No violations of securities laws have been committed by our Promoters or members of our Promoter Group or any Group Companies in the past or are currently pending against them. None of (i) our Promoters, Promoter Groups or Group Companies or persons in control of or on the boards of bodies corporate forming part of our Group Companies (ii) the Companies with which any of our Promoters are or were associated as a promoter, director or person in control, are debarred or prohibited from accessing the capital markets or restrained from buying, selling, or dealing in securities under any order or directions passed for any reasons by the SEBI or any other authority or refused listing of any of the securities issued by any such entity by any stock exchange in India or abroad.

Common Pursuits

Except for, Nalanda Infraventure Private Limited, Mega Real estate Private Limited, M/s O P Chains Housing, M/s Ashok Housing, M/s O. P. Housing, M/s Om Prakash Housing, M/s Kailash Housing, M/s Satish Housing, M/s Apple city, M/s Agra Housing, M/s Heera Farm, M/s O. P. Residency, M/s O. P. Chains, M/s Radha Rani & Company, Shalya Krishi Farm, M/s Shobhik Goyal, and M/s Ashok Kumar Goyal, none of our Group Companies / entities have any common pursuits.

Interest of Promoters

Our Promoters are interested to the extent of their shareholding in our Company. Further, Mr. Om Prakash Agarwal (Managing Director), Mr. Ashok Kumar Goyal (Chairman and Whole Time Director) and Mr. Satish Kumar Goyal (Whole Time Director) of our Company may be deemed to be interested to the extent of remuneration, as per the terms of their appointment and reimbursement of expenses payable to them.

Our promoters are interested in our Company to the extent that they have promoted the Company, to the extent of their shareholding, for which they are entitled to receive the dividend declared, and other distribution in respect of Equity Shares if any, by our Company.

Further, the Promoters are interested to the extent of Equity Shares that they and their relatives are holding and/or allotted to them out of the present Issue, if any, in terms of the Draft Prospectus and also to the extent of any dividend payable to them and other distributions in respect of the said Equity Shares.

Except as stated herein and as stated under the heading "**Our Management-Interest of Directors**" beginning at page no.112 and as stated in "**Annexure XVIII -Statement of Related Party Transaction**" appearing under section titled '**Financial Information**' beginning on page 161 of this Draft Prospectus, we have not entered into any contract, agreements or arrangements during the preceding two years from the date of this Draft Prospectus in which the Promoters are directly or indirectly interested and no payments have been made to them in respect of these contracts, agreements or arrangements which are proposed to be made to them.

Interest in the property of our Company

Our Promoters Mr. Om Prakash Agarwal is the owner of premises at 8/16A, Seth Gali, Agra - 282003, UP which is presently being used as the registered office of the Company for a period of 11 months from April 01, 2014 with the promoter for a rent of ₹ 2000/- p.m and property located at Shop No.1/119C/12 Chaube ji ka Katra, Kinari Bazar, Agra-282003, Uttar Pradesh, India presently being used as the godown of the Company for a period of 11 months from April 01, 2014 with the promoter for a rent of ₹ 500/- p.m

Apart from above, our promoters do not have any other interest in any property acquired by our Company in a period of two years before filing of this Draft Prospectus or proposed to be acquired by us as on date of filing the Draft Prospectus with RoC.

Related Party Transactions

For the transactions with our Promoter Group entities, please refer to section titled "**Annexure XVIII -Statement of Related Party Transaction**" on page 161 of this Draft Prospectus.

Except as stated in “*Annexure XVIII -Statement of Related Party Transaction*” beginning on page 161 of the Draft Prospectus, and as stated therein, our Promoters or any of the Promoter Group Entities do not have any other interest in our business.

Payment or Benefit to Promoters of Our Company

For details of payments or benefits paid to our Promoters, please refer to the paragraph “Compensation of our Managing Director and Whole - time Directors” in the chapter titled “*Our Management*” on page 108 Also refer “*Annexure XVIII -Statement of Related Party Transaction*” on page 161 forming part of “*Financial Information of the Company*” and Paragraph on “*Interest of Promoters*” on page 124 of this Draft Prospectus.

Companies / Firms from which the Promoters has disassociated in last 3 (three) years

Except as disclosed below, our Promoters have not disassociated themselves from any of the companies, firms or other entities during the last three years preceding the date of this Draft Prospectus:

A) Mr. Om Prakash Agarwal

Name of Company / firms	Reason for Disassociation
Shri Khatu Shyam Ji Infrapromoters Private Limited	Mr. Om Prakash Agarwal was appointed as director in Shri Khatu Shyam Ji Infrapromoters Private Limited on December 12, 2013. However he has resigned from this Company on February 19, 2014 due to preoccupation. He did not hold any shares in the Company.
M/s. O. P. Agarwal (Partnership firm)	Partnership firm closed due to preoccupation.

B) Mr. Satish Kumar Goyal

Name of Company / firms	Reason for Disassociation
Shri Khatu Shyam Ji Infrapromoters Private Limited	Mr. Satish Kumar Goyal was appointed as director in Shri Khatu Shyam Ji Infrapromoters Private Limited on December 12, 2013. However he has resigned from this Company on February 19, 2014 due to preoccupation. He did not hold any shares in the Company.

Other ventures of our Promoters

Save and except as disclosed in the section titled “*Our Promoters*” and “*Our Promoter Group and Group Companies / Entities*” beginning on page 122 & 126 respectively of this Draft Prospectus, there are no ventures promoted by our Promoters in which they have any business interests/ other interests.

Litigation details pertaining to our Promoters

For details on litigations and disputes pending against the Promoters and defaults made by the Promoters please refer to the section titled “*Outstanding Litigations and Material Developments*” beginning on page 179 of this Draft Prospectus.

Shareholding of the Promoters and Promoter Group in our Company

Except as disclosed in “*Capital Structure*” on page 45 of this Draft Prospectus none of the members of our Promoter Group hold any Equity Shares as on the date of filing of this Draft Prospectus.

OUR PROMOTER GROUP AND GROUP COMPANIES / ENTITIES

In addition to the Promoters named above, the following natural persons are part of our Promoter Group in terms of Regulation 2(1)(zb) of SEBI ICDR Regulations:

Relationship	Mr. Om Prakash Agarwal	Mr. Satish Kumar Goyal	Mr. Ashok Kumar Goyal
Father	Late Shri Raja Ram Agarwal	Mr. Kailash Chand	Mr. Kailash Chand
Mother	Late Mrs. Bishin Devi	Mrs. Heera Devi	Mrs. Heera Devi
Spouse	Mrs. Kusum Agarwal	Mrs. Seema Goyal	Mrs. Lata Agarwal
Brother	Late Mr. Girraj Kishor, Mr. Kailash Chand, and Mr. Madan Gopal	Mr. Ashok Kumar Goyal	Mr. Satish Kumar Goyal
Sister	Late Mrs. Lakshmi Devi	Mrs. Manju Bansal, Mrs. Meenakashi Bansal and Mrs. Sunita Mittal	Mrs. Manju Bansal, Mrs. Meenakashi Bansal and Mrs. Sunita Mittal
Son	Mr. Moon Goyal	Mr. Shivam Goyal	Mr. Shobhik Goyal Mr. Mohit Goyal
Daughter	Mrs. Renu Bansal, Mrs. Savita Agarwal, Mrs. Anju Agarwal and Mrs. Reena Mittal	Ms. Somya Goyal	Ms. Anupriya Goyal
Spouse's Father	Late Mr. Shibbi Mal	Late Mr. Madan Lal Agarwal	Late Dr. Chandra Bhan Agarwal
Spouse's Mother	Late Mrs. Shrimati	Late Mrs. Sheela Devi	Mrs. Sunder Devi Agarwal
Spouse's Brother	Late Mr. Mahesh Chand, Mr. Ganesh Chand Agarwal, Mr. Chandraprakash Agarwal and Late Mr. Surya Prakash Agarwal	Mr. Dev Prakash Agarwal, Late Mr. Ashok Kumar Agarwal and Mr. Anil Agarwal	Mr. Rajendra Babu, Dr. N.B. Agarwal, Dr. Y.B. Agarwal, Mr. Vipin Agarwal, Mr. Pradeep Agarwal, Mr. Mohan Babu Agarwal, Mr. Arun Agarwal, Mr. Raju Agarwal and Mr. Piyush Agarwal
Spouse's Sister	Late Mrs. Sharda Devi, Late Mrs. Laxmi Devi, Mrs. Shankuntla Devi, Late Mrs. Saroj Devi and Late Mrs. Anita Devi	Mrs. Asha Agarwal, Mrs. Anita Agarwal, Mrs. Sunita Bindal and Ms. Vinita Agarwal	Mrs. Anita Agarwal and Mrs. Neeta Bansal

Our Promoter Group as defined under Regulation 2 (zb) of the SEBI (ICDR) Regulations, 2009 includes following entities:

Nature of Relationship	Entity
Anybody corporate in which ten percent or more of the equity share capital is held by the promoter or an immediate relative of the promoter or a firm or HUF in which the promoter or any one or more of his immediate relative is a member.	<ol style="list-style-type: none"> 1. Mega Real Estate Private Ltd. 2. Nalanda Sarv Infraventure Private Limited.
Any Body corporate in which a body corporate as provided above holds ten percent or more of the equity share capital.	Nil
Any HUF or firm in which the aggregate shareholding of the promoter and his immediate relatives is equal to or more than ten percent of the total	<ol style="list-style-type: none"> 1. M/s Om Prakash Agarwal (HUF) 2. M/s Satish Kumar Goyal (HUF) 3. M/s Ashok Kumar Goyal (HUF) 4. M/s Agra Housings (Partnership) 5. M/s Apple City (Partnership) 6. M/s Ashok Housing (Partnership) 7. M/s Ashok Kumar Goyal (Partnership) 8. M/s Heera Farms (Partnership) 9. M/s Kailash Housings (Partnership) 10. M/s Om Prakash Housing (Partnership) 11. M/s Om Prakash Ice & Cold Storage (Partnership) 12. M/s O P Residency (Partnership) 13. M/s O P chains Housing (Partnership)

	14. M/s O P Housing (Partnership) 15. M/s Satish Housing (Partnership) 16. M/s Shalya Krishi Farm (Partnership) 17. M/s Shobhik Goyal (Partnership) 18. M/s Radha Rani & Co. (Partnership) 19. M/s O P Chains (Partnership) 20. M/s Bharat Nagar Housing (Partnership) 21. M/s O P Agarwal (Partnership) 22. M/s. O, Prakash & Others AOP 23. M/s. Ashok Kumar Goyal & Others AOP 24. M/s. O P Chains & Co. (Proprietorship of Mr. Om Prakash Agarwal) 25. M/s. Om Prakash Agarwal (Wind Project) (Proprietorship of Mr. Om Prakash Agarwal) 26. M/s. Satish Kumar Goyal (Wind Projects) (Proprietorship of Mr. Satish Kumar Goyal)
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OUR GROUP COMPANIES

Details of Group Companies:

Nalanda Sarv Infraventure Private Limited - (NSIVPL)

Main objects :	<p>To carry on the business of as real estate developers, promoters, builders, contractors, colonizers and to lay out, develop, construct, build, erect, demolish, re-erect, alter, repair, remodel or do any other activity relating to construction of any building or building scheme, roads, highway, docks, ships, bridges, canals, wells, springs, series, dams, power plants, wharvs, ports, reservoirs, embankments, tramways, railways, irrigations, reclamations, improvements, sanatory, water, gas, electric light and power supply works and any other structural or architectural work of any kind whatsoever.</p> <p>To carry on the business as planners, designers, architects, engineers, promoters, consultants, advisors, interior decorators and realestate agents in all the matters connected with real-estate and building construction.</p>		
Date of Incorporation	December 19, 2011		
CIN	U70102UP2011PTC047981		
PAN Card no.	AADCN8444K		
Registered Office Address	First Floor, Shanti Mall, Church Road, Ram Nagar Colony, Agra - 282002, Uttar Pradesh, India.		
Board of Directors	Mr. Ashok Kumar Goyal Mrs. Kusum Agarwal Mr. Radhey Shyam Sharma Mr. Santosh Katara		
	(₹.in Lacs, except per share data)		
Audited Financial Information	For The Year Ended		
	March 31, 2014	March 31, 2013	March 31, 2012
Equity Capital	3.00	3.00	3.00
Reserves and Surplus (excluding Revaluation Reserve and Less Miscellaneous Expenses, if any)	(27.14)	(27.14)	0.00
Networth	(24.14)	(24.14)	3.00
Income including other income	Nil	Nil	Nil
Profit/ (Loss) after tax	Nil	(27.14)	Nil
Earnings per share (face value of ₹.10 each)	Nil	Nil	Nil
Net asset value per share (₹.)	NA	NA	NA

Shareholding Pattern as on the date of the Draft Prospectus is as follows:

S. No.	Name of the Equity Shareholder	No. of Equity Shares held	%age of Shareholding
1	Mr. Ashok Kumar Goyal	15,000	50.00
2.	Mrs. Kusum Agarwal	15,000	50.00
	Total	30,000	100.00

Nature and extent of interest of our Promoters

Name	Number of Shares held	%age of Shareholding
Mr. Ashok Kumar Goyal	15,000	50.00
Mrs. Kusum Agarwal	15,000	50.00
Total	30,000	100.00

The Promoters of our Company are interested to the extent of the shareholding in Nalanda Sarv Infraventure Private Limited.

Nalanda Sarv Infraventure Pvt. Ltd. is an unlisted Company and it has not made any public issue (including any rights issue to the public) in the preceding three years. It has not become a sick Company under the meaning of SICA.

Mega Real Estate Private Limited - (MRSPL)

Main objects :	To construct, build, or acquire by purchase, lease, exchange, hire or otherwise develop or operate land, building of any tenure or description including construction of hotels, motels, restaurants, bars, cafes, and any estate or interest therein, and any right over or connected with land and buildings so situated and develop to run the same to accounts as may seem expedient and in particular be preparing building sites.		
Date of Incorporation	July 19, 2007		
CIN	U70102UP2007PTC033634		
PAN Card no.	AAF3263K		
Registered Office Address	2/27, Seth Gali, Agra - 282003, Uttar Pradesh, India		
Board of Directors	Mr. Om Prakash Agarwal Mrs. Kusum Agarwal		
	(₹. in Lacs, except per share data)		
Audited Financial Information	For The Year Ended		
	March 31, 2014	March 31, 2013	March 31, 2012
Equity Capital	1.00	1.00	1.00
Reserves and Surplus (excluding Revaluation Reserve and Less Miscellaneous Expenses, if any)	(0.84)	(0.79)	(0.73)
Networth	0.16	0.21	0.27
Income including other income	Nil	Nil	Nil
Profit/ (Loss) after tax	(0.06)	(0.06)	(0.15)
Earnings per share (face value of ₹. 100 each)	Nil	Nil	Nil
Net asset value per share(₹.)	0.16	2.1	2.7

Shareholding Pattern as on the date of the Draft Prospectus is as follows:

Sr. No.	Name of the Equity Shareholder	No. of Equity Shares held	%age of Shareholding
1	Mr. Om Prakash Agarwal	5,000	50.00
2	Mrs. Kusum Agarwal	5,000	50.00
	TOTAL	10,000	100.00

Nature and extent of interest of our Promoters

Name	Number of Shares held	%age of Shareholding
Mr. Om Prakash Agarwal	5,000	50.00
Mrs. Kusum Agarwal	5,000	50.00
TOTAL	10,000	100.00

The Promoters of our Company are interested to the extent of the shareholding in Mega Real Estate Private Limited.

Mega Real Estate Private Limited is an unlisted Company and it has not made any public issue (including any rights issue to the public) in the preceding three years. It has not become a sick Company under the meaning of SICA.

Partnership Firms

M/s O P Chains Housing

M/s O P Chains Housing is a partnership firm between Mr. Shobhik Goyal, Mr. Shivam Goyal, Mr. Mohit Goyal and M/s O P Chains Limited and is governed by a deed of Partnership dated August 04, 2011, having its principal place of business at:-2/27, Seth Gali, Agra, Uttar Pradesh. Subsequently they were admitted to the Partnership firm vide the deed of Partnership, dated August 04, 2011.

Date of Formation	August 04, 2011
Date of supplementary Partnership Deed	NA
Registered Address at	2/27, Seth Gali, Agra - 282003, Uttar Pradesh, India
Nature of Business	Construction of residential and commercial flats, buildings, complexes.

Partners

Sr. No	Name of Partner	Profit Sharing Ratio (in %)
1	M/s O. P. Chains Limited	25.00
2	Mr. Shobhik Goyal	25.00
3	Mr. Shivam Goyal	25.00
4	Mr. Mohit Goyal	25.00
	Total	100.00

Brief Audited Financial Details

(₹. in Lacs)

Particulars	For the year ending March 31		
	2013-14	2012-13	2011-12
Partner's Capital Account	1332.19	1132.19	1332.15
Sales	Nil	Nil	Nil
Other Income	Nil	Nil	Nil
Total Income	Nil	Nil	Nil
Net Profit/(Loss)	(Negligible)	(Negligible)	(Negligible)

M/s Ashok Housing

M/s Ashok Housings is a partnership firm between Mr. Om Prakash Agarwal, Mr. Mohit Goyal, and Mrs Seema Goyal, and is governed by a deed of Partnership dated June 17, 2010, having its principal place of business at:-2/27, Seth Gali, Agra, Uttar Pradesh. Subsequently on retirement of Mrs. Seema Goyal from the partnership dated February 16, 2011 and addition of new partners named Mr. Satish Kumar Goyal and M/s O. P. Chains Limited they were admitted to the Partnership firm vide the deed of Partnership, dated February 17, 2011. Further there is addition of new partner named Mr. Shobhik Goyal and admitted to the Partnership firm vide the deed of Partnership, dated December 04, 2013

Date of Formation	June 17, 2010
Date of supplementary Partnership Deed	February 17, 2011
Date of Further supplementary Partnership Deed	December 04, 2013
Registered Address at	2/27, Seth Gali, Agra - 283002, Uttar Pradesh, India
Nature of Business	Construction of residential and commercial flats, buildings, complexes.

Partners

Sr. No	Name of Partner	Profit Sharing Ratio (in %)
1	M/s O. P. Chains Limited	25.00
2	Mr. Om Prakash Agarwal	25.00
3	Mr. Satish Kumar Goyal	25.00
4	Mr. Mohit Goyal	25.00
	Total	100.00

Brief Audited Financial Details

(₹. in Lacs)

Particulars	For the year ending March 31		
	2013-14	2012-13	2011-12
Partner's Capital Account	1781.36	1767.51	1759.60
Sales	Nil	Nil	Nil
Other Income	Nil	Nil	Nil
Total Income	Nil	Nil	Nil
Net Profit/(Loss)	(0.06)	(0.06)	(Negligible)

M/s O. P. Housing

M/s O. P. Housings is a partnership firm between Mrs. Kusum Agarwal, Mr. Mohit Goyal, Mr. Ashok Kumar Goyal and Mr. Ashwani Chib and is governed by a deed of Partnership dated June 17, 2010, having its principal place of business at:-2/27, Seth Gali, Agra, Uttar Pradesh. Subsequently on retirement of Mrs. Seema Goyal from the partnership dated January 12, 2011 and addition of new partners named Mrs. Navin Chib, Ms. Ashu Chib, and Ms. Megha Pruthi they were admitted to the Partnership firm vide the deed of Partnership, dated May 14, 2011

Date of Formation	June 17, 2010
Date of supplementary Partnership Deed	January 12, 2011
Date of supplementary Partnership Deed	May 14, 2011
Registered Address at	2/27, Seth Gali, Agra - 283002, Uttar Pradesh, India
Nature of Business	Construction of residential and commercial flats, buildings, complexes.

Partners

Sr. No	Name of Partner	Profit Sharing Ratio (in %)
1	Mrs. Ashwani Chib	10.00
2	Mrs. Navin Chib	5.00
3	Ms. Ashu Chib	5.00
4	Ms. Megha Pruthi	5.00
5	Mrs. Kusum Agarwal	25.00
6	Mr. Ashok Kumar Goyal	25.00
7	Mr. Mohit Goyal	25.00
	Total	100.00

Brief Audited Financial Details

(₹. in Lacs)

Particulars	For the year ending March 31,		
	2012-13	2011-12	2010-11
Partner's Capital Account	34.00	210.35	144.59
Sales	241.20	20.00	Nil
Other Income	-	-	Nil
Total Income	241.20	20.00	Nil
Net Profit/(Loss)	83.03	2.70	Nil

M/s Kailash Housing

M/s Kailash Housings is a partnership firm between Mr. Kailash Chand, Mr. Shobhik Goyyal, and Mrs. Shipra Goyal and is governed by a deed of Partnership dated June 17, 2010, having its principal place of business at:-2/27, Seth Gali, Agra, Uttar Pradesh. Subsequently they were admitted to the Partnership firm vide the deed of Partnership, dated June 17, 2010.

Date of Formation	June 17, 2010
Date of supplementary Partnership Deed	NA
Registered Address at	2/27, Seth Gali, Agra -283002, Uttar Pradesh, India
Nature of Business	Construction of residential and commercial flats, buildings, complexes.

Partners

Sr. No	Name of Partner	Profit Sharing Ratio (in %)
1	Mr. Kailash Chand Goyal	33.34
2	Mrs. Shipra Goyal	33.33
3	Mr. Shobhik Goyyal	33.33
	Total	100.00

Brief Audited Financial Details

(₹. in Lacs)

Particulars	For the year ending March 31,		
	2012-13	2011-12	2010-11
Partner's Capital Account	99.65	90.60	90.60
Sales	Nil	Nil	Nil
Other Income	Nil	Nil	Nil
Total Income	Nil	Nil	Nil
Net Profit/(Loss)	Negligible	Negligible	-

M/s Om Prakash Housing

M/s Om Prakash Housings is a partnership firm between Mrs. Kusum Agarwal, Mr. Ashok Kumar Goyal and Mr. Satish Kumar Goyal and is governed by a deed of Partnership dated June 17, 2010, having its principal place of business at:-2/27, Seth Gali, Agra, Uttar Pradesh. Subsequently they were admitted to the Partnership firm vide the deed of Partnership, dated June 17, 2010.

Date of Formation	June 17, 2010
Date of supplementary Partnership Deed	NA
Registered Address at	2/27, Seth Gali, Agra - 283002, Uttar Pradesh, India
Nature of Business	Construction of residential and commercial flats, buildings, complexes.

Partners

Sr. No	Name of Partner	Profit Sharing Ratio (in %)
1	Mr. Kusum Agarwal	33.33
2	Mrs. Ashok kumar Goyal	33.34
3	Mr. Satish Kummat Goyal	33.33
	Total	100.00

Brief Audited Financial Details

(₹. in Lacs)

Particulars	For the year ending March 31,		
	2012-13	2011-12	2010-11
Partner's Capital Account	86.30	86.30	86.25
Sales	Nil	Nil	Nil
Other Income	Nil	Nil	Nil
Total Income	Nil	Nil	Nil
Net Profit/(Loss)	Negligible	Negligible	-

M/s Satish Housing

M/s Satish Housings is a partnership firm between Mr. Om Prakash Agarwal, Mr. Shivam Goyal and Mrs. Heera Devi and is governed by a deed of Partnership dated June 17, 2010, having its principal place of business at:-2/27, Seth Gali, Agra, Uttar Pradesh. Subsequently they were admitted to the Partnership firm vide the deed of Partnership, dated June 17, 2010.

Date of Formation	June 17, 2010
Date of supplementary Partnership Deed	NA
Registered Address at	2/27, Seth Gali, Agra -283002, Uttar Pradesh, India
Nature of Business	Construction of residential and commercial flats, buildings, complexes.

Partners

Sr. No	Name of Partner	Profit Sharing Ratio (in %)
1	Mr. Om Prakash Agarwal	33.34
2	Mr. Shivam Goyal	33.33
3	Mrs. Heera Devi	33.33
	Total	100.00

Brief Audited Financial Details

(₹. in Lacs)

Particulars	For the year ending March 31,		
	2012-13	2011-12	2010-11
Partner's Capital Account	177.44	100.91	161.71
Sales	38.44	Nil	Nil
Other Income	Nil	Nil	Nil
Total Income	38.44	Nil	Nil
Net Profit/(Loss)	6.53	Nil	-

M/s Apple City

M/s Apple City is a partnership firm between Mr. Om Prakash Agarwal, Mrs. Kusum Agarwal, Mr. Ashok Kumar Goyal, Mr. Satish Kumar Goyal and Mr. Shobhik Goyal and is governed by a deed of Partnership dated June 17, 2010, having its principal place of business at:-2/27, Seth Gali, Agra, Uttar Pradesh. Subsequently they were admitted to the Partnership firm vide the deed of Partnership, dated June 17, 2010.

Date of Formation	June 17, 2010
Date of supplementary Partnership Deed	NA
Registered Address at	2/27, Seth Gali, Agra - 283002, Uttar Pradesh, India
Nature of Business	Construction of residential and commercial flats, buildings, complexes.

Partners

Sr. No	Name of Partner	Profit Sharing Ratio (in %)
1	Mr. Om Prakash Agarwal	20.00
2	Mrs. Kusum Agarwal	20.00
3	Mr. Satish Kumar Goyal	20.00
4.	Mr. Ashok Kumar Goyal	20.00
5.	Mr. Shobhik Goyal	20.00
	Total	100.00

Brief Audited Financial Details

(₹. in Lacs)

Particulars	For the year ending March 31,		
	2012-13	2011-12	2010-11
Partner's Capital Account	226.53	226.55	231.00
Sales	Nil	Nil	Nil
Other Income	Nil	Nil	Nil
Total Income	Nil	Nil	Nil
Net Profit/(Loss)	Negligible	Negligible	-

M/s Agra Housing

M/s Agra Housing is a partnership firm between Mrs. Kusum Agarwal, Smt. Lata Agarwal, and Mr. Satish Kumar Goyal and is governed by a deed of Partnership dated June 17, 2010, having its principal place of business at:-2/27, Seth Gali, Agra, Uttar Pradesh. Subsequently they were admitted to the Partnership firm vide the deed of Partnership, dated June 17, 2010.

Date of Formation	June 17, 2010
Date of supplementary Partnership Deed	NA
Registered Address at	2/27, Seth Gali, Agra -283002, Uttar Pradesh, India
Nature of Business	Construction of residential and commercial flats, buildings, complexes.

Partners

Sr. No	Name of Partner	Profit Sharing Ratio (in %)
1	Mrs. Lata Agarwal	33.33
2	Mrs. Kusum Agarwal	33.33
3	Mr. Satish Kumar Goyal	33.34
	Total	100.00

Brief Audited Financial Details

(₹. in Lacs)

Particulars	For the year ending March 31,		
	2012-13	2011-12	2010-11
Partner's Capital Account	202.34	373.00	365.25
Sales	210.00	Nil	Nil
Other Income	Nil	Nil	Nil
Total Income	Nil	Nil	Nil
Net Profit/(Loss)	11.34	Nil	Nil

M/s Heera Farm

M/s Heera Farm is a partnership firm between Mr. Ashok Kumar Goyal, Mr. Satish Kumar Goyal, Mr. Shobhik Goyal, Mrs. Kusum Agarwal, Mrs. Seema Goyal and is governed by a deed of Partnership dated January 12, 2011, having its principal place of business at:-2/27, Seth Gali, Agra, Uttar Pradesh. Subsequently they were admitted to the Partnership firm vide the deed of Partnership, dated January 12, 2011

Date of Formation	January 12, 2011
Date of supplementary Partnership Deed	NA
Registered Address at	2/27, Seth Gali, Agra -283002, Uttar Pradesh, India
Nature of Business	Construction of residential and commercial flats, buildings, complexes.

Partners

Sr. No	Name of Partner	Profit Sharing Ratio (in %)
1	Mr. Ashok Kumar Goyal	20.00
2	Mr. Shobhik Goyal	20.00
3	Mr. Satish Kumar Goyal	20.00
4	Mrs. Kusum Agarwal	20.00
5	Mrs. Seema Goyal	20.00
	Total	100.00

Brief Audited Financial Details

(₹. in Lacs)

Particulars	For the year ending March 31,		
	2012-13	2011-12	2010-11
Partner's Capital Account	145.60	145.60	145.60
Sales	Nil	Nil	Nil
Other Income	Nil	Nil	Nil
Total Income	Nil	Nil	Nil
Net Profit/(Loss)	Negligible	Negligible	Nil

M/s O. P. Residency

M/s O. P. Residency is a partnership firm between Mr. Shobhik Goyyal, Mrs. Kusum Agarwal Mr. Kailash Chand and is governed by a deed of Partnership dated April 18, 2011, having its principal place of business at:-2/27, Seth Gali, Agra, Uttar Pradesh. Subsequently they were admitted to the Partnership firm vide the deed of Partnership, dated April 18, 2011

Date of Formation	April 18, 2011
Date of supplementary Partnership Deed	NA
Registered Address at	2/27, Seth Gali, Agra -283002, Uttar Pradesh, India
Nature of Business	Construction of residential and commercial flats, buildings, complexes.

Partners

Sr. No	Name of Partner	Profit Sharing Ratio (in %)
1	Mr. Shobhik Goyyal	33.33
2	Mrs. Kusum Agarwal	33.33
3	Mr. Kailash Chand	33.34
	Total	100.00

Brief Audited Financial Details

(₹. in Lacs)

Particulars	For the year ending March 31,		
	2012-13	2011-12	2010-11
Partner's Capital Account	113.99	169.08	NA
Sales	Nil	Nil	NA
Other Income	Nil	Nil	NA
Total Income	Nil	Nil	NA
Net Profit/(Loss)	(4.05)	Nil	NA

M/s Bharat Nagar Housing

M/s Bharat Nagar Housing is a partnership firm between Mrs. Heera Devi, Mr. Moon Goyal and Shobhik Goyyal and is governed by a deed of Partnership dated July 02, 2013, having its principal place of business at:-2/27, Seth Gali, Agra, Uttar Pradesh. Subsequently they were admitted to the Partnership firm vide the deed of Partnership, dated July 02, 2013

Date of Formation	July 02, 2013
Registered Address at	2/27, Seth Gali, Agra - 283002, Uttar Pradesh, India
Nature of Business	Construction of residential and commercial flats, buildings, complexes.

Partners

Sr. No	Name of Partner	Profit Sharing Ratio (in %)
1	Mr. Shobhik Goyyal	33.33
2	Mr. Moon Goyal	33.33
3	Mrs. Heera Devi	33.34
	Total	100.00

Brief Audited Financial Details

(₹. in Lacs)

Particulars	For the year ending March 31,		
	2012-13	2011-12	2010-11
Partner's Capital Account	NA	NA	NA
Sales	NA	NA	NA
Other Income	NA	NA	NA
Total Income	NA	NA	NA
Net Profit/(Loss)	NA	NA	NA

M/s O. P. Chains

M/s O. P. Chains is a partnership firm between Mr. Om Prakash Agarwal and Mr. Satish Kumar Goyal and is governed by a deed of Partnership dated April 01, 1992 having its principal place of business at:-2/27, Seth Gali, Agra, Uttar Pradesh. Subsequently they were admitted to the Partnership firm vide the deed of Partnership, dated April 01, 1992

Date of Formation	April 01, 1992
Date of supplementary Partnership Deed	NA
Registered Address at	2/27, Seth Gali, Agra -283002, Uttar Pradesh, India
Nature of Business	Business of manufacturing of silver wire and chains on job work basis.

Partners

Sr. No	Name of Partner	Profit Sharing Ratio (in %)
1	Mr. Satish Kumar Goyal	50.00
2	Mr. Om Prakash Agarwal	50.00
	Total	100.00

Brief Audited Financial Details

(₹. in Lacs)

Particulars	For the year ending March 31,		
	2012-13	2011-12	2010-11
Partner's Capital Account	8.48	8.27	8.42
Sales	Nil	Nil	2.55
Other Income	3.15	2.55	Nil
Total Income	3.15	2.55	2.55
Net Profit/(Loss)	1.35	1.06	0.17

M/s Om Prakash Ice and Cold Storage

M/s Om Prakash Ice and Cold Storage is a partnership firm between Mr. Om Prakash Agarwal, Mrs. Kusum Agarwal, Mrs. Heera Devi, Mrs. Seema Agarwal, Mrs. Lata Agarwal, Mr. Kamal Nayan, Mr. Vimal Nayan, Mr. Mukul Nayan, Mr. Tara Chand Agarwal and Mr. Hari Om Agarwal and is governed by a deed of Partnership dated January 12, 1996 having its principal place of business at:-2/27, Seth Gali, Agra, Uttar Pradesh. Subsequently they were admitted to the Partnership firm vide the deed of Partnership, dated January 12, 1996

Date of Formation	January 12, 1996
Date of supplementary Partnership Deed	NA
Registered Address at	2/27, Seth Gali, Agra - 283002, Uttar Pradesh, India
Nature of Business	Business of Ice and Cold Storage

Partners

Sr. No	Name of Partner	Profit Sharing Ratio (in %)
1	Mr. Om Prakash Agarwal	10.00
2	Mrs. Kusum Agarwal	10.00
3	Mrs. Heera Devi	10.00
4	Mrs. Seema Agarwal	10.00
5	Mrs. Lata Agarwal	10.00
6	Mr. Kamal Nayan	10.00
7	Mr. Vimal Nayan	10.00
8	Mr. Mukul Nayan	10.00
9	Mr. Tara Chand Agarwal	10.00
10	Mr. Hari Om Agarwal	10.00
	Total	100.00

Brief Audited Financial Details

(₹. in Lacs)

Particulars	For the year ending March 31,		
	2013-14	2012-13	2011-12
Partner's Capital Account	90.29	40.91	58.16
Sales	1161.96	137.05	Nil
Other Income	12.41	10.05	Nil
Total Income	174.37	147.10	10.43
Net Profit/(Loss)	23.53	10.43	9.19

M/s Radha Rani & Company

M/s Radha Rani & Company is a partnership firm between Mr. Ashok Kumar Goyal and Mrs. Kusum Agarwal and is governed by a deed of Partnership dated November 14, 2013 having its principal place of business at:-2/27, Seth Gali, Agra, Uttar Pradesh. Subsequently they were admitted to the Partnership firm vide the deed of Partnership, dated November 14, 2013

Date of Formation	November 14, 2013
Date of supplementary Partnership Deed	NA
Registered Address at	2/27, Seth Gali, Agra -283002, Uttar Pradesh, India
Nature of Business	To carry on the Saraffa Business

Partners

Sr. No	Name of Partner	Profit Sharing Ratio (in %)
1	Mr. Ashok Kumar Goyal	50.00
2	Mrs. Kusum Agarwal	50.00
	Total	100.00

Brief Audited Financial Details

(₹. in Lacs)

Particulars	For the year ending March 31,		
	2012-13	2011-12	2010-11
Partner's Capital Account	NA	NA	NA
Sales	NA	NA	NA
Other Income	NA	NA	NA
Total Income	NA	NA	NA
Net Profit/(Loss)	NA	NA	NA

M/s Shalya Krishi Farm

M/s Shalya Krishi Farm is a partnership firm between Mr. Ashok Kumar Goyal and Mrs. Kusum Agarwal and is governed by a deed of Partnership dated April 18, 2011 having its principal place of business at:-2/27, Seth Gali, Agra, Uttar Pradesh. Subsequently they were admitted to the Partnership firm vide the deed of Partnership, dated April 18, 2011

Date of Formation	April 18, 2011
Date of supplementary Partnership Deed	NA
Registered Address at	2/27, Seth Gali, Agra -283002, Uttar Pradesh, India
Nature of Business	To carry on the Saraffa Business and other allied business

Partners

Sr. No	Name of Partner	Profit Sharing Ratio (in %)
1	Mr. Ashok Kumar Goyal	50.00
2	Mr. Kusum Agarwal	50.00
	Total	100.00

Brief Audited Financial Details

(₹. in Lacs)

Particulars	For the year ending March 31,		
	2012-13	2011-12	2010-11
Partner's Capital Account	19.50	19.50	NA
Sales	Nil	Nil	NA
Other Income	Nil	Nil	NA
Total Income	Nil	Nil	NA
Net Profit/(Loss)	Negligible	Negligible	NA

M/s Shobhik Goyal

M/s Shobhik Goyal is a partnership firm between Mr. Shobhik Goyal and Mrs. Lata Agarwal and is governed by a deed of Partnership dated June 02, 2012 having its principal place of business at:-2/27, Seth Gali, Agra, Uttar Pradesh. Subsequently they were admitted to the Partnership firm vide the deed of Partnership, dated June 02, 2012.

Date of Formation	June 02, 2012
Date of supplementary Partnership Deed	NA
Registered Address at	2/27, Seth Gali, Agra - 283002, Uttar Pradesh, India
Nature of Business	To carry on the Saraffa Business and other allied business

Partners

Sr. No	Name of Partner	Profit Sharing Ratio (in %)
1	Mr. Shobhik Goyal	50.00
2	Mrs. Lata Agarwal	50.00
	Total	100.00

Brief Audited Financial Details

(₹. in Lacs)

Particulars	For the year ending March 31,		
	2012-13	2011-12	2010-11
Partner's Capital Account	72.26	NA	NA
Sales	Nil	NA	NA
Other Income	Nil	NA	NA
Total Income	Nil	NA	NA
Net Profit/(Loss)	Negligible	NA	NA

M/s Ashok Kumar Goyal

M/s Ashok Kumar Goyal is a partnership firm between Mr. Ashok Kumar Goyal and Mrs. Kusum Agarwal and is governed by a deed of Partnership dated February 16, 2012 having its principal place of business at:-2/27, Seth Gali, Agra, Uttar Pradesh. Subsequently they were admitted to the Partnership firm vide the deed of Partnership, dated February 16, 2012

Date of Formation	February 16, 2012
Date of supplementary Partnership Deed	NA
Registered Address at	2/27, Seth Gali, Agra - 283002, Uttar Pradesh, India
Nature of Business	To carry on the Saraffa Business and other allied business

Partners

Sr. No	Name of Partner	Profit Sharing Ratio (in %)
1	Mr. Ashok Kumar Goyal	50.00
2	Mrs. Kusum Agarwal	50.00
	Total	100.00

Brief Audited Financial Details

(₹. in Lacs)

Particulars	For the year ending March 31,		
	2012-13	2011-12*	2010-11
Partner's Capital Account	384.19	NA	NA
Sales	Nil	NA	NA
Other Income	Nil	NA	NA
Total Income	Nil	NA	NA
Net Profit/(Loss)	Nil	NA	NA

* Partnership Firm have not prepared the balance sheet for the FY 2011-12 because the operations started in April 2012, as Capital is infused in the month of April, 2012.

M/s O. P. Agarwal

M/s O. P. Agarwal is a partnership firm between Mr. O. P. Agarwal and Mr. Satish Kumar Goyal and is governed by a deed of Partnership dated January 24, 2013 having its principal place of business at:-2/27, Seth Gali, Agra, Uttar Pradesh. Subsequently on July 15, 2013 there is addition of new partners named Mr. Hemendra Agarwal, Mrs.Seema Agarwal, Mr.Amit Goyal, Mrs.Shipra Goyal and Mr.Rinku Singhal, they were admitted to the Partnership firm vide the deed of Partnership, dated July 15, 2013. Whereas the parties hereto of all seven persons have expressed their desire vide unanimous resolution dated 20th of July 2013 (enclosed and marked annexure 'B') to register this as a Company Limited by shares under the provisions of Chapter IX of the Companies Act, 1956.

Date of Formation	January 24, 2013
Date of supplementary Partnership Deed	July 15, 2013
Registered Address at	2/27, Seth Gali, Agra - 283002, Uttar Pradesh, India
Nature of Business	To carry on the Saraffa Business and other allied business

Brief Audited Financial Details

(₹. in Lacs)

Particulars	For the year ending March 31,		
	2012-13	2011-12	2010-11
Partner's Capital Account	72.39	NA	NA
Sales	Nil	NA	NA
Other Income	Nil	NA	NA
Total Income	Nil	NA	NA
Net Profit/(Loss)	(Negligible)	NA	NA

M/s Ashok Kumar Goyal and Others

M/s Ashok Kumar Goyal and Others is Association of Person and the members of this AOP are Mr. Ashok Kumar Goyal, Babit Goyal, Hira Devi, Kailash Chand, Kusum Agarwal, Lata Agarwal, Madan Goapl, Narendra Kumar Goyal, Om Prakash Agarwal, Satish Kumar Goyal, Seema Goayl and Vinay Kumar Goyal. Subsequently they were admitted to the AOP Agreement vide the agreement, dated April 01, 1992.

Brief Audited Financial Details

(₹. in Lacs)

Particulars	For the year ending March 31,		
	2012-13	2011-12	2010-11
Member's Capital Account	33.47	36.96	33.82
Sales	Nil	Nil	Nil
Other Income	10.65	10.04	6.51
Total Income	10.65	10.04	6.51
Net Profit/(Loss)	9.53	9.59	6.16

M/s Om Prakash Agarwal and Others

M/s Om Prakash Agarwal and Others is Association of Person and the members of this AOP are Mr. Ashok Kumar Goyal, Ashok Kumar Goyal HUF, Kusum Agarwal, Kailash Chand, Kailash HUF, Moon Goyal, Om Prakash Agarwal, Om prakash Agarwal HUF, Satish Kumar Goyal and Satish Kumar Goyal HUF. Subsequently they were admitted to the AOP Agreement vide the agreement, dated April 01, 1999.

Brief Audited Financial Details

(₹. in Lacs)

Particulars	For the year ending March 31,		
	2012-13	2011-12	2010-11
Members's Capital Account	46.21	60.16	60.63
Sales	Nil	Nil	Nil
Other Income	35.92	6.32	6.73
Total Income	35.92	6.32	6.73
Net Profit/(Loss)	34.79	5.96	6.37

HINDU UNDIVIDED FAMILIES (HUF'S)

Sr. No.	Name of HUF and PAN	Name of Karta	Member of HUF
1	Ashok Kumar Goyal HUF AACHA6100K	Mr. Ashok Kumar Goyal	Mrs. Lata Agarwal, Mr. Shobhik Goyal, Mr. Mohit Goyal and Ms. Anupriya Goyal
2	Om Prakash Agarwal HUF AAAH00822Q	Mr. Om Prakash Agarwal	Mrs. Kusum Agarwal and Mr. Moon Goyal
3.	Satish Kumar Agarwal HUF AAIHS5895M	Mr. Satish Kumar Agarwal	Mrs. Seema Goyal, Mr. Shivam Goyal and Ms. Somya Goyal.

I. Ashok Kumar Goyal HUF

Ashok Kumar Goyal HUF is a Hindu un-divided family and was formed on April 1, 1980. Mr. Ashok Kumar Goyal is the Karta of the HUF.

Financial Performance

(₹. in Lacs)

Sr. No.	Particulars	As At March		
		2012-13	2011-12	2010-11
1.	Capital	261.98	243.02	234.41
2.	Income	9.93	7.86	8.12

II. Om Prakash Agarwal HUF

Om Prakash Agarwal HUF is a Hindu un-divided family and was formed on Feb, 19, 1991. Mr. Om Prakash Agarwal is the Karta of the HUF.

Financial Performance

(₹. in Lacs)

Sr. No.	Particulars	As At March		
		2012-13	2011-12	2010-11
1.	Capital	309.04	285.44	276.25
2.	Income	9.94	8.86	8.22

III. Satish Kumar Goyal HUF

Satish Kumar Agarwal HUF is a Hindu un-divided family and was formed on April, 01, 1995. Mr. Satish Kumar Agarwal is the Karta of the HUF.

Financial Performance

(₹. in Lacs)

Sr. No.	Particulars	As At March		
		2012-13	2011-12	2010-11
1.	Capital	122.25	109.54	101.01
2.	Income	9.45	7.87	8.22

Note:**Litigations**

For details on litigations and disputes pending against the Group Company, if any, please refer to the section titled "**Outstanding Litigations and Material Developments**" on page 179 of the Draft Prospectus.

Companies / Ventures with which the Promoters have disassociated themselves in the last three years

Except as disclosed below, our Promoters have not disassociated themselves from any of the companies, firms or other entities during the last three years preceding the date of this Draft Prospectus:

A) Mr. Om Prakash Agarwal

Name of Company / firms	Reason for Disassociation
Shri Khatu Shyam Ji Infrapromoters Private Limited	Mr. Om Prakash Agarwal was appointed as director in Shri Khatu Shyam Ji Infrapromoters Private Limited on December 12, 2013. However he has resigned from this Company on February 19, 2014 due to preoccupation. He did not hold any shares in the Company.
M/s. O. P. Agarwal (Partnership firm)	Partnership firm closed due to preoccupation.

B) Mr. Satish Kumar Goyal

Name of Company / firms	Reason for Disassociation
Shri Khatu Shyam Ji Infrapromoters Private Limited	Mr. Satish Kumar Goyal was appointed as director in Shri Khatu Shyam Ji Infrapromoters Private Limited on December 12, 2013. However he has resigned from this Company on February 19, 2014 due to preoccupation. He did not hold any shares in the Company.

Undertaking / confirmations

Our Promoters and Group Company / entities confirm that they have not been declared as a willful defaulter by the RBI or any other governmental authority and there have been no violations of securities laws committed by them or any entities they are connected with in the past and no proceedings pertaining to such penalties are pending against them.

None of the Promoters or Promoter Group or Group Companies or persons in control of the Promoters has been

- (i) prohibited from accessing the capital market under any order or direction passed by SEBI or any other authority or
- (ii) refused listing of any of the securities issued by such entity by any stock exchange, in India or abroad.

None of the Promoters is or has ever been a promoter, director or person in control of any other Company which is debarred from accessing the capital markets under any order or direction passed by the SEBI.

Common Pursuits/Conflict of Interest

Except for, Nalanda Infraventure Private Limited, Mega Real estate Private Limited, M/s O P Chains Housing, M/s Ashok Housing, M/s O. P. Housing, M/s Om Prakash Housing, M/s Kailash Housing, M/s Satish Housing, M/s Apple city, M/s Agra Housing, M/s Heera Farm, M/s O. P. Residency, M/s O. P. Chains, M/s Radha Rani & Company, Shalya Krishi Farm, M/s Shobhik Goyal, and M/s Ashok Kumar Goyal, none of our Group Companies / entities have any common pursuits.

We shall adopt the necessary procedures and practices as permitted by law to address any conflicting situations, as and when they may arise.

For details relating to sales or purchases between our Company and any of our Group entities exceeding 10% of the sales or purchases of our Company see the chapter titled “**Annexure XVIII -Statement of Related Party Transaction**” on page 161 of the Draft Prospectus.

Defunct Group Companies and Entities

Apart than as mentioned below, none of our Group Companies and Entities has remained defunct and no application has been made to the Registrar of Companies for striking off their name from the register of companies, during the five years preceding the date of filing of this Draft Prospectus:

Sr. No.	Name of Company	Date of passing resolution for making application for strike off
1	Agra Housing Private Limited	October 01, 2010
2	O.P. Chains Alloys Private Limited	September 30, 2010
3	O. P. Chains Payal Private Limited	September 30, 2010

DIVIDEND POLICY

Under the Companies Act, the Company can pay dividends upon a recommendation by the Board of Directors and approval by a majority of the Shareholders at the General Meeting. The Shareholders of the Company have the right to decrease but not to increase the amount of dividend recommended by the Board of Directors. The dividends may be paid out of profits of the Company in the year in which the dividend is declared or out of the undistributed profits or reserves of previous fiscal years or out of both. The Articles of Association of the Company also gives the discretion to the Board of Directors to declare and pay interim dividends.

There are no dividends declared by the Company since incorporation. Our Company does not have a formal dividend policy. The declaration and payment of dividend will be recommended by the Board of Directors depending upon the financial condition, results of operations, capital requirements and surplus, contractual obligations and restrictions, the terms of the credit facilities and other financing arrangements of our Company at the time a dividend is considered, and other relevant factors and approved by the Equity Shareholders at their discretion. Dividends are payable within 30 days of approval by the Equity Shareholders at its annual general meeting. When dividends are declared, all the Equity Shareholders whose names appear in the register of members of our Company as on the “record date” are entitled to be paid the dividend declared by our Company. Any Equity Shareholder who ceases to be an Equity Shareholder prior to the record date, or who becomes an Equity Shareholder after the record date, will not be entitled to the dividend declared by our Company.

SECTION V – FINANCIAL INFORMATION
INDEPENDENT AUDITOR'S REPORT ON RESTATED FINANCIAL STATEMENTS

(As required by Part II of Schedule II to the Companies Act, 1956)

To,
The Board of Directors,
M/s O. P. Chains Limited
 8/16A, Seth gali
 Agra -282003
 Uttar Pradesh, India

Dear Sir(s),

We have examined the restated financial accounts of M/s O. P. Chains Limited (hereinafter referred as the Company), the summarized statements of which annexed to this report have been prepared in accordance with the requirements of:

- i) Sub Clause (i) and (ii) of clause (b) of subsection (1) of section 26 of the Companies Act, 2013 (the Act) read with the Rule 4 of Companies (Prospectus and Allotment of Securities) Rule, 2014.
- ii) Item (IX) of Part (B) of Schedule VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2009, As amended (The "SEBI Regulation") issued by the SEBI.
- iii) The terms of reference to our engagements with the Company requesting us to carry out the assignment, in connection with the Draft Prospectus/ Prospectus being issued by the Company for its proposed Initial Public Offering of equity shares in SME Platform of BSE Limited ("IPO" or "SME IPO"); and
- iv) The Guidance Note on Reports in Company Prospectus (Revised) issued by the Institute of Chartered Accountants of India ("Guidance Note").

Audit of the financial statements for the years ended March 31, 2014, 2013, 2012, 2011, & 2010 have been conducted by Company's Statutory Auditor M/s. BPN & Co., Chartered Accountants. Further, Financial Statements for the year ended March 31, 2014 has been re-audited by us as required under the SEBI ICDR Regulations. This report, in so far as it relates to the amounts included for the financial years ended March 31, 2013, 2012, 2011 & 2010 is based on the Audited Financial Statements of the Company which were audited by the Statutory Auditor, M/s. BPN & Co., Chartered Accountants and whose Auditor's Reports have been relied upon by us for the said periods.

Financial Information of the Company:

- 1 We have examined the attached Restated Statement of Assets and Liabilities of the Company as at 31st March 2014, 2013, 2012, 2011 and 2010 (**Annexure-I**); the accompanying Restated Statement of Profit and Losses of the Company for the period(s) ended 2014, 2013, 2012, 2011 and 2010 (**Annexure-II**); the accompanying Restated Statement of Cash Flows of the Company for the period(s) ended 2014, 2013, 2012, 2011 and 2010 (**Annexure-III**) and the significant accounting policies and notes to Restated summary statement (**Annexure IV**) together referred to as 'Restated Summary Statements' as prepared by the Company and approved by the Board of Directors.
- 2 Based on the examination of these Summary Statements, we confirm that the restated profits and losses have been arrived at after charging all expenses including depreciation and after making such adjustments and regrouping as in our opinion are appropriate.
- 3 We have examined the following regrouped/ rearranged financial information relating to the Company, proposed to be included in the Draft Offer Document / Offer Document, as approved by the Board of Directors of the Company and attached to this report:

Statement Of Long Term and Short Term Borrowings (Annexure - V);
--

Statement Of Principal Terms Of Secured Loans And Assets Charges As Security (Annexure -V (A));

Statement Of Non-Current Investments (Annexure -VI);
--

Statement Of Long-Term Loans And Advances (Annexure - VII)
Statement Of Other Non-Current Assets (Annexure - VIII)
Statement Of Trade Receivables (Annexure - IX)
Statement Of Cash & Cash Equivalent (Annexure - X)
Statement Of Short-Term Loans And Advances (Annexure - XI);
Statement Of Other Current Assets (Annexure- XII);
Statement Of Long-Term Provisions (Annexure - XIII);
Statement Of Trade Payables (Annexure - XIV);
Statement Of Other Current Liabilities (Annexure -XV);
Statement Of Short-Term Provisions (Annexure XVI);
Statement Of Other Income (Annexure - XVII);
Statement Of Related Party Transaction(Annexure - XVIII);
Statement of Share capital, reserves and surplus (Annexure - XIX)
Statement of Capitalization as at 30th June, 2013 (pre-issue) and as adjusted for this issue (post issue) subject to reliance being placed on management representation in respect of post issue figures contained in the Statement of Capitalization (Annexure - XX)
Summary of Mandatory accounting ratios based on adjusted profits/losses, relating to earnings per share, net assets value per share and return on net worth (Annexure - XXI)
Standalone Statement of Deferred tax asset/liabilities (Annexure -XXII)
Statement of Tax Shelter (Annexure - XXIII)
Statement Of Contingent Liabilities(Annexure XXIV);
Statement Of Fixed Assets(Annexure XXV);
Statement Of Inventories (Annexure XXVI);
Statement Of Revenue from Operations (Annexure XXVII);

Auditor's Responsibility

Our responsibility is to express an opinion on these restated financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An Audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The Procedures selected depend on the auditor's judgement including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the restated financial statements read together with the notes thereon, give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, to the extent applicable;

(a) In the case of the Statement of Assets and Liabilities of the Company as at March 31, 2014, 2013, 2012, 2011 and 2010;

(b) In the case of the Statement of Profit and Loss, of the profit of the Company for the period/years ended on that date;

(c) In the case of the Cash Flow Statement, of the cash flows of the Company for the years/period ended on that date.

This report is intended solely for your information and for the inclusion in the Offer Document in connection with the proposed initial public offer of the Company and is not to be used, referred to or distributed for any other purpose without our prior written consent.

For A. J. Associates
Chartered Accountants
FRN No: 000844C

Sd/-

(CA Prerit Agarwal)
Partner
Membership No.409415
Date: June2,2014
Place: Agra

ANNEXURE-I

RESTATED STATEMENT OF ASSETS AND LIABILITIES

(Amount in ₹.)

Particulars	31-Mar-14	31-Mar-13	31-Mar-12	31-Mar-11	31-Mar-10
Equity Liabilities					
Shareholder's Fund					
(a) Share Capital	500,00,000	500,00,000	500,00,000	500,00,000	500,00,000
(b) Reserves & Surplus					
Surplus in Profit & Loss Account	236,77,473	224,38,883	240,02,709	274,92,889	227,44,213
Share Premium	1172,45,000	1172,45,000	1172,45,000	1172,45,000	1172,45,000
General Reserve	900,00,000	900,00,000	900,00,000	800,00,000	700,00,000
(c) Share Application Money Pending Allotment	-	-	-	-	-
Total Equity Liabilities	2809,22,473	2796,83,883	2812,47,709	2747,37,889	2599,89,213
Non Current Liabilities					
(a) Long-term borrowings	2,17,269	8,58,488	21,61,362	8,94,985	14,51,852
(b) Deferred tax liabilities (net)	-	-	-	-	-
(c) Other long-term liabilities	-	-	-	-	-
(d) Long-term provisions	-	-	-	-	-
Total Non Current Liabilities	2,17,269	8,58,488	21,61,362	8,94,985	14,51,852
Current liabilities					
(a) Short-term borrowings	-	-	-	-	-
(b) Trade payables	-	-	-	-	36,000
(c) Other current liabilities	7,71,936	16,62,468	13,91,161	84,249	1,39,617
(d) Short-term provisions	-	2,45,930	19,75,000	5,02,304	247,98,881
Total Current Liabilities	7,71,936	19,08,398	33,66,161	5,86,553	249,74,498
Total (1+2+3)	2819,11,678	2824,50,769	2867,75,231	2762,19,427	2864,15,563
Non-current assets					
(a) Fixed Assets:					
Tangible Assets	30,94,181	45,38,051	61,21,996	30,01,194	27,79,241
Less : Revaluation Reserve	-	-	-	-	-
Net Block after adjustment of Revaluation Reserve	30,94,181	45,38,051	61,21,996	30,01,194	27,79,241
(b) Non-current investments	2469,05,551	2609,05,551	2673,01,851	38,288,324	58,001
(c) Deferred tax assets (net)	14,99,194	13,45,945	9,23,113	5,34,850	2,45,461
(d) Long-term loans and advances	21,200	21,200	21,200	21,200	21,200
(e) Other non-current assets	-	-	-	-	-
Total Non-current assets	2515,20,126	2668,10,747	2743,68,160	4,18,45,586	31,03,903

Current Assets						
(a) Current Investments	-	-	-	-	-	-
(b) Inventories	289,63,232	21,11,268	35,06,888	82,74,301	959,42,950	
(c) Trade Receivables	3,77,585	90,75,609	3,18,937	961,65,367	338,49,700	
(d) Cash & Cash Equivalents	1,41,732	6,63,503	7,67,777	1235,63,657	1110,02,487	
(e) Short Term Loans & Advances	-	16,39,326	33,00,000	17,87,472	172,64,110	
(f) Other Current Assets	9,09,004	21,50,316	45,13,470	4,583,063	252,52,414	
Total Current Assets	303,91,553	156,40,022	124,07,072	234,373,860	2833,11,660	
Total Assets (4+5)	2819,11,678	2824,50,769	2867,75,232	2762,19,427	2864,15,563	

Note: The above statement should be read with the significant accounting policies and notes to restated summary statement of profit and loss account and cash flows statement as appearing in Annexure II, III and IV.

ANNEXURE-II

RESTATED STATEMENT OF PROFIT AND LOSS

(Amount in ₹.)

Particulars	For the Year ended				
	31-Mar-14	31-Mar-13	31-Mar-12	31-Mar-11	31-Mar-10
Revenue from operations:					
Revenue from manufacturing	-	-	-	-	-
Revenue from trading	25916,97,630	23956,03,361	59218,21,381	33722,54,500	56348,79,092
Revenue From Export	-	-	-	-	-
Net Revenue from operations	25916,97,630	23956,03,361	59218,21,381	33722,54,500	56348,79,092
Other income	1,05,600	2,06,750	22,76,651	92,26,849	434,06,822
Total Revenue	25918,03,230	23958,10,111	59240,98,032	33814,81,349	56782,85,913
Expenses:					
Purchase of Stock in Trade	26073,88,016	23832,42,916	59057,58,719	32651,49,495	57438,42,372
Changes in inventories of finished goods, WIP and Stock-in-Trade	(268,51,964)	13,95,620	47,67,416	876,68,649	(959,42,950)
Employee benefits expense	46,91,000	42,49,900	44,63,500	43,88,200	15,23,400
Finance costs	4,56,363	33,22,001	3,16,221	1,48,131	495,23,461
Depreciation	10,12,997	15,04,911	12,82,059	9,56,393	8,75,317
Preliminary Expenses written off	-	-	-	-	-
Other expenses	39,70,840	17,51,421	10,43,535	13,64,727	26,05,738
Total Expenses	25906,67,252	23954,66,769	59176,31,450	33596,75,596	57024,27,338
Profit before exceptional and extraordinary / Prior Period items and tax (A-B)	11,35,978	3,43,342	64,66,582	218,05,753	(241,41,425)
Exceptional item	-	-	-	146,79,530	(349,54,405)
Profit before extraordinary / Prior Period items and tax	11,35,978	3,43,342	64,66,582	71,26,223	108,12,980
Extraordinary / Prior Period item	-	-	-	(105,67,027)	-
Profit Before Tax	11,35,978	3,43,342	64,66,582	176,93,250	108,12,980
Provision for Tax					
- Current Tax	6,54,070	2,45,930	20,04,168	32,35,264	31,53,408

- Fringe Benefit Tax	-	-	-	-	-
- Tax adjustment of prior years	(6,13,307)	20,73,036	(16,65,682)	-	-
- Deferred Tax Liability / (Asset)	(1,53,249)	(4,22,832)	(3,88,263)	(2,89,389)	(2,87,209)
Restated profit after tax from continuing operations	12,48,463	(15,52,792)	65,16,359	147,47,375	79,46,781
Discontinuing operation	-	-	-	-	-
Restated profit for the year	12,48,463	(15,52,792)	65,16,359	147,47,375	79,46,781
Balance brought forward from previous year	224,29,010	239,91,675	274,86,350	227,45,515	247,97,432
Transferred to General reserve	-	-	100,00,000	100,00,000	100,00,000
Accumulated Profit/ (Loss) carried to Balance Sheet	236,77,473	224,38,883	240,02,709	274,92,889	227,44,213

Note: The above statement should be read with the significant accounting policies and notes to restated summary statement of assets and liabilities, and cash flows statement as appearing in Annexures I, III and IV.

ANNEXURE -III

RESTATED CASH FLOW STATEMENT

(Amount in ₹.)

Particulars	For the Year ended				
	31-Mar-14	31-Mar-13	31-Mar-12	31-Mar-11	31-Mar-10
1.Cash Flow From Operating Activities:					
Net Profit after taxes	1238590.69	(1563826.02)	6509819.60	14748676.32	7946781.33
<i>Adjustments for:</i>					
Depreciation and amortization expense	1012997.00	1504911.00	1282059.00	956393.00	875317.00
Interest and Finance Cost	456363.49	3322001.36	316221.00	148131.40	49523461.17
Other Income	105600.00	206750.35	2276651.02	9226849.02	43406821.60
Current Income Tax	654070.00	245930.00	2004168.00	3235264.00	3153408.00
Tax Adjustment of Previous year	613307.00	(2073036.00)	1665682.00	0.00	0.00
Deferred Tax	(153249.00)	(422832.00)	(388263.00)	(289389.00)	(287209.00)
Preliminary Expenses					
Operating Profit before Working Capital Changes	3927679.18	1219898.69	13666337.62	28025924.74	104618580.10
<i>Adjustments for:</i>					
Changes in Inventories	(26851963.94)	1395619.68	4767413.23	87668649.10	(95942950.00)
Changes in Trade Receivables	8698024.00	(8756672.00)	95846429.59	(62315667.00)	(29851237.00)
Changes in other current assets	1241312.00	2363154.13	38299915.87	(17560972.27)	(25252413.73)
Changes in Trade Payables	0.00	0.00	0.00	(36000.00)	0.00
Changes in other	(1136462.00)	(1457763.00)	2779607.57	(24351945.03)	(220557816.54)

Current Liabilities & Short-term Provisions					
Cash Generated from Operation	(14121410.76)	(5235762.50)	155359703.88	11429989.54	(266985837.17)
Taxes Paid	1267377.00	(1827106.00)	3669850.00	3235264.00	3153408.00
Net Cash from Operating Activities	(15388787.76)	(3408656.50)	151689853.88	8194725.54	(270139245.17)
2. Cash Flow From Investing Activities:					
Fixed Assets Purchased	430873.10	79033.90	(4402861.00)	(1178346.00)	(2216702.00)
Interest Received	(105600.00)	(206750.35)	(2276651.02)	(9226849.02)	(43406821.60)
Long/Short Term Loans and Advance	1639326.00	1660674.00	(1512528.00)	15476638.10	127288352.11
Long Term Current Liabilities	14000000.00	6396300.00	(267243850.00)	0.00	19794727.00
Net Cash from Investing Activities	15964599.10	7929257.55	(275435890.02)	5071443.08	101459555.51
3. Cash Flow From Financing Activities:					
Proceeds from issue of shares	-	-	-	-	-
Proceeds from Short term borrowings	-	-	-	-	-
Proceeds from Long term borrowings	(641219.00)	(1302873.73)	1266377.00	(556867.00)	(29681510.27)
Expenses towards incorporation of Company					
Interest paid	(456363.49)	(3322001.36)	(316221.00)	(148131.40)	(49523461.17)
Net Cash from Financing Activities	(1097582.49)	(4624875.09)	950156.00	(704998.40)	(79204971.44)
Net Increase/ (Decrease) in Cash & Cash Equivalents	(521771.15)	(104274.04)	(122795880.14)	12561170.22	(247884661.10)
Cash & Cash Equivalents at the beginning of the year	663503.20	767777.21	123563657.33	111002486.91	358887149.32
Cash & Cash Equivalents at the end of the year	141732.05	663503.17	767777.19	123563657.13	111002488.22

Note:

1. The Cash Flow Statement has been prepared under the 'Indirect Method' as set out in Accounting Standard - 3 on Cash Flow Statements as recommended by Companies accounting standard rules, 2006.
2. Figures in Brackets represents outflow.
3. The above statement should be read with the significant accounting policies and notes to restated summary statements, restated statement of assets and liabilities and restated statement of profit and loss as appearing in Annexures IV, I and II.

SIGNIFICANT ACCOUNTING POLICIES & NOTES TO RESTATED SUMMARY STATEMENT**NOTE 1****Basis of preparation of financial statements**

The financial statements are prepared under historical cost convention on an accrual basis. The Accounting policies applied by the Company are consistent with those used in the previous year. The financial statement are prepared to comply in all material respects with the mandatory Accounting Standards issued by The Institute of Chartered Accountants of India and the relevant provisions of the Companies Act, 1956. The preparation of financial statement is in conformity with generally accepted accounting principles.

Use of estimates

The preparation of financial statements require estimates and assumptions to be made that affect the reported balances of assets as on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Accounting estimates could change from period to period. Actual results could differ from these estimates. Appropriate changes in estimates are made as and when the Management becomes aware of the changes in the circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which the changes are made and if material, their effects are disclosed in the notes to the financial statements

The following significant accounting policies are adopted in the preparation and presentation of these financial statements:

1 Revenue recognition

- (i) Revenue from sale of goods is recognized upon delivery of the goods to buyers and are disclosed net of sales return, discounts and rate difference.
- (ii) Income on Investment:
 - (a) Interest income is accounted on accrual basis.
 - (b) Dividend income is accounted when right to receive payment is established.

2 Fixed assets

All fixed assets are stated at cost less accumulated depreciation. Cost comprises the purchase price and any directly attributable cost of bringing the assets to its working condition for its intended use.

3 Inventories

The Inventory is valued at cost or net realizable value whichever is lower.

4 Investments

Company has invested amount in two Partnership Firms, viz., M/s Ashok Housing and M/s O P Chains Housings

5 Depreciation

Depreciation is provided on written down value method at the rates prescribed under schedule XIV of the Companies Act, 1956 on usage basis. Additions to fixed assets during the are being depreciated on pro-rata basis on put to use basis at the rates prescribed in the schedule XIV of the Companies Act, 1956.

6 Foreign exchange transactions

Earnings: ₹. Nil Previous year ₹. Nil

Outgo: ₹. Nil Previous year ₹. Nil

7 Employee benefits

No contribution made to provident fund or any other fund as explained that provision of provident fund act is not applicable to the Company.

Provision for gratuity and leave encashment has not been in the accounts as these expenses are accounted on the actual payment basis.

8 Income Tax

Income tax payable is determined in accordance with the Indian Income Tax Act, 1961

Deferred tax expenses is recognized on timing differences between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods .

Deferred tax -Deferred tax is recognized on timing differences between the accounting income and the taxable income for the year and quantified using the tax rates and laws enacted or substantively enacted as on the Balance Sheet date. Deferred tax assets are recognized and carried forward to the extent that there is a reasonable or virtual certainty, as may be applicable, that sufficient future taxable income will be available against which such deferred tax asset can be realized.

9 Earnings per share:

Basic Earnings per share is calculated by dividing the net profit for the year attributable to Equity Shareholders by the numbers of equity shares outstanding during the year.

10 Impairment of assets

The carrying amounts of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal /external factors. An impairment loss is recognized wherever the carrying amount of as assets exceeds its recoverable amount.

11 Provisions and contingent liabilities

A provision is recognized when an enterprise has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligations, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best management estimates required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current management estimates.

Contingent Liabilities arising out of capital commitments and contractual obligations are made on the basis of actual acceptance. Contingent liabilities in respect of show cause notices issued by various Government authorities are considered only when converted into demand.

12 Segment Information

Based on the analysis of the Company's internal organization and management structure the management of the Company's has classified its business activities as "Traders in bullion and ornaments of gold and silver "segment. The Company has not done manufacturing on job work basis.

13 Deferred Tax Liabilities/(Assets)

Deferred Tax Asset/Liability has been created on the amount of difference which is due to timing difference.

14 The Company has been carried on the business of Bullion Trading. The quantity has been shown as an annexure to the Balance Sheet

15 Expenditures on Employees

Break up of expenditure incurred on employees who were employed throughout financial year and were in receipt of remuneration aggregating to not less than ₹. 60,00,000/-per annum, or if employed for a part of financial year were in receipts of remuneration aggregating to not less than ₹. 5,00,000/-per month.

(Amount in ₹.)

	Particulars	Current Year	Previous year
a	Salaries& Allowances(including perquisites)	Nil	Nil
b	Contribution to provident fund (Superannuation & Gratuity Fund)	Nil	Nil
c	Number of Employees	Nil	Nil
16	Payment to Auditors		
	Particulars	Current Year	Previous year
a	Audit fees	28090.00	28090.00
b	Company law Matter	Nil	Nil
c	Income tax Consultancy	Nil	Nil

17	Director's Remuneration		
	Particulars	Current Year	Previous year
a	Salary	3600000.00	3600000.00
b	Contribution of PF & G.F	Nil	Nil
c	Perquisites	Nil	Nil

18 In the opinion of the board, the current assets, loans and advance, if realized in the ordinary course of business have value on realization at least to the amount at which these are stated in the balance sheet. The provision for all known liabilities are adequate and not in excess of the amount reasonably necessary.

19 Confirmation for Balances Grouped under the head "Other Current Liabilities" and "Trade Receivables" and "Advances" has been confirmed by the Management.

20 As informed to us by the management no balances are outstanding for more than 45 days at the balances sheet date to the suppliers registered themselves under the micro, Small and Medium Enterprises development (MSMED) Act, 2006.

21 Previous year's figures have been regrouped/reclassified wherever necessary to correspond with the current year's classification/disclosure.

22 Cash flows are reported using Indirect method, whereby profit before tax is adjusted for the effects of transactions of non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expense associated with investments or financing cash flows. Cash flows from operating, investing and financing activities of the Company are segregated accordingly.

II. NOTES TO RESTATED SUMMARY STATEMENT:

1 **Contingent liabilities and commitments (to the extent not provided for)**

There are no contingent liabilities as on March 31, 2014 except as mentioned in Annexure - XXIV for any of the years covered by this Statement.

2 Related party transactions are already reported as per AS-18 of Companies (Accounting Standards) Rules, 2006, as amended, in the Annexure-XVIII of the enclosed financial statements.

3 Deferred Tax liability/Asset in view of Accounting Standard – 22: "Accounting for Taxes on Income" as at the end of the year is already reported in the Annexure- XXII of the enclosed financial statements.

4. Auditors' Remuneration:

(Amount in ₹.)

Particulars	31-Mar-14	31-Mar-13	31-Mar-12	31-Mar-11	31-Mar-10
a. Statutory Audit Fees	28,090	28,090	28,090	27,500	60,665
b. Tax Audit Fees & In Other Capacity	0	0	0	0	0
Total	28,090	28,090	28,090	27,500	60,665

5. Earnings per Share: Earnings per Share have been calculated as under:

(Amount in ₹.)

Particulars	31-Mar-14	31-Mar-13	31-Mar-12	31-Mar-11	31-Mar-10
A. Number of Shares at the beginning of the year	50,00,000	50,00,000	50,00,000	50,00,000	50,00,000
Shares issued during the year:					
- Allotment	-	-	-	-	-
B. Total Number of equity shares outstanding at the end of the year	50,00,000	50,00,000	50,00,000	50,00,000	50,00,000
C. Weighted average	50,00,000	50,00,000	50,00,000	50,00,000	50,00,000

number of equity shares outstanding during the year					
D. Net profit after tax available for equity shareholders as restated	13,59,730	-15,52,792	65,16,359	147,47,375	79,46,781
E. Basic and Diluted earnings per share (₹)	0.27	-0.31	1.30	2.95	1.59

6 Leases

The Company has not entered into any finance & Operating lease arrangements for any Assets and Premises.

7 MATERIAL ADJUSTMENTS:

Appropriate adjustments have been made in the standalone restated financial statements, whenever required, by reclassification of the corresponding items of assets, liabilities and cash flow statement, in order to ensure consistency and compliance with requirement of Schedule VI and Accounting Standards.

Statement of Adjustments in the financial statements:

(Amount in ₹.)

Particulars	31-Mar-14	31-Mar-13	31-Mar-12	31-Mar-11	31-Mar-10
Net Profits after tax and extraordinary items as per audited accounts but before Adjustments: (A)	17,19,657	(19,75,178)	61,39,862	144,96,605	77,58,054
Adjustment on Account of:					
Add/ (Less): Profit on sale of share not provided earlier	-	-	-	-	-
Add/ (Less): Depreciation wrongly calculated	-	9,874	11,034	6,539	(1,302)
Add/ (Less): Depreciation effect of previous year	1,16,701				
Add/ (Less): loss on sale of share wrongly provided earlier	-	-	-	-	-
Add/(Less): Deferred Tax on Dep. wrongly provided earlier	2,39,606	4,12,512	3,65,463	2,44,231	1,90,029
Add/(Less): IPO expenses and legal expenses not shown in Profit & Loss Account	(827501)	-	-	-	-
Add/(Less): Deferred Tax on Dep. not provided earlier	-	-	-	-	-
Add/ (Less): Deferred Tax on Gratuity Provision not provided earlier	-	-	-	-	-
Add/(Less): Provision of Gratuity not provided earlier	-	-	-	-	-
Total (B)	(3,59,927)	4,22,386	3,76,497	2,50,770	1,88,727
Net Profit as Restated (A+B)	12,48,463	(15,52,792)	65,16,359	147,47,375	79,46,781

- a In F.Y 2011-12 Prior period adjustment is due to MCX speculation loss due to difference in rate
b In F.Y 2011-12 Exceptional item is due to income/loss on purchase and sale of bullion done through MCX

c In F.Y 2011-12 details of tax adjustment are as follows

Income tax refund F.Y.2009-10 - ₹.1665680

d In F.Y 2012-13 details of tax adjustment are as follows

Income Tax For the AY 2012-13

19,19,051.00

Income Tax For the AY 2003-04

394.00

Income Tax For the AY 2009-10	21,28,590.00
Income tax for A.Y.2013-14	(19,75,000.00)
.	
e In F.y 2013-14 details of tax adjustment are as follows	
Income Tax For the AY 2010-11	(2,40,000.00)
Income Tax For the AY 2012-13	(26,733.00)
Income Tax Refund AY 2007-08	8,80,040.00
.	
f The head balance with government authorities, include Excess income tax paid which is refundable and VAT Receivables.	
.	
g Two FDR of ₹. 50,000/- each were made on 10.07.2002, during the years till FY 2007-2008 total Interest Credited in Accounts amount to ₹. 40,218/- Less TDS ₹.1,223/-, therefore the Balance comes to ₹. 1,38,995/- same is now reversed, as the full amount was credited to FDR Interest at the time of Maturity. On Maturity in FY 2007-2008, dated 10.07.2007 full amount alongwith interest was credited in FDR Interest Account, i.e. ` 70,997/- + 71,048/-.	
.	
8 Realisations	
In the opinion of the Board and to the best of its knowledge and belief, the value on realisation of current assets, loans and advances will in the ordinary course of business, not be less than the amounts at which they are stated in the Balance sheet.	
.	
9 Contractual liabilities	
All other contractual liabilities connected with business operations of the Company have been appropriately provided for.	
.	
10 Disclosure under Micro, Small and Medium Enterprises Development Act, 2006	
Under the Micro, Small and Medium Enterprises Development Act, 2006 read with notification no. 8/7/2006 – CDN dt 17/05/2007, certain disclosures are required to be made relating to Micro, Small and Medium Enterprises. The Company is in the process of compiling relevant information from its suppliers about their coverage under the said Act. Since the relevant information is not readily available, no disclosures have been made in the accounts. However in the view of the management, the impact of interest, if any, that may be payable as per the provisions of this Act is not expected to be material.	
.	
11 Amounts in the financial statements	
Amounts in the financial statements are rounded off to nearest rupees. Figures in brackets indicate negative values.	
.	
12 Previous year's figures	
The Revised Schedule VI has become effective from 1 April, 2011 for the preparation of financial statements. This has significantly impacted the disclosure and presentation made in the financial statements. Figures of all the previous year's dealt in this statement have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure to the extent possible	
.	
13 There are no Audit Qualifications during the previous years.	

ANNEXURE-V					
STATEMENT OF LONG TERM AND SHORT TERM BORROWINGS					
(Amount in ₹.)					
PARTICULARS	31-Mar-14	31-Mar-13	31-Mar-12	31-Mar-11	31-Mar-10
Long Term Borrowings					
-					
From Banks (Secured)					
Kotak Mahindra Prime Limited (Car Loan)	2,17,269	8,58,488	20,05,080	-	-
From other Financial Institution (Unsecured)	-	-	-	-	-
Loans and advances from related Party					
From Directors relative	-	-	-	-	-
From Others					
HHEC of India Limited		-	1,56,282	8,94,985	14,51,852
TOTAL	217269	858488	2161361.73	894984.73	1451851.73
Current portion of long-term borrowings, included under Other current liabilities	7,20,125	13,02,874	12,96,656	-	-
Short Term Borrowings	-	-	-	-	-
TOTAL	7,20,125	13,02,874	12,96,656	-	-
The above amount includes:					
Secured Borrowings	9,37,394	21,61,362	33,01,736	-	-
Unsecured Borrowings			1,56,282	8,94,985	14,51,852
TOTAL	9,37,394	21,61,362	34,58,018	8,94,985	14,51,852
Notes:					
1) The terms and conditions and other information in respect of Secured Loans are given in Annexure -V (A)					

ANNEXURE - V (A)						
STATEMENT OF PRINCIPAL TERMS OF SECURED LOANS AND ASSETS CHARGES AS SECURITY						
(Amount in ₹.)						
Name of Lender	Type of Loan Facility	Amount Sanctioned	Amount Outstanding as at March 31, 2014	Rate of Interest (%)	Repayment Schedule	Security
Kotak Mahindra Prime Limited	Car Loan	38,50,000	8,58,488	14.16% p.a.	FY 2011-12: 5 instalment of ₹.1,50,000, FY 2012-13: 6 installments of ₹.1,50,000 and 6 installments of ₹.1,30,000, FY 2013-14: 6 Installments of ₹.1,30,000 and 6 Installments of ₹.80,000, FY 2014-15: 6 installment of ₹.80000 and 6 installments of ₹. 45,000, and FY 2015-16: 6 installments of ₹. 45,000.	Hypothecation of Audi Car

DETAILS OF VEHICLE LOAN				
VEHICLE LOAN				
a) Repayment Schedule : Kotak Mahindra Prime Limited				
(Amount in ₹.)				
Year	Yearly Instalment (Principal Component)	Interest Component	EMI	Total Amount Outstanding
2010-11	0	0	0	0
2011-12	9,22,415	2,24,151	6,98,264	3151736
2012-13	16,77,381	363270	131411 1	1877421
2013-14	12,10,000	191067	101893 3	858488
2014-15	0	0	0	0
TOTAL	38,09,796			

b) Rate of Interest: 14.16%

c) Secured against Hypothecation of vehicle: Audi

d) Purpose: Business Use

ANNEXURE-V					
STATEMENT OF LONG TERM AND SHORT TERM BORROWINGS					
(Amount in ₹.)					
PARTICULARS	31-Mar-14	31-Mar-13	31-Mar-12	31-Mar-11	31-Mar-10
Long Term Borrowings					
From Banks (Secured)					
Kotak Mahindra Prime Limited (Car Loan)	2,17,269	8,58,488	20,05,080	-	-
From other Financial Institution (Unsecured)					
Loans and advances from related Party					
From Directors relative	-	-	-	-	-
From Others					
HHEC of India Limited		-	1,56,282	8,94,985	14,51,852
TOTAL	217269	858488	2161361.73	894984.73	1451851.73
Current portion of long-term borrowings, included under Other current liabilities	7,20,125	13,02,874	12,96,656	-	-
Short Term Borrowings	-	-	-	-	-
TOTAL	7,20,125	13,02,874	12,96,656	-	-
The above amount includes:					
Secured Borrowings	9,37,394	21,61,362	33,01,736	-	-
Unsecured Borrowings			1,56,282	8,94,985	14,51,852
TOTAL	9,37,394	21,61,362	34,58,018	8,94,985	14,51,852
Notes:					
1) The terms and conditions and other information in respect of Secured Loans are given in Annexure -V (A)					

STATEMENT OF NON-CURRENT INVESTMENTS

(Amount in ₹. Except in Units)

Particulars	Units	As at	Units	As at	Units	As at	Units	As at	Units	As at
		31-Mar-14		31-Mar-13		31-Mar-12		31-Mar-11		31-Mar-10
		₹.		₹.		₹.		₹.		₹.
Non Current Investment (Other Than Trade, at Cost)		-		-		-		-		-
Investment in Partnership Firms										
Ashok Housing		1144,86,550		1484,86,550		1348,86,550		-		-
OP Chains Housing		1323,61,000		1123,61,000		1323,57,300		-		-
Business Stocks of units								38,230,323		
NSC		58,001		58,001		58,001		58,001		58,001
Investment in Equity, Unquoted (Traded, at Cost)		-		-		-		-		-
Investment in Equity, quoted		-		-		-		-		-
Total		2469,05,551		2609,05,551		2673,01,851		3,82,88,324		58,001

ANNEXURE -VII					
<u>STATEMENT OF LONG-TERM LOANS AND ADVANCES</u>					
(Amount in ₹.)					
PARTICULARS	For the year ended				
	31-Mar-14	31-Mar-13	31-Mar-12	31-Mar-11	31-Mar-10
Unsecured, Considered Good unless otherwise stated					
Security Deposit					
- Electricity Deposit	-	-	-	-	-
- Telephone Deposit	21,200	21,200	21,200	21,200	21,200
- Others	-	-			
Other loan and advances					
Advance for Capital Goods	-	-	-	-	-
TOTAL	21,200	21,200	21,200	21,200	21,200
None of the long term loans and advances as stated above are recoverable from Directors/ Promoters/ Promoter group /Associates/ Relatives of Directors/Subsidiary Company/ Group Company.					

ANNEXURE -VIII					
<u>STATEMENT OF OTHER NON-CURRENT ASSETS</u>					
(Amount in ₹.)					
PARTICULARS	For the year ended				
	31-Mar-14	31-Mar-13	31-Mar-12	31-Mar-11	31-Mar-10
Miscellaneous Expenditures not written off	-	-	-	-	-
TOTAL	-	-	-	-	-

ANNEXURE -IX					
<u>STATEMENT OF TRADE RECEIVABLES</u>					
(Amount in ₹.)					
PARTICULARS	For the year ended				
	31-Mar-14	31-Mar-13	31-Mar-12	31-Mar-11	31-Mar-10
Outstanding for a period exceeding six months (Unsecured and considered Good)	3,74,675	3,00,619	3,00,619		-
From Directors/ Promoters/ Promoter group /Associates/ Relatives of Directors/Subsidiary, Group Company	-	-	-	-	-
Others	-	-	-	-	-
Outstanding for a period not exceeding 6 months (Unsecured and considered Good)	2,910	87,74,990	18,318	961,65,367	338,49,700
Considered Good	-	-	-	-	-
From Directors/ Promoters/ Promoter group /Associates/ Relatives of Directors/Subsidiary, Group Company	-	-	-	-	-
Others	-	-	-	-	-
TOTAL	3,77,585	90,75,609	3,18,937	961,65,367	338,49,700
None of the Trade Receivables as stated above are due from Directors/ Promoters/ Promoter group /Associates/ Relatives of Directors/Subsidiary Company/ Group Company.					

ANNEXURE -X					
STATEMENT OF CASH & CASH EQUIVALENT					
(Amount in ₹.)					
PARTICULARS	For the year ended				
	31-Mar-14	31-Mar-13	31-Mar-12	31-Mar-11	31-Mar-10
CASH & CASH EQUIVALENT					
- Cash in Hand	24,778	3,17,298	2,88,526	181,32,376	4,11,740
- Bank	89,621	1,79,877	3,12,923	1052,64,953	560,98,241
- FDR Maturities more than 12 months	-	1,66,328	1,66,328	1,66,328	544,92,506
Ahmadabad Branch	27,333	27,333	27,333	27,333	27,333
ICICI bank	-	-	-	-	324,64,512
Vysya Bank	-	-	-	-	218,61,666
PNB IBB	-	1,38,995	1,38,995	1,38,995	1,38,995
TOTAL	1,41,732	6,63,503	7,67,777	1235,63,657	1110,02,487

ANNEXURE -XI					
STATEMENT OF SHORT-TERM LOANS AND ADVANCES					
(Amount in ₹.)					
PARTICULARS	For the year ended				
	31-Mar-14	31-Mar-13	31-Mar-12	31-Mar-11	31-Mar-10
Unsecured, Considered Good unless otherwise stated					
Loan and advances to related parties	-	-	-	-	-
Other loan and advances					
TDS on FDR Interest	-	-	-	37,472	-
Satish Kumar Goyal MCX Indusind Bank	-	39,326	-	-	-
Margin money with MCX ltd.	-	15,00,000	15,00,000	15,00,000	15,00,000
Margin money with MCX (FDR)	-	-	-	-	103,64,758
TDS on FDR Interest	-	-	-	-	53,99,352
Advance tax	-	1,00,000	18,00,000	2,50,000	-
TOTAL	-	16,39,326	33,00,000	17,87,472	172,64,110
Except as disclosed above None of the short term loans and advances are recoverable from Directors/ Promoters/ Promoter group /Associates/ Relatives of Directors/Subsidiary Company/ Group Company.					

ANNEXURE -XII					
STATEMENT OF OTHER CURRENT ASSETS					
(Amount in ₹.)					
PARTICULARS	For the year ended				
	31-Mar-14	31-Mar-13	31-Mar-12	31-Mar-11	31-Mar-10
Balance with Government Authorities	8,89,004	19,06,316	42,69,470	45,83,063	252,52,414
Others	-	-	-	-	-
Ahmadabad branch O. P. Chains Limited	-	2,44,000	2,44,000	-	-
O.P. Chains Limited, Delhi - Vat Deptt.	20,000	-	-	-	-
Advance to Supplier	-	-	-	-	-
Business stock of units	-	-	-	382,30,323	-
TOTAL	9,09,004	21,50,316	45,13,470	428,13,386	252,52,414

ANNEXURE -XIII					
STATEMENT OF LONG-TERM PROVISIONS					
(Amount in ₹.)					
PARTICULARS	For the year ended				
	31-Mar-14	31-Mar-13	31-Mar-12	31-Mar-11	31-Mar-10
Provision for Gratuity	-	-	-	-	-
TOTAL	-	-	-	-	-

ANNEXURE -XIV					
STATEMENT OF TRADE PAYABLES					
(Amount in ₹.)					
PARTICULARS	For the year ended				
	31-Mar-14	31-Mar-13	31-Mar-12	31-Mar-11	31-Mar-10
- Trade Payables for Goods	-	-	-	-	36,000
TOTAL	-	-	-	-	36,000
None of the Trade Payables as stated above are due from Directors/ Promoters/ Promoter group /Associates/ Relatives of Directors/Subsidiary Company/ Group Company.					

ANNEXURE -XV					
STATEMENT OF OTHER CURRENT LIABILITIES					
(Amount in ₹.)					
PARTICULARS	For the year ended				
	31-Mar-14	31-Mar-13	31-Mar-12	31-Mar-11	31-Mar-10
Current maturities of long-term borrowings					
- Banks- Kotak Mahindra Prime Limited (Car Loan)	7,20,125	11,46,592	12,96,656	-	-
- Others		1,56,282	-	-	-
Duties & Taxes		-	-	-	-
TDS payable	5,721	2,87,504	22,415	-	-
Advance from Related Party	-	-	-	-	-
From Directors	-	-	-	-	-
Other Liabilities	-	-	-	-	-
Electricity Exps. Payable	-	-	-	7,863	-
Transaction fee payable	-	-	-	-	33,952
H.K Chaudhary & Co. (Auditor)	-	-	-	-	60,665
MCX transaction fee	-	-	-	4,886	-
Shri P.K.Soni Advocate (Lawyer)	-	44,000	44,000	44,000	45,000
BPN & Co. (Current Auditor)	28,090	28,090	28,090	27,500	-
Expenses payable	14,000	-	-	-	-
Legal and Professional fees Payable	4,000	-	-	-	-
Advance from customers	-	-	-	-	-
TOTAL	7,71,936	16,62,468	13,91,161	84,249	1,39,617

ANNEXURE -XVI					
STATEMENT OF SHORT-TERM PROVISIONS					
(Amount in ₹.)					
PARTICULARS	For the year ended				
	31-Mar-14	31-Mar-13	31-Mar-12	31-Mar-11	31-Mar-10
Provisions :					
Income Tax	-	2,45,930	19,75,000	5,02,304	247,76,665
FBT	-	-	-	-	22,216

TOTAL	-	2,45,930	19,75,000	5,02,304	247,98,881
ANNEXURE -XVII					
STATEMENT OF OTHER INCOME					
(Amount in ₹.)					
Particulars	For the year ended				
	31-Mar-14	31-Mar-13	31-Mar-12	31-Mar-11	31-Mar-10
Recurring Income:					
Interest Income	1,05,600	-	2,33,240	4,17,722	223,64,361
Dividend Income	-	-	6,47,922	46,15,076	-
Discount Received	-	-	-	-	-
Job Work Received	-	-	-	-	-
Non-Recurring Income:					
Income from forward trading	-	-	-	5,46,347	190,79,214
Share Profit/Loss STT Charged	-	-	-	19,86,719	-
Income from GEE KAY Stock and share limited	-	-	-	-	6,32,293
Mutual fund income	-	2,06,750	13,95,489	16,60,986	8,61,098
Profit on sale of Share	-	-	-	-	-
Other Non - Operating Income	-	-	-	-	4,69,856
Total	1,05,600	2,06,750	22,76,651	92,26,849	434,06,822

Annexure -XVIII					
STATEMENT OF RELATED PARTY TRANSACTION					
As per Accounting Standard 18 on related party disclosure issue by the ICAI, the Company's related parties are disclosed Below:					
Names of the related parties with whom transactions were carried out during the years and description of relationship:					
Mr. Om Prakash Agarwal	Directors/Key Management Personnel				
Mr. Ashok Kumar Goyal					
Mr. Satish Kumar Goyal					
	Relatives of Directors/Key Management Personnel				
	Entities significantly influenced by Directors/Key Management Personnel or/and Relatives of Directors/Key Management Personnel				
OP Chains Company					
Ashok Housing					
OP Chains Jewellers					
1. Transactions with Directors/Key Management Personnel (Amt. in ₹.)					
Nature of Transactions	For the year ended				
	31-Mar-14	31-Mar-13	31-Mar-12	31-Mar-11	31-Mar-10
Remuneration					
Mr. Om Prakash Agarwal	1200000	1200000	1200000	1200000	320000
Mr. Ashok Kumar Goyal	1200000	1200000	1200000	1200000	210000
Mr. Satish Kumar Goyal	1200000	1200000	1200000	1200000	210000
Rent					
Mr. Om Prakash Agarwal	60000	60000	-	-	-
Finance					
Opening Balance	-	-	-	-	-
Amount Debited during the period/year	-	-	-	-	-
Amount Credited during the period/year	-	-	-	-	-
Closing Balance	-	-	-	-	-
2. Transactions with Relatives of Directors/Key Management Personnel (Amt. in ₹.)					
Nature of Transactions	For the year ended				

	31-Mar-14	31-Mar-13	31-Mar-12	31-Mar-11	31-Mar-10
Not Applicable					
3. Transactions with Entities significantly influenced by Directors/Key Management Personnel or/and Relatives of Directors/Key Management Personnel (Amt. in ₹.)					
Nature of Transactions	For the year ended				
	31-Mar-14	31-Mar-13	31-Mar-12	31-Mar-11	31-Mar-10
O.P Chains Company (Prop. OP Agarwal)					
Interest Paid	-	2851625	-	-	-
Purchase	276939959	141252049	296806731	20613575	76748850
Sale	393327809	505916165	1131502320	634791718	334955670
O.P. Chains Jewellers (Prop. Moon Goyal)					
Sales	3489000	7310579	52656322	29873332	-
Ashok Housings (Partnership Firm)					
Investment outstanding at the end of the year	-	148486550	134886550	-	-
O.P. Chains Housing (Partnership Firm)					
Investment outstanding at the end of the year	-	112361000	132357300	-	-
Loans / Advances					
Loan/ Advances taken from OP Chains Company during the year(including interest payments, if any)	-	21768131	-	-	-
Loan / Advances repaid to OP Chains Company during the year(including interest payments, if any)	-	21768131	-	-	-
Outstanding loan at the end of the year	-	-	-	-	-
Loan/ Advances given to Entities during the year(including interest payments, if any)	-	-	-	-	-
Loan / Advances returned back by entities during the year(including interest payments, if any)	-	-	-	-	-
Outstanding loan at the end of the year	-	-	-	-	-

ANNEXURE - XIX					
STATEMENT OF SHARE CAPITAL, RESERVES AND SURPLUS					
(Amount in ₹.)					
Particulars	For the year ended				
	31-Mar-14	31-Mar-13	31-Mar-12	31-Mar-11	31-Mar-10
Share Capital					
Authorised Share Capital					
Equity shares of `10 each	72,50,000	50,00,000	50,00,000	50,00,000	50,00,000
Share Capital	725,00,000	500,00,000	500,00,000	500,00,000	500,00,000
Issued, Subscribed and Paid up Share Capital					
Equity Shares of ` 10 each fully paid up	50,00,000	50,00,000	50,00,000	50,00,000	50,00,000
Share Capital (in `)	500,00,000	500,00,000	500,00,000	500,00,000	500,00,000
Total	500,00,000	500,00,000	500,00,000	500,00,000	500,00,000
Reserves and Surplus	236,77,473	224,38,883	240,02,709	274,92,889	227,44,213
Total	236,77,473	224,38,883	240,02,709	274,92,889	227,44,213

ANNEXURE-XX		
STATEMENT OF CAPITALISATION		
(Amount in ₹.)		
Particulars	Pre-Issue	Post-Issue
	As on 31 March 2014	
Debt		
Short Term Debt	-	-
Long Term Debt	2,17,269	217269
Total Debt	2,17,269	217269
Shareholders' Fund (Equity)		
Share Capital	500,00,000	68500000
Reserves & Surplus	2309,22,473	232772473
Less: Miscellaneous Expenses not w/off	-	-
Total Shareholders' Fund (Equity)	2809,22,473	301272473
Long Term Debt/Equity	-	-
Total Debt/Equity	-	-
Notes:		
1. Short term Debts represent which are expected to be paid/payable within 12 months and excludes instalment of term loans repayable within 12 months.		
2. Long term Debts represent debts other than Short term Debts as defined above but includes instalment of term loans repayable within 12 months grouped under other current liabilities		
3. The figures disclosed above are based on re stated statement of Assets and Liabilities of the Company as at 31.03.2014		

ANNEXURE-XXI

MANDATORY ACCOUNTING RATIOS

Particulars	For the year ended				
	31-Mar-14	31-Mar-13	31-Mar-12	31-Mar-11	31-Mar-10
Face Value per equity Share(₹)	10	10	10	10	10
Earnings/ (losses) Per Share (in ₹)					
- Basic and Diluted Earnings/ (losses) Per Share [a/b]	0.25	-0.31	1.30	2.95	1.59
(ii) Return on Net Worth (in %) [a/d]	0.44%	-0.56%	2.32%	5.37%	3.06%
(iii) Net Assets Value per Share (in ₹) [d/c]	56.18	55.94	56.25	54.95	52.00
(a) Net profit available for appropriation (as restated)	12,48,463	-15,52,792	65,16,359	147,47,375	79,46,781
(b) Weighted average numbers of equity shares for calculating Basic and diluted EPS.	50,00,000	50,00,000	50,00,000	50,00,000	50,00,000
(c) No. of equity shares outstanding at the end of the year.	50,00,000	50,00,000	50,00,000	50,00,000	50,00,000
(d) Net Worth as at the end of the period/year	2809,22,473	2796,83,883	2812,47,709	2747,37,889	2599,89,213
Net Worth is represented by:					
Share Capital	500,00,000	500,00,000	500,00,000	500,00,000	500,00,000
(b) Reserves & Surplus					
Surplus in Profit & Loss Account	236,77,473	224,38,883	240,02,709	274,92,889	227,44,213
Share premium	1172,45,000	1172,45,000	1172,45,000	1172,45,000	1172,45,000
General reserve	900,00,000	900,00,000	900,00,000	800,00,000	700,00,000
Less : Revaluation Reserve	-	-	-	-	-
Less: Miscellaneous Expenses not w/off	-	-	-	-	-
Total	2809,22,473	2796,83,883	2812,47,709	2747,37,889	2599,89,213
Note:					

1. The above ratios are calculated as under:

a) Basic and Diluted Earning per Share =	<u>Net profit available for appropriation (as restated)</u>
	Weighted average numbers of equity shares for calculating Basic and diluted EPS.
b) Return on Net Worth(%) =	<u>Net profit available for appropriation (as restated)</u>
	Net Worth as at the end of the period/year
c) Net Asset Value Per Equity Share =	<u>Net Worth as at the end of the period/year</u>
	No. of equity shares outstanding at the end of the year

2. Net Worth means the aggregate of the paid up share capital, share premium account, and reserves and surplus (excluding revaluation reserve) as reduced by the aggregate of miscellaneous expenditure (to the extent not adjusted or written off) and the debit balance of the profit and loss account;

3. Earnings Per Share (EPS) calculation are in accordance with the Accounting Standard 20 "Earnings Per Share" prescribed under the Companies (Accounting Standards) Rules, 2006.
4. The figures disclosed above are based on the restated financial information of the Company.

ANNEXURE- XXII					
STATEMENT OF DEFERRED TAX ASSETS / (LIABILITIES)					
(Amount in ₹.)					
Particulars	For the year ended				
	31-Mar-14	31-Mar-13	31-Mar-12	31-Mar-11	31-Mar-10
Opening Balance of Deferred Tax Asset / (Liability)	13,45,945	9,23,113	5,34,850	2,45,461	(41,748)
DTA / (DTL) on Timing Difference in Depreciation as per Companies Act and Income Tax Act.	1,53,249	4,22,832	3,88,263	2,89,389	2,87,209
DTA / (DTL) on Timing Difference in provision for Gratuity as per Companies Act and Income Tax Act.	-	-	-	-	-
Closing Balance of Deferred Tax Asset / (Liability)	14,99,194	13,45,945	9,23,113	5,34,850	2,45,461

ANNEXURE- XXIII					
STANDALONE STATEMENT OF TAX SHELTER					
(Amount in ₹.)					
Particulars	For the year ended				
	31-Mar-14	31-Mar-13	31-Mar-12	31-Mar-11	31-Mar-10
Restated Profit before tax	11,35,977	3,43,342	64,66,582	176,93,250	108,12,980
Add: depreciation as per Companies Act, 1956	10,12,997	15,04,911	12,82,059	9,56,393	8,75,317
Less: Depreciation as per income tax Act, 1961	8,59,748	10,82,079	8,93,796	6,67,005	5,88,108
Adjustments:					
Mutual Fund Income	-	-	3,598	-	(5,44,537)
Dividend Income	-	-	(6,47,922)	-	(3,16,561)
Profit before tax	12,89,226	7,66,174	62,10,521	179,82,638	102,39,091
Income from Capital Gain					
Mutual Fund Income	-	-	-	-	5,44,537
Total Income	12,89,226	7,66,174	62,10,521	179,82,638	107,83,628
Tax at Normal rates					
STCG	-	-	-	-	81,681
Tax on balance amount	6,54,070	2,45,930	20,04,168	32,35,264	30,71,727
Total Tax Payable (A)	6,54,070	2,45,930	20,04,168	32,35,264	31,53,408
Total Tax Payable as per MAT	0	0	0	0	0
Total Tax payable as per MAT (B)	2,10,156	63,518	11,96,318	31,84,785	15,74,658

Net Tax Payable (Higher of A & B)	6,54,070	2,45,930	20,04,168	32,35,264	31,53,408
Note: The aforesaid Statement of Tax Shelters has been prepared as per the ' Restated Profit and Loss Account'					

Annexure - XXIV					
RESTATED STATEMENT OF CONTINGENT LIABILITIES					
(Amount In ₹.)					
Particulars	For the year ended				
	31-Mar-14	31-Mar-13	31-Mar-12	31-Mar-11	31-Mar-10
Contingent Liability	-	--		-	-
Total	-	-	-	-	-

Annexure - XXV					
STANDALONE STATEMENT OF FIXED ASSETS					
(Amount in ₹.)					
Particulars	For the year ended				
	31-Mar-14	31-Mar-13	31-Mar-12	31-Mar-11	31-Mar-10
Tangible Assets					
Plant & Equipments	1,65,710	1,92,485	2,23,586	2,59,712	3,01,675
Furniture and Fixtures	11,974	14,620	17,851	21,796	26,613
Car	27,82,523	41,75,585	57,24,307	25,44,466	22,56,320
Computer	1,33,974	1,55,361	1,56,252	1,75,220	1,94,633
Intangible Assets	-	-			
Capital WIP	-	-			
Intangible Assets under Development	-	-			
Grand Total	30,94,181	45,38,051	61,21,996	30,01,194	27,79,241

Annexure -XXVI					
STATEMENT OF INVENTORY					
(Amount in ₹.)					
Particulars	For the year ended				
	31-Mar-14	31-Mar-13	31-Mar-12	31-Mar-11	31-Mar-10
Raw Material	-	-	-	-	-
Work in Progress	-	-	-	-	-
Finished Goods					
Silver	289,63,232	21,11,268	35,06,888	82,74,301	959,42,950
Total	289,63,232	21,11,268	35,06,888	82,74,301	959,42,950

ANNEXURE -XXVII					
STATEMENT OF REVENUE FROM OPERATION					
(Amount in ₹.)					
Particulars	For the year ended				
	31-Mar-14	31-Mar-13	31-Mar-12	31-Mar-11	31-Mar-10
Revenue From Operation					
<u>Revenues from Sale of Bullion</u>					
Silver	25888,14,630	23889,57,403	56608,16,326	30891,95,739	40450,01,354
Gold	28,83,000	66,45,958	2610,05,055	2830,58,761	15898,77,738
Total	25916,97,630	23956,03,361	59218,21,381	33722,54,500	56348,79,092

STATEMENT OF FINANCIAL INDEBTEDNESS

A brief detail on the financial indebtedness of the Company as on July 31, 2014 is as under:

A. Loan from Banks / NBFC

(₹.in Lacs)

Name of Lender	Purpose	Sanction Amount	Rate of interest	Securities offered	Re-payment	Moratorium	Outstanding amount
Secured Loan							
Kotak Mahindra Prime Ltd	For Purchase of Car	38.50	14.16%	Hypothecation of car: Audi	Vehicle Loan is repayable in 11 installment of ₹.1,50,000 , 12 installments of ₹.1,30,000, 12 Installments of ₹.80,000 and 12 Installments of ₹.45,000	NA	6.46

Note 1:

Important Terms:

Terms of Vehicle Loan from Kotak Mahindra Prime Ltd:

1. Vehicle Loan is Secured by way of Hypothecation of AudiCar.
2. Vehicle Loan is repayable in 5 installment of ₹.1,50,000 in FY 2011-12, 6 installments of ₹.1,50,000 and 6 installments of ₹.1,30,000 in FY 2012-13, and 6 Installments of ₹.1,30,000 and 6 Installments of ₹. 80,000 in FY 2013-14, 6 installment of ₹.80000 and 6 installments of ₹. 45,000 in FY 2013-14 and 6 installments of ₹.45,000 in FY 2015-16
3. Rate of Interest: 14.16% per annum on monthly rests.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

You should read the following discussion of our financial condition and results of operations together with our restated financial statements included in the Draft Prospectus. You should also read the section entitled "Risk Factors" beginning on page 12 and "Forward Looking Statements" beginning on page 11 which discusses a number of factors, risks and contingencies that could affect our financial condition and results of operations.

The following discussion of our financial condition and results of operations should be read in conjunction with our restated summary statements as of and for the fiscal years ended March 31, 2010, 2011, 2012, 2013 and 2014, including the schedules and notes thereto and the reports thereto, which appear in the section titled "Financial Information" on page no 143 of the Draft Prospectus. The financial statements presented and discussed herein have been prepared to comply in all material respects with the notified accounting standards by Companies (Accounting Standards) Rules, 2006 (as amended), the relevant provisions of the Companies Act and SEBI (Issue of Capital and Disclosure Requirements) Regulations. Our fiscal year ends on March 31 of each year. Accordingly, all references to a particular fiscal year/financial year are to the twelve-month period ended on March 31 of that year. The forward-looking statements contained in this discussion and analysis is subject to a variety of factors that could cause actual results to differ materially from those contemplated by such statements.

OVERVIEW

Our Company was originally incorporated with an object to take over the business of M/s. O. P Chains & Others AOP on December 4, 2001 under the provisions of the Companies Act, 1956 and a certificate of incorporation issued by the Registrar of Companies, Uttar Pradesh, Kanpur. Subsequently, our Company has received a Certificate of Commencement of Business dated December 7, 2002 issued by the Registrar of Companies, Uttar Pradesh, Kanpur. The Corporate Identification Number of our Company is U27205UP2001PLC026372. The Registered Office of our Company is situated at 8/16 A, Seth Gali, Agra, Uttar Pradesh-282003, India.

Our Company vide a business takeover agreement dated December 4, 2001 with M/s O. P. Chains & Others, AOP had taken over the existing business of M/s O. P. Chains & Others, AOP (which was formed vide agreement dated February 25, 2001 and re-constituted vide agreement dated August 20, 2001) along with all assets and liabilities and further to carry on the business of M/s O. P. Chains & Others, AOP under the name of O. P. Chains Limited. Under the auspices of our promoters, our Company has expanded into the trading of Gold and Silver and allied products as bullion trader.

Today, we are one of the reputed name in trading of bullion (Gold & Silver) in Agra, Uttar Pradesh having a client base in Agra and Delhi. We are bullion traders, specializing in bars and coins of various sizes and weights of Gold and Silver and offer wholesale delivery of bullion to domestic users i.e. ornament manufacturers, goldsmiths, jewelers and semi-wholesalers. Our Company is member of "**The Gem & Jewellery Export Promotion Council**".

Our founders and promoters viz. Mr. Om Prakash Agarwal, Mr. Ashok Kumar Goyal & Mr. Satish Kumar Goyal have more than 50, 35 & 20 years of respective experience in field of trading of Gold and Silver and experience of more than 5 years each in Real Estate business.

We operate as an intermediary in bullion trading market of Agra, Uttar Pradesh whereby we purchase materials such as Gold & Silver from State Trading Corporation of India, Hindustan Zinc Limited, ICICI Bank Limited, Punjab National Bank Limited and supply the same to our customers in the Jewelry industry and related business. Our end customers are mainly ornament manufacturers, goldsmiths, jewelers and semi-wholesalers.

Our Product Portfolio offers a mainly Gold and Silver according to customer specifications and in standard sizes and weights.

In the year 2011, our company entered into real estate sector by becoming partner of partnership firms viz. M/s. Ashok Housing and M/s. O P Chains Housing vide partnership agreement dated February 17, 2011 and August 04, 2011 respectively to construct residential apartments and commercial spaces. Our investments in the partnership firms as on March 31, 2014 are as under:

(₹. In lacs)

Name of the Firm	Profit Sharing Ratio (%)	Capital investment as on March 31, 2014
M/s. Ashok Housing	25%	1144.86
M/s. O. P. Chains Housing	25%	1323.61

Our Company's restated Total Income increased from ₹. 23832.43 lacs in FY 2012-13 to ₹. 26073.88 lacs in FY 2013-14 and our restated Profit after Tax was ₹. 12.48 lacs in FY 2013-14 as compared to loss of ₹.(15.53) lacs in FY 2012-13.

Our Location: Currently we operate from our registered office which located at 8/16 A, Seth Gali, Agra, Uttar Pradesh-282003, India which is one of the prime bullion markets in Agra, Uttar Pradesh. Our other location is at Shop No.1/119C/12 Chaube ji ka Katra, Kinari Bazar, Agra-282003, Uttar Pradesh which we utilize as godown for storage of our stock.

OUR PRODUCTS:

Bullion Trading Business:

Particulars	Purity Grade	Weights	Diemensions
Gold	0.995 0.999 0.9999(LBMA)	1 Kg 100gms 50 gms	Bars, Biscuits & Coins
Silver	0.999+ (LBMA)	30kgs 15 kgs	Bars, Biscuits & Grains of Small Wiegths

LBMA: London Bullion Market Association

Real Estate Business: In the year 2011, our company entered into real estate sector by becoming partner of partnership firm viz. M/s. Ashok Housing and M/s. O P Chains Housing vide partnership agreement dated February 17, 2011 and August 04, 2011 respectively to construct residential apartments and commercial spaces .

M/s. Ashok Housing: Under this partnership firm we have profit sharing ratio of 25% and other partners are Mr. Om Prakash Agarwal, Mr. Satish Kumar Goyal & Mr. Mohit Goyal. Our partnership firm have entered into an sale deed dated November 3, 2011 with Agra Development Authority for purchase of land ad measuring 7382.93 sq mtrs situated at Plot No. GH-4, Sector B-2, Taj Nagri, Agra (U.P.) for consideration of ₹.1476,58,600 as cost of land and ₹.1,77,19,032 as freehold charges of land and ₹.1,15,77,000 as stamp duty and registration charges. Our partnership firm have applied for clearance from environment department for our proposed residential project and currently the application is pending with authority. We will be applying for other approvals in due course.

M/s. O P Chains Housing : Under this partnership firm we have profit sharing ratio of 25% and other partners are as Mr. Shobhik Goyal, Mr. Shivam Goyal & Mr. Mohit Goyal. Our partnership firm have received allotment letter dated 25.08.2012 by Agra Development Authority for allotment of land admeasuring 20,000 Square Metres situated at Plot No. GH-3, Sector B-2, Taj Nagri, Agra (U.P.) for ₹.40, 32,00,000 (Rupees Forty Crores and Thirty Two Lacs Only). Our partnership firm have deposited ₹.9, 72, 05,300 (Rupees Nine Crores Seventy two Thousand Five thousand and Thirty Two Only). Balance payment is yet to be made and Sale deed for the said land will entered only on full payment to Agra Development Authority.

OUR STRENGTHS:

- ✓ **Quality Assurance:** We deal in the products which are of international standards in terms of purity. One of our strength is that we practice fair dealings in our transactions and provide quality products. This has enabled us to get repeat orders from our existing customers and attract new customers; we believe that an intricacy of our quality products enables us to get better margins on the products traded by us and develop long term relaations.

- ✓ **Experience Management:** Our founders and promoters viz. Mr. Om Prakash Agarwal, Mr. Ashok Kumar Goyal & Mr. Satish Kumar Goyal have more than 50,35 & 20 years of respective experience in field of trading of Gold and Silver and more than 5 years each experience in Real Estate business. Our Promoters are actively involved in our operations and bring to our Company their vision and leadership which we believe has been instrumental in sustaining our business operations. Our management team also includes people who have good experience in the bullion and jewellery industry.
- ✓ **Diversified Business:** To reduce our dependence on one business ie is trading in Gold & Silver. We are gradually diversifying into rela estate business. We have entered into real estate sector by becoming partner of partnership firms viz. M/s. Ashok Housing and M/s. O P Chains Housing vide partnership agreement dated February 17, 2011 and August 04, 2011 respectively to construct residential apartments and commercial spaces in and around Agra.

OUR BUSINESS STRATEGY

- ✓ **Focus on Increase in Volume of Sales:** As part of our growth strategy, we intend to focus on increase in volume of sales. As a trading Company we want to focus on larger volume of sales and further addition of new clients in our portfolio to achieve our targeted sales.
- ✓ **Increase Geographical Presence:** We are currently located at Agra in Uttar Pradesh. Going forward we plan to establish our presence in the other markets in the state of Uttar Pradesh. Our emphasis is on expanding the scale of our operations in markets like Lucknow, Allahabad, Kanpur and NCR which we believe will provide us attractive opportunities to grow our client base and revenues.
- ✓ **Continue to develop client relationships and Trust:** We plan to grow our business primarily by growing our client relationships and trust. We believe that increased client relationships and trust will add stability to our business. We seek to build on existing relationships and also focus on bringing into our portfolio more clients. We believe that our business is a by-product of relationship and trust. Long-term relations are built on trust and continuous meeting with the requirements of the customers.
- ✓ **Developing Real Estate Busniess:** Going forward we intend to develop our real estate business. We have already entered into real estate sector by becoming partner of partnership firms viz. M/s. Ashok Housing and M/s. O P Chains Housing vide partnership agreement dated February 17, 2011 and August 04, 2011 respectively to construct residential apartments and commercial spaces.

Plant and Machinery: Since we are a trading Company, we do not own any major plant and machinery.

Collaborations: We have not entered into any technical or other collaboration.

Infrastructure Facilities

Power: Since we are trading company our power requirement is minimum and is met through state electricity borad.

Water: Since we are trading company our power requirement is minimum.

Manpower: The following is a department-wise break-up of our employees as on the date of the Draft Prospectus:

Category	Company Pay Roll	Casual Labour / Employees on daily wages / Contract Basis	Total
Directors	3	-	3
Senior Managerial	2	-	2
Managers / Officers / Executive	3	-	3
Skilled Staff	2	-	2
Unskilled Labor	-	-	-
Trainees (not permanent)	-	-	-
TOTAL	10	-	10

Past Production Figures Industry-wise: The Bullion is highly fragmented and is dominated by large number of traders and manufacturers.

For details of the industry data please refer to section titles "**Industry Overview**" beginning on page 73 of the Draft Prospectus.

Competition: We face the competition in our business from other existing traders Gold and Silver and related Products. We compete with our competitors on a regional or product line basis. Many of our competitors have substantially large capital base and resources than us and offer broader range products. We believe that the principal factors affecting competition in our business include client relationships, reputation, the abilities of employees, market focus and the relative quality and price of the services and products.

Approach to Marketing and Marketing Set-up: Our management enjoy the confidence of several corporate and retail clients and we currently market our products only to a selected setup of clients. We interact with our customers to get the feedback on the quality of products and services and improve the same as well.

Key factors affecting our Results of Operation: Following are the key factors affecting our operations

1. Disruption in raw material supply
2. General economic and business conditions in the markets in which we operate and in the local, regional and national economies;
3. Our ability to successfully implement our growth strategy and expansion plans,
4. Our ability to attract and retain qualified personnel;
5. Changes in political and social conditions in India or in countries that we may enter, the monetary and interest rate policies of India and other countries, inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices;
6. The performance of the financial markets in India and globally; and
7. Non- Availability or high cost of quality gold bullion and diamonds.
8. Significant Fluctuations in the price of gold and diamonds.
9. Any adverse outcome in the legal proceedings in which we are involved.;
10. Our ability to compete effectively, particularly in new markets and businesses;
11. Changes in foreign exchange rates or other rates or prices;
12. Realization of Contingent Liabilities
13. Changes in domestic and foreign laws, regulations and taxes and changes in competition in our industry.
14. Conflicts of interest with affiliated companies, the Group Entities and other related parties;
15. Termination of customer contracts without cause and with little or no notice or penalty;
16. Failure of our infrastructure and equipment;
17. Failure to obtain and retain approvals and licenses or changes in applicable regulations;

Our Significant Accounting Policies: Our significant accounting policies are described in the section entitled "**Financial Information**" on page 143 of this Draft Prospectus.

Change in accounting policies in previous 3 (three) years: Except as mentioned in chapter "**Financial Information**" on page no.143, there has been no change in accounting policies in last 3 (three) years.

Summary of the Results Of Operation

The following table sets forth select financial data from standalone restated profit and loss accounts for the Financial Year ended on March 31, 2014, 2013, 2012 & 2011 and the components of which are also expressed as a percentage of total income for such periods.



(In ₹)

Particulars (In	For the Year ended 31st March 2014	% of Total Income	For the Year ended 31st March 2013	% of Total Income	For the Year ended 31st March 2012	% of Total Income	For the Year ended 31st March 2011	% of Total Income
Revenue from Operation	25,916.98	100.00%	23,956.03	99.99%	59,218.21	99.96%	33,722.54	99.73%
Other Income	1.06	0.00%	2.07	0.01%	22.77	0.04%	92.27	0.27%
Total Income	25,918.03	100.00%	23,958.10	100.00%	59,240.98	100.00%	33,814.81	100.00%
Purchase of Stock in Trade	26,073.88	100.60%	23,832.43	99.48%	59,057.59	99.69%	32,651.49	96.56%
Changes in inventories of finished goods, WIP and Stock-in-Trade	(268.52)	-1.04%	13.96	0.06%	47.67	0.08%	876.69	2.59%
Employees Benefit Expense	46.91	0.18%	42.50	0.18%	44.64	0.08%	43.88	0.13%
Finance Cost	4.56	0.02%	33.22	0.14%	3.16	0.01%	1.48	0.00%
Depreciation and Amortization expense	10.13	0.04%	15.05	0.06%	12.82	0.02%	9.56	0.03%
Other expenses	39.71	0.15%	17.51	0.07%	10.44	0.02%	13.65	0.04%
Total Expenses	25,906.67	99.96%	23,954.67	99.99%	59,176.31	99.89%	33,596.76	99.36%
Net Profit before tax, exceptional & extra-ordinary items:	11.36	0.04%	3.43	0.01%	64.67	0.11%	218.06	0.64%
Exceptional & extra-ordinary items:	-	-	0.00	-	0.00	-	41.13	0.12%
Net Profit before tax	11.36	0.04%	3.43	0.01%	64.67	0.11%	176.93	0.52%
- Current Tax	6.54	0.03%	2.46	0.01%	20.04	0.03%	32.35	0.10%
- Deferred Tax Liability / (Asset)	(1.53)	-0.01%	(4.23)	-0.02%	(3.88)	-0.01%	(2.89)	-0.01%
- Tax Provision for Prior Years	(6.13)	0.02%	20.73	-0.09%	(16.66)	0.03%	-	
Restated profit after tax from continuing operations	12.48	0.05%	(15.53)	-0.06%	65.16	0.11%	147.47	0.44%
Profit/ (Loss) from Discontinuing operation	-	-	-	-	-	-	-	-
Restated profit after year for the year	12.48	0.05%	(15.53)	-0.06%	65.16	0.11%	147.47	0.44%

Financial Performance Highlights for the Period Ended March, 2014**Total Income:**

Our total income during the period ended March, 2014 was ₹ 25918.03 lacs. The revenue from trading activities was ₹. 25916.97 lacs which comprised 100% of our total income for the period ended March, 2014.

Total Expenses:

The total expenditure during the period ended 2014 was ₹. 25906.67 lacs. The total expenditure represents 99.96% of the total revenue. The total expenses is represented by purchases of Stock in Trade, changes in inventories of finished goods and WIP, employee benefits expense, finance costs, depreciation and amortization expense, other expenses for administrative and selling. The main constituent of total expenditure is purchases of Stock in Trade, which is ₹. 26073.88 lacs

Profit after tax:

Our restated net profit during the period was ₹.12.48 lacs representing 0.05% of the total revenue of our Company.

COMPARISON OF THE FINANCIAL PERFORMANCE OF FISCAL 2014 WITH FISCAL 2013**Total Income:**

During the year 2013-14 the total revenue of our company increased to ₹. 25918.03 lacs as against ₹. 23958.10 lacs of 2012-13, representing an increase of 8.18% % of the total revenue.

Total Expenses:

The total expenditure for the year 2013-14 increased to ₹. 25906.67 lacs from ₹.23954.67 lacs, an increase of 8.15% to the previous year which is in line with the increase in revenue between these two years. This increase was due to increase in the purchases and other expenses to sustain the increase in operations.

Purchase of stock in trade:

Purchase of stock in trade amounted Rs.26073.88 lacs for the year 2013-14 as against Rs.23832.42 lacs of previous year, an increase of 9.41% to the previous year. Increase in purchase in stock in trade was attributable to our increased demand in fiscal 2014 compared to the prior financial year.

Changes in inventories of finished goods, WIP and Stock-in-Trade:

The inventory has changed to ₹. (268.52) lacs in 2013-14 as compared ₹.13.96 lacs in 2012-13.

Employee benefits expense:

The employee benefit expense comprises of salaries, allowances, staff welfare expenses and other benefits to the employees. The said expenses increased to Rs. 46.91 lacs during the current year from ₹ 42.50 lacs in the previous year 2012-13 i.e. an increase of 10.38% to the previous year.

Finance costs:

Finance cost for the year 2013-14 decreased to ₹. 4.56 lacs as against ₹.33.22 lacs of the previous year. The decrease is 86.26%

Depreciation and amortization expense:

Depreciation for the year 2013-14 stood at ₹ 10.13 lacs calculated at WDV method as per companies Act. For the year 2012-13 the same was ₹.15.05 lacs.

Other expenses:

Other expenses include administrative, selling expenses which majorly comprises of advertisements, professional charges, Insurance expenses, commission and brokerage, travelling and conveyance, etc. These expenses were for the year 2013-14 increased to ₹ 39.71 lacs as against ₹.17.51 lacs during the previous financial year.

Profit before Tax

Primarily due to the reasons described above, our profit before tax increased to ₹ 11.36 lacs from ₹.3.43 lacs in fiscal year 2013.

Profit after tax

The profit after tax for the year 2013-14 stood at ₹12.48 lacs as against ₹. (15.53 lacs) for the previous year 2012-13.

COMPARISON OF THE FINANCIAL PERFORMANCE OF FISCAL 2013 WITH FISCAL 2012**Total Income:**

For the year 2012-13 the total revenue of our company decreased to ₹. 23958.10 lacs as against ₹. 59240.98 lacs of 2011-12, representing an decrease of 59.56% of the total revenue. The revenues from trading activates is decrease to ₹ 23956.03 lacs from ₹ 59218.21 lacs an decrease of 59.55% to the previous year. Our other income primarily includes interest on fixed deposits with banks, and miscellaneous income.

Total Expenses:

The total expenditure for the year 2012-13 decreased to ₹ **23954.67lacs** from ₹. **59176.31 lacs** an decrease of 59.52% to the previous year which is in line with the decrease in revenue between these two years. This decrease was due to decrease in the purchases and cost of additional sources of finance

Purchase of stock in trade:

Purchase of stock in trade amounted Rs 23832.43 lacs for the year 2012-13 as against ₹ 59057.59 lacs for the year 2011-12

Changes in inventories of finished goods, WIP and Stock-in-Trade:

The inventory has changes to ₹. 13.96 lacs in 2012-13 as compared to ₹ 47.67 lacs 2011-12.

Employee benefits expense:

The employee benefit expense comprises of salaries, allowances, staff welfare expenses and other benefits to the employees. The said expenses decreased to ₹. 42.50 lacs during the current year from ₹. 44.63 lacs in the previous year 2010-11 i.e. an decrease of 4.79% to the previous year.

Finance costs:

Finance cost for the year 2012-13 increased to ₹. 33.22 lacs as against ₹. 3.16 lacs of the previous year.

Depreciation and amortization expense:

Depreciation for the year 2012-13 stood at ₹. 15.05lacs calculated at WDV method as per companies Act. For the year 2011-12 the same was ₹12.82 lacs. The increase was due to addition to fixed assets during the fiscal year 2012-13.

Other expenses:

Other expenses include administrative, selling expenses which majorly comprises of professional charges, Insurance expenses, commission and brokerage, travelling and conveyance, repairs and maintenance etc. These expenses were for the year 2012-13 increased to ₹.17.51 lacs as against ₹.10.44 lacs during the previous financial year.

Profit before Tax

Primarily due to the reasons described above, our profit before tax decreased to ₹. 3.43 lacs in F.Y 2012-13 as compared to ₹.64.67 lacs in F.Y 2011-12.

Profit after tax

The profit after tax for the year 2012-13 stood at ₹. (15.52 lacs) as against Rs 65.16 lacs for the previous year 2011-12.

COMPARISON OF THE FINANCIAL PERFORMANCE OF FISCAL 2012 WITH FISCAL 2011

Total Income:

For the year 2011-12 the total revenue of our company increased to Rs. 59240.98 lacs as against ₹. 33814.81 lacs of 2010-11, representing an increase of 75.19% of the total revenue. Our other income primarily includes interest on fixed deposits with banks.

Total Expenses:

The total expenditure for the year 2011-12 increased to ₹. 59176.31 lacs from ₹. 33596.76 lacs, an increase of 76.14 % to the previous year which is in line with the increase in revenue between these two years. This increase was due to increase in the production activities.

Purchase of stock in trade:

Purchase of stock in trade amounted ₹ 59057.58 for the year 2011-12 as against ₹ 32651.49 for the year 2010-11.

Changes in inventories of finished goods, WIP and Stock-in-Trade:

The inventory has increase to ₹.47.67 lacs in 2011-12 as compared to ₹. 876.69 lacs in 2010-11

Employee benefits expense:

The employee benefit expense comprises of salaries, allowances, staff welfare expenses and other benefits to the employees. The said expenses increased to Rs.44.64 lacs during the current year from ₹.43.88 lacs in the previous year 2010-11 i.e. an increase of 1.72% to the previous year. The employee benefit expenses did not increased in proportion to growth in total revenue due to increase in output per employee as a result of improved systems, procedure and expertise. Further the fixed employee cost did not increase.

Finance costs:

Finance cost for the year 2011-12 increased to ₹. 3.16 lacs as against ₹1.48 lacs of the previous year. The increase is due to the funds disbursed from various Banks / financial institutions during the year.

Depreciation and amortization expense:

Depreciation for the year 2011-12 stood at ₹.12.82 lacs calculated at WDV method as per companies Act. For the year 2010-11 the same was ₹.9.56 lacs.

Other expenses:

Other expenses include administrative, selling expenses which comprises of professional charges, Insurance expenses, commission and brokerage, travelling and conveyance etc. These expenses were for the year 2011-12 decreased to ₹. 10.44 lacs as against ₹.13.65 lacs during the previous financial year.

Profit before Tax

Primarily due to the reasons described above, our profit before tax decreased to ₹ 64.67 lacs from ₹.176.93 lacs in fiscal year 2012.

Profit after tax

The profit after tax for the year 2011-12 stood at Rs 65.16 lacs as against ₹147.47 lacs for the previous year 2010-11.

Information required as per Item (2) (IX) (E) (5) of Part A of Schedule VIII to the SEBI Regulations:

An analysis of reasons for the changes in significant items of income and expenditure is given hereunder:

1. Unusual or infrequent events or transactions

There are no unusual or infrequent events or transactions in our Company. The transactions are as per usual business operations.

2. Significant economic changes that materially affected or are likely to affect income from continuing operations.

There are no significant economic changes that may materially affect or likely to affect income from continuing operations.

3. Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations.

Apart from the risks as disclosed under Section "Risk Factors" beginning on page 12 in the Draft Prospectus, in our opinion there are no other known trends or uncertainties that have had or are expected to have a material adverse impact on revenue or income from continuing operations.

4. Future changes in relationship between costs and revenues

Our Company's future costs and revenues will be determined by demand/supply situation, government policies and prices quoted by material suppliers and service vendors.

5. Increases in net sales or revenue and Introduction of new products or services or increased sales prices

Increases in revenues are by and large linked to increases in volume of business..

6. Total turnover of each major industry segment in which Our Company operated

As on date our Company operates in one segment only i.e. trading of bullion (Gold & Silver).

7. Seasonality of business

Our Company's business is not seasonal in nature.

8. Dependence on a single or few customers / supplier

Our company is dependent on certain suppliers and customers up to an extent.

Our Major Customers for the year ended March 31, 2014

Name of the Supplier	Amount (in ₹)	% of Sales
Gyan Traders	6004,45,527.28	23.17
O. P. Chains Company	3894,33,473.26	15.03
Inter Gold Jewellery	1862,02,978.62	7.18
Jai Durga Trading Company	1760,54,469.52	6.79
Padamdeep Analytical Lab. (P) Ltd.	1367,82,611.59	5.28
Shaurya Universal	1217,42,550.45	4.70
Prashant Silver Handicraft	1117,82,191.22	4.31
Shubham Overseas	903,96,051.70	3.49
Shivam Traders	877,22,776.20	3.38
Shailesh Traders	727,80,379.02	2.81
Total	25916,97,629.62	100.00

Our Major Suppliers for the year ended March 31, 2014

Name of the Customers	Amount (in ₹)	% of Purchase
STC of India Ltd	19188,92,248.00	73.59
Hindustan Zinc Limited	4114,21,301.00	15.78
O. P. Chains Company	2741,97,977.27	10.52
Kritin Kumar	14,53,710.00	0.06
Vikas Kumar	14,22,780.00	0.05
TOTAL	26073,88,016.27	100.00

9. Competitive conditions

Competitive conditions are as described under the Chapters "**Industry Overview**" and "**Business Overview**" on page no.73 and 89 respectively of the Draft Prospectus.

10. Details of material developments after the date of last balance sheet i.e. March 31 2014

Except as mentioned below, no circumstances have arisen since the date of last financial statement until the date of filing the Draft Prospectus, which materially and adversely affect or are likely to affect the operations or profitability of our Company, or value of its assets, or its ability to pay its liability within next twelve months. There is no subsequent development after the date of the Auditor's Report, which will have a material impact on the reserves, profits, earnings per share and book value of the Equity Shares of the Company. Significant developments since the last audited balance sheet as on March 31, 2014 till the date of the Draft Prospectus.

SECTION VI - LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS

Except as stated in this Draft Prospectus, there is no outstanding or pending litigation, suit, criminal or civil prosecution, proceeding initiated for offence (irrespective of whether specified in paragraph (1) of Part I of Schedule XIII of the Companies Act) or litigation for tax liabilities against our Company, our Directors or our Promoters or companies promoted by our Promoters and there are no defaults to banks/financial institutions, non-payment of or overdue statutory dues, or dues towards holders of any debentures, bonds and fixed deposits and arrears of preference shares, other unclaimed liabilities of our Company and no disciplinary action has been taken by SEBI or any stock exchanges against our Company, our Promoters or Directors. Further, except as stated in this Draft Prospectus, there are no past cases in which penalties have been imposed on our Company or our Promoters, Directors or companies promoted by the Promoters by concerned authorities, and there is no outstanding litigation against any other company whose outcome could have a material adverse effect on the position of our Company.

Neither our Company nor its Promoters, members of the Promoter Group, Subsidiary, associates and Directors have been declared as willful defaulters by the RBI or any other Governmental authority and, except as disclosed in this section in relation to litigation, there are no violations of securities laws committed by them in the past or pending against them.

PART I – CONTINGENT LIABILITIES OF OUR COMPANY

For details of Contingent Liability please refer to “**Annexure XXIV -Statement of Contingent Liabilities**” on page no.166 of this Draft Prospectus.

PART II – LITIGATIONS RELATING TO OUR COMPANY

A. Cases filed against our Company

1. Litigation involving Civil Laws

Nil

2. Litigation involving Criminal Laws

Nil

3. Litigation involving Securities and Economic Laws

Nil

4. Litigation involving Labour Laws

Nil.

5. Litigation involving Taxation

- a)** An intimation u/s Section 143 (1) of the Income Tax Act, 1961 dated February 22, 2012 was issued by the Assistant Commissioner, Income Tax (CPC) against M/s. O.P. Chains (Company) for AY- 2011-12 whereby a demand of ₹2,22,750/- (Two lakhs twenty two thousand seven hundred fifty) was issued against the Company. In respect of the same, an application for rectification has been submitted by the Company on September 03, 2014 bearing rectification reference number 611043820030914. The company has not received any intimation after the same.
- b)** An intimation u/s Section 143 (1) of the Income Tax Act, 1961 dated May 18, 2013 was issued by the Assistant Commissioner, Income Tax (CPC) against M/s. O.P. Chains (Company) for AY- 2012-13 whereby a demand of ₹ 26,730/- (Twenty-six thousand Seven hundred thirty) was issued against the Company. In relation to the same on January 30, 2014 a notice u/s 142(1) of the Income Tax Act, 1961 was issued by the Asstt. Commissioner of Income Tax Circle- 4(1) to the Company to produce books of account, certain other documents and explanation in relation to the assessment of AY-2012-13.

- c) An intimation u/s Section 143 (1) of the Income Tax Act, 1961 dated March 13, 2014 was issued by the Assistant Commissioner, Income Tax (CPC) against M/s. O.P. Chains (Company) for AY- 2013-14 whereby a demand of ₹ 10/- (Ten rupees) was issued against the Company.

B. Cases filed by Our Company

1. Litigation involving Civil Laws

a) **O.S. No. 367/2014 – M/s O. P. Chains Limited v/s Metals & Minerals Trading Corporation of India and Anr.**

M/s O. P. Chains Limited, hereinafter referred to as “Company” through its Director Mr. Ashok Kumar Goyal filed a civil suit against Metals & Minerals Trading Corporation of India hereinafter referred to as “Defendant No.1” and Reserve Bank of India hereinafter referred to as “Defendant No.2’ stating that the Company had required 5500 kgs of silver in the shape of bars of Rs. 5 Kgs for which the Defendant No.1 agreed to supply and the same was done on 17/11/2005. The Company again made an order of 1000 Kgs of silver and in relation to the same the payment of entire cost was made in advance. It is submitted by the Company that the Defendant no. 1 instead of supplying silver bars of 5kgs. Each supplied bars of 30 Kgs. When this was brought in notice of Defendant no. 1, it requested to accept the consignment and further agreed to pay to the Company the cost of changing of the bars at the rate of ₹. 46/- per kg. The Company accepted the said proposition and issued a debit note to Defendant No. 1 of Rs. 2,54,286/- being charges of conversion of 5527.94 Kgs. of silver bars into the shape of 5 Kg bars and another debit note of ₹. 46,333/- for covering the cost of the shape of bars of 1007.240 kgs of the silver in the shape of 5 Kgs. thus the Defendant were liable to pay a sum of ₹. 3,00,619/- to the Company. When, after repeated requests, the payment was not made, a legal notice dated 24/4/2008 through its counsel Mr. B. K. Seth demanding the sum of ₹. 3,00,619/- alongwith an interest of ₹. 84,173/- but no heed was paid to the same. in relation to the same two RTI application were also filed by the Company before the Defendants but no constructive reply of the same was given by both the Defendants. Feeling aggrieved by the same, a Suit bearing no. O.S. No. 367/2014, dated March 11, 2014 was instituted by the Company against the Defendant before Civil Judge (S.D), Agra, for recovery of the amount of ₹. 3,00,619/- along with an interest of 14% per annum. Presently the matter is on the stage of formation of issues and the next date in the matter is 30/9/2014.

b) **Consumer complaint No. 77/2010 - M/s O. P. Chains Limited v/s Oriental Bank of Commerce & Anr.**

M/s O. P. Chains Limited, hereinafter referred to as “Complainant” through its Director Mr. Ashok Kumar Goyal filed a consumer complaint before State Consumer Dispute Redressal Commission, Lucknow, Uttar Pradesh against Oriental Bank of Commerce hereinafter referred to as “Defendant No.1” and The Handicrafts & Handloom Export Corporation of India hereinafter referred to as “Defendant No.2’. The Complainant has stated in his complaint that as per pre decided contractual terms and conditions, on June 2, 2009 Complainant had booked a consignment and price for the consignment was paid by the Complaint on August 29, 2008. Further, the Defendant No.1 failed to make payment of the consignment as per the pre decided contractual terms and when the Defendant No.1 realised the amount from the Complainant being difference amount in the price of dollar re-booked the consignment and by the end of October, 2008, when the concerned amount of ₹. 55,81,120/- (Fifty five lakhs eighty one thousand one hundred twenty) is to be repaid by the Defendant No. 1 to the Complainant, but the Defendant No. 1 failed in doing the same inspite of giving written promise. The instant matter was filed by the Complainant for refund of the said amount along with interest. Presently the matter is pending before the Hon’ble State Consumer Dispute Redressal Commission, Lucknow wherein next date of hearing is 31/10/2014.

2. Litigation involving Company Laws

Nil

3. Litigation involving Criminal Laws

Nil

4. Litigation involving Securities and Economic Laws

Nil

5. Litigation involving Labour Laws

Nil

6. Litigation involving Taxation

a) M/s O P Chains Ltd. v/s Joint Commissioner of Income -Tax Circle 4 (1), Agra

In respect of Assessment year 2009-2010, Assessing Officer issued a notice of demand u/s 156 of the Income Tax Act, 1961 to M/s. O.P. Chains (Assesse), by which demand of ₹. 21,28,590/- (Twenty one lakhs twenty eight thousand five hundred ninety) was made. In relation to the same, the Assesse filed an appeal before Commissioner of Income Tax (Appeals) II for quashing of order dated November, 4, 2014 as being bad in law. Further, an application for revision u/s 251 of the Income Tax Act, 1961 was filed before Assistant Commissioner of Income Tax, Circle 4 (1), Agra on February 17, 2014, in furtherance of the order passed by the Commissioner of Income Tax (Appeals) II on October 14, 2013, by which the net taxable income of the Assesse was altered from ₹.3,08,52,272/- (Three crore eight lakhs fifty two thousand two hundred seventy two) to ₹ 2,86,46,237/- (Two crore eighty six lakhs forty six thousand two hundred thirty seven). By the revision application the Assesse prayed for the refund as net tax liability of the Assesse is reduced due the effect of the order passed by the Commissioner of Income Tax (Appeals). Presently the matter is pending before Assistant Commissioner of Income Tax, Circle 4 (1), Agra.

b) M/s. O.P. Chains Ltd.v/s Joint Commissioner of Income-Tax, Range-4, Agra

An assessment order dated September 05, 2012 was passed by the Assessing Officer u/s 143(3) of the Income Tax Act, 1961 against M/s. O.P. Chains (Company) for AY- 2010-11 whereby a demand of Rs. Rs. 2,40,000/- (Two lakhs forty thousand) was issued against the Company. In relation to the same a rectification application dated September 05, 2012 was submitted by the Company whereupon Joint Commissioner of Income-Tax, Range-4, Agra passed an order u/s 154 of the Income Tax Act, 1961 whereby the demand was rectified and changed to ₹. 2,39,050/- (Two lakhs thirty nine thousand fifty). Further in the instant matter, an appeal dated September 13, 2012 was filed by the Company against the said demand issued, before Commissioner of Income-Tax (Appeal)-II, Agra and along with same the amount of demand was also deposited on August 13, 2013. The matter is still pending before the instant authority.

7. Notices from Statutory Authorities

Nil.

PART III – LITIGATIONS RELATING TO THE DIRECTORS OTHER THAN PROMOTERS OF THE COMPANY

A. Cases filed against the Directors

1. Litigation involving Civil/Statutory Laws

Nil

2. Litigation involving Criminal Laws

Nil

3. Litigation involving Economic Offenses

Nil

4. Litigation involving Tax Liabilities

Nil

B. Cases filed by the Directors

1. Litigation involving Civil/Statutory Laws

Nil

2. Litigation involving Criminal Laws

Nil

3. Litigation involving Economic Offenses

Nil

4. Litigation involving Tax Liabilities

Nil

PART IV – LITIGATIONS RELATING TO OUR PROMOTER AND PROMOTER GROUP ENTITIES

A. Cases filed against the Promoter and Promoter Group entities

1. Litigation involving Civil Laws

Nil

2. Litigation involving Criminal Laws

Nil

3. Litigation involving Securities and Economic Laws

Nil

4. Litigation involving Labour Laws

Nil.

5. Litigation involving Taxation

- a) A survey operation of premises of our Company, O P Chains Ltd. and our Company's Partnership firm, O P Chains, was carried out u/s. 133A of the Income Tax Act, 1961 on January 03, 2014 and various books of accounts, documents etc., from our premises had been impounded under the provisions of Section 133A(3)(ia) of the Income Tax Act, 1961 till further order. As on date the Company do not possess any further information in respect of the books of accounts impounded in the survey and we are not aware of any further action that might be taken against us or any penalty that might accrue upon us in relation to same.

6. Notice from Statutory authorities

- a) Showcause notice to Nalanda Sarv Infraventures Pvt. Ltd. from Deputy Commissioner (Special Investigation), Commercial tax, Unit-II, Agra

A supplementary show cause notice bearing no. 65/Deputy Commissioner/Commercial-tax/II unit/Agra/2014-1015 dated May 15, 2014 was issued to Nalanda Sarv Infraventures Pvt. Ltd.(our Promoter group company) by Deputy Commissioner (Special Investigation), Commercial tax, Unit-II, Agra stating that a survey was carried on our site address on July 30, 2014 and in relation to same a showcase notice under Section 45 (10) of VAT Act was issued. In reference of the same various documents were submitted by our Promoter Group company before the authorities. The authority after perusing the documents further raised requirement of other documents in relation to purchase of raw materials, various payments, agreements, bank statement etc. and directed to present the same on September 22, 2014. In respect of the same our Promoter Group company submitted its reply alongwith the required documents clarifying the details required by the authority.

B. Cases filed by the Promoter and Promoter Group entities

1. Litigation involving Civil Laws

Nil

2. Litigation involving Criminal Laws

Nil

3. Litigation involving Securities and Economic Laws

Nil

4. Litigation involving Labour Laws

Nil.

5. Litigation involving Taxation

Nil

PART V – DETAILS AMOUNTS OWED TO SMALL SCALE UNDERTAKINGS AND OTHER CREDITORS TO WHOM THE ISSUER OWES A SUM EXCEEDING RS. ONE LAKH WHICH ARE OUTSTANDING MORE THAN 30 DAYS

As on date, there are no SSI to whom we owe sum exceeding Rs. 1 Lacs which are outstanding for more than 30 days

PART VI MATERIAL DEVELOPMENTS

Except as mentioned below, no circumstances have arisen since the date of last financial statement until the date of filing the Draft Prospectus, which materially and adversely affect or are likely to affect the operations or profitability of our Company, or value of its assets, or its ability to pay its liability within next twelve months. There is no subsequent development after the date of the Auditor's Report, which will have a material impact on the reserves, profits, earnings per share and book value of the Equity Shares of the Company. Significant developments since the last audited balance sheet as on March 31,2014 till the date of this Draft Prospectus:

WE CERTIFY THAT EXCEPT AS STATED HEREIN ABOVE:

- a. there are no pending proceedings for offences for non-payment of statutory dues by the promoters of the Company.
- b. there are no cases of litigation pending against the Company or against any other Company in which Directors are interested, whose outcome could have a materially adverse effect on the financial position of the Company.
- c. there are no pending litigation against the promoters/ directors in their personal capacities and also involving violation of statutory regulations or criminal offences.
- d. there are no pending proceedings initiated for economic offences against the Directors, Promoters, Companies and firms promoted by the promoters.
- e. there are no outstanding litigation, defaults etc. pertaining to matters likely to affect the operations and finances of the Company including disputed tax liability or prosecution under any enactment.

- f. there are no litigations against the promoters / Directors in their personal capacity.
- g. the Company, its promoters and other Companies with which promoters are associated have neither been suspended by SEBI nor any disciplinary action has been taken by SEBI.
- h. as per the audited Balance sheet as on March 31,2014 there are no SSI units to whom, our Company owns any sum which is outstanding for more than 30 days.

GOVERNMENT AND OTHER APPROVALS

Except for certain pending approvals mentioned under this heading, our Company has received the necessary material consents, licenses, permissions and approvals from the Government and various Government agencies required for our present business and carrying on our business activities. Further, except as mentioned herein below, our Company has not yet applied for any licenses, consents, permissions and approvals for the proposed activities as contained in the Section titled "**Objects of the Issue**" beginning on page 57 of the Draft Prospectus. It must be distinctly understood that, in granting these approvals, the Government of India does not take any responsibility for our financial soundness or for the correctness of any of the statements made or opinions expressed in this behalf. Unless otherwise stated, these approvals are all valid as of the date of this Draft Prospectus

APPROVALS FOR THE ISSUE

Sl. No.	Name of the Approvals
1.	Our Company has received approval from the SME Platform of BSE dated [●] for listing of Equity Shares issued pursuant to the issue.
2.	Our Board of Directors have, pursuant to a resolution passed at its meeting held on June 02, 2014 authorized the Issue, subject to the approval of the shareholders of our Company under Section 62 of the Companies Act, 2013 and such other authorities as may be necessary.
3.	The Issue of Equity Shares has been authorized by a special resolution adopted pursuant to Section 62 of the Companies Act, 2013 at the Annual General Meeting of shareholders held on June 30, 2014
4.	A copy of resolution passed at the meeting of Board of Directors held on [●] for approving Prospectus.
5.	Approvals received from the all lenders (if required)

APPROVALS/LICENSES/PERMISSIONS PROCURED TO CONDUCT OUR BUSINESS

S.No	Nature of Registration/ License	Registration/License No.	Issuing Authority	Date of issue	Date of Expiry
Constitutional Registration					
1.	Certificate of Incorporation	U27205UP2001PLC026372	Registrar of Companies, Kanpur, Uttar Pradesh	December 4, 2001	Perpetual
2.	Certificate of commencement of Business	U27205UP2001PLC026372	Registrar of Companies, Kanpur, Uttar Pradesh	December 7, 2002	Perpetual
Taxation Registration					
1.	Tax Deductor's Account Number	AGRO10023G	Commissioner of Income Tax, Agra	December 4, 2001	N.A
2.	Permanent Account Number	AAACO4467A	Commissioner of Income Tax, Agra	December 4, 2001	N.A
3.	Certificate of Registration and Allotment of TIN (UPVAT)	09400201694	Department of Commercial Tax, Govt. of U.P.	March 30, 2010	N.A
4.	Shop and Establishment act	Seth Gali, Agra ChaubejiKaPhatak, Kinari bazaar, Agra	UP5230115000474 UPS230115000478	August 8, 2014 September 5, 2014	March 31, 2019 March 31, 2019
5.	Central Sales Tax	09400201694	Department of Commercial Tax, Govt. of U.P.	March 30, 2010	N/A
6.	Tax Deductor's Account Number	AGRO10023G	Commissioner of Income Tax, Agra	December 4, 2001	N.A
Other Approvals					
1.	Certificate of Importer-	0601005554	Ministry of Commerce and	January 1, 2002	

	Exporter Code (IEC)		Industry		
2.	Pistol License	Ashok Kumar Goyal (Rifle)	T-483/2001	August 16, 2001	August 27, 2016
		Ashok Kumar Goyal (Pistol)	T-145/1998	September 9, 1998	September, 15, 2016
		Satish Kumar Goyal (Pistol)	T-162/1998	September 21, 1998	September, 29, 2016
		Kusum Agarwal	T-481/2001	August 16, 2011	August 27, 2016
		Om Prakash Agarwal	T-183/1999	January 30, 1999	February, 24, 2017
3.	Gems and Jewellery Export Promotion Council	GJC/REGN//MER/RO-DELG26925/2013-2018	Asst. Director, The Gems and Jewellery Export Promotion Council, New Delhi	December 10, 2013	March 31, 2018
4.	Domain Name	OpChainsLtd.com	NET 4 INDIA LIMITED	January 28, 2014	January 28, 2024

APPROVALS/LICENSES/PERMISSIONS APPLIED FOR BY OUR PATRNSHIP FIRM

In addition to the above, in our partnership firm M/S Ashok Housing, following licenses/approvals/registrations have been applied for: -


Sl. No	Nature of Registration/ License	Unit	Date of Application	Issuing Authority(Authorities retained for your understanding)
1.	Environmental Clearance	Group Housing Project located at Plot No. GH-4, Sector B-2, Taj Nagri, Phase-2, Gomti Nagar, Lucknow.	August 14, 2014	Director, Environment & Secretary, State Environment Impact Assessment Authority
2.	No Objection Certificate for mining of soil	Plot No. B/GH-4, Sector B-2, Taj Nagri, Phase-II, Agra (U.P.) admeasuring 7382.93 sq. metres	April 29, 2014	District Officer Incharge, Minerals, Agra

Intellectual Property

We have registered trademarks for certain of our key brands in India. We also have pending applications for certain of our key brands, such as Op chains jewellers, O P chains, OPCL and other brand. The trademarks and logos of our key brands and related products concepts have significant value and are important to our business. We depend on certain brand names and our corporate name and logo that we may not be able to protect and/or maintain". All the brand names currently being used by our company in relation to its business operations (the "Brand Names") and the status of registration of trademarks of the Brand Names in India is set forth in table below:

Trademark registered/ Applied in the name of our company

Set forth below are the trademarks registered in the name of our company/ Application for trademark by our company. Under the Trademarks Act, 1999:

S.No	Brand Name/ Trademark	Class	Nature of Trademark	Status	Owner/Applicant	Application No. & Date of application	Grant Date	Expiry Date
1.	O P CHAINS	14	Device	Accepted	OM. PRAKASH AGARWAL[1091101] Trading As : O.P. CHAINS Single Firm	1769815 01/01/2009	01/01/2009	NA
2.	Op chains housing	37	Device	Registered	SHOBHIK GOYYAL[1288348] Trading As : O P CHAINS HOUSING Single Firm	2198358 01/09/2011	13/08/2013	01/09/2021
3.	OPCL	14	Label 	Send to Vienna Codification	M/S O.P Chains Limited	2744118	NA	NA

SECTION VII - OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Issue

Our Board of Directors have, pursuant to Section 62 (1) (c) of the Companies Act, 2013 by a resolution passed at its meeting held on June 02, 2014 authorized the Issue, subject to the approval of the shareholders and such other authorities as may be necessary.

The Shareholders of our Company have authorized the Issue by a special resolution passed pursuant to section read with 62(1) (c) of the Companies Act, 2013 at the Extra-ordinary General Meeting of our Company held on June 30, 2014.

Our Company has obtained in-principle approval from the SME Platform of BSE for using its name in the Prospectus pursuant to letter dated [●]. BSE is the Designated Stock Exchange.

Prohibition by SEBI or other Governmental Authorities

There is no prohibition on our Company, Promoters, Promoters Group, Directors, Group Companies for accessing the Capital Market for any reason by the Board or any other Authorities.

Our Company, our Promoters, our Promoter Group, our Directors have not been debarred from accessing or operating in the capital market by the Board (SEBI) or any other regulatory or governmental authority. The listing of any securities of our Company has never been refused by any of the stock exchanges in India.

None of our Promoters, Promoter Group, Directors has ever been part of Promoters, Promoter Group, Directors of any other Company which is debarred from accessing the capital market under any order or directions made by the Board (SEBI) or any other regulatory or governmental authority.

None of our Directors are in any manner associated with the securities market and there has been no action taken by SEBI against our Directors or any entity in which our Directors are involved as promoters or directors.

Prohibition by RBI

None of our Company, our Promoters, our Promoter Group, our Group Companies, relatives of our Promoters (as defined under the Companies Act 2013), our Directors and companies with which our Directors are associated as directors or promoters have not been declared as willful defaulters by RBI / government authorities and there are no violations of securities laws committed by them in the past and no proceedings are pending against them except as details provide in the Chapter "***Outstanding Litigations & Material Development***" beginning on page 179 of the Draft Prospectus

Association with Securities Market

We confirm that except for the prupose of trading in securities, none of our Directors are associated with the Securities Market in any manner except for trading on day to day basis for the purpose of investment.

Eligibility for the Issue

Our Company is an "Unlisted Issuer" in terms of the SEBI (ICDR) Regulations; and this Issue is an "Initial Public Offer" in terms of the SEBI (ICDR) Regulations.

Our Company is eligible for the Issue in accordance with Regulation 106(M)(1) and other provisions of Chapter XB of the SEBI (ICDR) Regulations, as we are an Issuer whose post issue paid up capital is less than ₹ 10 Crores and we may hence issue Equity Shares to the public and propose to list the same on the Small and Medium Enterprise Exchange (in this case being the "***SME Platform of BSE***").

We confirm that:

- a) In accordance with Regulation 106(P) of the SEBI (ICDR) Regulations, this issue is hundred percent underwritten and that the Lead Manager to the Issue Shall underwrite minimum 15% of the Total Issue Size. For further details pertaining to said underwriting please refer to "***General Information - Underwriting***" on page 42 of this Draft Prospectus.

- b) In accordance with Regulation 106(R) of the SEBI (ICDR) Regulations, that the total number of proposed allottees in the Issue shall be greater than or equal to fifty, otherwise, the entire application money will be refunded forthwith. If such money is not repaid within eight days from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of eight days, be liable to repay such application money, with interest as prescribed under the Companies Act, 2013.
- c) In accordance with Regulation 106(O) the SEBI (ICDR) Regulations, we have not filed any Draft of this Offer Document with SEBI nor has SEBI issued any observations on our Offer Document. Also, we shall ensure that our Lead Manager submits a copy of the Prospectus along with a Due Diligence Certificate including additional confirmations as required to SEBI at the time of filing the Prospectus with Stock Exchange and the Registrar of Companies.
- d) In accordance with Regulation 106(V) of the SEBI (ICDR) Regulations, we hereby confirm that have entered into an agreement with the Lead Manager and a Market Maker to ensure compulsory Market Making for a minimum period of three years from the date of listing of Equity Shares on the SME Platform of BSE. For further details of the arrangement of market making please refer to **“General Information - Details of the Market Making Arrangements for this Issue”** on page 42 of this Draft Prospectus.

We further confirm that we shall be complying with all the other requirements as laid down for such an issue under Chapter XB of SEBI (ICDR) Regulations, as amended from time to time and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

As per Regulation 106(M)(3) of SEBI (ICDR) Regulations, 2009, the provisions of Regulations 6(1), 6(2), 6(3), Regulation 7, Regulation 8, Regulation 9, Regulation 10, Regulation 25, Regulation 26, Regulation 27 and Sub-regulation (1) of Regulation 49 of SEBI (ICDR) Regulations, 2009 shall not apply to us in this Issue.

Our Company is also eligible for the Issue in accordance with eligibility norms for Listing on SME Exchange / Platform BSE circular dated April 19, 2012 (<http://www.bsesme.com/static/getlisted/criteriaisting.aspx?expandable=0>) which states as follows:

1. Net Tangible Assets of at least ₹ 1 Crore as per the latest audited financial results (as restated)
2. Net worth (excluding revaluation reserves) of at least ₹ 1 Crore as per the latest audited financial results (as restated)
3. Track record of distributable profits in terms of Section 205 of Companies Act, 1956 for at least two years out of immediately preceding three financial years and each financial year has to be a period of at least 12 months. Extraordinary income will not be considered for the purpose of calculating distributable profits. Otherwise, the Net Worth shall be at least ₹.3 Crores.
4. Distributable Profit, Net Tangible Assets and Net Worth of the Company as per the restated financial statements for the year ended as at March 31, 2014, 2013 and 2012 is as set forth below:-

Particulars	As at		
	March 31, 2014	March 31, 2013	March 31, 2012
Distributable Profit*	1,248,463	-1,552,792	6,516,359
Net Tangible Assets**	279,423,279	278,337,938	280,324,596
Net Worth***	280,922,473	279,683,883	281,247,709

*Distributable Profit has been calculated as per Sec 205 of Companies Act 2013.

**Net Tangible Assets are defined as the sum of all net assets of the Company, excluding intangible assets as defined in Accounting Standard 26 issued by the Institute of Chartered Accountants of India. As is evident, our Company has Net Tangible Assets of over Rs. 1 Crore.

***Net Worth includes Share Capital and Reserves (excluding revaluation reserves) Less Miscellaneous Expenditure not written off, if any, & Debit Balance of Profit and Loss Account not wrote off, if any. As is evident, our Company has a Net Worth of over ₹.1 Crore.

5. The post-issue paid up capital of the Company shall be at least ₹ 1 Crore. As detailed in Chapter Capital Structure of this Draft Prospectus, our Company will have a post issue capital of over ₹ 1 Crore.
6. The Company shall mandatorily facilitate trading in demat securities and enter into an agreement with both the depositories. The Company with Registrar to the Issue has entered into such agreements with the Central Depository Services Limited (CDSL) and the National Securities Depository Limited (NSDL) on February 10, 2014 and March 25, 2014.
7. The Company has a website i.e. <http://www.opchainsltd.com>
8. The Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR).
9. There is no winding up petition against the Company, which has been admitted by the court or a liquidator has not been appointed.
10. There has been no change in the promoter/s of the Company in the preceding one year from date of filing application to BSE for listing on SME segment.

We confirm that we comply with all the above requirements / conditions so as to be eligible to be listed on the SME Platform of the BSE.

DISCLOSURE

Neither the Company nor its Promoters, Group Companies, Relatives (as defined under Companies Act, 2013) of Promoters and Group Companies have been identified as willful defaulters by the Reserve Bank of India or any other Authority.

Compliance with Part A of Schedule VIII of the SEBI (ICDR) Regulations

Our company is in compliance with the provisions specified in Part A of the SEBI (ICDR) Regulations. No exemptions from eligibility norms has been sought under Regulation 109 of the SEBI (ICDR) Regulations, with respect to the Issue. Further our company has not been formed by the conversion of a partnership firm into a company.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF OFFER DOCUMENT TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE OFFER DOCUMENT. THE LEAD MERCHANT BANKER, HEM SECURITIES LIMITED HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE OFFER DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 IN FORCE FOR THE TIME BEING. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED ISSUE.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ISSUER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE OFFER DOCUMENT, THE LEAD MERCHANT BANKER, HEM SECURITIES LIMITED IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ISSUER DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MERCHANT BANKER HAS FURNISHED TO SEBI A DUE DILIGENCE CERTIFICATE DATED [•] WHICH READS AS FOLLOWS:

WE, THE UNDER NOTED LEAD MANAGER TO THE ABOVE MENTIONED FORTHCOMING ISSUE STATE AND CONFIRM AS FOLLOWS:

1. **WE HAVE EXAMINED VARIOUS DOCUMENTS INCLUDING THOSE RELATING TO LITIGATION LIKE COMMERCIAL DISPUTES, PATENT DISPUTES, DISPUTES WITH COLLABORATORS, ETC. AND OTHER MATERIAL IN CONNECTION WITH THE FINALISATION OF THE DRAFT PROSPECTUS PERTAINING TO THE SAID ISSUE;**

2. ON THE BASIS OF SUCH EXAMINATION AND THE DISCUSSIONS WITH THE ISSUER, ITS DIRECTORS AND OTHER OFFICERS, OTHER AGENCIES, AND INDEPENDENT VERIFICATION OF THE STATEMENTS CONCERNING THE OBJECTS OF THE ISSUE, PRICE JUSTIFICATION AND THE CONTENTS OF THE DOCUMENTS AND OTHER PAPERS FURNISHED BY THE ISSUER, WE CONFIRM THAT:
 - A. THE DRAFT PROSPECTUS FILED WITH THE BOARD IS IN CONFORMITY WITH THE DOCUMENTS, MATERIALS AND PAPERS RELEVANT TO THE ISSUE;
 - B. ALL THE LEGAL REQUIREMENTS RELATING TO THE ISSUE AS ALSO THE REGULATIONS GUIDELINES, INSTRUCTIONS, ETC. FRAMED/ISSUED BY THE BOARD, THE CENTRAL GOVERNMENT AND ANY OTHER COMPETENT AUTHORITY IN THIS BEHALF HAVE BEEN DULY COMPLIED WITH; AND
 - C. THE DISCLOSURES MADE IN THE DRAFT PROSPECTUS ARE TRUE, FAIR AND ADEQUATE TO ENABLE THE INVESTORS TO MAKE A WELL INFORMED DECISION AS TO THE INVESTMENT IN THE PROPOSED ISSUE AND SUCH DISCLOSURES ARE IN ACCORDANCE WITH THE REQUIREMENTS OF THE COMPANIES ACT, 2013, APPLICABLE PROVISIONS OF THE COMPANIES ACT, 1956, THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 AND OTHER APPLICABLE LEGAL REQUIREMENTS.
3. WE CONFIRM THAT BESIDES OURSELVES, ALL THE INTERMEDIARIES NAMED IN THE DRAFT PROSPECTUS ARE REGISTERED WITH THE BOARD AND THAT TILL DATE SUCH REGISTRATION IS VALID.
4. WE HAVE SATISFIED OURSELVES ABOUT THE CAPABILITY OF THE UNDERWRITERS TO FULFILL THEIR UNDERWRITING COMMITMENTS.
5. WE CERTIFY THAT WRITTEN CONSENT FROM PROMOTER HAS BEEN OBTAINED FOR INCLUSION OF THEIR SPECIFIED SECURITIES AS PART OF PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN AND THE SPECIFIED SECURITIES PROPOSED TO FORM PART OF PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN SHALL NOT BE DISPOSED / SOLD / TRANSFERRED BY THE PROMOTER DURING THE PERIOD STARTING FROM THE DATE OF FILING THE DRAFT PROSPECTUS WITH THE BOARD TILL THE DATE OF COMMENCEMENT OF LOCK-IN PERIOD AS STATED IN THE DRAFT PROSPECTUS.
6. WE CERTIFY THAT REGULATION 33 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, WHICH RELATES TO SPECIFIED SECURITIES INELIGIBLE FOR COMPUTATION OF PROMOTERS CONTRIBUTION, HAS BEEN DULY COMPLIED WITH AND APPROPRIATE DISCLOSURES AS TO COMPLIANCE WITH THE SAID REGULATION HAVE BEEN MADE IN THE DRAFT PROSPECTUS.
7. WE UNDERTAKE THAT SUB-REGULATION (4) OF REGULATION 32 AND CLAUSE (C) AND (D) OF SUB-REGULATION (2) OF REGULATION 8 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 SHALL BE COMPLIED WITH. WE CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE RECEIVED AT LEAST ONE DAY BEFORE THE OPENING OF THE ISSUE. WE UNDERTAKE THAT AUDITORS' CERTIFICATE TO THIS EFFECT SHALL BE DULY SUBMITTED TO THE BOARD. WE FURTHER CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE KEPT IN AN ESCROW ACCOUNT WITH A SCHEDULED COMMERCIAL BANK AND SHALL BE RELEASED TO THE ISSUER ALONG WITH THE PROCEEDS OF THE PUBLIC ISSUE. - NOT APPLICABLE
8. WE CERTIFY THAT THE PROPOSED ACTIVITIES OF THE ISSUER FOR WHICH THE FUNDS ARE BEING RAISED IN THE PRESENT ISSUE FALL WITHIN THE 'MAIN OBJECTS' LISTED IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OR OTHER CHARTER OF THE ISSUER AND THAT THE ACTIVITIES WHICH HAVE BEEN CARRIED OUT UNTIL NOW ARE VALID IN TERMS OF THE OBJECT CLAUSE OF ITS MEMORANDUM OF ASSOCIATION.
9. WE CONFIRM THAT NECESSARY ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT THE MONEYS RECEIVED PURSUANT TO THE ISSUE ARE KEPT IN A SEPARATE BANK ACCOUNT AS PER THE PROVISIONS OF SUB-SECTION (3) OF SECTION 40 OF THE COMPANIES ACT, 2013 AND THAT SUCH MONEYS SHALL BE RELEASED BY THE SAID BANK ONLY AFTER PERMISSION IS OBTAINED FROM ALL THE STOCK EXCHANGES MENTIONED IN THE DRAFT PROSPECTUS. WE FURTHER CONFIRM THAT THE AGREEMENT ENTERED INTO BETWEEN THE BANKERS TO THE ISSUE AND THE ISSUER SPECIFICALLY CONTAINS THIS CONDITION - NOTED FOR COMPLIANCE

10. WE CERTIFY ALL THE SHARES SHALL BE ISSUED IN DEMATERIALIZED FORM IN COMPLIANCE WITH THE PROVISIONS OF SECTION 29 OF THE COMPANIES ACT, 2013 AND THE DEPOSITORIES ACT, 1996 AND THE REGULATIONS MADE THEREUNDER-NOTED FOR COMPLIANCE
11. WE CERTIFY THAT ALL THE APPLICABLE DISCLOSURES MANDATED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 HAVE BEEN MADE IN ADDITION TO DISCLOSURES WHICH, IN OUR VIEW, ARE FAIR AND ADEQUATE TO ENABLE THE INVESTOR TO MAKE A WELL INFORMED DECISION.
12. WE CERTIFY THAT THE FOLLOWING DISCLOSURES HAVE BEEN MADE IN THE DRAFT PROSPECTUS:
 - A. AN UNDERTAKING FROM THE ISSUER THAT AT ANY GIVEN TIME, THERE SHALL BE ONLY ONE DENOMINATION FOR THE EQUITY SHARES OF THE ISSUER AND
 - B. AN UNDERTAKING FROM THE ISSUER THAT IT SHALL COMPLY WITH SUCH DISCLOSURE AND ACCOUNTING NORMS SPECIFIED BY THE BOARD FROM TIME TO TIME.
13. WE UNDERTAKE TO COMPLY WITH THE REGULATIONS PERTAINING TO ADVERTISEMENT IN TERMS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 WHILE MAKING THE ISSUE - NOTED FOR COMPLIANCE
14. WE ENCLOSE A NOTE EXPLAINING HOW THE PROCESS OF DUE DILIGENCE HAS BEEN EXERCISED BY US IN VIEW OF THE NATURE OF CURRENT BUSINESS BACKGROUND OR THE ISSUER, SITUATION AT WHICH THE PROPOSED BUSINESS STANDS, THE RISK FACTORS, PROMOTERS EXPERIENCE, ETC.
15. WE ENCLOSE A CHECKLIST CONFIRMING REGULATION-WISE COMPLIANCE WITH THE APPLICABLE PROVISIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, CONTAINING DETAILS SUCH AS THE REGULATION NUMBER, ITS TEXT, THE STATUS OF COMPLIANCE, PAGE NUMBER OF THE DRAFT PROSPECTUS WHERE THE REGULATION HAS BEEN COMPLIED WITH AND OUR COMMENTS, IF ANY.
16. WE ENCLOSE STATEMENT ON 'PRICE INFORMATION OF PAST ISSUES HANDLED BY MERCHANT BANKER BELOW (WHO ARE RESPONSIBLE FOR PRICING THIS ISSUE)', AS PER FORMAT SPECIFIED BY SEBI THROUGH CIRCULAR NO.CIR/CFD/DIL/5/2011 DATED SEPTEMBER 27,2011.
17. WE CERTIFY THAT PROFITS FROM RELATED PARTY TRANSACTIONS HAVE ARISEN FROM LEGITIMATE BUSINESS TRANSACTIONS COMPLIED WITH TO THE EXTENT OF RELATED TRANSACTION REPORTED IN ACCORDANCE WITH ACCOUNTING STANDARD18 IN FINANCIAL STATEMENT OF COMPANY INCLUDED IN DRAFT PROSPECTUS

ADDITIONAL CONFIRMATIONS/ CERTIFICATION TO BE GIVEN BY MERCHANT BANKER IN DUE DILIGENCE CERTIFICATE TO BE GIVEN ALONG WITH OFFER DOCUMENT REGARDING SME EXCHANGE

1. WE CONFIRM THAT NONE OF THE INTERMEDIARIES NAMED IN THE OFFER DOCUMENT HAVE BEEN DEBARRED FROM FUNCTIONING BY ANY REGULATORY AUTHORITY.
2. WE CONFIRM THAT ALL THE MATERIAL DISCLOSURES IN RESPECT OF THE ISSUER HAVE BEEN MADE IN OFFER DOCUMENT AND CERTIFY THAT ANY MATERIAL DEVELOPMENT IN THE ISSUER OR RELATING TO THE ISSUE UP TO THE COMMENCEMENT OF LISTING AND TRADING OF THE SPECIFIED SECURITIES OFFERED THROUGH THIS ISSUE SHALL BE INFORMED THROUGH PUBLIC NOTICES/ ADVERTISEMENTS IN ALL THOSE NEWSPAPERS IN WHICH PRE-ISSUE ADVERTISEMENT AND ADVERTISEMENT FOR OPENING OR CLOSURE OF THE ISSUE HAVE BEEN GIVEN.
3. WE CONFIRM THAT THE ABRIDGED PROSPECTUS CONTAINS ALL THE DISCLOSURES AS SPECIFIED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009.
4. WE CONFIRM THAT AGREEMENTS HAVE BEEN ENTERED INTO WITH THE DEPOSITORIES FOR DEMATERIALIZATION OF THE SPECIFIED SECURITIES OF THE ISSUER.

5. WE CERTIFY THAT AS PER THE REQUIREMENTS OF FIRST PROVISOR TO SUB-REGULATION (4) OF REGULATION 32 OF SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009; CASH FLOW STATEMENT HAS BEEN PREPARED AND DISCLOSED IN THE DRAFT PROSPECTUS- NOT APPLICABLE
6. WE CONFIRM THAT UNDERWRITING AND MARKET MAKING ARRANGEMENTS AS PER REQUIREMENTS OF REGULATION 106P AND 106V OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 HAVE BEEN MADE.

The filing of the Draft Prospectus does not, however, absolve our company from any liabilities under section 34, Section 35, Section 36 and section 38(1) of the Companies Act, 2013 or from the requirement of obtaining such statutory and / or other clearances as may be required for the purpose of the proposed Issue. SEBI further reserves the right to take up at any point of time, with the LM any irregularities or lapses in the Draft Prospectus.

All legal requirements pertaining to the Issue will be complied with at the time of registration of the Draft Prospectus with the Registrar of Companies, Mumbai in terms of sections 26, 32 and 33 of the Companies Act, 2013.

Statement on Price Information of Past Issues handled by Hem Securities Limited:

Sr. No.	Issuer Name	Issue size (₹ in cr.)	Issue price (₹)	Listing Date	Opening price on listing date (₹)	Closing price on listing date (₹)	% Change in Price on listing date (Closing) vs. Issue Price	Benchmark index on listing date (Closing)	Closing price as on 10th calendar day from listing day (₹)	Benchmark index as on 10th calendar days from listing day (Closing)	Closing price as on 20th calendar day from listing day (₹)	Benchmark index as on 20th calendar days from listing day (Closing)	Closing price as on 30th calendar day from listing day (₹)	Benchmark index as on 30th calendar days from listing day (Closing)
1.	Shekhawati Poly-Yarn Ltd.	36.00	30.00	12-1-2011	32.50	47.50	58.33	19,534.10	24.00	19,151.28	25.45	18,022.22	24.30	17,728.61
2.	Tijaria Polypipes Ltd.	60.00	60.00	14-10-2011	62.00	18.10	(69.83)	17,082.69	15.05	16,939.28	11.97	17,481.93	16.28	17,118.74
3.	Samruddhi Realty Ltd.	2.60	12.00	12-04-2013	13.00	13.65	13.75	18,242.56	17.25	19,169.83	22.60	19,735.77	22.90	19,691.67
4.	Captain Polyplast Ltd.	5.94	30.00	11.12.2013	33.00	34.65	15.50	21,171.41	36.00	21,101.03	35.00	21,170.68	41.50	20,758.49
5.	Tentiwal Wire Products Ltd.	2.12	13.00	31.12.2013	12.50	11.90	(8.46)	21,170.68	10.75	20,758.49	11.50	21,205.05	10.30	20,498.25
6.	R&B Denims Ltd	3.71	10.00	22.04.14	10.55	11.05	10.05	22,758.37	14.70	22,403.89	11.10	23,551.00	12.00	24,374.40
7.	Bansal Roofing Products Ltd.	2.04	30.00	14.07.2014	31.00	30.50	1.67	25006.98	30.75	26271.85	31.50	25723.16	30.30	26103.23

Financial Year	Total no. of IPOs	Total Funds raised (₹ in cr.)	Nos. of IPOs trading at discount on listing date			Nos. of IPOs trading at premium on listing date			Nos. of IPOs trading at discount as on 30th calendar day from listing day			Nos. of IPOs trading at premium as on 30th calendar day from listing day		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2014-15	2	5.75	-	-	-	-	-	2	-	-	-	-	-	2
2013-14	3	10.66	-	-	1	-	-	2	-	-	1	1	1	-
2012-13	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2011-12	1	60.00	1	-	-	-	-	-	1	-	-	-	-	-
2010-11	1	36.00	-	-	-	1	-	-	-	-	1	-	-	-
2009-10	-	-	-	-	-	-	-	-	-	-	-	-	-	-

Note:

- In case the 10th, 20th and 30th calendar day from the date of listing is a holiday, the share price and benchmark index is taken for the immediately following working day.
- BSE SENSEX has been considered as the benchmark index.

Track Record of past issues handled by Hem Securities Limited

For details regarding track record of LM to the Issue as specified in the Circular reference no. CIR/MIRSD/1/2012 dated January 10, 2012 issued by the SEBI, please refer the website of the LM at: www.hemonline.com

Disclaimer from our Company and the Lead Manager

Our Company, our Directors, and the Lead Manager accept no responsibility for statements made otherwise than in the Draft Prospectus or in the advertisements or any other material issued by or at our instance and anyone placing reliance on any other source of information, including our web site www.opchainsltd.com would be doing so at his or her own risk.

Caution

The Lead Manager accepts no responsibility, save to the limited extent as provided in the MOU entered into between the Lead Manager Hem Securities Limited and our Company dated July 09, 2014 and the Underwriting Agreement dated July 09, 2014 entered into between the Underwriters (Hem Securities Limited) and our Company and the Market Making Agreement dated July 09, 2014 entered into among the Market Maker, LM and our Company.

All information shall be made available by us and the Lead Manager to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports, at collection centers or elsewhere.

The Lead Manager and their respective associates and affiliates may engage in transactions with, and perform services for, our Company, affiliates or associates or third parties in the ordinary course of business and have engaged, or may in future engage, in investment banking transactions with our Company, affiliates or associates or third parties, for which they have received, and may in future receive, compensation.

Investors that apply in the Issue will be required to confirm and will be deemed to have represented to our Company and the Underwriters and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company and will not offer, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company. Our Company, the Underwriters and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares of our Company.

Disclaimer in respect of Jurisdiction

This Issue is being made in India to persons resident in India (including Indian nationals resident in India who are not minors, HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorised to invest in shares, Indian Mutual Funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under applicable trust law and who are authorised under their constitution to hold and invest in shares, public financial institutions as specified in Section 2 (72) of the Companies Act, 2013, scheduled commercial banks, mutual fund registered with SEBI, FII and sub-account (other than a sub-account which is a foreign corporate or foreign individual) registered with SEBI, Alternative Investment Fund, multilateral and bilateral development financial institution, venture capital fund registered with SEBI, foreign venture capital investor registered with SEBI, state industrial development corporation, insurance Company registered with Insurance Regulatory and Development Authority, provident fund with minimum corpus of ₹ 2,500 Lacs, pension fund with minimum corpus of ₹ 2,500 Lacs, National Investment Fund set up by resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of the Government of India published in the Gazette of India, insurance funds set up and managed by army, navy or air force of the Union of India and Insurance funds set up and managed by the Department of Posts, India, provided that they are eligible under all applicable laws and regulations to hold Equity Shares of the Company the Draft Prospectus does not, however, constitute an invitation to purchase shares offered hereby in any jurisdiction other than India to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession the Draft Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. Any dispute arising out of this Issue will be subject to the jurisdiction of appropriate court(s) in Agra (U.P.), India only.

No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that the Draft Prospectus has been filed with BSE for its observations and BSE shall give its observations in due course. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and the Draft Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of the Draft Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company since the date hereof or that the information contained herein is correct as of any time subsequent to this date.

The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Further, each applicant where required agrees that such applicant will not sell or transfer any Equity Shares or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws and legislations in each jurisdiction, including India.

Disclaimer Clause of the SME Platform of BSE

BSE Limited ("BSE") has given vide its letter dated [●], permission to this Company to use its name in this offer document as one of the stock exchanges on which this Company's securities are proposed to be listed on the SME Platform. BSE has scrutinized this offer document for its limited internal purpose of deciding on the matter for granting the aforesaid permission to this Company. BSE does not in any manner:-

- i. Warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; or
- ii. Warrant that this Company's securities will be listed or will continue to be listed on BSE; or
- iii. Take any responsibility for the financial or other soundness of this Company, its Promoters, its management or any scheme or project of this Company;

And it should not for any reason be deemed or construed that this offer document has been cleared or approved by BSE. Every person who desires to apply for or otherwise acquires any securities in this Company may do so pursuant to independent inquiry, investigations and analysis and shall not have any claim against BSE whatsoever by reason of loss which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever.

Disclaimer Clause under Rule 144a of the U.S. Securities Act

The Equity Shares have not been, and will not be, registered under the U.S. Securities Act 1933, as amended (the "Securities Act") or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, "U.S. persons" (as defined in Regulation S under the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares will be offered and sold outside the United States in compliance with Regulation S of the Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Further, each applicant where required agrees that such applicant will not sell or transfer any Equity Shares or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws and legislations in each jurisdiction, including India.

Filing:

The Draft Prospectus shall not be filed with SEBI, nor will SEBI issue any observation on the Draft Prospectus in term of Reg. 106(M)(3). However, a copy of the Prospectus shall be filed with SEBI at SEBI Northern Regional, Office, 5th Floor, Bank of Baroda Building, 16 Sansad Marg, New Delhi - 110 001.

A copy of the Prospectus, along with the documents required to be filed Section 32 of the Companies Act, 2013, will be delivered to the RoC situated at 10/499 B, Allenganj, Khalasi Line-208002, Kanpur, Uttar Pradesh, India.

Listing

In terms of Chapter XB of the SEBI (ICDR) Regulations, 2009, there is no requirement of obtaining In- Principle approval of the SME Platform of BSE. However, application shall be made to SME Platform of BSE for obtaining permission for listing of the Equity Shares being offered and sold in the Issue on its SME Platform after the allotment in the Issue.

BSE is the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the Issue.

If the permission to deal in and for an official quotation of the Equity Shares on the SME Platform is not granted by BSE, our Company shall forthwith repay, without interest, all moneys received from the applicants in pursuance of the Prospectus. If such money is not repaid within 8 (eight) days from the date our Company becomes liable to repay it ((i.e. from the date of refusal or within 15 days from the Issue Closing Date), then our Company and every officer in default shall, on and from expiry of 8 (eight) days, be liable to repay such application money, with interest at the rate of 15% per annum on application money, as prescribed under the Companies Act, 2013.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the SME Platform of BSE mentioned above are taken within 12 (twelve) Working Days of the Issue Closing Date.

Impersonation

Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

Any person who-

- a. makes or abets making of an application in a fictitious name to a Company for acquiring, or subscribing for, its securities; or
- b. makes or abets making of multiple applications to a Company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
- c. otherwise induces directly or indirectly a Company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name

shall be liable for action under section 447.

Consents

Consents in writing of: (a) the Directors, the Promoters, the Company Secretary & Compliance Officer, Chief Financial Officer, the Statutory Auditors, the Peer Review Auditors, the Banker(s) to the Company; and (b) Lead Manager, Registrar to the Issue, Banker(s) to the Issue, Legal Advisor to the Issue, Underwriters to the Issue and Market Maker to the Issue to act in their respective capacities have been obtained as required under section 26 of the Companies Act, 2013 and shall be filed along with a copy of the Prospectus with the ROC, under section 32 of the Companies Act, 2013 and such consents shall not be withdrawn up to the time of delivery of the Prospectus for registration with the RoC.

In accordance with the Companies Act and the SEBI (ICDR) Regulations, M/s. B P N & Company, Chartered Accountants, Statutory Auditor and Peer Review Auditors of the Company have agreed to provide their written consent to the inclusion of their respective reports on Statement of Possible Tax Benefits relating to the possible tax benefits and restated financial statements as included in this Draft Prospectus/Prospectus in the form and context in which they appear therein and such consent and reports will not be withdrawn up to the time of delivery of the Draft Prospectus.

Experts Opinion

Except the report of the Peer Reviewed Auditor on the Restated Financial Statements, Statutory Auditor of our Company on the Statement of Tax Benefits included in this Draft Prospectus and Legal Advisors on the Legal Due Diligence report, our Company has not obtained any other expert opinion.

Expenses of the Issue

The total expenses of the Issue are estimated to be approximately ₹ 25.00 Lacs which is 12.29% of the Issue size. The estimated Issue related expenses includes Issue Management Fee, underwriting and management fees, SCSB's commission/fees, selling commission, printing and distribution expenses, legal fees, statutory advertisement expenses, registrar and depository fees and listing fees. All expenses with respect to the Issue would be paid by our Company.

The estimated Issue expenses are as under:

Activity	Expenses (₹ in lakhs)	Percentage of Issue Expenses	Percentage of the Issue Size
Payment to Merchant Banker including fees and reimbursements of Market Making Fees, selling commissions, brokerages, payment to other intermediaries such as Legal Advisors, Registrars, Bankers etc and other out of pocket expenses*	17.50	70.00%	8.60%
Printing and Stationery and postage expenses	2.00	8.00%	0.98%
Advertising and Marketing expenses	2.50	10.00%	1.23%
Regulatory fees and expenses	3.00	12.00%	1.47%
Total estimated issue expenses	25.00	100.00%	12.29%

Fees, Brokerage and Selling Commission payable to the Lead Manager

The total fees payable to the Lead Manager will be as per the (i) Memorandum of Understanding dated July 09, 2014 with the Lead Manager Hem Securities Limited, (ii) the Underwriting Agreement dated July 09, 2014 with Underwriter Hem Securities Limited and (iii) the Market Making Agreement dated July 09, 2014 with Market Maker Hem Securities Limited, a copy of which is available for inspection at our Registered Office.

Fees Payable to the Registrar to the Issue

The fees payable by our Company to the Registrar to the Issue for processing of application, data entry, printing of CAN/refund order, preparation of refund data on magnetic tape, printing of bulk mailing register will be as the per the MoU between our Company and the Registrar to the Issue dated January 27, 2014, a copy of which is available for inspection at our Registered Office.

The Registrar to the Issue will be reimbursed for all out of pocket expenses including cost of stationery, postage, stamp duty, and communication expenses. Adequate funds will be provided to the Registrar to the Issue to enable them to send refund orders or Allotment advice by registered post/speed post/under certificate of posting.

Underwriting commission, brokerage and selling commission on Previous Issues

Since this is the Initial Public Offer of our Company, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of our Equity Shares since our incorporation.

Previous Rights and Public Issues

We have not made any previous rights and public issues in India or abroad in the five years preceding the date of the Draft Prospectus.

Previous issues of shares otherwise than for cash

Except as stated in the chapter titled "*Capital Structure*" beginning on page 45 of the Draft Prospectus, we have not made any previous issues of shares for consideration otherwise than for cash.

Companies under the same management: Except as stated in the section titled "*Our Promoter*" and "*Our Promoter Group and Group Companies / Entities*" beginning on page 122 and 126 respectively of this Draft Prospectus, there are no companies under the same management within the meaning of former section 370 (1B) of the Companies Act 1956/ Section 186 of the Companies Act, 2013.

No Company under the same management as the Company within the meaning of Section 370(1B) of the Companies Act 1956/ Section 186 of the Companies Act, 2013 has made any public issue (including any rights issues to the public) during the last three years and hence there are no pending investor grievances.

Promise versus Performance for our Company

Our Company and Promoter Group have not made any previous rights and public issues.

Outstanding Debentures, Bond Issues, or Preference Shares

Our Company does not have any outstanding debentures, bonds or preference shares as of the date of the Draft Prospectus.

Outstanding Convertible Instruments

Our Company does not have any outstanding convertible instruments as on the date of filing this Draft Prospectus.

Option to Subscribe

Equity Shares being offered through the Draft Prospectus can be applied for in dematerialized form only.

Stock Market Data for our Equity Shares

This being an Initial Public Offering of our Company, the Equity Shares of our Company are not listed on any stock exchanges.

Mechanism for Redressal of Investor Grievances

The agreement between the Registrar to the Issue and our Company provides for retention of records with the Registrar to the Issue for a period of at least three years from the last date of dispatch of the letters of allotment, demat credit and refund orders to enable the investors to approach the Registrar to the Issue for redressal of their grievances.

All grievances relating to the Issue may be addressed to the Registrar to the Issue, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount paid on application and the bank branch or collection centre where the application was submitted.

All grievances relating to the ASBA process may be addressed to the SCSB, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount paid on application and the Designated Branch or the collection centre of the SCSB where the Bid cum Application Form was submitted by the ASBA Applicants.

Our Board by a resolution on August 04, 2014 constituted a Stakeholders/Investors Grievance Committee. The composition of the Stakeholders /Investors Grievance Committee is as follows:

Name of the Director	Status in Committee	Nature of Directorship
Mr. Amol Doneria	Chairman	Non Executive-Independent Director
Mr. Rajesh Gupta	Member	Non Executive-Independent Director
Mr. Ashok Kumar Goyal	Member	Chairman & Whole Time Director

For further details, see section titled "**Our Management**" beginning on page 108 of this Draft Prospectus.

Our Company has appointed Mrs. Swapnla Gupta Company Secretary and the Compliance Officer to redress complaints, if any, of the investors participating in the Issue. Contact details for our Company Secretary and the Compliance Officer are as follows:

Name: Mrs. Swapnla Gupta

Address: 8/16 A Seth Gali,
Agra - 282003, Uttar Pradesh, India

Tel No.: +91 - 562 - 3059117

Fax No.: +91 - 562 - 4044990

Email: cs@opchainsltd.com

Website: opchainsltd.com

Investors can contact the Compliance Officer or the Registrar to the Issue or the Lead Manager in case of any pre-Issue or post-Issue related problems, such as non-receipt of letters of Allotment, credit of Allotted Equity Shares in the respective beneficiary accounts and refund orders

Pursuant to the press release no. PR. No. 85/2011 dated June 8, 2011, SEBI has launched a centralized web based complaints redress system “**SCORES**”. This would enable investors to lodge and follow up their complaints and track the status of redressal of such complaints from anywhere. For more details, investors are requested to visit the website www.scores.gov.in.

Status of Investor Complaints

We confirm that we have not received any investor complaint during the three years preceding the date of this Draft Prospectus and hence there are no pending investor complaints as on the date of this Draft Prospectus.

Disposal of investor grievances by listed companies under the same management as Our Company

We do not have any other listed company under the same management.

Change in Auditors during the last three (3) years

There has been no change in the auditors of the Company for the last Three years.

Capitalization of Reserves or Profits

Our Company has not capitalized our reserves or profits during the last five years, except as stated in the chapter titled “**Capital Structure**” beginning on page 45 of the Draft Prospectus.

Revaluation of Assets

Our Company has not revalued its assets in the last five years preceding the date of the Draft Prospectus.

Tax Implications

Investors who are allotted Equity Shares in the Issue will be subject to capital gains tax on any resale of the Equity Shares at applicable rates, depending on the duration for which the investors have held the Equity Shares prior to such resale and whether the Equity Shares are sold on the Stock Exchanges. For details, please refer the section titled “**Statement of Tax Benefits**” beginning on page 65 of this Draft Prospectus.

Purchase of Property

Other than as disclosed in “**Business Overview**” Section on page 89 of the Draft Prospectus, there is no property which has been purchased or acquired or is proposed to be purchased or acquired which is to be paid for wholly or partly from the proceeds of the present Issue or the purchase or acquisition of which has not been completed on the date of the Draft Prospectus, other than property, in respect of which:

The contract for the purchase or acquisition was entered into in the ordinary course of business, or the contract was entered into in contemplation of the Issue, or that the Issue was contemplated in consequence of the contract; or the amount of the purchase money is not material.

Except as stated elsewhere in the Draft Prospectus, our Company has not purchased any property in which the Promoter and/or Directors have any direct or indirect interest in any payment made there under.

Servicing Behavior

There has been no default in payment of statutory dues or of interest or principal in respect of our borrowings or deposits.



Payment or benefit to officers of Our Company

Except statutory benefits upon termination of their employment in our Company or superannuation, no officer of our Company is entitled to any benefit upon termination of his employment in our Company or superannuation.

Except as disclosed in chapter titled “Annexure XVIII -Statement of Related Party Transaction” beginning on page161 of the Draft Prospectus, none of the beneficiaries of loans and advances and sundry debtors are related to the Directors of our Company.

SECTION VIII – ISSUE RELATED INFORMATION

TERMS OF THE ISSUE

The Equity Shares being offered are subject to the provisions of the Companies Act, SEBI (ICDR) Regulations, 2009, SCRR, our Memorandum and Articles of Association, the terms of the Draft Prospectus, Prospectus, Application Form, the Revision Form, the Confirmation of Allocation Note, the Listing Agreement to be entered into with the SME Exchange and other terms and conditions as may be incorporated in the allotment advices and other documents/certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to laws as applicable, guidelines, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the Government of India, the Stock Exchanges, the RBI, RoC and/or other Authorities, as in force on the date of the Issue and to the extent applicable.

Please note that, in terms of SEBI circular CIR/CFD/DIL/1/ 2011 dated April 29, 2011, QIB applicants, Non- Institutional applicants and other Applicants whose Application amount exceeds ₹ 2 lakhs can participate in the Issue only through the ASBA process. The Retail Individual Applicants can participate in the Issue either through the ASBA process or the non ASBA process. ASBA Applicants should note that the ASBA process involves Application procedures that may be different from the procedure applicable to non ASBA process.

Authority for the Issue

The present Initial Public Issue of Equity Shares has been authorized by the Board of Directors of our Company at their meeting held on June 02, 2014 and was approved by the Shareholders of the Company by passing Special Resolution at the Extra Ordinary General Meeting held on June 30, 2014 in accordance with the provisions of Section 23 (1)(a) and 62 (1) (c) of the Companies Act, 2013.

Ranking of Equity Shares

The Equity Shares being offered / issued shall be subject to the provisions of the Companies Act, our Memorandum and Articles of Association and shall rank pari-passu in all respects with the existing Equity Shares including in respect of the rights to receive dividends and other corporate benefits, if any, declared by us after the date of Allotment. For further details, please refer to "**Main Provisions of the Articles of Association of the Company**" on page 233 of this Draft Prospectus.

Mode of Payment of Dividend

The declaration and payment of dividend will be as per the provisions of Companies Act, the Articles of Association, the provision of the SME Listing Agreement and recommended by the Board of Directors and the Shareholders at their discretion and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. We shall pay dividends in cash and as per provisions of the Companies Act. For further details, please refer to "**Dividend Policy**" on page 142 of this Draft Prospectus

Face Value and Issue Price

The Equity Shares having a Face Value of ₹10 each are being offered in terms of this Draft Prospectus at the price of ₹ 11 per Equity Share. The Issue Price is determined by our Company in consultation with the Lead Manager and is justified under the section titled "**Basis for Issue Price**" on page 63 of this Draft Prospectus. At any given point of time there shall be only one denomination of the Equity Shares of our Company, subject to applicable laws.

Compliance with the SEBI Regulations

Our Company shall comply with all applicable disclosures and accounting norms, as specified by SEBI from time to time.

Rights of the Equity Shareholders

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, the equity shareholders shall have the following rights:

- Right to receive dividend, if declared;
- Right to attend general meetings and exercise voting rights, unless prohibited by law;

- Right to vote on a poll either in person or by proxy;
- Right to receive offer for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation;
- Right of free transferability of the Equity Shares; and
- Such other rights, as may be available to a shareholder of a listed Public Limited Company under the Companies Act, terms of the SME Listing Agreement with the Stock Exchange and the Memorandum and Articles of Association of our Company.

For a detailed description of the main provision of the Articles of Association of our Company relating to voting rights, dividend, forfeiture and lien and / or consolidation / splitting etc. please refer to Section titled "**Main Provisions of Articles of Association of the Company**" beginning on page 233 of this Draft Prospectus.

Minimum Application Value, Market Lot and Trading Lot

As per the provisions of the Depositories Act, 1996 (22 of 1996) & the regulations made there under and Section 29 of the Companies Act, 2013 the Equity Shares to be allotted must be in Dematerialised form. i.e. not in the form of physical certificates but be fungible and be represented by the statement issued through electronic mode. Hence, the Equity Shares being offered can be applied for in the dematerialised form only.

The Equity Shares, as per the provisions of the SEBI (ICDR) Regulations, shall be allotted only in dematerialised form and trading shall only be in dematerialised form.

The investors have an option either to receive the security certificate or to hold the securities with depository. However, as per SEBI's circular RMB (compendium) series circular no. 2 (1999-2000) dated February 16, 2000, it has been decided by the SEBI that trading in securities of companies making an initial public offer shall be in dematerialized form only.

The trading of the Equity Shares will happen in the minimum contract size of 10,000 Equity Shares and the same may be modified by the SME Platform of BSE from time to time by giving prior notice to investors at large.

Allocation and allotment of Equity Shares through this Offer will be done in multiples of 10,000 Equity Shares subject to a minimum allotment of 10,000 Equity Shares to the successful applicants in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012.

Minimum Number of Allottees

The minimum number of allottees in this Issue shall be 50 (Fifty) shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Issue and the monies collected shall be refunded within 12 working days of closure of issue.

Joint Holders

Where two or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint-holders with benefits of survivorship.

Nomination Facility to Investor

In accordance with Section 72 of the Companies Act, 2013 the sole or first applicant, along with other joint applicant, may nominate any one person in whom, in the event of the death of sole applicant or in case of joint applicant, death of all the applicants, as the case may be, the Equity Shares allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall in accordance with Section 72 of the Companies Act, 2013 be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale of equity share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at the Registered Office of our Company or to the Registrar and Transfer Agents of our Company.

In accordance with Section 72 of the Companies Act, 2013 any Person who becomes a nominee by virtue of Section 72 of the Companies Act, 2013 shall upon the production of such evidence as may be required by the Board, elect either:

- To register himself or herself as the holder of the Equity Shares; or
- To make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the allotment of Equity Shares in the Issue is in dematerialized form, there is no need to make a separate nomination with us. Nominations registered with the respective depository participant of the applicant would prevail. If the investors require changing the nomination, they are requested to inform their respective depository participant.

Period of Operation of Subscription List of Public Issue

ISSUE OPENS ON	[●]
ISSUE CLOSES ON	[●]

Minimum Subscription

Though this Issue is 100% underwritten, if our Company does not receive the minimum subscription of 90% of the Issue through this offer document including devolvement of Underwriters within sixty days from the date of closure of the Issue, our Company shall forthwith refund the entire subscription amount received but not later than ten weeks of the Issue Closing Date. If there is a delay beyond 8 (eight) days after the issuer becomes liable to pay the amount and the issuer shall pay interest prescribed under section 39 of the Companies Act, 2013.

The minimum number of allottees in this Issue shall be 50 (Fifty) shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Issue and the monies collected shall be refunded within 15 days of closure of Issue.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

In accordance with Regulation 106 P (1) of the SEBI (ICDR) Regulations, our Issue shall be hundred percent underwritten. Thus, the underwriting obligations shall be for the entire hundred percent of the offer through the Draft Prospectus and shall not be restricted to the minimum subscription level.

Further, in accordance with Regulation 106(R) of the SEBI (ICDR) Regulations, our Company shall ensure that the number of prospective allottees to whom the Equity Shares will allotted will not be less than 50 (Fifty)

Further in accordance with Regulation 106 Q of the SEBI (ICDR) Regulations the minimum application size in terms of number of specified securities shall not be less than Rupees One Lakh per application.

Arrangements for disposal of odd lots

The trading of the Equity Shares will happen in the minimum contract size of 10,000 shares in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, the Market Maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the SME Exchange.

Restrictions, if any, on transfer and transmission of shares or debentures and on their consolidation or splitting

Except for lock-in of the pre-Issue Equity Shares and that of the Promoter, minimum contribution in the Issue as detailed in the section titled "**Capital Structure**" beginning on page 45 of this Draft Prospectus and except as provided in the Articles of Association of our Company, there are no restrictions on transfers of Equity Shares. There are no

restrictions on transfers of debentures except as provided in the Articles of Association. There are no restrictions on transmission of shares/ debentures and on their consolidation/ splitting except as provided in the Articles of Association. For further details, please refer to the section titled "**Main Provisions of the Articles of Association**" beginning on page 233 of this Draft Prospectus.

Application by Eligible NRIs, FPIs registered with SEBI, VCFs registered with SEBI

It is to be understood that there is no reservation for Eligible NRIs or FPIs registered with SEBI or VCF. Such Eligible NRIs, FPIs registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

As per the extant policy of the Government of India, OCBs cannot participate in this Issue.

The current provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, FPIs and foreign venture capital investors registered with SEBI to invest in shares of Indian companies by way of subscription in an IPO. However, such investments would be subject to other investment restrictions under the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, RBI and/or SEBI regulations as may be applicable to such investors.

The Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the Government of India/RBI while granting such approvals.

Option to receive securities in Dematerialised Form

As per section 29(1) of the new Companies Act, every company making public offer shall issue securities only in dematerialized form only. The investors have an option either to receive the security certificate or to hold the securities with depository. However, as per SEBI's circular RMB (compendium) series circular no. 2 (1999-2000) dated February 16, 2000, it has been decided by the SEBI that trading in securities of companies making an initial public offer shall be in dematerialized form only. The Equity Shares on Allotment will be traded only on the dematerialized segment of the SME Exchange.

New Financial Instruments

The Issuer Company has not issued till date and is not issuing any new financial instruments through this Issue.

Migration to Main Board

Our Company may migrate to the main board of BSE from the SME Exchange on a later date subject to the following:

- If the Paid up Capital of the Company is likely to increase above ₹ 25 Crores by virtue of any further issue of capital by way of rights, preferential issue, bonus issue etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which the Company has obtained in-principal approval from the main board), we shall have to apply to BSE for listing our shares on its Main Board subject to the fulfillment of the eligibility criteria for listing of specified securities laid down by the Main Board.
- If the Company satisfy the eligibility criteria as specified in 26(1) of SEBI (ICDR) Regulations, 2009 either at the time of initial listing on SME platform or at the time of seeking migration to Main Board. However, same will not be applicable where the Company had sought listing on SME platform by following the process and requirements prescribed in 26(2) (a) of SEBI (ICDR) Regulations, 2009.

Market Making

The shares offered through this Issue are proposed to be listed on the SME Platform of BSE (SME Exchange), wherein the Lead Manager to this Issue shall ensure compulsory Market Making through the registered Market Makers of the SME Exchange for a minimum period of three years from the date of listing on the SME Platform of BSE. For further details of the agreement entered into between the Company, the Lead Manager and the Market Maker please refer to "**General Information - Details of the Market Making Arrangements for this Issue**" on page 42 of this Draft Prospectus.

In accordance with the SEBI Circular No. CIR/MRD/DSA/31/2012 dated November 27, 2012; it has decided to make applicable limits on the upper side for the Market Makers during market making process taking into consideration the Issue size in the following manner:

Issue size	Buy quote exemption threshold (including mandatory initial inventory of 5% of issue size)	Re-entry threshold for buy quotes (including mandatory initial inventory of 5% of issue size)
Upto ₹ 20 Crore, as applicable in our case	25%	24%

Further, the Market Maker shall give two way quotes till it reaches the upper limit threshold; thereafter it has the option to give only sell quotes. Two way quotes shall be resumed the moment inventory reaches the prescribed re-entry threshold.

In view of the Market Maker obligation, there shall be no exemption/threshold on downside. However, in the event the Market Maker exhausts its inventory through market making process on the platform of the exchange, the concerned stock exchange may intimate the same to SEBI after due verification.

Jurisdiction

Exclusive jurisdiction for the purpose of this Issue is with the competent courts / authorities in Agra, Uttar Pradesh, India.

The Equity Shares have not been and will not be registered under the Securities Act or any state securities laws in the United States, and may not be offered or sold within the United States, except pursuant to an exemption from or in a transaction not subject to, registration requirements of the Securities Act. Accordingly, the Equity Shares are only being offered or sold outside the United States in compliance with Regulation S under the Securities Act and the applicable laws of the jurisdictions where those offers and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

ISSUE STRUCTURE

This Issue is being made in terms of Regulation 106(M)(1) of Chapter XB of SEBI (ICDR) Regulations, 2009, as amended from time to time, whereby, an issuer whose post issue paid up capital does not exceed ₹ 10 Crores, shall issue shares to the public and propose to list the same on the Small and Medium Enterprise Exchange ("*SME Exchange*", in this case being the SME Platform of BSE). For further details regarding the salient features and terms of such an issue please refer chapter titled "*Terms of the Issue*" and "*Issue Procedure*" on page 202 and 209 of this Draft Prospectus.

Following is the Issue Structure:

Particulars of the Issue	Net Issue to Public*	Market Maker Reservation Portion
Number of Equity Shares available for allocation	17,50,000 Equity Shares of Face Value ₹ 10/-	1,00,000 Equity Shares of Face Value ₹ 10/-
Percentage of Issue Size available for allocation	94.59 % of the Issue Size (50% to Retail Individual Investors and the balance 50% to Other than Retail Individual Investors).	5.41 % of the Issue Size Firm allotment
Basis of Allotment	Proportionate subject to minimum allotment of 10,000 Equity Shares and further allotment in multiples of 10,000 Equity Shares each. For further details please refer to " <i>Issue Procedure - Basis of Allotment</i> " on page 224 of this Draft Prospectus.	Firm Allotment
Mode of Application	For Other than Retail Individual Investors Applicants the application must be made compulsorily through the ASBA Process. The Retail Individual Applicant may apply through the ASBA or the Physical Form.	Through ASBA Process Only
Minimum Application Size	<u>For Other than Retail Individual Investors:</u> Such number of Equity Shares in multiples of 10,000 Equity Shares such that the Application Value exceeds ₹ 2,00,000/- <u>For Retail Individuals:</u> 10,000 Equity Shares of Face Value ₹ 10/- each	1,00,000 Equity Shares of Face Value ₹ 10/-
Maximum Application Size	<u>For Other than Retail Individual Investors:</u> For all other investors the maximum application size is the Net Issue to public subject to limits the investor has to adhere under the relevant laws and regulations as applicable. <u>For Retail Individuals:</u> Such number of Equity Shares in multiples of 10,000 Equity Shares such that the Application Value does not exceed ₹ 2,00,000/-.	1,00,000 Equity Shares of Face Value ₹ 10/-
Mode of Allotment	Compulsorily in dematerialized form	Compulsorily in dematerialized form
Trading Lot	10,000 Equity Shares	10,000 Equity Shares, However the Market Makers may accept odd lots if any in the market as required under the SEBI (ICDR) Regulations, 2009.
Terms of Payment	The entire Application Amount will be payable at the time of submission of the Application Form.	

This Issue is being made in terms of Chapter XB of the SEBI (ICDR) Regulations, 2009, as amended from time to time. For further details please refer to "*Issue Structure*" on page 207 of this Draft Prospectus.

*As per Regulation 43(4) of the SEBI (ICDR) Regulations, as amended, the present issue is a fixed price issue 'the allocation' is the net offer to the public category which shall be made as follows:

- a) Minimum fifty percent to Retail Individual Investors; and
- b) Remaining to Other than Retail Individual Investors
- c) The unsubscribed portion in either of the categories specified in (a) or (b) above may be allocated to the applicants in the other category.

"If the Retail Individual Investor category is entitled to more than fifty per cent on proportionate basis, the Retail Individual Investors shall be allocated that higher percentage"

Withdrawal of the Issue

The Company, in consultation with the Lead Manager, reserves the right not to proceed with the Issue at any time before the Issue Opening Date, without assigning any reason thereof. Notwithstanding the foregoing, the Issue is also subject to obtaining the final listing and trading approvals of BSE for listing of Equity Shares offered through this Issue on its SME Platform, which the Company shall apply for after Allotment.

In case, the Company wishes to withdraw the Issue after Issue Opening but before allotment, the Company will give public notice giving reasons for withdrawal of Issue. The public notice will appear in two widely circulated national newspapers (one each in English and Hindi) and one in regional newspaper. The Stock Exchanges where the Equity Shares are proposed to be listed shall also be informed promptly. If the Company withdraws the Issue after the Application Closing Date, the Company will be required to file a fresh Draft Offer Document with the Stock Exchange.

Notwithstanding the foregoing, the Issue is subject to obtaining (i) the final listing and trading approvals of the Stock Exchange with respect to the Equity Shares offered through the Draft Prospectus, which our Company will apply for only after Allotment; and (ii) the final RoC approval of the Prospectus.

The LM, through the Registrar to the Issue, will instruct the SCSBs to unblock the ASBA Accounts within one Working Day from the day of receipt of such instruction. The notice of withdrawal will be issued in the same newspapers where the pre-Issue advertisements have appeared and the Stock Exchange will also be informed promptly. If our Company withdraws the Issue after the Issue Closing Date and subsequently decides to undertake a public offering of Equity Shares, our Company will file a fresh offer document with the stock exchange where the Equity Shares may be proposed to be listed.

Issue Programme

ISSUE OPENING DATE	[•]
ISSUE CLOSING DATE	[•]

Applications and any revisions to the same will be accepted only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time) during the Issue Period at the Application Centers mentioned in the Application Form, or in the case of ASBA Applicants, at the Designated Bank Branches except that on the Issue Closing Date applications will be accepted only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time). Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).

ISSUE PROCEDURE

All Applicants should review the General Information Document for Investing in Public Issues prepared and issued in accordance with the circular (CIR/CFD/DIL/12/2013) dated October 23, 2013 notified by SEBI ("General Information Document") which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the SEBI ICDR Regulations. The General Information Document has been updated to include reference to certain notified provisions of the Companies Act, 2013, to the extent applicable to a public issue. The General Information Document is also available on the websites of the Stock Exchanges and the Lead Manager. Please refer to the relevant portions of the General Information Document which are applicable to this Issue.

Our Company, and the Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document. Applicants are advised to make their independent investigations and ensure that their Applications do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in the Draft Prospectus and the Prospectus.

This section applies to all the Applicants, please note that all the Applicants are required to make payment of the full Application Amount along with the Application Form.

Our Company and the LM are not liable for any amendments, modifications or change in applicable laws or regulations, which may occur after the date of the Draft Prospectus.

Fixed Price Issue Procedure

The Issue is being made under Regulation 106(M) (1) of Chapter XB of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 via Fixed Price Process.

Applicants are required to submit their Applications to the Selected Branches / Offices of the Escrow Bankers to the Issue who shall duly submit to them the Registrar of the Issue. In case of QIB Applicants, the Company in consultation with the Lead Manager may reject Applications at the time of acceptance of Application Form provided that the reasons for such rejection shall be provided to such Applicant in writing.

In case of Non-Institutional Applicants and Retail Individual Applicants, our Company would have a right to reject the Applications only on technical grounds.

Investors should note that according to section 29(1) of the Companies Act, 2013, allotment of Equity Shares to all successful Applicants will only be in the dematerialized form. The Application Forms which do not have the details of the Applicant's depository account including DP ID, PAN and Beneficiary Account Number shall be treated as incomplete and rejected. In case DP ID, Client ID and PAN mentioned in the Application Form and entered into the electronic application system of the stock exchanges by the Brokers (including sub-brokers) do not match with the DP ID, Client ID and PAN available in the depository database, the application is liable to be rejected. Applicants will not have the option of getting allotment of the Equity Shares in physical form. The Equity Shares on allotment shall be traded only in the dematerialized segment of the Stock Exchanges.

Applicants are required to ensure that the PAN (of the sole/ first Applicant) provided in the Application Form is exactly the same as the PAN of the person(s) in whose name the relevant beneficiary account is held. In case of joint Applications, the Application Form should contain only the name of the first Applicant whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such first Applicant would be required in the Application Form and such first Applicant would be deemed to have signed on behalf of the joint holders.

Application Form

Applicants shall only use the specified Application Form bearing the stamp of the Bankers to the Issue for the purpose of making an Application in terms of the Draft Prospectus. The application form shall contain space for indicating number of specified securities subscribed for in dematerialized form. Upon completing and submitting the Application Form to the Bankers to the Issue, the Applicant is deemed to have authorized our Company to make the necessary changes in the Draft Prospectus and the Application Form as would be required for filing the Prospectus with the RoC and as would be required by RoC after such filing, without prior or subsequent notice of such changes to the Applicant.

ASBA Applicants shall submit an Application Form either in physical or electronic form to the SCSB's authorizing blocking funds that are available in the bank account specified in the Application Form used by ASBA Applicants. Upon completing and submitting the Application Form for ASBA Applicants to the SCSB, the ASBA Applicant is deemed to have authorized our Company to make the necessary changes in the Draft Prospectus and the ASBA Application as would be required for filing the Prospectus with the RoC and as would be required by RoC after such filing, without prior or subsequent notice of such changes to the ASBA Applicant.

The prescribed color of the Application Form for various categories is as follows:

Category	Colour
Indian Public / NRI's applying on a non-repatriation basis (ASBA and Non-ASBA)	White
Non-Residents including eligible NRI's, etc. applying on a repatriation basis (ASBA and Non-ASBA)	Blue

In accordance with the SEBI (ICDR) Regulations, 2009 in public issues with effect from May 1, 2010 all the investors can apply through ASBA process and with effect from May 02, 2011, the Non-Institutional applicants and the QIB Applicants have to compulsorily apply through the ASBA Process.

Availability of Prospectus and Application Forms

The Memorandum Form 2A containing the salient features of the Prospectus together with the Application Forms and copies of the Prospectus may be obtained from the Registered Office of our Company, Lead Manager to the Issue, Registrar to the Issue and the collection Centers of the Bankers to the Issue, as mentioned in the Application Form. The application forms may also be downloaded from the website of BSE Limited i.e. www.bseindia.com.

Who can apply?

1. Indian nationals resident in India who are not minors, or in the name of the minor children as natural / legal guardian in single or joint names (not more than three);
2. Hindu Undivided Families or HUFs, in the individual name of the Karta. The Applicant should specify that the Application is being made in the name of the HUF in the Application Form as follows: "Name of Sole or First Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta". Applications by HUFs would be considered at par with those from individuals;
3. Companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in Equity Shares;
4. Mutual Funds registered with SEBI;
5. Eligible NRIs on a repatriation basis or on a non-repatriation basis subject to applicable laws. NRIs other than eligible NRIs are not eligible to participate in this issue;
6. Indian Financial Institutions, scheduled commercial banks (excluding foreign banks), regional rural banks, cooperative banks (subject to RBI regulations, the SEBI (ICDR) Regulations and other regulations, as applicable);
7. FPIs and sub-accounts registered with SEBI, other than Category III Foreign Portfolio Investor
8. Sub-accounts of FIIs registered with SEBI, which are foreign corporates or foreign individuals only under the Non-Institutional Applicants portion;
9. Venture Capital Funds (VCFs) registered with SEBI;
10. FVCIs registered with SEBI;
11. Multilateral and bilateral development financial institutions;
12. State Industrial Development Corporations;
13. Trusts/societies registered under the Societies Registration Act, 1860, as amended, or under any other law relating to trusts/societies and who are authorized under their constitution to hold and invest in Equity Shares;
14. Scientific and/or industrial research organizations authorized to invest in Equity Shares;
15. Insurance Companies registered with Insurance Regulatory and Development Authority;
16. Provident Funds with minimum corpus of Rs. 250 million and who are authorized under their constitution to hold and invest in Equity Shares;
17. Pension Funds with minimum corpus of Rs. 250 million and who are authorized under their constitution to hold and invest in Equity Shares;
18. National Investment Fund set up by the resolution No. F.No. 2/3/2005-DDII dated November 23, 2005 of the Government of India published in the Gazette of India ;
19. Nominated Investor and Market Maker;
20. Insurance funds set up and managed by the army, navy or air force of the Union of India;
21. Insurance funds set up and managed by the Department of Posts, India; Limited Liability Partnership registered in India and authorized to invest in equity shares and;

22. Any other person eligible to apply in this Issue, under the laws, rules, regulations, guidelines and policies applicable to them under Indian laws.

Applications not to be made by:

1. Minors
2. Partnership firms or their nominations
3. Foreign Nationals (except NRIs)
4. Overseas Corporate Bodies

MAXIMUM AND MINIMUM APPLICATION SIZE

1. For Retail Individual Applicants

The Application must be for a minimum of 10,000 Equity Shares and in multiples of 10,000 Equity Shares thereafter, so as to ensure that the Application Price payable by the Applicant does not exceed Rs. 2,00,000. In case of revision of Applications, the Retail Individual Applicants have to ensure that the Application Price does not exceed Rs. 2, 00,000.

2. For Other Applicants (Non-Institutional Applicants and QIBs):

The Application must be for a minimum of such number of Equity Shares such that the Application Amount exceeds Rs. 2,00,000 and in multiples of 10,000 Equity Shares thereafter. An Application cannot be submitted for more than the Issue Size. However, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB Applicant cannot withdraw its Application after the Issue Closing Date and is required to pay 100% QIB Margin upon submission of Application.

In case of revision in Applications, the Non-Institutional Applicants, who are individuals, have to ensure that the Application Amount is greater than Rs. 2,00,000 for being considered for allocation in the Non-Institutional Portion.

Applicants are advised to ensure that any single Application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in the Draft Prospectus.

Participation by Associates of LM

Except for the Market Making and the Underwriting Obligations, the Lead Manager shall not be allowed to subscribe to this Issue in any manner. However, associates and affiliates of the LMs may subscribe to or purchase Equity Shares in the Issue, where the allocation is on a proportionate basis.

Option to Subscribe in the Issue

- a. As per Section 29(1) of the Companies Act 2013, allotment of Equity Shares shall be dematerialized form only.
- b. The Equity Shares, on allotment, shall be traded on the Stock Exchange in demat segment only.
- c. A single application from any investor shall not exceed the investment limit/minimum number of specified securities that can be held by him/her/it under the relevant regulations/statutory guidelines and applicable law.

Information for the Applicants:

- a. Our Company will file the Prospectus with the RoC at least 3 (three) days before the Issue Opening Date.
- b. The LMs will circulate copies of the Prospectus along with the Application Form to potential investors.
- c. Any investor (who is eligible to invest in our Equity Shares) who would like to obtain the Prospectus and/ or the Application Form can obtain the same from our registered office or from the corporate office of the LMs.
- d. Applicants who are interested in subscribing for the Equity Shares should approach the LMs or their authorized agent(s) to register their Applications.

- e. Applications made in the Name of Minors and/or their nominees shall not be accepted.
- f. Applicants are requested to mention the application form number on the reverse of the instrument to avoid misuse of instrument submitted along with the application for shares. Applicants are advised in their own interest, to indicate the name of the bank and the savings or current a/c no in the application form. In case of refund, the refund order will indicate these details after the name of the payee. The refund order will be sent directly to the payee's address.

Application by Indian Public including eligible NRIs applying on Non-Repatriation

Application must be made only in the names of individuals, Limited Companies or Statutory Corporations/institutions and not in the names of Minors, Foreign Nationals, Non Residents Indian (except for those applying on non-repatriation), trusts, (unless the Trust is registered under the Societies Registration Act, 1860 or any other applicable Trust laws and is authorized under its constitution to hold shares and debentures in a Company), Hindu Undivided Families, Partnership firms or their nominees. In case of HUF's application shall be made by the Karta of the HUF. An applicant in the Net Public Category cannot make an application for that number of securities exceeding the number of securities offered to the public. Eligible NRIs applying on a non-repatriation basis may make payments by inward remittance in foreign exchange through normal banking channels or by debits to NRE/FCNR accounts as well as NRO accounts.

Application by Mutual Funds

As per the current regulations, the following restrictions are applicable for investments by mutual funds:

No mutual fund scheme shall invest more than 10% of its net asset value in the Equity Shares or equity related instruments of any Company provided that the limit of 10% shall not be applicable for investments in index funds or sector or industry specific funds. No mutual fund under all its schemes should own more than 10% of any Company's paid up share capital carrying voting rights.

In case of a Mutual Fund, a separate Application can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Applications in respect of more than one scheme of the Mutual Fund will not be treated as multiple Applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

Applications by Eligible NRIs/FPI's on Repatriation Basis

Application Forms have been made available for Eligible NRIs at our registered Office.

Eligible NRI applicants may please note that only such applications as are accompanied by payment in free foreign exchange shall be considered for Allotment. The Eligible NRIs who intend to make payment through Non Resident Ordinary (NRO) accounts shall use the form meant for Resident Indians and shall not use the forms meant for reserved category.

Under the Foreign Exchange Management Act, 1999 (FEMA) general permission is granted to the companies vide notification no. FEMA/20/2000 RB dated 03/05/2000 to issue securities to NRI's subject to the terms and conditions stipulated therein. The Companies are required to file the declaration in the prescribed form to the concerned Regional Office of RBI within 30 (thirty) days from the date of issue of shares for allotment to NRI's on repatriation basis.

Allotment of Equity Shares to Non-Resident Indians shall be subject to the prevailing Reserve Bank of India Guidelines. Sale proceeds of such investments in Equity Shares will be allowed to be repatriated along with the income thereon subject to permission of the RBI and subject to the Indian Tax Laws and regulations and any other applicable laws.

The Company does not require approvals from FIPB or RBI for the Transfer of Equity Shares in the issue to eligible NRI's.

AS PER THE CURRENT REGULATIONS, THE FOLLOWING RESTRICTIONS ARE APPLICABLE FOR INVESTMENTS BY FPIs.

1. A foreign portfolio investor shall invest only in the following securities, namely- (a) Securities in the primary and secondary markets including shares, debentures and warrants of companies, listed or to be listed on a recognized stock exchange in India; (b) Units of schemes floated by a domestic mutual funds, whether listed on a recognized

stock exchange or not; (c) Units of Schemes floated by a collective investment scheme; (d) Derivatives traded on a recognized Stock Exchange; (e) Treasury bills and dated government securities; (f) Commercial papers issued by an Indian Company; (g) Rupee denominated credit enhanced bonds; (h) Security receipts issued by asset reconstruction companies; (i) Perpetual debt instruments and debt capital instruments, as specified by the Reserve Bank of India from time to time; (j) Listed and unlisted non-convertible debentures/bonds issued by an Indian company in the infrastructure sector, where 'infrastructure' is defined in terms of the extant External Commercial Borrowings (ECB) guidelines; (k) Non-Convertible debentures or bonds issued by Non – Banking Financial Companies categorized as 'Infrastructure Finance Companies' (IFC) by the Reserve Bank of India; (l) Rupee denominated bonds or units issued by infrastructure debt funds; (m) Indian depository receipts; and (n) Such other instruments specified by the Board from time to time.

2. Where a foreign institutional investor or a sub account, prior to commencement of these regulations, hold equity shares in a company whose shares are not listed on any recognized stock exchange, and continues to hold such shares after Initial Public Offering and listing thereof, such shares shall be subject to lock-in for the same period, if any, as is applicable to shares held by a foreign direct investor placed in similar position, under the policy of the Government of India relating to foreign direct investment from the time being in force.

3. In respect of investments in the secondary market, the following additional conditions shall apply:

a) A foreign portfolio investor shall transact in the securities in India only on the basis of taking and giving delivery of securities purchased or sold;

b) Nothing contained in clause (a) shall apply to:

i. Any transactions in derivatives on a recognized stock exchange;

ii. Short selling transactions in accordance with the framework specified by the Board;

iii. Any transaction in securities pursuant to an agreement entered into with the merchant banker in the process of market making or subscribing to unsubscribed portion of the issue in accordance with Chapter XB of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009

iv. Any other transaction specified by the Board.

c) No transaction on the stock exchange shall be carried forward;

d) The transaction of business in securities by a foreign portfolio investor shall be only through stock brokers registered by the Board; provided nothing contained in this clause shall apply to;

i. transactions in Government securities and such other securities falling under the purview of the Reserve Bank of India which shall be carried out in the manner specified by the Reserve Bank of India;

ii. Sale of securities in response to a letter of offer sent by an acquirer in accordance with the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

iii. Sale of securities in response to an offer made by any promoter or acquirer in accordance with the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;

iv. Sale of securities, in accordance with the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998;

v. divestment of securities in response to an offer by Indian Companies in accordance with Operative Guidelines of Disinvestment of shares of Indian Companies in the overseas market through issue of American Depository Receipts or Global Depository Receipts as notified by the Government of India and directions issued by Reserve Bank of India from time to time;

vi. Any bid for, or acquisition of, securities in response to an offer for disinvestment of shares made by the Central

Government or any State Government;

vii. Any transaction in securities pursuant to an agreement entered into with merchant banker in the process of market making portion of the issue in accordance with Chapter XB of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

viii. Any other transaction specified by Board.

e) A foreign portfolio investor shall hold, deliver or cause to be delivered securities only in dematerialized form: Provided that any shares held in non-dematerialized form, before the commencement of these regulations, can be held in non-dematerialized form, if such shares cannot be dematerialized. Unless otherwise approved by the Board, securities shall be registered in the name of the foreign portfolio investor as a beneficial owner for the purposes of the Depositories Act, 1996.

4. The purchase of Equity Shares of each company by a single foreign portfolio investor or an investor group shall be below ten percent of the total issued capital of the company.

5. The investment by the foreign portfolio investor shall also be subject to such other conditions and restrictions as may be specified by the Government of India from time to time.

6. In cases where the Government of India enters into agreements or treaties with other sovereign Governments and where such agreements or treaties specifically recognize certain entities to be distinct and separate, the Board may, during the validity of such agreements or treaties, recognize them as such, subject to conditions as may be specified by it.

7. A foreign portfolio investor may lend or borrow securities in accordance with the framework specified by the Board in this regard. No foreign portfolio investor may issue, subscribe to or otherwise deal in offshore derivative instruments, directly or indirectly, unless the following conditions are satisfied:

(a) Such offshore derivative instruments are issued only to persons who are regulated by an appropriate foreign regulatory authority'

(b) Such offshore derivatives instruments are issued after compliance with 'know your client' norms:

Provided that those unregulated broad based funds, which are classified as Category II foreign portfolio investor by virtue of their investment manager being appropriately regulated shall not issue, subscribe or otherwise deal, in offshore derivatives instruments directly or indirectly.

Provided further that no Category III foreign portfolio investor shall issue, subscribe to or otherwise deal in offshore derivatives instruments directly or indirectly.

A foreign portfolio investor shall ensure that further issue or transfer of any offshore derivative instruments issued by or on behalf of it is made only to persons who are regulated by an appropriate foreign regulatory authority.

Foreign portfolio investors shall fully disclose to the Board any information concerning the terms of and parties to off-shore derivative instruments such as participatory notes, equity linked notes or any other such instruments, by whatever names they are called, entered into by it relating to any securities listed or proposed to be listed in any stock exchange in India, as and when and in such form as the Board may specify.

Any offshore derivative instruments issued under the Securities and Exchange Board of India of India (Foreign Institutional Investors) Regulations, 1995 before commencement of these regulations shall be deemed to have been issued under the corresponding provision of these regulations.

The purchase of equity shares of each company by a single foreign portfolio investor or an investor group shall be below 10 per cent of the total issued capital of the company.

Applications by SEBI registered Venture Capital Funds, Alternative Investment Funds and Foreign Venture Capital Investors

As per the current regulations, the following restrictions are applicable for SEBI Registered Venture Capital Funds:

The SEBI (Venture Capital) Regulations, 1996 and the SEBI (Foreign Venture Capital Investor) Regulations, 2000 prescribe investment restrictions on venture capital funds registered with SEBI.

Accordingly, the holding by any individual venture capital fund registered with SEBI in one Company should not exceed 25% of the corpus of the venture capital fund a Foreign Venture Capital Investor can invest its entire funds committed for investments into India in one company. Further, Venture Capital Funds can invest only up to 33.33% of the investible funds by way of subscription to an initial public offer.

The SEBI (Alternative Investment Funds) Regulations, 2012 prescribe investment restrictions for various categories of AIF's.

The Category I and II AIFs cannot invest more than 25% of their respective corpus in one Investee Company. A category III AIF cannot invest more than 10% of its corpus in one Investee Company. A venture capital fund registered as a category I AIF, as defined in the SEBI (Alternate Investment Funds) Regulations, 2012, cannot invest more than 1/3rd of its corpus by way of subscription to an initial public offering of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under the SEBI (Alternate Investment Funds) Regulations, 2012 shall continue to be regulated by the VCF Regulations.

The above information is given for the benefit of the Applicants. The Company and the LMs are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of the Draft Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.

Applications by Limited Liability Partnerships

In case of Applications made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, as amended ("**LLP Act**") a certified copy of certificate of registration issued under the LLP Act, 2000 must be attached to the Application Form. Failing this, our Company reserves the right to reject any Application without assigning any reason thereof. Limited liability partnerships can participate in the Issue only through the ASBA process.

Applications by Insurance Companies

In case of applications made by insurance companies registered with IRDA, certified copy of certificate of registration issued by IRDA must be attached to the Application Form or the ASBA Application Form, as the case may be. Failing this, our Company in consultation with the LM, reserves the right to reject any application, without assigning any reason thereof. The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment Scheme) (5th Amendment) Regulations, 2013, as amended (the "IRDA Investment Regulations"), are broadly set forth below:

(a) equity shares of a company: at least 10% of the investee company's subscribed capital (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer;

(b) the entire group of the investee company: at least 15% of the respective fund in case of a life insurer or a general insurer or reinsurer or 15% of investment asset in all companies belonging to the group; and

(c) The industry sector in which the investee company operates: the least of 15% of the respective fund in case of life insurer or a general insurer or reinsurer or 15% of investment assets.

In addition, IRDA partially amended the exposure limits applicable to investments in public limited companies in the infrastructure and housing sectors on providing, among other things, that the exposure of an insurer to an infrastructure company may be increased to not more than 20%, provided that in case of equity investment, a dividend of not less than 4% including bonus should have been declared for at least five preceding years. This limit of 20% would be combined for debt and equity taken together, without sub ceilings. Further, investments in equity including preference shares and the convertible part of debentures shall not exceed 50% of the exposure norms specified under the IRDA Investment Regulations.

Applications under Power of Attorney

In case of applications made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, FPI's, Mutual Funds, insurance companies and provident funds with minimum corpus of Rs. 2500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of Rs. 2500 Lakhs a certified copy of the power of attorney or the relevant Resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged with the Application Form. Failing this, the Company reserves the right to accept or reject any application in whole or in part, in either case, without assigning any reason therefore.

In addition to the above, certain additional documents are required to be submitted by the following entities:

a) With respect to applications by VCFs, FVCIs, FPIs and Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any application, in whole or in part, in either case without assigning any reasons thereof.

b) With respect to applications by insurance companies registered with the Insurance Regulatory and Development Authority, in addition to the above, a certified copy of the certificate of registration issued by the Insurance Regulatory and Development Authority must be lodged with the Application Form as applicable. Failing this, the Company reserves the right to accept or reject any application, in whole or in part, in either case without assigning any reasons thereof.

c) With respect to applications made by provident funds with minimum corpus of Rs.2500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of Rs.2500 Lakhs, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be lodged along with the Application Form . Failing this, the Company reserves the right to accept or reject such application, in whole or in part, in either case without assigning any reasons thereof.

The Company, in its absolute discretion, reserves the right to permit the holder of the power of attorney to request the Registrar to the Issue that, for the purpose of printing particulars on the refund order and mailing of the Allotment Advice / CANs / refund orders / letters notifying the unblocking of the bank accounts of ASBA applicants, the Demographic Details given on the Application Form should be used (and not those obtained from the Depository of the application). In such cases, the Registrar to the Issue shall use Demographic Details as given on the Application Form instead of those obtained from the Depositories.

The above information is given for the benefit of the Applicants. The Company and the LM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of the Draft Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations

Application by Provident Funds/Pension Funds

In case of Applications made by provident funds with minimum corpus of Rs. 2 500 lakhs (subject to applicable law) and pension funds with minimum corpus of Rs. 2,500 lakhs, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

The above information is given for the benefit of the Applicants. Our Company and the LM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of filing of the Draft Prospectus. Applicants are advised to make their independent investigations and ensure that the maximum number of Equity Shares applied for or maximum investment limits do not exceed the applicable limits under laws or regulations or as specified in the Draft Prospectus.

ISSUE PROCEDURE FOR ASBA (APPLICATION SUPPORTED BY BLOCKED ACCOUNT) APPLICANTS

This section is for the information of investors proposing to subscribe to the Issue through the ASBA process. Our Company and the LMs are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of the Draft Prospectus. ASBA Applicants are advised to make their independent investigations and to ensure that the ASBA Application Form is correctly filled up, as described in this section.

The lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on <http://www.sebi.gov.in>. For details on designated branches of SCSB collecting the Application Form, please refer the above mentioned SEBI link.

ASBA Process

A Resident Retail Individual Investor shall submit his Application through an Application Form, either in physical or electronic mode, to the SCSB with whom the bank account of the ASBA Applicant or bank account utilized by the ASBA Applicant ("ASBA Account") is maintained. The SCSB shall block an amount equal to the Application Amount in the bank account specified in the ASBA

Application Form, physical or electronic, on the basis of an authorization to this effect given by the account holder at the time of submitting the Application.

The Application Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount against the allocated shares to the ASBA Public Issue Account, or until withdrawal/failure of the Issue or until withdrawal/rejection of the ASBA Application, as the case may be.

The ASBA data shall thereafter be uploaded by the SCSB in the electronic IPO system of the Stock Exchange. Once the Basis of Allotment is finalized, the Registrar to the Issue shall send an appropriate request to the Controlling Branch of the SCSB for unblocking the relevant bank accounts and for transferring the amount allocable to the successful ASBA Applicants to the ASBA Public Issue Account.

In case of withdrawal/failure of the Issue, the blocked amount shall be unblocked on receipt of such information from the LMs.

ASBA Applicants are required to submit their Applications, either in physical or electronic mode. In case of application in physical mode, the ASBA Applicant shall submit the ASBA Application Form at the Designated Branch of the SCSB. In case of application in electronic form, the ASBA Applicant shall submit the Application Form either through the internet banking facility available with the SCSB, or such other electronically enabled mechanism for applying and blocking funds in the ASBA account held with SCSB, and accordingly registering such Applications.

Who can apply?

In accordance with the SEBI (ICDR) Regulations, 2009 in public issues w.e.f. May 1, 2010 all the investors can apply through ASBA process and w.e.f. May 02, 2011, the Non-Institutional applicants and the QIB Applicants have to compulsorily apply through the ASBA Process.

Mode of Payment

Upon submission of an Application Form with the SCSB, whether in physical or electronic mode, each ASBA Applicant shall be deemed to have agreed to block the entire Application Amount and authorized the Designated Branch of the SCSB to block the Application Amount, in the bank account maintained with the SCSB.

Application Amount paid in cash, by money order or by postal order or by stock invest, or ASBA Application Form accompanied by cash, draft, money order, postal order or any mode of payment other than blocked amounts in the SCSB bank accounts, shall not be accepted.

After verifying that sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Application Amount mentioned in the ASBA Application Form till the Designated Date.

On the Designated Date, the SCSBs shall transfer the amounts allocable to the ASBA Applicants from the respective ASBA Account, in terms of the SEBI Regulations, into the ASBA Public Issue Account. The balance amount, if any against the said Application in the ASBA Accounts shall then be unblocked by the SCSBs on the basis of the instructions issued in this regard by the Registrar to the Issue.

The entire Application Amount, as per the Application Form submitted by the respective ASBA Applicants, would be required to be blocked in the respective ASBA Accounts until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount against allocated shares to the ASBA Public Issue Account, or until withdrawal/failure of the Issue or until rejection of the ASBA Application, as the case may be.

Unblocking of ASBA Account

On the basis of instructions from the Registrar to the Issue, the SCSBs shall transfer the requisite amount against each successful ASBA Applicant to the ASBA Public Issue Account and shall unblock excess amount, if any in the ASBA Account. However, the Application Amount may be unblocked in the ASBA Account prior to receipt of intimation from the Registrar to the Issue by the Controlling Branch of the SCSB regarding finalization of the Basis of Allotment in the Issue, in the event of withdrawal/failure of the Issue or rejection of the ASBA Application, as the case may be.

Payment mechanism for ASBA Applications

All investors other than retail individual investors are required to make their application using ASBA process only.

The ASBA applicants shall specify the bank account number in the Application Form and the SCSB shall block an amount equivalent to the Application Amount in the ASBA Account specified in the Application Form. The SCSB shall keep the Application Amount in the relevant bank account blocked until withdrawal/ rejection of the ASBA Application or receipt of instructions from the Registrar to the Issue to unblock the Application Amount. In the event of withdrawal or rejection of the Application Form or for unsuccessful -Application Forms, the Registrar to the Issue shall give instructions to the SCSB to unblock the application money in the relevant bank account within one day of receipt of such instruction. The Application Amount shall remain blocked in the ASBA Account until finalisation of the Basis of Allotment in the Issue and consequent transfer of the Application Amount to the Public Issue Account, or until withdrawal/ failure of the Issue or until withdrawal of the Application by the ASBA Applicant, , as the case may be.

In case of Applications by Eligible NRIs applying on repatriation basis, a NRE Account or a FCNR Account, maintained with banks authorized to deal in foreign exchange in India, should be mentioned in the Application Form for blocking of funds, along with documentary evidence in support of the remittance.

In case of Applications by Eligible NRIs applying on a non-repatriation basis, a NRE Account or a FCNR Account maintained with banks authorized to deal in foreign exchange in India or a NRO Account, should be mentioned in the Application Form for blocking of funds, along with documentary evidence in support of the remittance.

Escrow Mechanism

Terms of Payment / Payment Instructions

The entire Issue price of Rs. 11.00 per share is payable on application. In case of allotment of lesser number of Equity Shares than the number applied, The Company shall refund the excess amount paid on Application to the Applicants.

Where the payment is made other than ASBA, it should be made by cheque, or demand draft drawn on any Bank (including a Co-operative Bank), which is situated at, and is a member of or sub member of the bankers' clearing house located at the centre where the Application Form is submitted. Outstation cheques/ bank drafts drawn on banks not participating in the clearing process will not be accepted and applications accompanied by such cheques or bank drafts are liable to be rejected.

Cash/ Stock Invest/ Money Orders/ Postal orders will not be accepted.

A separate Cheque or Bank Draft should accompany each application form where payment is made other than ASBA mechanism Applicants should write the Share Application Number on the back of the Cheque /Draft. Outstation Cheques will not be accepted and applications accompanied by such cheques drawn on outstation banks are liable for rejection. Money Orders / Postal Notes will not be accepted.

Each Applicant shall draw a cheque or demand draft for the amount payable on the Application and/ or on allocation/ Allotment as per the following terms:

1. The payment instruments for payment into the Escrow Account should be drawn in favour of:
 - Indian Public including eligible NRIs applying on non-repatriation basis: " **ESCROW ACCOUNT- O. P. CHAINS LIMITED - PUBLIC ISSUE - R**".
 - In case of Non-Resident Retail Applicants applying on repatriation basis: " **ESCROW ACCOUNT- O. P. CHAINS LIMITED - PUBLIC ISSUE - NR**"
2. In case of Application by NRIs applying on repatriation basis, the payments must be made through Indian Rupee drafts purchased abroad or cheques or bank drafts, for the amount payable on application remitted through normal banking channels or out of funds held in Non-Resident External (NRE) Accounts or Foreign Currency Non Resident (FCNR) Accounts, maintained with banks authorized to deal in foreign exchange in India, along with documentary evidence in support of the remittance. Payment will not be accepted out of Non-Resident Ordinary (NRO) Account of Non-Resident Applicant applying on a repatriation basis. Payment by drafts should be accompanied by bank certificate confirming that the draft has been issued by debiting to NRE Account or FCNR Account.
3. Where an Applicant has been allocated a lesser number of Equity Shares than the Applicant has applied for, the excess amount, if any, paid on Application, after adjustment towards the balance amount payable by the Pay in Date on the Equity Shares allocated will be refunded to the Applicant from the Refund Account.
4. On the Designated Date and no later than 15 (fifteen) days from the Issue Closing Date, the Escrow Collection Bank shall also refund all amounts payable to unsuccessful Applicants and also the excess amount paid on Application, if any, after adjusting for allocation / Allotment to the Applicants.

Payment by Stock invest

In terms of the Reserve Bank of India Circular No. DBOD No. FSC BC 42/ 24.47.00/ 2003 04 dated November 5, 2003; the option to use the stock invest instrument in lieu of cheques or bank drafts for payment of Application money has been withdrawn. Hence, payment through stock invest would not be accepted in this Issue.

Other Instructions

Joint Applications in the case of Individuals

Applications may be made in single or joint names (not more than three). In the case of joint Applications, all payments will be made out in favour of the Applicant whose name appears first in the Application Form or Revision Form. All communications will be addressed to the First Applicant and will be dispatched to his or her address as per the Demographic Details received from the Depository.

Multiple Applications

An Applicant should submit only one Application (and not more than one) for the total number of Equity Shares required. Two (2) or more Applications will be deemed to be multiple Applications if the sole or First Applicant is one and the same.

In this regard, the procedures which would be followed by the Registrar to the Issue to detect multiple applications are given below:

- i. All applications are electronically strung on first name, address (1st line) and applicant's status. Further, these applications are electronically matched for common first name and address and if matched, these are checked manually for age, signature and father/ husband's name to determine if they are multiple applications
- ii. Applications which do not qualify as multiple applications as per above procedure are further checked for common DP ID/ beneficiary ID. In case of applications with common DP ID/ beneficiary ID, are manually checked to eliminate possibility of data entry error to determine if they are multiple applications.

- iii. Applications which do not qualify as multiple applications as per above procedure are further checked for common PAN. All such matched applications with common PAN are manually checked to eliminate possibility of data capture error to determine if they are multiple applications.
- iv. For Applications from Mutual Funds and FII sub-accounts, submitted under the same PAN, as well as Applications on behalf of the Applicants for whom submission of PAN is not mandatory such as the Central or State Government, an official liquidator or receiver appointed by a court and residents of Sikkim, the Application Forms will be checked for common DP ID and Client ID

In any event, all the allotments shall be done in demat form and no securities shall be allotted in physical form.

After submitting an ASBA Application either in physical or electronic mode, an ASBA Applicant cannot apply (either in physical or electronic mode) to either the same or another Designated Branch of the SCSB and Submission of a second Application in such manner will be deemed a multiple Application and would be rejected. More than one ASBA Applicant may apply for Equity Shares using the same ASBA Account, provided that the SCSBs will not accept a total of more than five Application Forms with respect to any single ASBA Account.

Duplicate copies of Application Forms downloaded and printed from the website of the Stock Exchange bearing the same application number shall be treated as multiple Applications and are liable to be rejected. The Company, in consultation with the LM reserves the right to reject, in its absolute discretion, all or any multiple Applications in any or all categories.

In case of a mutual fund, a separate Application can be made in respect of each scheme of the mutual fund registered with SEBI and such Applications in respect of more than one scheme of the mutual fund will not be treated as multiple Applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

Pursuant to NSDL Circular dated December 17, 2005 with no NSDL/PI/2005/2475 in cases where there are more than 20 (Twenty) valid applications having a common address, such shares will be kept in abeyance, post allotment and released on confirmation of "know your client" norms by the depositories. The Company reserves the right to reject, in our absolute discretion, all or any multiple Applications in any or all categories.

Permanent Account Number or PAN

Pursuant to the circular MRD/DoP/Circ 05/2007 dated April 27, 2007, SEBI has mandated Permanent Account Number ("**PAN**") to be the sole identification number for all participants transacting in the securities market, irrespective of the amount of the transaction w.e.f. July 2, 2007. Each of the Applicants should mention his/her PAN allotted under the IT Act. Applications without this information will be considered incomplete and are liable to be rejected. It is to be specifically noted that Applicants should not submit the GIR number instead of the PAN, as the Application is liable to be rejected on this ground.

Please note that Central or State Government and the officials appointed by the courts and investors residing in the State of Sikkim are exempted from specifying their PAN subject to the Depository Participants' verifying the veracity of such claims of the investors in accordance with the conditions and procedures under this section on Issue Procedure.

Right to Reject Applications

In case of QIB Applicants, the Company in consultation with the LMs may reject Applications provided that the reasons for rejecting the same shall be provided to such Applicant in writing. In case of Non-Institutional Applicants, Retail Individual Applicants who applied, the Company has a right to reject Applications based on technical grounds.

Grounds for Rejections

Applicants are advised to note that Applications are liable to be rejected inter alia on the following technical grounds:

- Amount paid does not tally with the amount payable for the highest value of Equity Shares applied for;
- In case of partnership firms, Equity Shares may be registered in the names of the individual partners and no firm as such shall be entitled to apply;
- Application by persons not competent to contract under the Indian Contract Act, 1872 including minors, insane persons;
- PAN not mentioned in the Application Form;

- GIR number furnished instead of PAN;
- Applications for lower number of Equity Shares than specified for that category of investors;
- Applications at a price other than the Fixed Price of The Issue;
- Applications for number of Equity Shares which are not in multiples of 10,000;
- Category not ticked;
- Multiple Applications as defined in the Draft Prospectus;
- In case of Application under power of attorney or by limited companies, corporate, trust etc., where relevant documents are not submitted;
- Applications accompanied by Stock invest/ money order/ postal order/ cash;
- Signature of sole Applicant is missing;
- Application Forms are not delivered by the Applicant within the time prescribed as per the Application Forms, Issue Opening Date advertisement and the Prospectus and as per the instructions in the Prospectus and the Application Forms;
- In case no corresponding record is available with the Depositories that matches three parameters namely, names of the Applicants (including the order of names of joint holders), the Depository Participant's identity (DP ID) and the beneficiary's account number;
- Applications for amounts greater than the maximum permissible amounts prescribed by the regulations;
- Applications where clear funds are not available in the Escrow Account as per the final certificate from the Escrow Collection Bank(s);
- Applications by OCBs;
- Applications by US persons other than in reliance on Regulation S or "qualified institutional buyers" as defined in Rule 144A under the Securities Act;
- Applications not duly signed by the sole;
- Applications by any persons outside India if not in compliance with applicable foreign and Indian laws;
- Applications that do not comply with the securities laws of their respective jurisdictions are liable to be rejected;
- Applications by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
- Applications by persons who are not eligible to acquire Equity Shares of the Company in terms of all applicable laws, rules, regulations, guidelines, and approvals;
- Applications or revisions thereof by QIB Applicants, Non-Institutional Applicants where the Application Amount is in excess of Rs. 2,00,000, received after 5.00 pm on the Issue Closing Date;
- Applications not containing the details of Bank Account and/ or Depositories Account.
- Where Application is made for allotment in physical mode.
- Where two or more separate applications for demat and physical are made, the applications for physical shares shall be treated as multiple application and liable for rejection.

APPLICANTS SHOULD NOTE THAT IN CASE THE PAN, THE DP ID AND CLIENT ID MENTIONED IN THE APPLICATION FORM AND ENTERED INTO THE ELECTRONIC APPLICATION SYSTEM OF THE STOCK EXCHANGES BY THE BROKERS DO NOT MATCH WITH PAN, THE DP ID AND CLIENT ID AVAILABLE IN THE DEPOSITORY DATABASE, THE APPLICATION FORM IS LIABLE TO BE REJECTED.

Applicants should note that providing bank account details in the space provided in the application form is mandatory and applications that do not contain such details are liable to be rejected.

IMPERSONATION

Attention of the applicants is specifically drawn to the provision of Section 38 (1) of the Companies Act, 2013 which is reproduced below:

Any person who:

- a) Makes or abets making of an application in a fictitious name, to the Company for acquiring or subscribing for, any shares therein, or
- b) Makes or abets making of multiple applications to the Company in different names or in combination of his name or surname for acquiring or subscribing for its securities; or
- c) Otherwise induces directly or indirectly to the Company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,

shall be liable to action under Section 447 of the Companies Act, 2013.

Signing of Underwriting Agreement

Vide an Underwriting agreement dated July 09, 2014 this issue is 100% Underwritten.

Filing of the Prospectus with the RoC

The Company will file a copy of the Prospectus with the RoC in terms of Section 32 of the Companies Act, 2013.

Pre-Issue Advertisement

Subject to Section 30 of the Companies Act 2013, the Company, the Company shall, after registering the Prospectus with the RoC, publish a pre-Issue advertisement, in the form prescribed by the SEBI Regulations, in one widely circulated English language national daily newspaper; one widely circulated Hindi language national daily newspaper and one regional newspaper with wide circulation.

Designated Date and Allotment of Equity Shares

The Company will issue and dispatch letters of allotment / securities certificates and / or letters of regret along with refund order or credit the allotted securities to the respective beneficiary accounts, if any within a period of 12 (twelve) days of the Issue Closing Date.

The Company will intimate the details of allotment of securities to Depository immediately on allotment of securities under section 56 of the Companies Act, 2013 or other applicable provisions, if any.

Allottees are requested to preserve such Letters of Allotment, until the securities have been credited to their demat account.

After the funds are transferred from the Escrow Account to the Public Issue Account on the Designated Date, our Company would ensure the credit to the successful Applicants depository account. Allotment of the Equity Shares to the allottees shall be within 2 (two) Working Days of the date of Allotment.

Investors are advised to instruct their Depository Participant to accept the Equity Shares that may be allocated/ Allotted to them pursuant to this Issue.

Applicants to whom refunds are made through electronic transfer of funds will be sent a letter intimating them about the mode of credit of refund within 15 (fifteen) days of closure of Issue.

Our Company will provide adequate funds required for dispatch of refund orders or allotment advice to the Registrar to the Issue.

Refunds will be made by cheques, pay orders or demand drafts drawn on a bank appointed by us, as Refund Banker and payable at par at places where applications are received. Bank charges, if any, for en-cashing such cheques, pay orders or demand drafts at other centers will be payable by the Applicants.

General Instructions

Do's:

- Check if you are eligible to apply;
- Ensure that you have applied at the Issue Price;
- Read all the instructions carefully and complete the Application Form;
- Ensure that the details about the PAN, Depository Participant and the beneficiary account are correct and the Applicant's Depository Account is active as Allotment of Equity Shares will be in the dematerialised form only;
- Ensure that the applications are submitted at the collection centres only on forms bearing the stamp of a Broker or with respect to ASBA Applicants, ensure that your application is submitted at a Designated Branch of the SCSB where the ASBA Applicant or the person whose bank account will be utilized by the Applicant for applying, has a bank account;

- With respect to applications by ASBA Applicants, ensure that the Application Form is signed by the account holder in case the applicant is not the account holder. Ensure that you have mentioned the correct bank account number in the Application Form;
- Non Retail Applicants should submit their applications through the ASBA process only;
- Ensure that you have funds equal to the Application Amount in your bank account maintained with the SCSB before submitting the Application Form to the respective Designated Branch of the SCSB or a Banker to the Issue, as the case may be;
- Instruct your respective banks to not release the funds blocked in the bank account under the ASBA process;
- Except for applications (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of a SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market and (ii) applications by persons resident in the State of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, for applications of all values, ensure that you have mentioned your PAN allotted under the Income Tax Act in the Application Form. The exemption for the Central or State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in “active status”; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same;
- Ensure that the Demographic Details (as defined herein below) are updated, true and correct in all respects;
- Ensure that the name(s) given in the Application Form is exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case the Application Form is submitted in joint names, ensure that the beneficiary account is also held in same joint names and such names are in the same sequence in which they appear in the Application Form;
- Ensure that the category is indicated;
- Ensure that in case of applications under power of attorney or applications by limited companies, corporate, trusts etc., relevant documents are submitted;
- Ensure that applications submitted by any person outside India should be in compliance with applicable foreign and Indian laws;
- Ensure that the DP ID, the Client ID and the PAN mentioned in the Application Form and entered into the electronic collecting system of the Stock Exchange by the SCSBs match with the DP ID, Client ID and PAN available in the Depository database;
- In relation to the ASBA applications, ensure that you use the Application Form bearing the stamp of the relevant SCSB and/ or the Designated Branch;
- In relation to the ASBA applications, ensure that your Application Form is submitted at a Designated Branch of a SCSB where the ASBA Account is maintained or to our Company or the Registrar to the Issue;
- Ensure that you have mentioned the correct ASBA Account number in the Application Form;
- In relation to the ASBA applications, ensure that you have correctly signed the authorization/undertaking box in the Application Form, or have otherwise provided an authorization to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Amount mentioned in the Application Form; and
- In relation to the ASBA applications, ensure that you receive an acknowledgement from the Designated Branch for the submission of your Application Form.

Don'ts:

- Do not apply for a price other than the Issue Price;
- Non Retail Applicants should neither withdraw nor lower the size of their applications at any stage;
- Do not apply on another Application Form after you have submitted an application to the Bankers to the Issue or the SCSBs, as applicable;
- Do not pay the Application Amount in cash, by money order or by postal order or by stock invest;
- Do not send Application Forms by post; instead submit the same to a Banker to the Issue or the SCSB, only;
- Do not apply for an Application Amount exceeding Rs. 2,00,000 (for applications by Retail Individual Applicants);
- Do not fill up the Application Form such that the Equity Shares applied for exceeds the Issue Size and/or investment limit or maximum number of Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations;
- Do not submit the GIR number instead of the PAN as the application is liable to be rejected on this ground;
- Do not submit the applications without the full Application Amount;
- Do not submit incorrect details of the DP ID, beneficiary account number and PAN or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Issue;

- Do not submit applications on plain paper or incomplete or illegible Application Forms or on Application Forms in a colour prescribed for another category of Applicant; and
- Do not apply if you are not competent to contract under the Indian Contract Act, 1872, as amended.

Instructions for Completing the Application Form

The Applications should be submitted on the prescribed Application Form and in BLOCK LETTERS in ENGLISH only in accordance with the instructions contained herein and in the Application Form. Applications not so made are liable to be rejected. ASBA Application Forms should bear the stamp of the SCSB's. ASBA Application Forms, which do not bear the stamp of the SCSB, will be rejected.

Applicants residing at places where the designated branches of the Banker to the Issue are not located may submit/mail their applications at their sole risk along with Demand Draft payable at Mumbai.

Applicant's Depository Account and Bank Details

Applicants should note that on the basis of name of the Applicants, Depository Participant's name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Application Form, the Registrar to the Issue will obtain from the Depository the demographic details including address, Applicants bank account details, MICR code and occupation (hereinafter referred to as 'Demographic Details'). These Bank Account details would be used for giving refunds to the Applicants. Hence, Applicants are advised to immediately update their Bank Account details as appearing on the records of the depository participant. Please note that failure to do so could result in delays in dispatch/ credit of refunds to Applicants at the Applicants sole risk and neither the LMs or the Registrar or the Escrow Collection Banks or the SCSB nor the Company shall have any responsibility and undertake any liability for the same. Hence, Applicants should carefully fill in their Depository Account details in the Application Form.

These Demographic Details would be used for all correspondence with the Applicants including mailing of the CANs / Allocation Advice and printing of Bank particulars on the refund orders or for refunds through electronic transfer of funds, as applicable. The Demographic Details given by Applicants in the Application Form would not be used for any other purpose by the Registrar to the Issue.

By signing the Application Form, the Applicant would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Issue, the required Demographic Details as available on its records.

Applicants should note that providing bank account details in the space provided in the application form is mandatory and applications that do not contain such details are liable to be rejected.

Basis of Allotment

Allotment will be made in consultation with SME Platform of BSE (The Designated Stock Exchange). In the event of oversubscription, the allotment will be made on a proportionate basis in marketable lots as set forth here:

1. The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e. the total number of Shares applied for in that category multiplied by the inverse of the over subscription ratio (number of applicants in the category x number of Shares applied for).
2. The number of Shares to be allocated to the successful applicants will be arrived at on a proportionate basis in marketable lots (i.e. Total number of Shares applied for into the inverse of the over subscription ratio).
3. For applications where the proportionate allotment works out to less than 10,000 Equity Shares the allotment will be made as follows:
 - a) Each successful applicant shall be allotted 10,000 Equity Shares; and
 - b) The successful applicants out of the total applicants for that category shall be determined by the drawal of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (2) above.
4. If the proportionate allotment to an applicant works out to a number that is not a multiple of 10,000 Equity Shares, the applicant would be allotted Shares by rounding off to the lower nearest multiple of 10,000 Equity Shares subject to a minimum allotment of 10,000 Equity Shares.

5. If the Shares allotted on a proportionate basis to any category is more than the Shares allotted to the applicants in that category, the balance available Shares for allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful applicants in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising of applicants applying for the minimum number of Shares. If as a result of the process of rounding off to the lower nearest multiple of 10,000 Equity Shares, results in the actual allotment being higher than the shares offered, the final allotment may be higher at the sole discretion of the Board of Directors, upto 110% of the size of the offer specified under the Capital Structure mentioned in the Draft Prospectus.
6. The above proportionate allotment of shares in an Issue that is oversubscribed shall be subject to the reservation for small individual applicants as described below

As per Regulation 43(4) of the SEBI (ICDR) Regulations, as amended, as present issue is a fixed price issue 'the allocation' is the net offer to the public category shall be made as follows:

a) Minimum fifty percent to retail individual investors; and

b) Remaining to Individual applicants other than retail individual investors; and Other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for;

c) The unsubscribed portion in either of the categories specified in (a) or (b) above may be allocated to the applicants in the other category, if so required.

"If the retail individual investor category is entitled to more than fifty percent on proportion basis, the retail individual investors shall be allocated that higher percentage."

'Retail Individual Investor' means an investor who applies for shares of value of not more than Rs. 2,00,000.00 Investors may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with SME Platform of BSE.

The Executive Director / Managing Director of the SME Platform of BSE, Designated Stock Exchange in addition to Lead Merchant Banker and Registrar to the Public Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations, 2009.

REFUNDS

In case of Applicants receiving refunds through electronic transfer of funds, delivery of refund orders/ allocation advice/ CANs may get delayed if the same once sent to the address obtained from the depositories are returned undelivered. In such an event, the address and other details given by the Applicant in the Application Form would be used only to ensure dispatch of refund order. Please note that any such delay shall be at the Applicants sole risk and neither the Company, the Registrar, Escrow Collection Bank(s) nor the LMs shall be liable to compensate the Applicant for any losses caused to the Applicant due to any such delay or liable to pay any interest for such delay.

In case no corresponding record is available with the Depositories, which matches three parameters, namely, names of the Applicants (including the order of names of joint holders), the Depository Participant's identity (DP ID) and the beneficiary's identity, then such Applications are liable to be rejected.

The Company in its absolute discretion, reserves the right to permit the holder of the power of attorney to request the Registrar that for the purpose of printing particulars on the refund order and mailing of the refund order/ CANs/ allocation advice/ refunds through electronic transfer of funds, the Demographic Details given on the Application Form should be used (and not those obtained from the Depository of the Applicant). In such cases, the Registrar shall use Demographic Details as given in the Application Form instead of those obtained from the depositories.

Refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and/or commission. In case of Applicants who remit money through Indian Rupee drafts purchased abroad, such payments in Indian Rupees will be converted into US Dollars or any other freely convertible currency as may be permitted by the RBI at the rate of exchange prevailing at the time of remittance and will be dispatched by registered post or if the Applicants so desire, will be credited to their NRE accounts, details of

which should be furnished in the space provided for this purpose in the Application Form. The Company will not be responsible for loss, if any, incurred by the Applicant on account of conversion of foreign currency.

As per the RBI regulations, OCBs are not permitted to participate in the Issue.

There is no reservation for Non- Residents, NRIs, FPIs & FVCFs and all Non- Residents, NRIs, FPIs & FVCFs will be treated on the same basis with other categories for the purpose of allocation.

Payment of Refund

Applicants must note that on the basis of name of the Applicants, Depository Participant's name, DP ID, Beneficiary Account number provided by them in the Application Form, the Registrar will obtain, from the Depositories, the Applicants' bank account details, including the nine digit Magnetic Ink Character Recognition ("MICR") code as appearing on a cheque leaf. Hence Applicants are advised to immediately update their bank account details as appearing on the records of the Depository Participant. Please note that failure to do so could result in delays in dispatch of refund order or refunds through electronic transfer of funds, as applicable, and any such delay shall be at the Applicants' sole risk and neither the Company, the Registrar, Escrow Collection Bank(s), Bankers to the Issue nor the LMs shall be liable to compensate the Applicants for any losses caused to the Applicant due to any such delay or liable to pay any interest for such delay.

Mode of making refunds

The payment of refund, if any, would be done through various modes as given hereunder:

1. **NECS (National Electronic Clearing System)** - Payment of refund would be done through NECS for applicants having an account at any of the centers where such facility has been made available specified by the RBI. This mode of payment of refunds would be subject to availability of complete bank account details including the MICR code from the Depositories.
2. **Direct Credit** - Applicants having bank accounts with the Refund Banker(s), as mentioned in the Application Form, shall be eligible to receive refunds through direct credit. Charges, if any, levied by the Refund Bank(s) for the same would be borne by the Company.
3. **RTGS (Real Time Gross Settlement)** - Applicants having a bank account at any of the centers where such facility has been made available and whose refund amount exceeds Rs. 2.00 Lacs, have the option to receive refund through RTGS. Such eligible applicants who indicate their preference to receive refund through RTGS are required to provide the IFSC code in the application Form. In the event the same is not provided, refund shall be made through NECS. Charges, if any, levied by the Refund Bank(s) for the same would be borne by the Company. Charges, if any, levied by the applicant's bank receiving the credit would be borne by the applicant.
4. **NEFT (National Electronic Fund Transfer)** - Payment of refund shall be undertaken through NEFT wherever the applicants' bank has been assigned the Indian Financial System Code (IFSC), which can be linked to a Magnetic Ink Character Recognition (MICR), if any, available to that particular bank branch. IFSC Code will be obtained from the website of RBI as on a date immediately prior to the date of payment of refund, duly mapped with MICR number. Wherever the applicants have registered their nine digit MICR number and their bank account number while opening and operating the demat account, the same will be duly mapped with the IFSC Code of that particular bank branch and the payment of refund will be made to the applicants through this method. The process flow in respect of refunds by way of NEFT is at an evolving stage and hence use of NEFT is subject to operational feasibility, cost and process efficiency.
5. For all other applicants, including those who have not updated their bank particulars with the MICR code, the refund orders will be through Speed Post/ Registered Post. Such refunds will be made by cheques, pay orders or demand drafts drawn on the Escrow Collection Banks and payable at par at places where Applications are received. Bank charges, if any, for cashing such cheques, pay orders or demand drafts at other centers will be payable by the Applicants.

Mode of making refunds for ASBA Applicants

In case of ASBA Applicants, the Registrar shall instruct the relevant SCSB to unblock the funds in the relevant ASBA Account to the extent of the Application Amount specified in the Application Forms for withdrawn, rejected or unsuccessful or partially successful ASBA Applications within 12 (Twelve) working days from the Issue Closing Date.

Disposal of Applications and Application Moneys and Interest in Case of Delay

The Company shall ensure the dispatch of Allotment advice, refund orders (except for Applicants who receive refunds through electronic transfer of funds) and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchange within (2) two working days of date of Allotment of Equity Shares.

In case of applicants who receive refunds through NECS, direct credit or RTGS, the refund instructions will be given to the clearing system within 15 (fifteen) days from the Issue Closing Date. A suitable communication shall be sent to the Applicants receiving refunds through this mode within 15 (fifteen) days of Issue Closing Date, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund.

The Company shall use best efforts to ensure that all steps for completion of the necessary formalities for listing and commencement of trading at SME Platform of BSE where the Equity Shares are proposed to be listed are taken within seven working days of Allotment.

In accordance with the Companies Act, the requirements of the Stock Exchange and the SEBI Regulations, the Company further undertakes that:

1. Allotment of Equity Shares shall be made within 15 (fifteen) days of the Issue Closing Date;
2. Dispatch of refund orders or in a case where the refund or portion thereof is made in electronic manner, the refund instructions are given to the clearing system within 15 (fifteen) days of the Issue Closing Date would be ensured; and
3. The Company shall pay interest at 15% p.a. for any delay beyond the 15 (fifteen) days time period as mentioned above, if Allotment is not made and refund orders are not dispatched or if, in a case where the refund or portion thereof is made in electronic manner, the refund instructions have not been given to the clearing system in the disclosed manner and/ or demat credits are not made to investors within the 15 (fifteen) days time.

Undertakings by Our Company

The Company undertakes the following:

1. That the complaints received in respect of this Issue shall be attended to by us expeditiously;
2. That all steps will be taken for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchange where the Equity Shares are proposed to be listed within 7 (seven) working days of finalization of the basis of Allotment;
3. That funds required for making refunds to unsuccessful applicants as per the mode(s) disclosed shall be made available to the Registrar to the Issue by the Issuer;
4. That where refunds are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within 15 (fifteen) days of the Issue Closing Date, as the case may be, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
5. That the certificate of the securities / refund orders to the non-resident Indians shall be dispatched within specified time; and
6. That no further issue of Equity Shares shall be made till the Equity Shares offered through the Draft Prospectus are listed or until the Application monies are refunded on account of non-listing, under subscription etc.
7. The Company shall not have recourse to the Issue proceeds until the approval for trading of the Equity Shares from the Stock Exchange where listing is sought has been received.
8. Adequate arrangements shall be made to collect all Applications Supported by Blocked Amount and to consider them similar to non-ASBA applications while finalizing the basis of allotment.

Utilization of Issue Proceeds

Our Board certifies that:

1. All monies received out of the Issue shall be credited/ transferred to a separate bank account other than the bank account referred to in sub section (3) of Section 40 of the Companies Act 2013;
2. Details of all monies utilized out of the Issue shall be disclosed under an appropriate head in our balance sheet indicating the purpose for which such monies have been utilized;
3. Details of all unutilized monies out of the Issue, if any shall be disclosed under the appropriate head in the balance sheet indicating the form in which such unutilized monies have been invested and
4. Our Company shall comply with the requirements of Clause 52 of the SME Listing Agreement in relation to the disclosure and monitoring of the utilization of the proceeds of the Issue.
5. Our Company shall not have recourse to the Issue Proceeds until the approval for listing and trading of the Equity Shares from the Stock Exchange where listing is sought has been received.

Withdrawal of the Issue

Our Company, in consultation with the LM reserves the right not to proceed with the Issue at anytime, including after the Issue Closing Date but before the Board meeting for Allotment, without assigning any reason.

Notwithstanding the foregoing, the Issue is also subject to obtaining the final listing and trading approvals of the Stock Exchange, which the Company shall apply for after Allotment. In terms of the SEBI Regulations, other than retail applicants shall not be allowed to withdraw their Application after the Issue Closing Date.

Equity Shares in Dematerialized Form with NSDL or CDSL

To enable all shareholders of the Company to have their shareholding in electronic form, the Company had signed the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

- Agreement dated March 25, 2014 between NSDL, the Company and the Registrar to the Issue;
- Agreement dated February 10, 2014 between CDSL, the Company and the Registrar to the Issue;
- The Company's shares bear an ISIN No. INE118Q01018.
- We are in process of converting our physical Shares into Dematerialize

An Applicant applying for Equity Shares must have at least one beneficiary account with either of the Depository Participants of either NSDL or CDSL prior to making the Application.

- The Applicant must necessarily fill in the details (including the Beneficiary Account Number and Depository Participant's identification number) appearing in the Application Form or Revision Form.
- Allotment to a successful Applicant will be credited in electronic form directly to the beneficiary account (with the Depository Participant) of the Applicant.
- Names in the Application Form or Revision Form should be identical to those appearing in the account details in the Depository. In case of joint holders, the names should necessarily be in the same sequence as they appear in the account details in the Depository.
- If incomplete or incorrect details are given under the heading 'Applicants Depository Account Details' in the Application Form or Revision Form, it is liable to be rejected.
- The Applicant is responsible for the correctness of his or her Demographic Details given in the Application Form vis a vis those with his or her Depository Participant.
- Equity Shares in electronic form can be traded only on the stock exchanges having electronic connectivity with NSDL and CDSL. The Stock Exchange where our Equity Shares are proposed to be listed have electronic connectivity with CDSL and NSDL.
- The trading of the Equity Shares of the Company would be in dematerialized form only for all investors

Communications

All future communications in connection with Applications made in this Issue should be addressed to the Registrar to the Issue quoting the full name of the sole or First Applicant, Application Form number, Applicants Depository Account Details, number of Equity Shares applied for, date of Application form, name and address of the Banker to the Issue where the Application was submitted and cheque or draft number and issuing bank thereof and a copy of the acknowledgement slip.

Investors can contact the Compliance Officer or the Registrar to the Issue in case of any pre Issue or post Issue related problems such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary accounts, refund orders etc.

ISSUE PROCEDURE FOR ASBA (APPLICATION SUPPORTED BY BLOCKED ACCOUNT) APPLICANTS

This section is for the information of investors proposing to subscribe to the Issue through the ASBA process. Our Company and the LM are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of this Draft Prospectus. ASBA Applicants are advised to make their independent investigations and to ensure that the ASBA Application Form is correctly filled up, as described in this section.

The lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on <http://www.sebi.gov.in>. For details on designated branches of SCSB collecting the Application Form, please refer the above mentioned SEBI link.

ASBA Process

A Resident Retail Individual Investor shall submit his Application through an Application Form, either in physical or electronic mode, to the SCSB with whom the bank account of the ASBA Applicant or bank account utilized by the ASBA Applicant ("ASBA Account") is maintained. The Application Form shall bear the stamp of the SCSBs and if not, the same shall be rejected.

Application Form, physical or electronic, on the basis of an authorization to this effect given by the account holder at the time of submitting the Application. The SCSB shall block an amount equal to the Application Amount in the bank account specified in the ASBA. The Application Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount against the allocated shares to the ASBA Public Issue Account, or until withdrawal/failure of the Issue or until withdrawal/rejection of the ASBA Application, as the case may be.

The ASBA data shall thereafter be uploaded by the SCSB in the electronic IPO system of the Stock Exchange. Once the Basis of Allotment is finalized, the Registrar to the Issue shall send an appropriate request to the Controlling Branch of the SCSB for unblocking the relevant bank accounts and for transferring the amount allocable to the successful ASBA Applicants to the ASBA Public Issue Account.

In case of withdrawal/failure of the Issue, the blocked amount shall be unblocked on receipt of such information from the LMs.

ASBA Applicants are required to submit their Applications, either in physical or electronic mode. In case of application in physical mode, the ASBA Applicant shall submit the ASBA Application Form at the Designated Branch of the SCSB. In case of application in electronic form, the ASBA Applicant shall submit the Application Form either through the internet banking facility available with the SCSB, or such other electronically enabled mechanism for applying and blocking funds in the ASBA account held with SCSB, and accordingly registering such Applications.

Who can apply?

In accordance with the SEBI (ICDR) Regulations, 2009 in public issues w.e.f. May 1, 2010 all the investors can apply through ASBA process and w.e.f. May 02, 2011, the Non-Institutional applicants and the QIB Applicants have to compulsorily apply through the ASBA Process.

Mode of Payment

Upon submission of an Application Form with the SCSB, whether in physical or electronic mode, each ASBA Applicant shall be deemed to have agreed to block the entire Application Amount and authorized the Designated Branch of the SCSB to block the Application Amount, in the bank account maintained with the SCSB.

Application Amount paid in cash, by money order or by postal order or by stockinvest, or ASBA Application Form accompanied by cash, draft, money order, postal order or any mode of payment other than blocked amounts in the SCSB bank accounts, shall not be accepted.

After verifying that sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Application Amount mentioned in the ASBA Application Form till the Designated Date.

On the Designated Date, the SCSBs shall transfer the amounts allocable to the ASBA Applicants from the respective ASBA Account, in terms of the SEBI Regulations, into the ASBA Public Issue Account. The balance amount, if any against the said Application in the ASBA Accounts shall then be unblocked by the SCSBs on the basis of the instructions issued in this regard by the Registrar to the Issue.

The entire Application Amount, as per the Application Form submitted by the respective ASBA Applicants, would be required to be blocked in the respective ASBA Accounts until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount against allocated shares to the ASBA Public Issue Account, or until withdrawal/failure of the Issue or until rejection of the ASBA Application, as the case may be.

Unblocking of ASBA Account

On the basis of instructions from the Registrar to the Issue, the SCSBs shall transfer the requisite amount against each successful ASBA Applicant to the ASBA Public Issue Account and shall unblock excess amount, if any in the ASBA Account. However, the Application Amount may be unblocked in the ASBA Account prior to receipt of intimation from the Registrar to the Issue by the Controlling Branch of the SCSB regarding finalization of the Basis of Allotment in the Issue, in the event of withdrawal/failure of the Issue or rejection of the ASBA Application, as the case may be.

Payment mechanism for ASBA Applications

All investors other than Retail Individual Investors are required to make their application using ASBA process only.

The ASBA applicants shall specify the bank account number in the Application Form and the SCSB shall block an amount equivalent to the Application Amount in the ASBA Account specified in the Application Form. The SCSB shall keep the Application Amount in the relevant bank account blocked until withdrawal/ rejection of the ASBA Application or receipt of instructions from the Registrar to the Issue to unblock the Application Amount. In the event of withdrawal or rejection of the Application Form or for unsuccessful -Application Forms, the Registrar to the Issue shall give instructions to the SCSB to unblock the application money in the relevant bank account within one day of receipt of such instruction. The Application Amount shall remain blocked in the ASBA Account until finalisation of the Basis of Allotment in the Issue and consequent transfer of the Application Amount to the Public Issue Account, or until withdrawal/ failure of the Issue or until withdrawal of the Application by the ASBA Applicant, as the case may be.

In case of Applications by Eligible NRIs applying on repatriation basis, a NRE Account or a FCNR Account, maintained with banks authorized to deal in foreign exchange in India, should be mentioned in the Application Form for blocking of funds, along with documentary evidence in support of the remittance.

In case of Applications by Eligible NRIs applying on a non-repatriation basis, a NRE Account or a FCNR Account maintained with banks authorized to deal in foreign exchange in India or a NRO Account, should be mentioned in the Application Form for blocking of funds, along with documentary evidence in support of the remittance.

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated primarily by the FEMA and the policy prescribed by the Department of Industrial Policy and Promotion, Government of India through Consolidated FDI Policy Circular of 2014 with effect from April 17, 2014 (—FDI Policy). While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The government bodies responsible for granting foreign investment approvals are FIPB and the RBI.

The Government has from time to time made policy pronouncements on FDI through press notes and press releases. The Consolidated FDI Policy issued by the Department of Industrial Policy and Promotion under Ministry of Commerce and Industry, GoI (—DIPP||) by Circular of 2014, with effect from April 17, 2014 (—Consolidated FDI Policy||), consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DIPP and is currently applicable to all FDI matter.

100% foreign direct investment in the Company is also permitted in the business of jewellery of the company.

In terms of the Consolidated FDI policy (effective from April 17, 2014), issued by the Department of Industrial Policy and Promotion, 100% foreign direct investment in the Company is permitted with respect to townships, housing, built-up infrastructure and construction development projects subject to the following guidelines-

- a) Minimum area to be developed under each project-
 - In case of development of serviced housing plots, a minimum land area of 16 hectares
 - In case of construction-development projects, a minimum built-up area of 50,000 sq.mts.
 - In case of a combination project, anyone of the above two conditions would suffice.
- b) Minimum capitalization of US \$ 10 million for wholly owned subsidiaries, US \$ 5 million for joint ventures with Indian partners
- c) Original investment cannot be repatriated before a period of three years from completion of minimum capitalization. However, the investor may be permitted to exit earlier with prior approval of the government through FIPB.
- d) At least 50% of the project must be developed within a period of five years from the date of obtaining all statutory clearances. Foreign Direct investment is prohibited in real estate business of the Company.

The transfer of shares between an Indian resident and a non- resident does not require prior approval of FIPB or RBI, subject to fulfillment of certain conditions as specified by DIPP/RBI, from time to time. Such conditions include i) the activities of the investee company are under the automatic route under the FDI policy and the non-resident shareholding is within the sectoral limits under the FDI policy and ii) the pricing is in accordance with guidelines prescribed by SEBI/ RBI. Investors are advised to refer to the exact text of the relevant statutory provision of law before investing and/ or subsequent purchase or sale transaction in the Equity shares of our Company.

Representation from the Applicants

No person shall make a an Application in the Issue, unless such person is eligible to acquire Equity Shares of our Company in accordance with applicable laws, rules, regulations, guidelines and approvals.

Investors that make Application under the Issue will be required to confirm and will be deemed to have represented to our Company, the Underwriters, and their respective directors, officers, agents, affiliates and representatives, as applicable, that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company and will not offer, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company. Our Company, the Underwriters and their respective directors, officers, agents, affiliates and representatives, as applicable, accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares of our Company.

There is no reservation for Non Residents, NRIs, FIIs, foreign venture capital funds, multi-lateral and bilateral development financial institutions and any other foreign investor. All Non Residents, NRIs, FIIs and foreign venture capital funds, multi-lateral and bilateral development financial institutions and any other foreign investor applicants will be treated on the same basis with other categories for the purpose of allocation.

As per the existing policy of the Government of India, OCBs also cannot participate in any Public Issue.

The Equity Shares have not been and will not be registered under the Securities Act or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, –U.S. persons (as defined in Regulations promulgated under the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares are only being offered and sold outside the United States to certain persons in offshore transactions in compliance with Regulations under the Securities Act.

Our Company, LM and the Issue Management Team are not making any selling efforts in any jurisdiction outside India. The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Applicants. The Company and the LM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.

SECTION IX – MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION

Pursuant to Schedule II of the Companies Act and the SEBI Regulations, the main provisions of our Articles relating to, inter alia, voting rights, dividend, lien, forfeiture, restrictions on transfer and transmission of Equity Shares or debentures and/or on their consolidation/splitting are detailed below. Please note that each provision herein below is numbered as per the corresponding article number in our Articles and capitalized/defined terms herein have the same meaning given to them in our Articles.

Share Capital

1. The Authorized Share Capital of the Company shall be such amount and be divided into such shares as may from time to time be provided in Clause V of the Memorandum of Association with power to increase or reduce the capital and divide the shares in the capital of the Company (including Preferential Share Capital, if any) and to attach thereto respectively any preferential, qualified or special rights, privileges or conditions as may be determined in accordance with these presents and to modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be permitted by the said Act.
2. Subject to the provisions of the Act and these Articles, the shares in the capital of the Company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit. Further provided that the option or right to call of shares shall not be given to any person except with the sanction of the Company in general meeting.

Issue of Sweat Equity Shares

3. Subject to provisions of Section 54 of the Act read with Companies (Share Capital and Debentures) Rules, 2014, the Company may issue Sweat Equity Shares on such terms and in such manner as the Board may determine.

Issue of Debentures

4. The Company shall have powers to issue any debentures, debenture-stock or other securities at Par, discount, premium or otherwise and may be issued on condition that they shall be convertible into shares of any denomination and with any privileges and conditions as to redemption, surrender, drawing, allotment of shares, attending the General Meetings (but not voting on any business to be conducted), appointment of Directors on Board and otherwise Debentures with the right to conversion into or allotment of shares shall be issued only with the consent of the Company in the General Meeting by a Special Resolution.

Issue of Share Certificates

5.
 - i. Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within such other period as the conditions of issue shall be provided,—
 - a. one certificate for all his shares without payment of any charges; or
 - b. several certificates, each for one or more of his shares, upon payment of Rupees 2 (Rupees Two) or such higher amount as may be allowed by relevant regulatory authority for each Share Certificate after the first.
 - ii. The Company agrees to issue certificate within fifteen days of the date of lodgement of transfer, sub-division, consolidation, renewal, exchange or endorsement of calls/allotment monies or to issue within fifteen days of such lodgement for transfer, Pucca Transfer Receipts in denominations corresponding to the market units of trading autographically signed by a responsible official of the Company and bearing an endorsement that the transfer has been duly approved by the Directors or that no such approval is necessary;

- iii. Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.
- iv. In respect of any share or shares held jointly by several persons, the Company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.
6. If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the Company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the Company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of ` 2 (Rupees Two) or such higher amount as may be allowed by relevant regulatory authority, for each certificate.
7. Except as required by law, no person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by, or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.
8. Provided that notwithstanding what is stated herein above the Directors shall comply with such rules or regulation or requirements of Stock Exchange or the rules made under the Act or rules made under Securities Contracts (Regulation) Act, 1956 or any other Act, or rules applicable thereof in this behalf.
9. The provisions of these Articles relating to issue of Certificates shall mutatis mutandis apply to any other securities including Debentures (except where the Act otherwise requires) of the Company.

Power to pay Commission In connection with the Securities issued

10.
 - i. The Company may exercise the powers of paying commissions conferred by sub-section (6) of section 40, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder.
 - ii. The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40.
 - iii. The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.

Variations of Shareholder's rights

11.
 - i. If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 48, and whether or not the Company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.
 - ii. To every such separate meeting, the provisions of these regulations relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.

12. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari passu therewith.

Issue of Preference Shares

13. Subject to the provisions of section 55, any preference shares may, be issued on the terms that they are to be redeemed on such terms and in such manner as the Company before the issue of the shares may, by special resolution, determine.

Further Issue of shares

14. Where at any time after the expiry of two years from the formation of the Company or at any time after the expiry of one year from the allotment of shares in the Company made for the first time after its formation, whichever is earlier, it is proposed to increase the subscribed capital of the Company by allotment of further shares then:
- i. Such further shares shall be offered to the persons who, at the date of the offer, are holders of the equity shares of the Company, in proportion, as nearly as circumstances admit, to the capital paid-up on those shares at that date;
 - i. The offer aforesaid shall be made by a notice specifying the number of shares offered and limiting a time not being less than fifteen days and not being more than thirty days from the date of the offer within which the offer, if not accepted, will be deemed to have been declined;
 - ii. The offer aforesaid shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person and the notice referred to in sub-clause (i) shall contain a statement of this right;
 - iii. After the expiry of the time specified in the notice aforesaid, or on receipt of earlier intimation from the person to whom such notice is given that he declines to accept the shares offered, the Board of Directors may dispose of them in such manner as they think most beneficial to the Company.
 - ii. To employees under a scheme of employees' stock option, subject to special resolution passed by Company and subject to such conditions as may be prescribed.
15. Notwithstanding anything contained in sub clause (a) the further shares aforesaid may be offered to any persons (whether or not those persons include the persons referred to in sub-clause (a) or (b) of clause (15) above) in any manner whatsoever.
- i. If a special resolution to that effect is passed by the Company in general meeting, and
 - ii. The price of such shares is determined by valuation report of a registered valuer subject to such conditions as are prescribed under Companies (Share Capital and Debentures) Rules, 2014 or any other applicable laws.
16. Nothing in sub-clause (iii) of 15 hereof shall be deemed:
- i. To extend the time within which the offer should be accepted; or
 - ii. To authorize any person to exercise the right of renunciation for a second time, on the ground that the person in whose favour the renunciation was first made has declined to take the shares comprised in the renunciation.

17. Nothing in the Article 15 shall apply to the increase of the subscribed capital of the Company caused by the exercise of an option attached to the debentures issued by the Company:

- i. To convert such debentures or loans into shares in the Company; or
- ii. To subscribe for shares in the Company

PROVIDED THAT the terms of issue of such debentures or the terms of such loans include a term providing for such option and such term:

- i. Either has been approved by the central Government before the issue of debentures or the raising of the loans or is in conformity with Rules, if any, made by that Government in this behalf; and
- ii. In the case of debentures or loans or other than debentures issued to, or loans obtained from the Government or any institution specified by the Central Government in this behalf, has also been approved by the special resolution passed by the Company in General Meeting before the issue of the loans.

Lien

18. i. The Company shall have a first and paramount lien—
a. on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and
on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the Company:

Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.

ii. The Company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.

19. The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a lien:

Provided that no sale shall be made—

- a. unless a sum in respect of which the lien exists is presently payable; or
- b. until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.

20. i. To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.
ii. The purchaser shall be registered as the holder of the shares comprised in any such transfer.
iii. The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

21. i. The proceeds of the sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.
ii. The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

22. In exercising its lien, the Company shall be entitled to treat the registered holder of any share as the absolute owner thereof and accordingly shall not (except as ordered by a court of competent jurisdiction or unless

required by any statute) be bound to recognize any equitable or other claim to, or interest in such share on the part of any other person, whether a creditor of the registered holder or otherwise. The Company's lien shall prevail notwithstanding that it has received notice of any such claim.

23. The provisions of these Articles relating to lien shall mutatis mutandis apply to any other securities including debentures of the Company.

Joint Holdings

24. Where two or more persons are registered as the holders of any share they shall be deemed to hold the same as joint-tenants with benefits of survivorship subject to the following and other provisions contained in these Articles:-

- a) The Company shall at its discretion, be entitled to decline to register more than three persons as the joint-holders of any share.
- b) The joint-holders of any shares shall be liable severally as well as jointly for and in respect of all calls and other payments which ought to be made in respect of such share.
- c) On the death of any such joint-holders, the survivor or survivors shall be the only person or persons recognized by the Company as having any title to the share but the Directors may require such evidence of death as they may deem fit and nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability on shares held by him jointly with any other person.
- d) Any one of such joint-holders may give effectual receipts of any dividends or other moneys payable in respect of such share.
- e) Only the person whose name stands first in the Register of Members as one of the joint-holders of any share shall be entitled to delivery of the certificate, if any, relating to such share or to receive documents from the Company and any documents served on or sent to such person shall be deemed served on all the joint-holders.
- f)
 - i) Any one of the two or more joint-holders may vote at General Meeting either personally or by attorney or by proxy in respect of such shares as if her were solely entitled hereto and if more than one such joint-holders be present at any meeting personally or by proxy or by attorney then one of such joint holders so present whose name stand first in the Register in respect of such shares shall alone be entitled to vote in respect thereof but the other or others of the joint-holders shall be entitled to vote in preference to a joint-holder present by attorney or by proxy although the name of such joint-holder present by attorney or by proxy stands first in Register in respect of such shares.
 - (ii) Several executors or administrators of a deceased member in whose (deceased member) sole name any share stands, shall for the purpose of this Clause be deemed as Joint-Holders.
- g) The provisions of these Articles relating to joint-holding of shares shall mutatis mutandis apply to any other securities including Debentures of the Company registered in Joint-names.

Calls on shares

- 25.
- i. The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times:

Provided that no call shall be payable at less than one month from the date fixed for the payment of the last preceding call.

- ii. Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the Company, at the time or times and place so specified, the amount called on his shares.
- iii. A call may be revoked or postponed at the discretion of the Board.

26. A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed and may be required to be paid by instalments.
27. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
- 28.
- i. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent. per annum or at such lower rate, if any, as the Board may determine.
 - ii. The Board shall be at liberty to waive payment of any such interest wholly or in part.
- 29.
- i. Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.
 - ii. In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture
 - iii. or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.
30. The Board—
- i. may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and
 - ii. upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the Company in general meeting shall otherwise direct, twelve per cent. per annum, as may be agreed upon between the Board and the member paying the sum in advance.
31. Any uncalled amount paid in advance shall not in any manner entitle the member so advancing the amount, to any dividend or participation in profit or voting right on such amount remaining to be called, until such amount has been duly called-up.
- Provided however that any amount paid to the extent called - up shall be entitled to proportionate dividend and voting right.
32. The Board may at its discretion, extend the time fixed for the payment of any call in respect of any one or more members as the Board may deem appropriate in any circumstances.
33. The provisions of these Articles relating to call on shares shall mutatis mutandis apply to any other securities including debentures of the Company.

Transfer of shares

- 34.
- i. The shares or other interest of any member in the Company shall be a movable property, transferable in the manner provided by the Articles.
 - ii. Each share in the Company shall be distinguished by its appropriate number.
 - iii. A Certificate under the Common Seal of the Company, specifying any shares held by any member shall be prima facie evidence of the title of the member of such shares.
- 35.
- i. The instrument of transfer of any share in the Company shall be executed by or on behalf of both the transferor and transferee.

- ii. The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.
36. The Board may, subject to the right of appeal conferred by section 58 and Section 22A of the Securities Contracts (Regulation) Act, 1956, decline to register, by giving notice of intimation of such refusal to the transferor and transferee within timelines as specified under the Act-
- i. the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or
 - ii. any transfer of shares on which the Company has a lien.
 - iii. Provided however that the Company will not decline to register or acknowledge any transfer of shares on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever.
37. The Board shall decline to recognise any instrument of transfer unless—
- i. the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56;
 - ii. the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and the instrument of transfer is in respect of only one class of shares.
- Provided that, transfer of shares in whatever lot shall not be refused.
38. The Company agrees that when proper documents are lodged for transfer and there are no material defects in the documents except minor difference in signature of the transferor(s),
- i. Then the Company will promptly send to the first transferor an intimation of the aforesaid defect in the documents, and inform the transferor that objection, if any, of the transferor supported by valid proof, is not lodged with the Company within fifteen days of receipt of the Company's letter , then the securities will be transferred;
 - ii. If the objection from the transferor with supporting documents is not received within the stipulated period, the Company shall transfer the securities provided the Company does not suspect fraud or forgery in the matter.
39. The Company agrees that in respect of transfer of shares where the Company has not effected transfer of shares within 1 month or where the Company has failed to communicate to the transferee any valid objection to the transfer within the stipulated time period of 1 month, the Company shall compensate the aggrieved party for the opportunity losses caused during the period of the delay
40. On giving not less than seven days' previous notice in accordance with section 91 and rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:
- Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year
41. The provisions of these Articles relating to transfer of Shares shall mutatis mutandis apply to any other securities including debentures of the Company.

Register of Transfers

42. The Company shall keep a book to be called the "Register of Transfers" and therein shall be fairly and distinctly entered the particulars of every transfer or transmission of any share.

Dematerialisation of Securities

43. i. The provisions of this Article shall apply notwithstanding anything to the contrary contained in any other Article of these Articles.

ii.

- a. The Company shall be entitled to dematerialise its securities and to offer securities in a dematerialised form pursuant to the Depository Act, 1996.

- b. Option for Investors:

Every holder of or subscriber to securities of the Company shall have the option to receive security certificates or to hold the securities with a Depository. Such a person who is the beneficial owner of the Securities can at any time opt out of a Depository, if permitted, by the law, in respect of any security in the manner provided by the Depositories Act, 1996 and the Company shall, in the manner and within the time prescribed, issue to the beneficial owner the required Certificates for the Securities.

If a person opts to hold its Security with a Depository, the Company shall intimate such depository the details of allotment of the Security

- c. Securities in Depository to be in fungible form:-

- o All Securities of the Company held by the Depository shall be dematerialised and be in fungible form.
- o Nothing contained in Sections 88, 89, 112 & 186 of the Companies Act, 2013 shall apply to a Depository in respect of the Securities of the Company held by it on behalf of the beneficial owners.

- d. Rights of Depositories & Beneficial Owners:-

Notwithstanding anything to the contrary contained in the Act a Depository shall be deemed to be the registered owner for the purpose of effecting transfer of ownership of Security of the Company on behalf of the beneficial owner.

- e. Save as otherwise provided in (d) above, the depository as the registered owner of the Securities shall not have any voting rights or any other rights in respect of the Securities held by it.

- f. Every person holding Securities of the Company and whose name is entered as the beneficial owner in the records of the depository shall be deemed to be a member of the Company. The beneficial owner of Securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of his Securities which are held by a depository.

- iii. Notwithstanding anything contained in the Act to the contrary, where Securities of the Company are held in a depository, the records of the beneficial ownership may be served by such depository to the Company by means of electronic mode or by delivery of floppies or discs.

- iv. Nothing contained in Section 56 of the Companies Act, 2013 shall apply to a transfer of Securities effected by a transferor and transferee both of whom are entered as beneficial owners in the records of a depository.

- v. Notwithstanding anything contained in the Act, where Securities are dealt with by a depository, the Company shall intimate the details thereof to the depository immediately on allotment of such securities.

- vi. Nothing contained in the Act or these Articles regarding the necessity of having distinctive numbers for Securities issued by the Company shall apply to Securities held with a Depository.

- vii. The Company shall cause to be kept at its Registered Office or at such other place as may be decided, Register and Index of Members in accordance with Section 88 and other applicable provisions of the Companies Act 2013 and the Depositories Act, 1996 with the details of Shares held in physical and dematerialised forms in any media as may be permitted by law including in any form of electronic media.
- viii. The Register and Index of beneficial owners maintained by a depository under Section 11 of the Depositories Act, 1996, shall be deemed to be the Register and Index of Members for the purpose of this Act. The Company shall have the power to keep in any state or country outside India, a Register of Members for the residents in that state or Country.

Transmission of shares

- 44.
 - i. On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognised by the Company as having any title to his interest in the shares.
 - ii. Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.
- 45.
 - i. Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either—
 - a. to be registered himself as holder of the share; or
 - b. to make such transfer of the share as the deceased or insolvent member could have made.
 - ii. The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.
- 46.
 - i. If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects.
 - ii. If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.
 - iii. All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.
- 47. A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company:

Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.
- 48. The provisions of these Articles relating to transmission of Shares shall mutatis mutandis apply to any other securities including debentures of the Company.

49. No fee shall be charged for requisition of transfer, transmission, probate, succession certificate and Letters of administration, Certificate of Death or Marriage, Power of Attorney or similar other documents.

Forfeiture of shares

50. If a member fails to pay any call, or instalment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.
51. The notice aforesaid shall—
- i. name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and
 - ii. state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.
52. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.
- 53.
- i. A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.
 - ii. At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.
- 54.
- i. A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the Company all monies which, at the date of forfeiture, were presently payable by him to the Company in respect of the shares.
 - ii. The liability of such person shall cease if and when the Company shall have received payment in full of all such monies in respect of the shares.
- 55.
- i. A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the Company, and that a share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share;
 - ii. The Company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute transfer of the shares in favour of the person to whom the share is sold or disposed off;
 - iii. The transferee shall thereupon be registered as the holder of the share; and
 - iv. The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.
56. The forfeiture of a share shall involve extinction at the time of forfeiture, of all interest in and all claims and demands against the Company, in respect of the share and all other rights incidental to the share.
57. Upon any sale after forfeiture or for enforcing a lien in exercise of the powers hereinabove given, the Board may, if necessary, appoint some person to execute an instrument for transfer of the shares sold and cause the purchaser's name to be entered in the register of members in respect of the shares sold and after his name has been entered in the register of members in respect of such shares the validity of the sale shall not be impeached by any person.

58. Upon any sale, re-allotment or other disposal under the provisions of the preceding articles, the certificate(s), if any, originally issued in respect of the relative shares shall (unless the same shall on demand by the Company has been previously surrendered to it by the defaulting member) stand cancelled and become null and void and be of no effect, and the Board shall be entitled to issue a duplicate certificate(s) in respect of the said shares to the person(s) entitled thereto.
59. The Board may, subject to the provision of the Act, accept a surrender of any share from or by any member desirous of surrendering them on such terms as they think fit.
60. The Provisions of these regulations as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.
61. The provisions of these Articles relating to forfeiture of shares shall mutatis mutandis apply to any other securities including debentures of the Company

Initial payment not to preclude forfeiture

62. Neither a judgment in favour of the Company for calls or other moneys due in respect of any shares nor any part payment or satisfaction there under nor the receipt by the Company of a portion of any money which shall from time to time be due from any Member to the Company in respect of his shares, either by way of principal or interest, nor any indulgence granted by the Company in respect of the payment of any such money, shall preclude the Company from proceeding to enforce forfeiture of such shares as hereinafter provided.

Alteration of capital

63. The Company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.
64. Subject to the provisions of section 61, the Company may, by ordinary resolution,—
- i. consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
 - ii. convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;
 - iii. sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;
 - iv. cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

Conversion of Shares into Stock

65. Where shares are converted into stock,—
- i. the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:

Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

- ii. the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the Company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.

- iii. such of the articles of the Company as are applicable to paid-up shares shall apply to stock and the words “share” and “shareholder” in those regulations shall include “stock” and “stock-holder” respectively.

Reduction of Capital

- 66. The Company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law,—
 - i. its share capital;
 - ii. any capital redemption reserve account; or
 - iii. any share premium account.

Share Warrants

- 67. The Company may issue share warrants subject to, and in accordance with, the provision of the Act, and accordingly the Board may in its discretion, with respect to any Share which is fully paid up, on application in writing signed by the person registered as holder of the Share, and authenticated by such evidence (if any) of the Share, and the amount of the stamp duty on the warrant and such fee as the Board may from time to time require, issue of a share warrant.
- 68. The bearer of a share warrant may at any time deposit the warrant in the office of the Company, and so long as the warrant remains so deposited, the depositor shall have the same right of signing a requisition for calling a meeting of the Company, and of attending and voting and exercising the other privileges of a member at any meeting held after the expiry of two clear days from the time of the deposit, as if his name were inserted in the register of members as the holder of the Shares including in the deposited warrant.
- 69. Not more than one person shall be recognized as depositor of the share warrant.
- 70. The Company shall, on two days written notice, return the deposited share warrant to the depositor.
- 71. Subject as herein otherwise expressly provided, no person shall, as bearer of a share warrant, sign a requisition for calling a member of the Company or attend or vote or exercise any other privilege of a member at a meeting of the Company, or be entitled to receive any notice from the Company.
- 72. The bearer of a share warrant shall be entitled in all other respects to the same privileges and advantages as if he were named in the register of members as the holder of the Shares included in the warrant, and he shall be a member of the Company.
- 73. The Board may from time to time, make rules as to the terms on which (if it shall think fit) a new share warrant or coupon may be issued by way of renewal in case of defacement, loss or destruction.

Capitalisation of profits

- 74.
 - i. The Company in general meeting may, upon the recommendation of the Board, resolve—
 - a. that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company’s reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and
 - b. that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.

- ii. The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards—
 - a. paying up any amounts for the time being unpaid on any shares held by such members respectively;
 - b. paying up in full, unissued shares of the Company to be allotted and distributed, credited as fully paid-up bonus shares, to and amongst such members in the proportions aforesaid;
 - c. partly in the way specified in sub-clause (a) and partly in that specified in sub-clause (b);
 - d. A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares;
 - e. The Board shall give effect to the resolution passed by the Company in pursuance of this -regulation.

75.

- i. Whenever such a resolution as aforesaid shall have been passed, the Board shall—
 - a. make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares if any; and
 - b. generally to do all acts and things required to give effect thereto.
- ii. The Board shall have power—
 - a. to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and
 - b. to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the Company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares;
- iii. Any agreement made under such authority shall be effective and binding on such members.

Buy-back of shares

76. Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the Company may purchase its own shares or other specified securities.

General Meeting

77. All General Meetings other than annual general meeting shall be called extra-ordinary general meetings.
- 78.
- i. The Board may, whenever it thinks fit, call an extraordinary general meeting.
 - ii. If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the Company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

Proceedings at general meetings

- 79.
- i. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
 - ii.
 - A. Unless the number of members as on date of meeting are not more than one thousand, five members personally present shall be the quorum for a general meeting of the Company.

- B. In any other case, the quorum shall be decided as under:
- a) fifteen members personally present if the number of members as on the date of meeting is more than one thousand but up to five thousand;
 - b) thirty members personally present if the number of members as on the date of the meeting exceeds five thousand;

80. The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the Company.
81. If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.
82. If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.
83. The Chairman of any meeting shall be the sole judge of the validity of every vote tendered at such meeting. The Chairman present at the taking of a poll shall be the sole judge of the validity of every vote tendered at such poll.
84. A declaration by the Chairman in pursuance of Section 107 of the Companies Act, 2013 that on a show of hands, a resolution has or has not been carried, either unanimously or by a particular majority, and an entry to that effect in the books containing the minutes of the proceedings of the Company, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes cast in favour of or against such resolution.

Demand for poll

- 85.
- i. Before or on the declaration of the result of the voting on any resolution of a show of hands, a poll may be ordered to be taken by the Chairman of the meeting of his own motion and shall be ordered to be taken by him on a demand made in that behalf by any member or members present in person or by proxy and holding shares in the Company which confer a power to vote on the resolution not being less than one-tenth of the total voting power in respect of the resolution or on which an aggregate sum of not less than five Lac rupees has been paid up.
 - ii. The demand for a poll may be withdrawn at any time by the person or persons who made the demand.

Time of taking poll

- 86.
- i. A poll demanded on a question of adjournment shall be taken forthwith.
 - ii. A poll demanded on any other question (not being a question relating to the election of a Chairman which is provided for in Section 104 of the Act) shall be taken at such time not being later than 48 (forty eight) hours from the time when the demand was made, as the Chairman may direct.

Adjournment of meeting

- 87.
- i. Where a meeting of the members could not be held for want of quorum, then, the meeting shall automatically stand adjourned to the same day at the same time and place in the next week or if that day is a national holiday, till the next succeeding day, which is not a national holiday, at the same time and place.
 - ii. The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.
 - iii. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

- iv. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- v. Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

Voting rights

88. Subject to any rights or restrictions for the time being attached to any class or classes of shares,—
- i. on a show of hands, every member present in person shall have one vote; and
 - ii. on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the Company.
89. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
- 90.
- i. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.
 - ii. For this purpose, seniority shall be determined by the order in which the names stand in the register of members.
91. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.
92. Subject to the provisions of the Act and other provisions of these Articles, any person entitled under the transmission clause to any shares may vote at any general meeting in respect thereof as if he was the registered holder of such shares, provided that at least 48 (forty eight) hours before the time of holding the meeting or adjourned meeting as the case may be at which he proposes to vote, he shall satisfy the Directors of his right to such shares unless the Directors shall have previously admitted his right to vote at such meeting in respect thereof.
93. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.
94. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid.
- 95.
- i. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.
 - ii. Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.
96. No member shall exercise any voting right in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid, or in regard to which the Company has exercised any right of lien.

Scrutinisers at poll

- 97.

- i. Where a poll is to be taken, the Chairman of the meeting shall appoint two scrutineers to scrutinise the votes given on the poll and to report thereon to him.
- ii. The Chairman shall have power, at any time before the result of the poll is declared, to remove a scrutineer from office and to fill vacancies in the office of scrutineer arising from such removal or from any other cause.
- iii. Of the two scrutineers appointed under this article, one shall always be a member (not being an officer or employee of the Company) present at the meeting, provided such a member is available and willing to be appointed.

Manner of taking poll and result thereof

- 98.
- i. Subject to the provisions of the Act, the Chairman of the meeting shall have power to regulate the manner in which a poll shall be taken.
 - ii. The result of the poll shall be deemed to be the decision of the meeting on the resolution on which the poll was taken.

Casting Vote

99. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a casting vote in addition to his own vote or votes to which he may be entitled as a member.

Representation of Body Corporate

100. A body corporate (whether a Company within the meaning of the Act or not) if it is a member or creditor (including a holder of debentures) of the Company may in accordance with the provisions of Section 113 of the Companies Act, 2013 authorise such person by a resolution of its Board of Directors as it thinks fit, to act as its representative at any meeting of the Company or of any class of members of the Company or at any meeting of creditors of the Company.

Representation of the President of India or Governors

- 101.
- i. The President of India or the Governor of a State if he is a member of the Company may appoint such person as he thinks fit to act as his representative at any meeting of the Company or at any meeting of any class of members of the Company in accordance with provisions of Section 112 of the Companies Act, 2013 of the Act or any other statutory provision governing the same.
 - ii. A person appointed to act as aforesaid shall for the purposes of the Act be deemed to be a member of such a Company and shall be entitled to exercise the same rights and powers (including the right to vote by proxy) as the President or as the case may be the Governor could exercise, as a member of the Company.

Public Trustee

102. The Company shall observe the provisions of Section 112 of the Act, in regard to the Public Trustee.

Circulation of member's resolution

103. The Company shall comply with provisions of Section 111 of the Companies Act, 2013, relating to circulation of member's resolution.

Resolution requiring special notice

104. The Company shall comply with provisions of Section 115 of the Act relating to resolution requiring special notice.

Resolutions passed at adjourned meeting

105. The provisions of Section 116 of Companies Act, 2013 shall apply to resolutions passed at an adjourned meeting of the Company, or of the holders of any class of shares in the Company and of the Board of Directors of the Company and the resolutions shall be deemed for all purposes as having been passed on the date on which in fact they were passed and shall not be deemed to have been passed on any earlier date.

Registration of resolutions and agreements

106. The Company shall comply with the provisions of Section 117 and 179 of the Companies Act, 2013 relating to registration of certain resolutions and agreements.

Minutes of proceedings of general meeting and of Board and other meetings

- 107.
- i. The Company shall cause minutes of all proceedings of general meetings, and of all proceedings of every meeting of its Board of Directors or of every Committee of the Board to be kept by making within thirty days of the conclusion of every such meeting concerned, entries thereof in books kept for the purpose with their pages consecutively numbered.
 - ii. Each page of every such book shall be initialed or signed and the last page of the record of proceedings of each meeting in such books shall be dated and signed :
 - A. in the case of minutes of proceedings of the Board or of a Committee thereof by the Chairman of the said meeting or the Chairman of the next succeeding meeting.
 - B. in the case of minutes of proceedings of the general meeting by Chairman of the said meeting within the aforesaid period, of thirty days or in the event of the death or inability of that Chairman within that period, by a Director duly authorised by the Board for the purpose.
 - C. In no case the minutes of proceedings of a meeting shall be attached to any such book as aforesaid by pasting or otherwise.
 - D. The minutes of each meeting shall contain a fair and correct summary of the proceedings thereat.
 - E. All appointments of officers made at any of the meetings aforesaid shall be included in the minutes of the meeting.
 - F. In the case of a meeting of the Board of Directors or of a Committee of the Board, the minutes shall also contain:
 - a. the names of the Directors present at the meetings, and
 - b. in the case of each resolution passed at the meeting, the names of the Directors, if any dissenting from or not concurring in the resolution.
 - iii. Nothing contained in Clauses (a) to (d) hereof shall be deemed to require the inclusion in any such minutes of any matter which in the opinion of the Chairman of the meeting:
 - a. is or could reasonably be regarded, as defamatory of any person
 - b. is irrelevant or immaterial to the proceedings; or
 - c. is detrimental to the interests of the Company.
 - iv. The Chairman shall exercise an absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the grounds specified in this clause.

Minutes to be considered to be evidence

108. The minutes of meetings kept in accordance with the provisions of Section 118 of the Companies Act, 2013 shall be evidence of the proceedings recorded therein.

Presumptions to be drawn where minutes duly drawn and signed

109. Where minutes of the proceedings of any general meeting of the Company or of any meeting of its Board of Directors or of a Committee of the Board have been kept in accordance with the provisions of Section 118 of the Act then, until the contrary is proved, the meeting shall be deemed to have been duly called and held, and all proceedings thereat to have duly taken place and in particular all appointments of Directors or KMP's, Auditors or Company secretary in practice, shall be deemed to be valid and the minutes shall be evidence of the proceedings recorded therein.

Publication of reports of proceeding of general meetings

110. No document purporting to be a report of the proceedings of any general meeting of the Company shall be circulated or advertised at the expenses of the Company unless it includes the matters required by Section 118 of the Act to be contained in the Minutes of the proceedings of such meeting.

Proxy

111. The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the Company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.
112. An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.
113. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:
- Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.
114. If any instrument of appointment be confined to the object of appointing proxy or substitute for voting at meetings of the Company, it shall remain permanently or for such time as the Directors may determine in the custody of the Company; if embracing other objects a copy thereof examined with the original, shall be delivered to the Company to remain in the custody of the Company.
115. No objection shall be made to the validity of any vote except at the meeting or poll at which such vote shall be tendered and every vote whether given personally or by an agent or proxy or representative not disallowed at such meeting or poll shall be deemed valid for all purpose of such meeting or poll whatsoever.

Board of Directors

116. The first directors of the Company shall be:
- i. Mr. Om Prakash Agarwal
 - ii. Mr. Ashok Kumar Goyal
 - iii. Mr. Satish Kumar Goyal
117. The Directors need not hold any "Qualification Share(s)".

Appointment of Senior Executives as Wholetime Directors

- 118.

- i. Subject to the provisions of the Act and within the overall limit prescribed under these Articles for the number of Directors on the Board, the Board may appoint any person as a Whole time Director of the Company for such period and upon such terms and conditions as the Board may decide. The Senior Executive so appointed shall be governed by the following provisions:
 - a. He shall be liable to retire by rotation as provided in the Act but shall be eligible for reappointment. His reappointment as a Director shall not constitute a break in his appointment as Whole time Director.
 - b. He shall be reckoned as Director for the purpose of determining and fixing the number of Directors to retire by rotation.
 - c. He shall cease to be a Director of the Company on the happening of any event specified in Section 164 of the Act.
 - d. Subject to what is stated herein above he shall carry out and perform all such duties and responsibilities as may, from time to time, be conferred upon or entrusted to him by the Managing Director/s and / or the Board, shall exercise such powers and authorities subject to such restrictions and conditions and/or stipulations as the Managing Director/s and / or the Board may, from time to time determine.
 - ii. Nothing contained in this Article shall be deemed to restrict or prevent the right of the Board to revoke, withdraw, alter, vary or modify all or any of such powers, authorities, duties and responsibilities conferred upon or vested in or entrusted to such whole time directors.
- 119.
- i. The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.
 - ii. In addition to the remuneration payable to them in pursuance of the Act, the directors -may be paid all travelling, hotel and other expenses properly incurred by them—
 - a. in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the Company; or
 - b. in connection with the business of the Company.
120. The Board may pay all expenses incurred in getting up and registering the Company.
121. The Company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may think fit respecting the keeping of any such register.
122. All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.
123. Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.
124. Subject to the provisions of section 149, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the Articles.
125. Such person shall hold office only up to the date of the next annual general meeting of the Company but shall be eligible for appointment by the Company as a director at that meeting subject to the provisions of the Act.

The Board shall have power to appoint a person, not being a person holding any alternate directorship for any other director in the Company, to act as an alternate director for a director during his absence for a period of not less than three months.

That no person shall be appointed as an alternate director for an independent director unless he is qualified to be appointed as an independent director under the provisions of this Act:

126. If the term of office of the Original Director is determined before he returns to India the automatic reappointment of retiring directors in default of another appointment shall apply to the Original Director and not to the alternate director.
127. If the office of any director appointed by the Company in general meeting is vacated before his term of office expires in the normal course, the resulting casual vacancy may, be filled by the Board of Directors at a meeting of the Board.
128. The director so appointed shall hold office only upto the date upto which the director in whose place he is appointed would have held office if it had been vacated.

Retirement and Rotation of Directors

129. Not less than two-thirds of the total number of Directors of the Company, excluding the Independent directors if any appointed by the Board, shall be persons whose period of office is liable to determination by retirement of Directors by rotation and save as otherwise expressly provided in the Act and these Articles be appointed by the Company in General Meeting.
130. The remaining Directors shall be appointed in accordance with the provisions of the Act.
131. At the Annual General Meeting in each year one-third of the Directors for the time being as are liable to retire by rotation or, if their number is not three or a multiple of three, the number nearest to one-third shall retire from office.
132. Subject to the provisions of the Act and these Articles the Directors to retire by rotation under the foregoing Article at every Annual General Meeting shall be those who have been longest in the office since their last appointment, but as between persons who became Directors on the same day, those who are to retire shall, in default of and subject to any agreement among themselves, be determined by lot. Subject to the provision of the Act, a retiring Director shall retain office until the dissolution of the meeting at which his reappointment is decided or successor is appointed.
133. Subject to the provisions of the Act and these Articles, the retiring Director shall be eligible for reappointment.
134. Subject to the provision of the Act and these Articles, the Company, at the Annual General Meeting at which a Director retires in the manner aforesaid may fill up the vacated office by electing the retiring Director or some other person thereto.

Nominee Director

135. Notwithstanding anything to the contrary contained in these Articles, so long as any moneys remain owing by the Company to any of the Finance Corporation or Credit Corporation or to any other Finance Company or Body out of any loans granted by them to the Company or Body (hereinafter in this Article referred to as "the Corporation") continue to hold debentures or shares in the Company as a result of underwriting or by direct subscription or private placement, or so long as any liability of the Company arising out of any guarantee furnished by the Corporation on behalf of the Company remains outstanding, the Corporation shall have a right to appoint from time to time, any person or persons as a Director or Directors wholetime or non-wholetime

(which Director or Directors is/are hereinafter referred to as “Nominee Director/s”) on the Board of the Company and to remove from such office any person or persons so appointed and to appoint any person or persons in his or their place/s.

136. The terms and conditions of appointment of a Nominee Director/s shall be governed by the agreement that may be entered into or agreed with mutual consent with such Corporation. At the option of the Corporation such Nominee Director/s shall not be required to hold any share qualification in the Company. Also at the option of the Corporation such Nominee Director/s shall not be liable to retirement by rotation of Directors.
137. The Nominee Director/s so appointed shall hold the said office only so long as any moneys remain owing by the Company to the Corporation or so long as the Corporation holds Shares or Debentures in the Company as a result of direct subscription or private placement or the liability of the Company arising out of any Guarantee is outstanding and the Nominee Director/s so appointed in exercise of the said power shall ipso facto vacate such office immediately, if the moneys owing by the Company to the Corporation is paid off or on the Corporation ceasing to hold debentures/shares in the Company or on the satisfaction of the liability of the Company arising out of any Guarantee furnished by the Corporation.
138. The Nominee Director/s appointed under this Article shall be entitled to receive all notices of and attend all General Meetings, Board Meetings and/or the Meetings of the Committee of which the Nominee Director/s is/are members as also the minutes of such meetings. The Corporation shall also be entitled to receive all such notices and minutes. The Company shall pay to the Nominee Director/s sitting fees and expenses to which the other Directors of the Company are entitled, but if any other fees, commission monies or remuneration in any form is payable to the Directors of the Company, the fees, commission, monies and remuneration in relation to such Nominee Director/s shall accrue to the Corporation and same shall accordingly be paid by the Company directly to the Corporation. Any expenses that may be incurred by the Corporation or by such Nominee Director/s in connection with their appointment or Directorship shall also be paid or reimbursed by the Company to the Corporation or as the case may be to such Nominee Directors.
Provided that if any such Nominee Director/s is an Officer of the Corporation the sitting fees, in relation to such Nominee Director/s shall also accrue to the Corporation and the same shall accordingly be paid by the Company directly to the Corporation.
Provided further that if such Nominee Director/s is an officer of the Industrial Development Bank of India, the sitting fees in relation to such Nominee Director/s shall also accrue to IDBI and the same shall accordingly be paid by the Company directly to IDBI.
139. Provided also that in the event of the Nominee Director/s being appointed as Wholetime Director/s such Nominee Director/s shall exercise such powers and duties as may be approved by the Lenders. Such Nominee Director/s shall be entitled to receive such remuneration, fees, commission and moneys as may be approved by the Lenders.

Removal of Directors

140. The Company may (subject to the provisions of Act and other applicable provisions and these Articles) remove any Director before the expiry of his period of office after giving him a reasonable opportunity of being heard.
141. Special notice as provided in the Act shall be given of any resolution to remove a Director under this Article or to appoint some other person in place of a Director so removed at the meeting at which he is removed.
142. On receipt of the notice of a resolution to remove a Director under this Article, the Company shall forthwith send a copy thereof to the Director concerned and the Director (whether or not he is a member of the Company) shall be entitled to be heard on the resolution at the meeting.
143. Where notice is given of a resolution to remove a Director under this Article and the Director concerned makes with respect thereto representations in writing to the Company and requests its notification to members of the Company, the Company shall, if the time permits it to do so-

- (a) in any notice of the resolution given to members of the Company state the fact of the representations having been made, and
- (b) send a copy of the representations to every member of the Company to whom the notice of the meeting is sent (whether before or after the receipt of representation by the Company)

And if a copy of the representation is not sent as aforesaid due to insufficient time or for the Company's default, the director may without prejudice to his right to be heard orally require that the representation shall be read out at the meeting:

Provided that copy of the representation need not be sent out and the representation need not be read out at the meeting if, on the application either of the Company or of any other person who claims to be aggrieved, the Tribunal is satisfied that the rights conferred by this sub-section are being abused to secure needless publicity for defamatory matter; and the Tribunal may order the Company's costs on the application to be paid in whole or in part by the director notwithstanding that he is not a party to it.

- 144. A vacancy created by the removal of a director under this article, if he had been appointed by the Company in general meeting or by the Board, be filled by the appointment of another director in his place at the meeting at which he is removed, provided special notice of the intended appointment has been given as prescribed in the Act.
- 145. A director so appointed shall hold office till the date up to which his predecessor would have held office if he had not been removed.
- 146. If the vacancy is not filled under clause (5) above , it may be filled as a casual vacancy in accordance with the provisions of this Act:

Provided that the director who was removed from office shall not be reappointed as a director by the Board of Directors.
- 147. Nothing in this section shall be taken-
 - a) as depriving a person removed under this section of any compensation or damages payable to him in respect of the termination of his appointment as director as per the terms of contract or terms of his appointment as director, or of any other appointment terminating with that as director; or
 - b) as derogating from any power to remove a director under other provisions of this Act.

Remuneration and sitting fees to Directors including Managing and whole time Directors

- 148. Subject to provisions of the Act, the Directors including Managing or whole time Directors shall be entitled to and shall be paid such remuneration as may be fixed by the Board of Directors from time to time in recognition of the services rendered by them for the Company

In addition to the remuneration payable to the Directors as above, they may be paid all travelling, hotel and other expenses incurred by them.

- a. In attending and returning from meetings of the Board of Directors and committee thereof, all General Meetings of the Company and any of their adjourned sittings, or
 - b. In connection with the business of the Company.
- 149. Each Director shall be entitled to be paid out of the funds of the Company by way of sitting fees for his services not exceeding the sum of ` 1,00,000/- (Rupees One Lac) as may be fixed by Directors from time to time for

every meeting of the Board of Directors and/ or committee thereof attended by him in addition to any remuneration paid to them. If any Director being willing is appointed to an executive office either whole time or part time or be called upon to perform extra services or to make any special exertions for the purpose of the Company then subject to Section 197, 301, 188 of the Act read with Schedule V of the Act, the Board may remunerate such Directors either by a fixed sum or by a percentage of profit or otherwise and such remuneration may be either in addition to or in substitution for any other remuneration to which he may be entitled to.

Powers and duties of Directors:

Certain powers to be exercised by the Board only at meeting

150.

- i. Without derogating from the powers vested in the Board of Directors under these Articles, the Board shall exercise the following powers on behalf of the Company and they shall do so only by means of resolutions passed at meetings of the Board.
 - a. The power to make calls on shareholders in respect of money unpaid on their shares;
 - b. The Power to authorize buy-back of securities under Section 68 of the Act.
 - c. Power to issue securities, including debenture, whether in or outside India
 - d. The power to borrow moneys
 - e. The power to invest the funds of the Company,
 - f. Power to Grant loans or give guarantee or provide security in respect of loans
 - g. Power to approve financial statements and the Board's Report
 - h. Power to diversify the business of the Company
 - i. Power to approve amalgamation, merger or reconstruction
 - j. Power to take over a Company or acquire a controlling or substantial stake in another Company
 - k. Powers to make political contributions;
 - l. Powers to appoint or remove key managerial personnel (KMP);
 - m. Powers to take note of appointment(s) or removal(s) of one level below the Key Management Personnel;
 - n. Powers to appoint internal auditors and secretarial auditor;
 - o. Powers to take note of the disclosure of director's interest and shareholding;
 - p. Powers to buy, sell investments held by the Company (other than trade investments), constituting five percent or more of the paid up share capital and free reserves of the investee Company;
 - q. Powers to invite or accept or renew public deposits and related matters;
 - r. Powers to review or change the terms and conditions of public deposit;
 - s. Powers to approve quarterly, half yearly and annual financial statements or financial results as the case may be.

Provided that the Board may by resolution passed at the meeting, delegate to any Committee of Directors, the Managing Director, the Manager or any other principal officer of the Company or in the case of a branch office of the Company, a principal officer of the branch office, the powers specified in sub-clauses (c), (d) and (e) to the extent specified in clauses (ii), (iii) and (iv) respectively on such condition as the Board may prescribe.

- ii. Every resolution delegating the power referred to in sub-clause (d) of clause (i) shall specify the total amount outstanding at any one time up to which moneys may be borrowed by the delegate.
- iii. Every resolution delegating the power referred to in sub-clause (e) of clause (i) shall specify the total amount up to which the funds of the Company may be invested and the nature of the investments which may be made by the delegate.

- iv. Every resolution delegating the power referred to in sub-clause (f) of clause (i) shall specify the total amount up to which loans may be made by the delegates, the purposes for which the loans may be made and the maximum amount up to which loans may be made for each such purpose in individual cases.
- v. Nothing in this Article shall be deemed to affect the right of the Company in general meeting to impose restrictions and conditions on the exercise by the Board of any of the powers referred to in sub-clauses (b), (c), (d), (e) and (f) of clause (i) above.

Restriction on powers of Board

151.

- i. The Board of Directors of the Company shall not except with the consent of the Company in general meeting :
 - a. sell, lease or otherwise dispose of the whole, or substantially the whole, of the undertaking of the Company, or where the Company owns more than one undertaking of the whole or substantially the whole of any such undertaking;
 - b. remit, or give time for the repayment of any debt, due by a Director;
 - c. invest, otherwise than in trust securities, the amount of compensation received by it as a result of any merger or amalgamation;
 - d. borrow moneys, where the money to be borrowed, together with the moneys already borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) will exceed the aggregate of the paid-up capital of the Company and its free reserves that is to say, reserves not set apart for any specific purpose; or
 - e. contribute to charitable and other funds not directly relating to the business of the Company or the welfare of its employees any amounts the aggregate of which will in any financial year, exceed five percent of its average net profits during the three financial years, immediately proceedings.
- ii. Nothing contained in sub-clause (a) above shall affect:
 - a. the title of a buyer or other person who buys or takes a lease of any such undertaking as is referred to in that sub-clause in good faith and after exercising due care and caution, or
 - b. the selling or leasing of any property of the Company where the ordinary business of the Company consists of, or comprises such selling or leasing.
- iii. Any resolution passed by the Company permitting any transaction such as is referred to in sub-clause (i) (a) above, may attach such conditions to the permission as may be specified in the resolution, including conditions regarding the use, disposal or investment of the sale proceeds which may result from the transaction. Provided that this clause shall not be deemed to authorise the Company to effect any reduction in its capital except in accordance with the provisions contained in that behalf in the Act.
- iv. No debt incurred by the Company in excess of the limit imposed by sub-clause (d) of clause (i) above, shall be valid or effectual, unless the lender proves that he advanced the loan in good faith and without knowledge that the limit imposed by that clause had been exceeded.

152. Due regard and compliance shall be observed in regard to matters dealt with by or in the Explanation contained in Section 180 of the Companies Act, 2013 and in regard to the limitations on the power of the Company contained in Section 182 of the Companies Act, 2013.

General powers of the Company vested in Directors

153. Subject to the provisions of the Act, the management of the business of the Company shall be vested in the Directors and the Directors may exercise all such powers and do all such acts and things as the Company is by the Memorandum of Association or otherwise authorised to exercise and do and not hereby or by the statue or otherwise directed or required to be exercised or done by the Company in General Meeting, but subject nevertheless to the provisions of the Act and other Act and of the Memorandum of Association and these Articles and to any regulations, not being inconsistent with the Memorandum of Association and these Articles or the Act, from time to time made by the Company in general meeting provided that no such regulation shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made.

Specific powers given to Directors

154. Without prejudice to the general powers conferred by Article above and the other powers conferred by these presents and so as not in any way to limit any or all of those powers, it is hereby expressly declared that the Directors shall have the following powers:
- i. to pay the costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company;
 - ii. to pay and charge to the capital account of the Company and interest lawfully payable thereon under the provisions of Sections 76 corresponding to Section 40 of the Companies Act, 2013 and 208 of the Companies Act, 1956;
- 155.
- i. Subject to the provisions of the Act and these Articles to purchase or otherwise acquire any lands, buildings, machinery, premises, heriditaments, property effects, assets, rights, credits, royalties, bounties and goodwill of any person, firm or Company carrying on the business which this Company is authorised to carry on, at or for such price or consideration and generally on such terms and conditions as they may think fit; and in any such purchase or acquisition to accept such title as the Board may believe or may be advised to be reasonable satisfactory;
 - ii. Subject to the provisions of the Act to purchase, or take on lease for any term or terms of years, or otherwise acquire any mills or factories or any land or lands, with or without buildings and outhouses thereon, situate in any part of India, at such price or rent and under and subject to such terms and conditions as the Directors may think fit; and in any such purchase, lease or other acquisition to accept such title as the Directors may believe or may be advised to be reasonably satisfactory;
 - iii. At their discretion to pay for any property, rights or privileges acquired by or services rendered to the Company, either wholly or partially, in cash or in shares, bonds, debentures, debenture stock or other securities of the Company, and any such shares may be issued either as fully paid up or with such amount credited as paid up thereon as may be agreed upon; and any such bonds, debentures, debenture stock or other securities may be either specifically charged upon all or any part of the property of the Company and its uncalled capital or not so charged;
156. To erect, construct, enlarge, improve, alter, maintain, pull down rebuilt or reconstruct any buildings, factories, offices, workshops or other structures, necessary or convenient for the purposes of the Company and to acquire lands for the purposes of the Company;
157. To let, mortgage, charge, sell or otherwise dispose of subject to the provisions of Section 180 of the Companies Act, 2013 any property of the Company either absolutely or conditionally and in such manner and upon such terms and conditions in all respects as they think fit and to accept payment or satisfaction for the same in cash or otherwise, as they may think fit;
158. To insure and keep insured against loss or damage by fire or otherwise, for such period and to such extent as they may think proper, all or any part of the building, machinery, goods, stores, produce and other moveable property of the Company either separately or co-jointly; also to insure all or any portion of the goods, produce, machinery and other articles imported or exported by the Company and to sell, assign, surrender or discontinue any policies of assurance effected in pursuance of this power;

159. Subject to Section 179 of the Companies Act, 2013 to open accounts with any bank or bankers or with any Company, firm, or individual and to pay money into and draw money from any account from time to time as the Directors may think fit;
160. To secure the fulfilment of any contracts or engagements entered into by the Company by mortgage or charge of all or any of the properties of the Company and its unpaid capital for the time being or in such other manner as they may think fit;
161. To attach to any shares to be issued as the consideration for any contract with or property acquired by the Company, or in payment for services rendered to the Company, such conditions, subject to the provisions of the Act, as to the transfer thereof as they may think fit;
162. To accept from any member on such terms and conditions as shall be agreed, a surrender of his shares or stock or any part thereof subject to the provisions of the Act;
163. To appoint any person or persons (whether incorporated or not) to accept and hold in trust for the Company any property belonging to the Company or in which it is interested or for other purposes and to execute and do all such deeds and things as may be requisite in relation to any such trusts and to provide for the remuneration of such trustee or trustees;
164. To institute, conduct, defend, compound or abandon any legal proceedings by or against the Company or its Officers or otherwise concerning the affairs of the Company and also subject to the provisions of Section 180 of the Companies Act, 2013 to compound and allow time for payment or satisfaction of any debts due, or of any claims or demands by or against the Company;
165. To refer, subject to the provisions of Section 180 of the Companies Act, 2013 any claims or demands by or against the Company to arbitration and observe and perform the awards;
166. To act on behalf of the Company in all matters relating to bankrupts and insolvents;
167. To make and give receipts, releases and other discharges for moneys payable to the Company and for the claims and demands of the Company subject to the provisions of Section 180 of the Companies Act, 2013.
168. To determine from time to time as to who shall be entitled to sign bills, notes, receipts, acceptances, endorsements, cheques, dividend warrants, releases, contracts and documents on the Company's behalf;
169. Subject to the provisions of Sections 180 of the Companies Act, 2013 to invest and deal with any of the moneys of the Company, not immediately required for the purpose thereof, upon such Shares, securities or investments (not being Shares in this Company) and in such manner as they may think fit, and from time to time to vary or realize such investments.
170. To execute in the name and on behalf of the Company in favour of any Director or other person who may incur or be about to incur any personal liability for the benefit of the Company, such mortgages of the Company's property (present and future) as they may think fit and any such mortgage may contain a power of sale and such other powers, covenants and provisions as shall be agreed on;
171. Subject to such sanction as may be necessary under the Act or these Articles, to give any Director, Officer, or other person employed by the Company, an interest in any particular business or transaction either by way of commission on the gross expenditure thereon or otherwise or a share in the general profits of the Company, and such interest, commission or share of profits shall be treated as part of the working expenses of the Company.

172. To provide for the welfare of employees or ex-employees of the Company and their wives, widows, families, dependants or connections of such persons by building or contributing to the building of houses, dwelling, or chawls or by grants of money, pensions, allowances, gratuities, bonus or payments by creating and from time to time subscribing or contributing to provident and other funds, institutions, or trusts and by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other attendances and other assistance as the Directors shall think fit;
173. To establish and maintain or procure the establishment and maintenance of any contributory or non contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances or emoluments, to any persons who are or were at any time in the employment or services of the Company, or of any Company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary Company, or who are or were at anytime Directors or officers of the Company or of any such other Company as aforesaid, and the wives, widows, families and dependants of any such persons and, also to establish and subsidize and subscribe to any institution, association, clubs or funds collected to be for the benefit of or to advance the interests and well being of the Company or of any such other Company as aforesaid, and make payments to or towards the insurance of any such person as aforesaid and do any of the matters aforesaid, either alone or in conjunction with any such other Company as aforesaid;
174. To decide and allocate the expenditure on capital and revenue account either for the year or period or spread over the years.
175. Before recommending any dividend, to set aside out of profits of the Company such sums as they may think proper for depreciation or to Depreciation Fund or Reserve Fund or Sinking Fund or any other special fund to meet contingencies or to repay redeemable preference shares, debentures, or debenture stock or for special dividend or for equalising dividend for repairing, improving, extending and maintaining any part of the property of the Company, and for such other purposes as the Directors may, in their absolute discretion, think conducive to the interests of the Company and to invest the several sums so set aside or so much thereof as required to be invested upon such investments (subject to the restrictions imposed by Section 180 of the Companies Act, 2013) as the directors may think fit, and from time to time, to deal with and vary such investments and dispose of and apply and expend all or any part thereof for the benefit of the Company in such manner and for such purpose as the Directors (subject to such restrictions as aforesaid) in their absolute discretion think conducive to the interests of the Company notwithstanding that the matters to which the Directors apply or upon which they may expend the same or any part thereof may be matters to or upon which the capital moneys of the Company might rightly be applied or expended; and to divide the Reserve Fund into such special funds as the Directors think fit, and to employ the assets constituting all or any of the above funds, including the Depreciation Fund, in the business of the Company or in repayment or redemption or redeemable preference shares, debentures or debenture stock and that without being bound to keep the same separate from other assets or to pay interest on the same, with power, however to the Directors at their discretion, to pay or allow to the credit of such fund interest at such rate as the Directors may think proper.
176. To appoint and at their discretion to remove or suspend such Managers, Secretaries, Officers, Clerks, Agents and servants for permanent, temporary or special service as they may from time to time think fit, and to determine their powers and duties, and fix their salaries or emoluments and require security in such instances and to such amounts as they may think fit, and from time to time to provide for the management and transactions of the affairs of the Company in any special locality in India in such manner as they may think fit. The provisions contained in the clause following shall be without prejudice to the general powers conferred by this clause.
177. At any time and from time to time by power of attorney to appoint any person or persons to be the Attorney or Attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these presents) and for such period and subject to such conditions as the Directors may from time to time think fit and any such appointment (if the Directors may

think fit) be made in favour of any Company or the members, directors, nominees or managers of any Company or firm or otherwise in favour of any fluctuating body or person whether nominated, directly or indirectly by the Directors and such power of attorney may contain any such powers for the protection or convenience of persons dealing with such Attorneys as the Directors may think fit; and may contain powers enabling any such delegates or Attorneys as aforesaid to sub-delegate all or any of the powers, authorities, and discretion for the time being vested in them.

178. Subject to the provisions of the Act, generally and from time to time and at any time to authorise, empower or delegate to (with or without powers of sub-delegation) any Director, Officer or Officers or Employees for the time being of the Company and/or any other person, firm or Company all or any of the powers, authorities and discretions for the time being vested in the Directors by these presents, subject to such restrictions and conditions, if any as the Directors may think proper.
179. To enter into all such negotiations, contracts and rescind and/or vary all such contracts and to execute and do all such acts, deeds, and things in the name of on behalf of the Company as they may consider expedient for or in relation to any of the matters aforesaid or otherwise for the purposes of the Company.

MANAGING DIRECTORS

Power to appoint Managing or Whole-time Directors

- 180.
- i. Subject to the provisions of the Act and of these Articles the Board shall have power to appoint from time to time any of its members as Managing Director or Managing Directors and/or Whole-time Directors and/or Special Director like Technical Director, Financial Director, etc. of the Company for a fixed term not exceeding five years at a time and upon such terms and conditions as the Board thinks fit, and the Board may by resolution vest in such Managing Director(s)/Whole-time Director(s), Technical Director(s), Financial Director(s) and Special Director(s) such of the power hereby vested in the Board generally as it thinks fit, and such powers may be made exercisable for such period or periods, and upon such condition and subject to such restriction as it may determine, the remuneration of such Directors may be by way of monthly remuneration and/or fee for each meeting and/or participation in profits, or by any or all of those modes, or of any other mode not expressly prohibited by the Act.
 - ii. Subject to the approval of shareholders in their meeting, the managing director of the Company may be appointed and continue to hold the office of the chairman and managing director or Chief Executive officer of the Company at the same time.
 - iii. Subject to the provisions of Sections 197 & 189 of the Act, the appointment and payment of remuneration to the above Director shall be subject to approval of the members in general meeting and of the Central Government.

Remuneration of Directors

181. Each Director shall be entitled to be paid out of the funds of the Company by way of sitting fees for his services not exceeding the sum of ₹1.00 Lac or as may be fixed by Directors from time to time for every meeting of the Board of Directors and committee thereof attended by him. If any Director being willing is appointed to an executive office either whole time or part time or be called upon to perform extra services or to make any special exertions for the purpose of the Company then subject to Section 197, 301, 188 of the Act read with Schedule V of the Act, the Board may remunerate such Directors either by a fixed sum or by a percentage of profit or otherwise and such remuneration may be either in addition to or in substitution for any other remuneration to which he may be entitled to.

Proceedings of the Board

- 182.
- i. The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.
 - ii. A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.
183. The quorum for meetings of Board/Committees shall be as provided in the Act or under the rules.
- 184.
- i. Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.
 - ii. In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.
185. The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the Company, but for no other purpose.
186. The participation of directors in a meeting of the Board/ Committees may be either in person or through video conferencing or audio visual means or teleconferencing, as may be prescribed by the Rules or permitted under law.
- 187.
- i. The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.
 - ii. If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be Chairperson of the meeting.

Delegation of Powers of Board to Committee

- 188.
- i. The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.
 - ii. Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.
- 189.
- i. A committee may elect a Chairperson of its meetings.
 - ii. If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.
- 190.
- i. A committee may meet and adjourn as it thinks fit.
 - ii. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.
191. All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.

192. Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.

Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer

193. Subject to the provisions of the Act,—
- i. A chief executive officer, manager, Company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, Company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;
 - ii. A director may be appointed as chief executive officer, manager, Company secretary or chief financial officer.
194. A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, Company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, Company secretary or chief financial officer.

The Seal

- 195.
- i. The Board shall provide for the safe custody of the seal.
 - ii. The seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the Company is so affixed in their presence.

Dividends and Reserve

196. The Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.
197. Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the Company.
- 198.
- i. The Board may, before recommending any dividend, set aside out of the profits of the Company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the Company may be properly applied, including provision for meeting contingencies or for equalising dividends; and pending such application, may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Board may, from time to time, think fit.
 - ii. The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.

199.

- i. Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the Company, dividends may be declared and paid according to the amounts of the shares.
 - ii. No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.
 - iii. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.
200. The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company.
- 201.
- i. Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.
 - ii. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.
202. Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.
203. Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.
204. No dividend shall bear interest against the Company.
- Provided however that no amount outstanding as unclaimed dividends shall be forfeited unless the claim becomes barred by law and that such forfeiture, when effected, will be annulled in appropriate cases;
205. Where a dividend has been declared by a Company but has not been paid or claimed within thirty days from the date of the declaration, the Company shall, within seven days from the date of expiry of the thirty days, transfer the total amount of dividend which remains unpaid or unclaimed to a special account to be opened by the Company in that behalf in any scheduled bank to be called the Unpaid Dividend Account as per provisions of section 124 and any other pertinent provisions in rules made thereof.
206. The Board may retain dividends payable upon shares in respect of which any person is, under the Transmission Clause hereinbefore contained, entitled to become a member, until such person shall become a member in respect of such shares.
207. Payment in any way whatsoever shall be made at the risk of the person entitled to the money paid or to be paid. The Company will not be responsible for a payment which is lost or delayed. The Company will be deemed to having made a payment and received a good discharge for it if a payment using any of the foregoing permissible means is made.

Accounts

- 208.
- i. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the Company, or any of them, shall be open to the inspection of members not being directors.

- ii. No member (not being a director) shall have any right of inspecting any account or book or document of the Company except as conferred by law or authorised by the Board or by the Company in general meeting.

Inspection of Statutory Documents of the Company:

209. Minutes Books of General Meetings

- i. The books containing the minutes of the proceedings of any general meeting of the Company shall;
 - A. be kept at the registered office of the Company, and
 - B. be open, during the business hours to the inspection of any member without charge subject such reasonable restrictions as the Company may, in general meeting impose so however that not less than two hours in each day are allowed for inspection.

Provided however that any person willing to inspect the minutes books of General Meetings shall intimate to the Company his willingness atleast 15 days in advance.

- ii. Any member shall be entitled to be furnished, within seven days after he has made a request in that behalf of the Company, with a copy of any minutes referred to in Clause (a) above, on payment of ` 10/- (Ten Rupees only) for each page or part thereof.

210. Register of charges:

- i. The Company shall keep at its registered office a Register of charges and enter therein all charges and floating charges specifically affecting any property or assets of the Company or any of its undertakings giving in each case the details as prescribed under the provisions of the Act.
- ii. The register of charges and instrument of charges, as per clause (i) above, shall be open for inspection during business hours—
 - a. by any member or creditor without any payment of fees; or
 - b. by any other person on payment of such fees as may be prescribed,

Provided however, that any person willing to inspect the register of charges shall intimate to the Company at least 15 days in advance, expressing his willingness to inspect the register of charges, on the desired date.

Audit

211.

- i. The first Auditor of the Company shall be appointed by the Board of Directors within one month from the date of registration of the Company and the Auditors so appointed shall hold office until the conclusion of the first Annual General Meeting.
- ii. Appointment of Auditors shall be governed by provisions of Companies Act 2013 and rules made there under.
- iii. The remuneration of the Auditor shall be fixed by the Company in the Annual General Meeting or in such manner as the Company in the Annual General Meeting may determine. In case of an Auditor appointed by the Board his remuneration shall be fixed by the Board
- iv. The Board of Director may fill any casual vacancy in the office of the auditor and where any such vacancy continues, the remaining auditor, if any may act, but where such vacancy is caused by the resignation of the auditors and vacancy shall be filled up by the Company in General Meeting.

Winding up

212. Subject to the provisions of Chapter XX of the Act and rules made thereunder—

- (i) If the Company shall be wound up, the liquidator may, with the sanction of a special resolution of the Company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the Company, whether they shall consist of property of the same kind or not.

- (ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.
- (iii) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

Indemnity

213. Every officer of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.

Secrecy

214. Every Director, Manager, Secretary, Trustee, Member or Debenture holder, Member of a Committee, Officer, Servant, Agent, Accountant or other person employed in or about the business of the Company shall, if so required by the Board before entering upon their duties sign a declaration pledging themselves to observe a strict secrecy respecting all transactions of the Company with its customers and the state of accounts with individuals and in matters which may come to their knowledge in the discharge of their duties except when required to do so by the Board or by any meeting or by a Court of Law and except so far as may be necessary in order to comply with any of the provisions in these presents.

Share Capital

215. The Authorized Share Capital of the Company shall be such amount and be divided into such shares as may from time to time be provided in Clause V of the Memorandum of Association with power to increase or reduce the capital and divide the shares in the capital of the Company (including Preferential Share Capital, if any) and to attach thereto respectively any preferential, qualified or special rights, privileges or conditions as may be determined in accordance with these presents and to modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be permitted by the said Act.
216. Subject to the provisions of the Act and these Articles, the shares in the capital of the Company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit. Further provided that the option or right to call of shares shall not be given to any person except with the sanction of the Company in general meeting.

Issue of Sweat Equity Shares

217. Subject to provisions of Section 54 of the Act read with Companies (Share Capital and Debentures) Rules, 2014, the Company may issue Sweat Equity Shares on such terms and in such manner as the Board may determine.

Issue of Debentures

218. The Company shall have powers to issue any debentures, debenture-stock or other securities at Par, discount, premium or otherwise and may be issued on condition that they shall be convertible into shares of any denomination and with any privileges and conditions as to redemption, surrender, drawing, allotment of shares, attending the General Meetings (but not voting on any business to be conducted), appointment of Directors on Board and otherwise Debentures with the right to conversion into or allotment of shares shall be issued only with the consent of the Company in the General Meeting by a Special Resolution.

Issue of Share Certificates

- 219.
- v. Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within such other period as the conditions of issue shall be provided,—

- a. one certificate for all his shares without payment of any charges; or
 - b. several certificates, each for one or more of his shares, upon payment of ₹ 2 (Rupees Two) or such higher amount as may be allowed by relevant regulatory authority for each Share Certificate after the first.
- vi. The Company agrees to issue certificate within fifteen days of the date of lodgement of transfer, sub-division, consolidation, renewal, exchange or endorsement of calls/allotment monies or to issue within fifteen days of such lodgement for transfer, Pucca Transfer Receipts in denominations corresponding to the market units of trading autographically signed by a responsible official of the Company and bearing an endorsement that the transfer has been duly approved by the Directors or that no such approval is necessary;
 - vii. Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.
 - viii. In respect of any share or shares held jointly by several persons, the Company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.
220. If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the Company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the Company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of ₹ 2 (Rupees Two) or such higher amount as may be allowed by relevant regulatory authority, for each certificate.
221. Except as required by law, no person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by, or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.
222. Provided that notwithstanding what is stated herein above the Directors shall comply with such rules or regulation or requirements of Stock Exchange or the rules made under the Act or rules made under Securities Contracts (Regulation) Act, 1956 or any other Act, or rules applicable thereof in this behalf.
223. The provisions of these Articles relating to issue of Certificates shall mutatis mutandis apply to any other securities including Debentures (except where the Act otherwise requires) of the Company.

Power to pay Commission In connection with the Securities issued

- 224.
- i. The Company may exercise the powers of paying commissions conferred by sub-section (6) of section 40, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder.
 - ii. The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40.
 - iii. The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.

Variations of Shareholder's rights

- 225.
- iii. If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 48, and whether or not the Company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.
 - iv. To every such separate meeting, the provisions of these regulations relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.

226. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari passu therewith.

Issue of Preference Shares

227. Subject to the provisions of section 55, any preference shares may, be issued on the terms that they are to be redeemed on such terms and in such manner as the Company before the issue of the shares may, by special resolution, determine.

Further Issue of shares

228. Where at any time after the expiry of two years from the formation of the Company or at any time after the expiry of one year from the allotment of shares in the Company made for the first time after its formation, whichever is earlier, it is proposed to increase the subscribed capital of the Company by allotment of further shares then:

- iii. Such further shares shall be offered to the persons who, at the date of the offer, are holders of the equity shares of the Company, in proportion, as nearly as circumstances admit, to the capital paid-up on those shares at that date;
- iv. The offer aforesaid shall be made by a notice specifying the number of shares offered and limiting a time not being less than fifteen days and not being more than thirty days from the date of the offer within which the offer, if not accepted, will be deemed to have been declined;
- v. The offer aforesaid shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person and the notice referred to in sub-clause (ii) shall contain a statement of this right;
- vi. After the expiry of the time specified in the notice aforesaid, or on receipt of earlier intimation from the person to whom such notice is given that he declines to accept the shares offered, the Board of Directors may dispose of them in such manner as they think most beneficial to the Company.

229. Notwithstanding anything contained in sub clause (i) the further shares aforesaid may be offered to any persons (whether or not those persons include the persons referred to in sub-clause (i) of clause (16) above) in any manner whatsoever.

- i. If a special resolution to that effect is passed by the Company in general meeting, or
- ii. Where no such resolution is passed, if the votes cast (whether on a show of hands or on a poll as the case may be) in favour of the proposal contained in the resolution moved in that general meeting (including the casting vote, if any, of the Chairman) by members who, being entitled so to do, vote in person, or where proxies are allowed, by proxy, exceed the votes, if any, cast against the proposal by members, so entitled and voting and the Central Government is satisfied, on an application made by the Board of Directors in this behalf, that the proposal is most beneficial to the Company.

230. Nothing in sub-clause (iii) of 16 hereof shall be deemed:

- i. To extend the time within which the offer should be accepted; or
- ii. To authorize any person to exercise the right of renunciation for a second time, on the ground that the person in whose favour the renunciation was first made has declined to take the shares comprised in the renunciation.

231. Nothing in the Article 16 shall apply to the increase of the subscribed capital of the Company caused by the exercise of an option attached to the debentures issued by the Company:

- i. To convert such debentures or loans into shares in the Company; or
- ii. To subscribe for shares in the Company

PROVIDED THAT the terms of issue of such debentures or the terms of such loans include a term providing for such option and such term:

- iii. Either has been approved by the central Government before the issue of debentures or the raising of the loans or is in conformity with Rules, if any, made by that Government in this behalf; and

- iv. In the case of debentures or loans or other than debentures issued to, or loans obtained from the Government or any institution specified by the Central Government in this behalf, has also been approved by the special resolution passed by the Company in General Meeting before the issue of the loans.

Lien

232.

- iii. The Company shall have a first and paramount lien—
 - a. on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and
 - on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the Company:Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.

- iv. The Company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.

233. The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a lien:

Provided that no sale shall be made—

- c. unless a sum in respect of which the lien exists is presently payable; or
- d. until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.

234.

- iv. To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.
- v. The purchaser shall be registered as the holder of the shares comprised in any such transfer.
- vi. The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

235.

- iii. The proceeds of the sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.
- iv. The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

236. In exercising its lien, the Company shall be entitled to treat the registered holder of any share as the absolute owner thereof and accordingly shall not (except as ordered by a court of competent jurisdiction or unless required by any statute) be bound to recognize any equitable or other claim to, or interest in such share on the part of any other person, whether a creditor of the registered holder or otherwise. The Company's lien shall prevail notwithstanding that it has received notice of any such claim.

237. The provisions of these Articles relating to lien shall mutatis mutandis apply to any other securities including debentures of the Company.

Joint Holdings

238. Where two or more persons are registered as the holders of any share they shall be deemed to hold the same as joint-tenants with benefits of survivorship subject to the following and other provisions contained in these Articles:-

- a) The Company shall at its discretion, be entitled to decline to register more than three persons as the joint-holders of any share.
- b) The joint-holders of any shares shall be liable severally as well as jointly for and in respect of all calls and other payments which ought to be made in respect of such share.
- c) On the death of any such joint-holders, the survivor or survivors shall be the only person or persons recognized by the Company as having any title to the share but the Directors may require such evidence

- of death as they may deem fit and nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability on shares held by him jointly with any other person.
- d) Any one of such joint-holders may give effectual receipts of any dividends or other moneys payable in respect of such share.
 - e) Only the person whose name stands first in the Register of Members as one of the joint-holders of any share shall be entitled to delivery of the certificate, if any, relating to such share or to receive documents from the Company and any documents served on or sent to such person shall be deemed served on all the joint-holders.
 - f)
 - i) Any one of the two or more joint-holders may vote at General Meeting either personally or by attorney or by proxy in respect of such shares as if her were solely entitled hereto and if more than one such joint-holders be present at any meeting personally or by proxy or by attorney then one of such joint holders so present whose name stand first in the Register in respect of such shares shall alone be entitled to vote in respect thereof but the other or others of the joint-holders shall be entitled to vote in preference to a joint-holder present by attorney or by proxy although the name of such joint-holder present by attorney or by proxy stands first in Register in respect of such shares.
 - (ii) Several executors or administrators of a deceased member in whose (deceased member) sole name any share stands, shall for the purpose of this Clause be deemed as Joint-Holders.
 - g) The provisions of these Articles relating to joint-holding of shares shall mutatis mutandis apply to any other securities including Debentures of the Company registered in Joint-names.

Calls on shares

239.

- iv. The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times:

Provided that no call shall be payable at less than one month from the date fixed for the payment of the last preceding call.

- v. Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the Company, at the time or times and place so specified, the amount called on his shares.
 - vi. A call may be revoked or postponed at the discretion of the Board.
240. A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed and may be required to be paid by instalments.
241. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
- 242.
- iii. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent. per annum or at such lower rate, if any, as the Board may determine.
 - iv. The Board shall be at liberty to waive payment of any such interest wholly or in part.
- 243.
- iv. Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.
 - v. In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture
 - vi. or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.
244. The Board—
- iii. may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and

- iv. upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the Company in general meeting shall otherwise direct, twelve per cent. per annum, as may be agreed upon between the Board and the member paying the sum in advance.
- 245. Any uncalled amount paid in advance shall not in any manner entitle the member so advancing the amount, to any dividend or participation in profit or voting right on such amount remaining to be called, until such amount has been duly called-up.

Provided however that any amount paid to the extent called – up shall be entitled to proportionate dividend and voting right.
- 246. The Board may at its discretion, extend the time fixed for the payment of any call in respect of any one or more members as the Board may deem appropriate in any circumstances.
- 247. The provisions of these Articles relating to call on shares shall mutatis mutandis apply to any other securities including debentures of the Company.

Transfer of shares

- 248.
 - iv. The shares or other interest of any member in the Company shall be a movable property, transferable in the manner provided by the Articles.
 - v. Each share in the Company shall be distinguished by its appropriate number.
 - vi. A Certificate under the Common Seal of the Company, specifying any shares held by any member shall be prima facie evidence of the title of the member of such shares.
- 249.
 - iii. The instrument of transfer of any share in the Company shall be executed by or on behalf of both the transferor and transferee.
 - iv. The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.
- 250. The Board may, subject to the right of appeal conferred by section 58 and Section 22A of the Securities Contracts (Regulation) Act, 1956, decline to register, by giving notice of intimation of such refusal to the transferor and transferee within timelines as specified under the Act-
 - iv. the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or
 - v. any transfer of shares on which the Company has a lien.
 - vi. Provided however that the Company will not decline to register or acknowledge any transfer of shares on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever.
- 251. The Board shall decline to recognise any instrument of transfer unless—
 - iii. the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56;
 - iv. the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and the instrument of transfer is in respect of only one class of shares.
Provided that, transfer of shares in whatever lot shall not be refused.
- 252. The Company agrees that when proper documents are lodged for transfer and there are no material defects in the documents except minor difference in signature of the transferor(s),
 - i. Then the Company will promptly send to the first transferor an intimation of the aforesaid defect in the documents, and inform the transferor that objection, if any, of the transferor supported by valid proof, is not lodged with the Company within fifteen days of receipt of the Company's letter , then the securities will be transferred;

- ii. If the objection from the transferor with supporting documents is not received within the stipulated period, the Company shall transfer the securities provided the Company does not suspect fraud or forgery in the matter.
- 253. The Company agrees that in respect of transfer of shares where the Company has not effected transfer of shares within 1 month or where the Company has failed to communicate to the transferee any valid objection to the transfer within the stipulated time period of 1 month, the Company shall compensate the aggrieved party for the opportunity losses caused during the period of the delay
- 254. On giving not less than seven days' previous notice in accordance with section 91 and rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:

Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year
- 255. The provisions of these Articles relating to transfer of Shares shall mutatis mutandis apply to any other securities including debentures of the Company.

Register of Transfers

- 256. The Company shall keep a book to be called the "Register of Transfers" and therein shall be fairly and distinctly entered the particulars of every transfer or transmission of any share.

Dematerialisation of Securities

- 257.
 - ix. The provisions of this Article shall apply notwithstanding anything to the contrary contained in any other Article of these Articles.
 - x.
 - a. The Company shall be entitled to dematerialise its securities and to offer securities in a dematerialised form pursuant to the Depository Act, 1996.
 - b. Option for Investors:

Every holder of or subscriber to securities of the Company shall have the option to receive security certificates or to hold the securities with a Depository. Such a person who is the beneficial owner of the Securities can at any time opt out of a Depository, if permitted, by the law, in respect of any security in the manner provided by the Depositories Act, 1996 and the Company shall, in the manner and within the time prescribed, issue to the beneficial owner the required Certificates for the Securities.

If a person opts to hold its Security with a Depository, the Company shall intimate such depository the details of allotment of the Security
 - c. Securities in Depository to be in fungible form:-
 - o All Securities of the Company held by the Depository shall be dematerialised and be in fungible form.
 - o Nothing contained in Sections 88, 89, 112 & 186 of the Companies Act, 2013 shall apply to a Depository in respect of the Securities of the Company held by it on behalf of the beneficial owners.
 - d. Rights of Depositories & Beneficial Owners:-
Notwithstanding anything to the contrary contained in the Act a Depository shall be deemed to be the registered owner for the purpose of effecting transfer of ownership of Security of the Company on behalf of the beneficial owner.
 - e. Save as otherwise provided in (d) above, the depository as the registered owner of the Securities shall not have any voting rights or any other rights in respect of the Securities held by it.
 - f. Every person holding Securities of the Company and whose name is entered as the beneficial owner in the records of the depository shall be deemed to be a member of the Company. The beneficial owner of

Securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of his Securities which are held by a depository.

- xi. Notwithstanding anything contained in the Act to the contrary, where Securities of the Company are held in a depository, the records of the beneficial ownership may be served by such depository to the Company by means of electronic mode or by delivery of floppies or discs.
- xii. Nothing contained in Section 56 of the Companies Act, 2013 shall apply to a transfer of Securities effected by a transferor and transferee both of whom are entered as beneficial owners in the records of a depository.
- xiii. Notwithstanding anything contained in the Act, where Securities are dealt with by a depository, the Company shall intimate the details thereof to the depository immediately on allotment of such securities.
- xiv. Nothing contained in the Act or these Articles regarding the necessity of having distinctive numbers for Securities issued by the Company shall apply to Securities held with a Depository.
- xv. The Company shall cause to be kept at its Registered Office or at such other place as may be decided, Register and Index of Members in accordance with Section 88 and other applicable provisions of the Companies Act 2013 and the Depositories Act, 1996 with the details of Shares held in physical and dematerialised forms in any media as may be permitted by law including in any form of electronic media.
- xvi. The Register and Index of beneficial owners maintained by a depository under Section 11 of the Depositories Act, 1996, shall be deemed to be the Register and Index of Members for the purpose of this Act. The Company shall have the power to keep in any state or country outside India, a Register of Members for the residents in that state or Country.

Transmission of shares

258.

- iii. On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognised by the Company as having any title to his interest in the shares.
- iv. Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.

259.

- ii. Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either—
 - c. to be registered himself as holder of the share; or
 - d. to make such transfer of the share as the deceased or insolvent member could have made.
- iv. The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.

260.

- iv. If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects.
- v. If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.
- vi. All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.

- 261. A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company:

Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.

262. The provisions of these Articles relating to transmission of Shares shall mutatis mutandis apply to any other securities including debentures of the Company.
263. No fee shall be charged for requisition of transfer, transmission, probate, succession certificate and Letters of administration, Certificate of Death or Marriage, Power of Attorney or similar other documents.

Forfeiture of shares

264. If a member fails to pay any call, or instalment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.
265. The notice aforesaid shall—
- iii. name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and
 - iv. state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.
266. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.
- 267.
- iii. A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.
 - iv. At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.
- 268.
- iii. A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the Company all monies which, at the date of forfeiture, were presently payable by him to the Company in respect of the shares.
 - iv. The liability of such person shall cease if and when the Company shall have received payment in full of all such monies in respect of the shares.
- 269.
- v. A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the Company, and that a share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share;
 - vi. The Company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute transfer of the shares in favour of the person to whom the share is sold or disposed off;
 - vii. The transferee shall thereupon be registered as the holder of the share; and
 - viii. The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.
270. The forfeiture of a share shall involve extinction at the time of forfeiture, of all interest in and all claims and demands against the Company, in respect of the share and all other rights incidental to the share.
271. Upon any sale after forfeiture or for enforcing a lien in exercise of the powers hereinabove given, the Board may, if necessary, appoint some person to execute an instrument for transfer of the shares sold and cause the purchaser's name to be entered in the register of members in respect of the shares sold and after his name has been entered in the register of members in respect of such shares the validity of the sale shall not be impeached by any person.

272. Upon any sale, re-allotment or other disposal under the provisions of the preceding articles, the certificate(s), if any, originally issued in respect of the relative shares shall (unless the same shall on demand by the Company has been previously surrendered to it by the defaulting member) stand cancelled and become null and void and be of no effect, and the Board shall be entitled to issue a duplicate certificate(s) in respect of the said shares to the person(s) entitled thereto.
273. The Board may, subject to the provision of the Act, accept a surrender of any share from or by any member desirous of surrendering them on such terms as they think fit.
274. The Provisions of these regulations as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.
275. The provisions of these Articles relating to forfeiture of shares shall mutatis mutandis apply to any other securities including debentures of the Company

Initial payment not to preclude forfeiture

276. Neither a judgment in favour of the Company for calls or other moneys due in respect of any shares nor any part payment or satisfaction there under nor the receipt by the Company of a portion of any money which shall from time to time be due from any Member to the Company in respect of his shares, either by way of principal or interest, nor any indulgence granted by the Company in respect of the payment of any such money, shall preclude the Company from proceeding to enforce forfeiture of such shares as hereinafter provided.

Alteration of capital

277. The Company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.
278. Subject to the provisions of section 61, the Company may, by ordinary resolution,—
- v. consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
 - vi. convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;
 - vii. sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;
 - viii. cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

Conversion of Shares into Stock

279. Where shares are converted into stock,—
- iv. the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:

Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

- v. the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the Company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.
- vi. such of the articles of the Company as are applicable to paid-up shares shall apply to stock and the words “share” and “shareholder” in those regulations shall include “stock” and “stock-holder” respectively.

Reduction of Capital

280. The Company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law,—

- iv. its share capital;
- v. any capital redemption reserve account; or
- vi. any share premium account.

Share Warrants

281. The Company may issue share warrants subject to, and in accordance with, the provision of the Act, and accordingly the Board may in its discretion, with respect to any Share which is fully paid up, on application in writing signed by the person registered as holder of the Share, and authenticated by such evidence (if any) of the Share, and the amount of the stamp duty on the warrant and such fee as the Board may from time to time require, issue of a share warrant.
282. The bearer of a share warrant may at any time deposit the warrant in the office of the Company, and so long as the warrant remains so deposited, the depositor shall have the same right of signing a requisition for calling a meeting of the Company, and of attending and voting and exercising the other privileges of a member at any meeting held after the expiry of two clear days from the time of the deposit, as if his name were inserted in the register of members as the holder of the Shares including in the deposited warrant.
283. Not more than one person shall be recognized as depositor of the share warrant.
284. The Company shall, on two days written notice, return the deposited share warrant to the depositor.
285. Subject as herein otherwise expressly provided, no person shall, as bearer of a share warrant, sign a requisition for calling a member of the Company or attend or vote or exercise any other privilege of a member at a meeting of the Company, or be entitled to receive any notice from the Company.
286. The bearer of a share warrant shall be entitled in all other respects to the same privileges and advantages as if he were named in the register of members as the holder of the Shares included in the warrant, and he shall be a member of the Company.
287. The Board may from time to time, make rules as to the terms on which (if it shall think fit) a new share warrant or coupon may be issued by way of renewal in case of defacement, loss or destruction.

Capitalisation of profits

- 288.
- iii. The Company in general meeting may, upon the recommendation of the Board, resolve—
 - c. that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and
 - d. that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.
 - iv. The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards—
 - f. paying up any amounts for the time being unpaid on any shares held by such members respectively;
 - g. paying up in full, unissued shares of the Company to be allotted and distributed, credited as fully paid-up bonus shares, to and amongst such members in the proportions aforesaid;
 - h. partly in the way specified in sub-clause (a) and partly in that specified in sub-clause (b);
 - i. A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares;
 - j. The Board shall give effect to the resolution passed by the Company in pursuance of this -regulation.
- 289.
- iv. Whenever such a resolution as aforesaid shall have been passed, the Board shall—
 - c. make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares if any; and
 - d. generally to do all acts and things required to give effect thereto.

- v. The Board shall have power—
 - c. to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and
 - d. to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the Company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares;
- vi. Any agreement made under such authority shall be effective and binding on such members.

Buy-back of shares

290. Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the Company may purchase its own shares or other specified securities.

General Meeting

291. All General Meetings other than annual general meeting shall be called extra-ordinary general meetings.
- 292.
- iii. The Board may, whenever it thinks fit, call an extraordinary general meeting.
 - iv. If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the Company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

Proceedings at general meetings

- 293.
- iii. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
 - iv.
 - A. Unless the number of members as on date of meeting are not more than one thousand, five members personally present shall be the quorum for a general meeting of the Company.
 - B. In any other case, the quorum shall be decided as under:
 - c) fifteen members personally present if the number of members as on the date of meeting is more than one thousand but up to five thousand;
 - d) thirty members personally present if the number of members as on the date of the meeting exceeds five thousand;
294. The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the Company.
295. If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.
296. If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.
297. The Chairman of any meeting shall be the sole judge of the validity of every vote tendered at such meeting. The Chairman present at the taking of a poll shall be the sole judge of the validity of every vote tendered at such poll.
298. A declaration by the Chairman in pursuance of Section 107 of the Companies Act, 2013 that on a show of hands, a resolution has or has not been carried, either unanimously or by a particular majority, and an entry to that

effect in the books containing the minutes of the proceedings of the Company, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes cast in favour of or against such resolution.

Demand for poll

299.

- iii. Before or on the declaration of the result of the voting on any resolution of a show of hands, a poll may be ordered to be taken by the Chairman of the meeting of his own motion and shall be ordered to be taken by him on a demand made in that behalf by any member or members present in person or by proxy and holding shares in the Company which confer a power to vote on the resolution not being less than one-tenth of the total voting power in respect of the resolution or on which an aggregate sum of not less than five Lac rupees has been paid up.
- iv. The demand for a poll may be withdrawn at any time by the person or persons who made the demand.

Time of taking poll

300.

- iii. A poll demanded on a question of adjournment shall be taken forthwith.
- iv. A poll demanded on any other question (not being a question relating to the election of a Chairman which is provided for in Section 104 of the Act) shall be taken at such time not being later than 48 (forty eight) hours from the time when the demand was made, as the Chairman may direct.

Adjournment of meeting

301.

- vi. Where a meeting of the members could not be held for want of quorum, then, the meeting shall automatically stand adjourned to the same day at the same time and place in the next week or if that day is a national holiday, till the next succeeding day, which is not a national holiday, at the same time and place.
- vii. The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.
- viii. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- ix. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- x. Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

Voting rights

302. Subject to any rights or restrictions for the time being attached to any class or classes of shares,—

- iii. on a show of hands, every member present in person shall have one vote; and
- iv. on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the Company.

303. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.

304.

- iii. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.
- iv. For this purpose, seniority shall be determined by the order in which the names stand in the register of members.

305. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.

306. Subject to the provisions of the Act and other provisions of these Articles, any person entitled under the transmission clause to any shares may vote at any general meeting in respect thereof as if he was the registered holder of such shares, provided that at least 48 (forty eight) hours before the time of holding the meeting or adjourned meeting as the case may be at which he proposes to vote, he shall satisfy the Directors of

his right to such shares unless the Directors shall have previously admitted his right to vote at such meeting in respect thereof.

307. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.
308. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid.
- 309.
- iii. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.
 - iv. Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.
310. No member shall exercise any voting right in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid, or in regard to which the Company has exercised any right of lien.

Scrutinisers at poll

- 311.
- iv. Where a poll is to be taken, the Chairman of the meeting shall appoint two scrutineers to scrutinise the votes given on the poll and to report thereon to him.
 - v. The Chairman shall have power, at any time before the result of the poll is declared, to remove a scrutineer from office and to fill vacancies in the office of scrutineer arising from such removal or from any other cause.
 - vi. Of the two scrutineers appointed under this article, one shall always be a member (not being an officer or employee of the Company) present at the meeting, provided such a member is available and willing to be appointed.

Manner of taking poll and result thereof

- 312.
- iii. Subject to the provisions of the Act, the Chairman of the meeting shall have power to regulate the manner in which a poll shall be taken.
 - iv. The result of the poll shall be deemed to be the decision of the meeting on the resolution on which the poll was taken.

Casting Vote

313. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a casting vote in addition to his own vote or votes to which he may be entitled as a member.

Representation of Body Corporate

314. A body corporate (whether a Company within the meaning of the Act or not) if it is a member or creditor (including a holder of debentures) of the Company may in accordance with the provisions of Section 113 of the Companies Act, 2013 authorise such person by a resolution of its Board of Directors as it thinks fit, to act as its representative at any meeting of the Company or of any class of members of the Company or at any meeting of creditors of the Company.

Representation of the President of India or Governors

- 315.
- iii. The President of India or the Governor of a State if he is a member of the Company may appoint such person as he thinks fit to act as his representative at any meeting of the Company or at any meeting of any class of

members of the Company in accordance with provisions of Section 112 of the Companies Act, 2013 of the Act or any other statutory provision governing the same.

- iv. A person appointed to act as aforesaid shall for the purposes of the Act be deemed to be a member of such a Company and shall be entitled to exercise the same rights and powers (including the right to vote by proxy) as the President or as the case may be the Governor could exercise, as a member of the Company.

Public Trustee

- 316. The Company shall observe the provisions of Section 112 of the Act, in regard to the Public Trustee.

Circulation of member's resolution

- 317. The Company shall comply with provisions of Section 111 of the Companies Act, 2013, relating to circulation of member's resolution.

Resolution requiring special notice

- 318. The Company shall comply with provisions of Section 115 of the Act relating to resolution requiring special notice.

Resolutions passed at adjourned meeting

- 319. The provisions of Section 116 of Companies Act, 2013 shall apply to resolutions passed at an adjourned meeting of the Company, or of the holders of any class of shares in the Company and of the Board of Directors of the Company and the resolutions shall be deemed for all purposes as having been passed on the date on which in fact they were passed and shall not be deemed to have been passed on any earlier date.

Registration of resolutions and agreements

- 320. The Company shall comply with the provisions of Section 117 and 179 of the Companies Act, 2013 relating to registration of certain resolutions and agreements.

Minutes of proceedings of general meeting and of Board and other meetings

- 321.
 - iii. The Company shall cause minutes of all proceedings of general meetings, and of all proceedings of every meeting of its Board of Directors or of every Committee of the Board to be kept by making within thirty days of the conclusion of every such meeting concerned, entries thereof in books kept for the purpose with their pages consecutively numbered.
 - iv. Each page of every such book shall be initialed or signed and the last page of the record of proceedings of each meeting in such books shall be dated and signed :
 - G. in the case of minutes of proceedings of the Board or of a Committee thereof by the Chairman of the said meeting or the Chairman of the next succeeding meeting.
 - H. in the case of minutes of proceedings of the general meeting by Chairman of the said meeting within the aforesaid period, of thirty days or in the event of the death or inability of that Chairman within that period, by a Director duly authorised by the Board for the purpose.
 - I. In no case the minutes of proceedings of a meeting shall be attached to any such book as aforesaid by pasting or otherwise.
 - J. The minutes of each meeting shall contain a fair and correct summary of the proceedings thereat.
 - K. All appointments of officers made at any of the meetings aforesaid shall be included in the minutes of the meeting.
 - L. In the case of a meeting of the Board of Directors or of a Committee of the Board, the minutes shall also contain:
 - c. the names of the Directors present at the meetings, and
 - d. in the case of each resolution passed at the meeting, the names of the Directors, if any dissenting from or not concurring in the resolution.
 - v. Nothing contained in Clauses (a) to (d) hereof shall be deemed to require the inclusion in any such minutes of any matter which in the opinion of the Chairman of the meeting:
 - d. is or could reasonably be regarded, as defamatory of any person

- e. is irrelevant or immaterial to the proceedings; or
 - f. in detrimental to the interests of the Company.
- vi. The Chairman shall exercise an absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the grounds specified in this clause.

Minutes to be considered to be evidence

322. The minutes of meetings kept in accordance with the provisions of Section 118 of the Companies Act, 2013 shall be evidence of the proceedings recorded therein.

Presumptions to be drawn where minutes duly drawn and signed

323. Where minutes of the proceedings of any general meeting of the Company or of any meeting of its Board of Directors or of a Committee of the Board have been kept in accordance with the provisions of Section 118 of the Act then, until the contrary is proved, the meeting shall be deemed to have been duly called and held, and all proceedings thereat to have duly taken place and in particular all appointments of Directors or KMP's, Auditors or Company secretary in practice, shall be deemed to be valid and the minutes shall be evidence of the proceedings recorded therein.

Publication of reports of proceeding of general meetings

324. No document purporting to be a report of the proceedings of any general meeting of the Company shall be circulated or advertised at the expenses of the Company unless it includes the matters required by Section 118 of the Act to be contained in the Minutes of the proceedings of such meeting.

Proxy

325. The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the Company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.

326. An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.

327. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:

Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

328. If any instrument of appointment be confined to the object of appointing proxy or substitute for voting at meetings of the Company, it shall remain permanently or for such time as the Directors may determine in the custody of the Company; if embracing other objects a copy thereof examined with the original, shall be delivered to the Company to remain in the custody of the Company.

329. No objection shall be made to the validity of any vote except at the meeting or poll at which such vote shall be tendered and every vote whether given personally or by an agent or proxy or representative not disallowed at such meeting or poll shall be deemed valid for all purpose of such meeting or poll whatsoever.

Board of Directors

330. The first directors of the Company shall be:
- iv. Mr. Om Prakash Agarwal
 - v. Mr. Ashok Kumar Goyal
 - vi. Mr. Satish Kumar Goyal

331. The Directors need not hold any "Qualification Share(s)".

Appointment of Senior Executives as Wholetime Directors

332.

- i. Subject to the provisions of the Act and within the overall limit prescribed under these Articles for the number of Directors on the Board, the Board may appoint any person as a Whole time Director of the Company for such period and upon such terms and conditions as the Board may decide. The Senior Executive so appointed shall be governed by the following provisions:
 - e. He shall be liable to retire by rotation as provided in the Act but shall be eligible for reappointment. His reappointment as a Director shall not constitute a break in his appointment as Whole time Director.
 - f. He shall be reckoned as Director for the purpose of determining and fixing the number of Directors to retire by rotation.
 - g. He shall cease to be a Director of the Company on the happening of any event specified in Section 164 of the Act.
 - h. Subject to what is stated herein above he shall carry out and perform all such duties and responsibilities as may, from time to time, be conferred upon or entrusted to him by the Managing Director/s and / or the Board, shall exercise such powers and authorities subject to such restrictions and conditions and/or stipulations as the Managing Director/s and / or the Board may, from time to time determine.
- ii. Nothing contained in this Article shall be deemed to restrict or prevent the right of the Board to revoke, withdraw, alter, vary or modify all or any of such powers, authorities, duties and responsibilities conferred upon or vested in or entrusted to such whole time directors.

333.

- iii. The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.
- iv. In addition to the remuneration payable to them in pursuance of the Act, the directors -may be paid all travelling, hotel and other expenses properly incurred by them—
 - c. in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the Company; or
 - d. in connection with the business of the Company.

334. The Board may pay all expenses incurred in getting up and registering the Company.

335. The Company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may think fit respecting the keeping of any such register.

336. All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.

337. Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.

338. Subject to the provisions of section 149, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the Articles.

339. Such person shall hold office only up to the date of the next annual general meeting of the Company but shall be eligible for appointment by the Company as a director at that meeting subject to the provisions of the Act.

The Board shall have power to appoint a person, not being a person holding any alternate directorship for any other director in the Company, to act as an alternate director for a director during his absence for a period of not less than three months.

That no person shall be appointed as an alternate director for an independent director unless he is qualified to be appointed as an independent director under the provisions of this Act:

340. If the term of office of the Original Director is determined before he returns to India the automatic reappointment of retiring directors in default of another appointment shall apply to the Original Director and not to the alternate director.
341. If the office of any director appointed by the Company in general meeting is vacated before his term of office expires in the normal course, the resulting casual vacancy may, be filled by the Board of Directors at a meeting of the Board.
342. The director so appointed shall hold office only upto the date upto which the director in whose place he is appointed would have held office if it had been vacated.

Retirement and Rotation of Directors

343. Not less than two-thirds of the total number of Directors of the Company, excluding the Independent directors if any appointed by the Board, shall be persons whose period of office is liable to determination by retirement of Directors by rotation and save as otherwise expressly provided in the Act and these Articles be appointed by the Company in General Meeting.
344. The remaining Directors shall be appointed in accordance with the provisions of the Act.
345. At the Annual General Meeting in each year one-third of the Directors for the time being as are liable to retire by rotation or, if their number is not three or a multiple of three, the number nearest to one-third shall retire from office.
346. Subject to the provisions of the Act and these Articles the Directors to retire by rotation under the foregoing Article at every Annual General Meeting shall be those who have been longest in the office since their last appointment, but as between persons who became Directors on the same day, those who are to retire shall, in default of and subject to any agreement among themselves, be determined by lot. Subject to the provision of the Act, a retiring Director shall retain office until the dissolution of the meeting at which his reappointment is decided or successor is appointed.
347. Subject to the provisions of the Act and these Articles, the retiring Director shall be eligible for reappointment.
348. Subject to the provision of the Act and these Articles, the Company, at the Annual General Meeting at which a Director retires in the manner aforesaid may fill up the vacated office by electing the retiring Director or some other person thereto.

Nominee Director

349. Notwithstanding anything to the contrary contained in these Articles, so long as any moneys remain owing by the Company to any of the Finance Corporation or Credit Corporation or to any other Finance Company or Body out of any loans granted by them to the Company or Body (hereinafter in this Article referred to as "the Corporation") continue to hold debentures or shares in the Company as a result of underwriting or by direct subscription or private placement, or so long as any liability of the Company arising out of any guarantee furnished by the Corporation on behalf of the Company remains outstanding, the Corporation shall have a right to appoint from time to time, any person or persons as a Director or Directors wholetime or non-wholetime (which Director or Directors is/are hereinafter referred to as "Nominee Director/s") on the Board of the Company and to remove from such office any person or persons so appointed and to appoint any person or persons in his or their place/s.
350. The terms and conditions of appointment of a Nominee Director/s shall be governed by the agreement that may be entered into or agreed with mutual consent with such Corporation. At the option of the Corporation such Nominee Director/s shall not be required to hold any share qualification in the Company. Also at the option of the Corporation such Nominee Director/s shall not be liable to retirement by rotation of Directors.
351. The Nominee Director/s so appointed shall hold the said office only so long as any moneys remain owing by the Company to the Corporation or so long as the Corporation holds Shares or Debentures in the Company as a

result of direct subscription or private placement or the liability of the Company arising out of any Guarantee is outstanding and the Nominee Director/s so appointed in exercise of the said power shall ipso facto vacate such office immediately, if the moneys owing by the Company to the Corporation is paid off or on the Corporation ceasing to hold debentures/shares in the Company or on the satisfaction of the liability of the Company arising out of any Guarantee furnished by the Corporation.

352. The Nominee Director/s appointed under this Article shall be entitled to receive all notices of and attend all General Meetings, Board Meetings and/or the Meetings of the Committee of which the Nominee Director/s is/are members as also the minutes of such meetings. The Corporation shall also be entitled to receive all such notices and minutes. The Company shall pay to the Nominee Director/s sitting fees and expenses to which the other Directors of the Company are entitled, but if any other fees, commission monies or remuneration in any form is payable to the Directors of the Company, the fees, commission, monies and remuneration in relation to such Nominee Director/s shall accrue to the Corporation and same shall accordingly be paid by the Company directly to the Corporation. Any expenses that may be incurred by the Corporation or by such Nominee Director/s in connection with their appointment or Directorship shall also be paid or reimbursed by the Company to the Corporation or as the case may be to such Nominee Directors.
- Provided that if any such Nominee Director/s is an Officer of the Corporation the sitting fees, in relation to such Nominee Director/s shall also accrue to the Corporation and the same shall accordingly be paid by the Company directly to the Corporation.

Provided further that if such Nominee Director/s is an officer of the Industrial Development Bank of India, the sitting fees in relation to such Nominee Director/s shall also accrue to IDBI and the same shall accordingly be paid by the Company directly to IDBI.

353. Provided also that in the event of the Nominee Director/s being appointed as Wholetime Director/s such Nominee Director/s shall exercise such powers and duties as may be approved by the Lenders. Such Nominee Director/s shall be entitled to receive such remuneration, fees, commission and moneys as may be approved by the Lenders.

Removal of Directors

354. The Company may (subject to the provisions of Act and other applicable provisions and these Articles) remove any Director before the expiry of his period of office after giving him a reasonable opportunity of being heard.
355. Special notice as provided in the Act shall be given of any resolution to remove a Director under this Article or to appoint some other person in place of a Director so removed at the meeting at which he is removed.
356. On receipt of the notice of a resolution to remove a Director under this Article, the Company shall forthwith send a copy thereof to the Director concerned and the Director (whether or not he is a member of the Company) shall be entitled to be heard on the resolution at the meeting.
357. Where notice is given of a resolution to remove a Director under this Article and the Director concerned makes with respect thereto representations in writing to the Company and requests its notification to members of the Company, the Company shall, if the time permits it to do so-
- (c) in any notice of the resolution given to members of the Company state the fact of the representations having been made, and
 - (d) send a copy of the representations to every member of the Company to whom the notice of the meeting is sent (whether before or after the receipt of representation by the Company)

And if a copy of the representation is not sent as aforesaid due to insufficient time or for the Company's default, the director may without prejudice to his right to be heard orally require that the representation shall be read out at the meeting:

Provided that copy of the representation need not be sent out and the representation need not be read out at the meeting if, on the application either of the Company or of any other person who claims to be aggrieved, the Tribunal is satisfied that the rights conferred by this sub-section are being abused to secure needless publicity for defamatory matter; and the Tribunal may order the Company's costs on the application to be paid in whole or in part by the director notwithstanding that he is not a party to it.

358. A vacancy created by the removal of a director under this article, if he had been appointed by the Company in general meeting or by the Board, be filled by the appointment of another director in his place at the meeting at which he is removed, provided special notice of the intended appointment has been given as prescribed in the Act.
359. A director so appointed shall hold office till the date up to which his predecessor would have held office if he had not been removed.
360. If the vacancy is not filled under clause (5) above, it may be filled as a casual vacancy in accordance with the provisions of this Act:
- Provided that the director who was removed from office shall not be reappointed as a director by the Board of Directors.
361. Nothing in this section shall be taken-
- a) as depriving a person removed under this section of any compensation or damages payable to him in respect of the termination of his appointment as director as per the terms of contract or terms of his appointment as director, or of any other appointment terminating with that as director; or
 - b) as derogating from any power to remove a director under other provisions of this Act.

Remuneration and sitting fees to Directors including Managing and whole time Directors

362. Subject to provisions of the Act, the Directors including Managing or whole time Directors shall be entitled to and shall be paid such remuneration as may be fixed by the Board of Directors from time to time in recognition of the services rendered by them for the Company
- In addition to the remuneration payable to the Directors as above, they may be paid all travelling, hotel and other expenses incurred by them.
- a. In attending and returning from meetings of the Board of Directors and committee thereof, all General Meetings of the Company and any of their adjourned sittings, or
 - b. In connection with the business of the Company.
363. Each Director shall be entitled to be paid out of the funds of the Company by way of sitting fees for his services not exceeding the sum of Rs. 1,00,000/- (Rupees One Lac) as may be fixed by Directors from time to time for every meeting of the Board of Directors and/ or committee thereof attended by him in addition to any remuneration paid to them. If any Director being willing is appointed to an executive office either whole time or part time or be called upon to perform extra services or to make any special exertions for the purpose of the Company then subject to Section 197, 301, 188 of the Act read with Schedule V of the Act, the Board may remunerate such Directors either by a fixed sum or by a percentage of profit or otherwise and such remuneration may be either in addition to or in substitution for any other remuneration to which he may be entitled to.

Powers and duties of Directors:

Certain powers to be exercised by the Board only at meeting

- 364.
- vi. Without derogating from the powers vested in the Board of Directors under these Articles, the Board shall exercise the following powers on behalf of the Company and they shall do so only by means of resolutions passed at meetings of the Board.
 - t. The power to make calls on shareholders in respect of money unpaid on their shares;
 - u. The Power to authorize buy-back of securities under Section 68 of the Act.
 - v. Power to issue securities, including debenture, whether in or outside India
 - w. The power to borrow moneys
 - x. The power to invest the funds of the Company,
 - y. Power to Grant loans or give guarantee or provide security in respect of loans
 - z. Power to approve financial statements and the Board's Report
 - aa. Power to diversify the business of the Company

- bb. Power to approve amalgamation, merger or reconstruction
- cc. Power to take over a Company or acquire a controlling or substantial stake in another Company
- dd. Powers to make political contributions;
- ee. Powers to appoint or remove key managerial personnel (KMP);
- ff. Powers to take note of appointment(s) or removal(s) of one level below the Key Management Personnel;
- gg. Powers to appoint internal auditors and secretarial auditor;
- hh. Powers to take note of the disclosure of director's interest and shareholding;
- ii. Powers to buy, sell investments held by the Company (other than trade investments), constituting five percent or more of the paid up share capital and free reserves of the investee Company;
- jj. Powers to invite or accept or renew public deposits and related matters;
- kk. Powers to review or change the terms and conditions of public deposit;
- ll. Powers to approve quarterly, half yearly and annual financial statements or financial results as the case may be.

Provided that the Board may by resolution passed at the meeting, delegate to any Committee of Directors, the Managing Director, the Manager or any other principal officer of the Company or in the case of a branch office of the Company, a principal officer of the branch office, the powers specified in sub-clauses (c), (d) and (e) to the extent specified in clauses (ii), (iii) and (iv) respectively on such condition as the Board may prescribe.

- vii. Every resolution delegating the power referred to in sub-clause (d) of clause (i) shall specify the total amount outstanding at any one time up to which moneys may be borrowed by the delegate.
- viii. Every resolution delegating the power referred to in sub-clause (e) of clause (i) shall specify the total amount up to which the funds of the Company may be invested and the nature of the investments which may be made by the delegate.
- ix. Every resolution delegating the power referred to in sub-clause (f) of clause (i) shall specify the total amount up to which loans may be made by the delegates, the purposes for which the loans may be made and the maximum amount up to which loans may be made for each such purpose in individual cases.
- x. Nothing in this Article shall be deemed to affect the right of the Company in general meeting to impose restrictions and conditions on the exercise by the Board of any of the powers referred to in sub-clauses (b), (c), (d), (e) and (f) of clause (i) above.

Restriction on powers of Board

365.

- i. The Board of Directors of the Company shall not except with the consent of the Company in general meeting :
 - f. sell, lease or otherwise dispose of the whole, or substantially the whole, of the undertaking of the Company, or where the Company owns more than one undertaking of the whole or substantially the whole of any such undertaking;
 - g. remit, or give time for the repayment of any debt, due by a Director;
 - h. invest, otherwise than in trust securities, the amount of compensation received by it as a result of any merger or amalgamation;
 - i. borrow moneys, where the money to be borrowed, together with the moneys already borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) will exceed the aggregate of the paid-up capital of the Company and its free reserves that is to say, reserves not set apart for any specific purpose; or
 - j. contribute to charitable and other funds not directly relating to the business of the Company or the welfare of its employees any amounts the aggregate of which will in any financial year, exceed five percent of its average net profits during the three financial years, immediately proceedings.
- ii. Nothing contained in sub-clause (a) above shall affect:
 - c. the title of a buyer or other person who buys or takes a lease of any such undertaking as is referred to in that sub-clause in good faith and after exercising due care and caution, or
 - d. the selling or leasing of any property of the Company where the ordinary business of the Company consists of, or comprises such selling or leasing.

- iii. Any resolution passed by the Company permitting any transaction such as is referred to in sub-clause (i) (a) above, may attach such conditions to the permission as may be specified in the resolution, including conditions regarding the use, disposal or investment of the sale proceeds which may result from the transaction. Provided that this clause shall not be deemed to authorise the Company to effect any reduction in its capital except in accordance with the provisions contained in that behalf in the Act.
 - iv. No debt incurred by the Company in excess of the limit imposed by sub-clause (d) of clause (i) above, shall be valid or effectual, unless the lender proves that he advanced the loan in good faith and without knowledge that the limit imposed by that clause had been exceeded.
366. Due regard and compliance shall be observed in regard to matters dealt with by or in the Explanation contained in Section 180 of the Companies Act, 2013 and in regard to the limitations on the power of the Company contained in Section 182 of the Companies Act, 2013.

General powers of the Company vested in Directors

367. Subject to the provisions of the Act, the management of the business of the Company shall be vested in the Directors and the Directors may exercise all such powers and do all such acts and things as the Company is by the Memorandum of Association or otherwise authorised to exercise and do and not hereby or by the statute or otherwise directed or required to be exercised or done by the Company in General Meeting, but subject nevertheless to the provisions of the Act and other Act and of the Memorandum of Association and these Articles and to any regulations, not being inconsistent with the Memorandum of Association and these Articles or the Act, from time to time made by the Company in general meeting provided that no such regulation shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made.

Specific powers given to Directors

368. Without prejudice to the general powers conferred by Article above and the other powers conferred by these presents and so as not in any way to limit any or all of those powers, it is hereby expressly declared that the Directors shall have the following powers:
- i. to pay the costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company;
 - ii. to pay and charge to the capital account of the Company and interest lawfully payable thereon under the provisions of Sections 76 corresponding to Section 40 of the Companies Act, 2013 and 208 of the Companies Act, 1956;
- 369.
- i. Subject to the provisions of the Act and these Articles to purchase or otherwise acquire any lands, buildings, machinery, premises, hereditaments, property effects, assets, rights, credits, royalties, bounties and goodwill of any person, firm or Company carrying on the business which this Company is authorised to carry on, at or for such price or consideration and generally on such terms and conditions as they may think fit; and in any such purchase or acquisition to accept such title as the Board may believe or may be advised to be reasonable satisfactory;
 - ii. Subject to the provisions of the Act to purchase, or take on lease for any term or terms of years, or otherwise acquire any mills or factories or any land or lands, with or without buildings and outhouses thereon, situate in any part of India, at such price or rent and under and subject to such terms and conditions as the Directors may think fit; and in any such purchase, lease or other acquisition to accept such title as the Directors may believe or may be advised to be reasonably satisfactory;
 - iii. At their discretion to pay for any property, rights or privileges acquired by or services rendered to the Company, either wholly or partially, in cash or in shares, bonds, debentures, debenture stock or other securities of the Company, and any such shares may be issued either as fully paid up or with such amount credited as paid up thereon as may be agreed upon; and any such bonds, debentures, debenture stock or other securities may be either specifically charged upon all or any part of the property of the Company and its uncalled capital or not so charged;
370. To erect, construct, enlarge, improve, alter, maintain, pull down rebuilt or reconstruct any buildings, factories, offices, workshops or other structures, necessary or convenient for the purposes of the Company and to acquire lands for the purposes of the Company;
371. To let, mortgage, charge, sell or otherwise dispose of subject to the provisions of Section 180 of the Companies Act, 2013 any property of the Company either absolutely or conditionally and in such manner and upon such

terms and conditions in all respects as they think fit and to accept payment or satisfaction for the same in cash or otherwise, as they may think fit;

372. To insure and keep insured against loss or damage by fire or otherwise, for such period and to such extent as they may think proper, all or any part of the building, machinery, goods, stores, produce and other moveable property of the Company either separately or co-jointly; also to insure all or any portion of the goods, produce, machinery and other articles imported or exported by the Company and to sell, assign, surrender or discontinue any policies of assurance effected in pursuance of this power;
373. Subject to Section 179 of the Companies Act, 2013 to open accounts with any bank or bankers or with any Company, firm, or individual and to pay money into and draw money from any account from time to time as the Directors may think fit;
374. To secure the fulfilment of any contracts or engagements entered into by the Company by mortgage or charge of all or any of the properties of the Company and its unpaid capital for the time being or in such other manner as they may think fit;
375. To attach to any shares to be issued as the consideration for any contract with or property acquired by the Company, or in payment for services rendered to the Company, such conditions, subject to the provisions of the Act, as to the transfer thereof as they may think fit;
376. To accept from any member on such terms and conditions as shall be agreed, a surrender of his shares or stock or any part thereof subject to the provisions of the Act;
377. To appoint any person or persons (whether incorporated or not) to accept and hold in trust for the Company any property belonging to the Company or in which it is interested or for other purposes and to execute and do all such deeds and things as may be requisite in relation to any such trusts and to provide for the remuneration of such trustee or trustees;
378. To institute, conduct, defend, compound or abandon any legal proceedings by or against the Company or its Officers or otherwise concerning the affairs of the Company and also subject to the provisions of Section 180 of the Companies Act, 2013 to compound and allow time for payment or satisfaction of any debts due, or of any claims or demands by or against the Company;
379. To refer, subject to the provisions of Section 180 of the Companies Act, 2013 any claims or demands by or against the Company to arbitration and observe and perform the awards;
380. To act on behalf of the Company in all matters relating to bankrupts and insolvents;
381. To make and give receipts, releases and other discharges for moneys payable to the Company and for the claims and demands of the Company subject to the provisions of Section 180 of the Companies Act, 2013.
382. To determine from time to time as to who shall be entitled to sign bills, notes, receipts, acceptances, endorsements, cheques, dividend warrants, releases, contracts and documents on the Company's behalf;
383. Subject to the provisions of Sections 180 of the Companies Act, 2013 to invest and deal with any of the moneys of the Company, not immediately required for the purpose thereof, upon such Shares, securities or investments (not being Shares in this Company) and in such manner as they may think fit, and from time to time to vary or realize such investments.
384. To execute in the name and on behalf of the Company in favour of any Director or other person who may incur or be about to incur any personal liability for the benefit of the Company, such mortgages of the Company's property (present and future) as they may think fit and any such mortgage may contain a power of sale and such other powers, covenants and provisions as shall be agreed on;
385. Subject to such sanction as may be necessary under the Act or these Articles, to give any Director, Officer, or other person employed by the Company, an interest in any particular business or transaction either by way of commission on the gross expenditure thereon or otherwise or a share in the general profits of the Company, and such interest, commission or share of profits shall be treated as part of the working expenses of the Company.

386. To provide for the welfare of employees or ex-employees of the Company and their wives, widows, families, dependants or connections of such persons by building or contributing to the building of houses, dwelling, or chawls or by grants of money, pensions, allowances, gratuities, bonus or payments by creating and from time to time subscribing or contributing to provident and other funds, institutions, or trusts and by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other attendances and other assistance as the Directors shall think fit;
387. To establish and maintain or procure the establishment and maintenance of any contributory or non contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances or emoluments, to any persons who are or were at any time in the employment or services of the Company, or of any Company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary Company, or who are or were at anytime Directors or officers of the Company or of any such other Company as aforesaid, and the wives, widows, families and dependants of any such persons and, also to establish and subsidize and subscribe to any institution, association, clubs or funds collected to be for the benefit of or to advance the interests and well being of the Company or of any such other Company as aforesaid, and make payments to or towards the insurance of any such person as aforesaid and do any of the matters aforesaid, either alone or in conjunction with any such other Company as aforesaid;
388. To decide and allocate the expenditure on capital and revenue account either for the year or period or spread over the years.
389. Before recommending any dividend, to set aside out of profits of the Company such sums as they may think proper for depreciation or to Depreciation Fund or Reserve Fund or Sinking Fund or any other special fund to meet contingencies or to repay redeemable preference shares, debentures, or debenture stock or for special dividend or for equalising dividend for repairing, improving, extending and maintaining any part of the property of the Company, and for such other purposes as the Directors may, in their absolute discretion, think conducive to the interests of the Company and to invest the several sums so set aside or so much thereof as required to be invested upon such investments (subject to the restrictions imposed by Section 180 of the Companies Act, 2013) as the directors may think fit, and from time to time, to deal with and vary such investments and dispose of and apply and expend all or any part thereof for the benefit of the Company in such manner and for such purpose as the Directors (subject to such restrictions as aforesaid) in their absolute discretion think conducive to the interests of the Company notwithstanding that the matters to which the Directors apply or upon which they may expend the same or any part thereof may be matters to or upon which the capital moneys of the Company might rightly be applied or expended; and to divide the Reserve Fund into such special funds as the Directors think fit, and to employ the assets constituting all or any of the above funds, including the Depreciation Fund, in the business of the Company or in repayment or redemption or redeemable preference shares, debentures or debenture stock and that without being bound to keep the same separate from other assets or to pay interest on the same, with power, however to the Directors at their discretion, to pay or allow to the credit of such fund interest at such rate as the Directors may think proper.
390. To appoint and at their discretion to remove or suspend such Managers, Secretaries, Officers, Clerks, Agents and servants for permanent, temporary or special service as they may from time to time think fit, and to determine their powers and duties, and fix their salaries or emoluments and require security in such instances and to such amounts as they may think fit, and from time to time to provide for the management and transactions of the affairs of the Company in any special locality in India in such manner as they may think fit. The provisions contained in the clause following shall be without prejudice to the general powers conferred by this clause.
391. At any time and from time to time by power of attorney to appoint any person or persons to be the Attorney or Attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these presents) and for such period and subject to such conditions as the Directors may from time to time think fit and any such appointment (if the Directors may think fit) be made in favour of any Company or the members, directors, nominees or managers of any Company or firm or otherwise in favour of any fluctuating body or person whether nominated, directly or indirectly by the Directors and such power of attorney may contain any such powers for the protection or convenience of persons dealing with such Attorneys as the Directors may think fit; and may contain powers enabling any such delegates or Attorneys as aforesaid to sub-delegate all or any of the powers, authorities, and discretion for the time being vested in them.

392. Subject to the provisions of the Act, generally and from time to time and at any time to authorise, empower or delegate to (with or without powers of sub-delegation) any Director, Officer or Officers or Employees for the time being of the Company and/or any other person, firm or Company all or any of the powers, authorities and discretions for the time being vested in the Directors by these presents, subject to such restrictions and conditions, if any as the Directors may think proper.
393. To enter into all such negotiations, contracts and rescind and/or vary all such contracts and to execute and do all such acts, deeds, and things in the name of on behalf of the Company as they may consider expedient for or in relation to any of the matters aforesaid or otherwise for the purposes of the Company.

MANAGING DIRECTORS

Power to appoint Managing or Whole-time Directors

- 394.
- i. Subject to the provisions of the Act and of these Articles the Board shall have power to appoint from time to time any of its members as Managing Director or Managing Directors and/or Whole-time Directors and/or Special Director like Technical Director, Financial Director, etc. of the Company for a fixed term not exceeding five years at a time and upon such terms and conditions as the Board thinks fit, and the Board may by resolution vest in such Managing Director(s)/Whole-time Director(s), Technical Director(s), Financial Director(s) and Special Director(s) such of the power hereby vested in the Board generally as it thinks fit, and such powers may be made exercisable for such period or periods, and upon such condition and subject to such restriction as it may determine, the remuneration of such Directors may be by way of monthly remuneration and/or fee for each meeting and/or participation in profits, or by any or all of those modes, or of any other mode not expressly prohibited by the Act.
 - ii. Subject to the approval of shareholders in their meeting, the managing director of the Company may be appointed and continue to hold the office of the chairman and managing director or Chief Executive officer of the Company at the same time.
 - iii. Subject to the provisions of Sections 197 & 189 of the Act, the appointment and payment of remuneration to the above Director shall be subject to approval of the members in general meeting and of the Central Government.

Remuneration of Directors

395. Each Director shall be entitled to be paid out of the funds of the Company by way of sitting fees for his services not exceeding the sum of ₹ 1.00 Lac or as may be fixed by Directors from time to time for every meeting of the Board of Directors and committee thereof attended by him. If any Director being willing is appointed to an executive office either whole time or part time or be called upon to perform extra services or to make any special exertions for the purpose of the Company then subject to Section 197, 301, 188 of the Act read with Schedule V of the Act, the Board may remunerate such Directors either by a fixed sum or by a percentage of profit or otherwise and such remuneration may be either in addition to or in substitution for any other remuneration to which he may be entitled to.

Proceedings of the Board

- 396.
- i. The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.
 - ii. A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.
397. The quorum for meetings of Board/Committees shall be as provided in the Act or under the rules.
- 398.
- i. Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.
 - ii. In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.

399. The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the Company, but for no other purpose.
400. The participation of directors in a meeting of the Board/ Committees may be either in person or through video conferencing or audio visual means or teleconferencing, as may be prescribed by the Rules or permitted under law.
- 401.
- i. The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.
 - ii. If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be Chairperson of the meeting.

Delegation of Powers of Board to Committee

- 402.
- i. The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.
 - ii. Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.
- 403.
- i. A committee may elect a Chairperson of its meetings.
 - ii. If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.
- 404.
- i. A committee may meet and adjourn as it thinks fit.
 - ii. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.
405. All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.
406. Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.

Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer

407. Subject to the provisions of the Act,—
- i. A chief executive officer, manager, Company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, Company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;
 - ii. A director may be appointed as chief executive officer, manager, Company secretary or chief financial officer.
408. A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, Company secretary or chief financial officer shall not be satisfied by its being

done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, Company secretary or chief financial officer.

The Seal

- 409.
- i. The Board shall provide for the safe custody of the seal.
 - ii. The seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the Company is so affixed in their presence.

Dividends and Reserve

410. The Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.
411. Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the Company.
- 412.
- i. The Board may, before recommending any dividend, set aside out of the profits of the Company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the Company may be properly applied, including provision for meeting contingencies or for equalising dividends; and pending such application, may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Board may, from time to time, think fit.
 - ii. The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.
- 413.
- i. Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the Company, dividends may be declared and paid according to the amounts of the shares.
 - ii. No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.
 - iii. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.
414. The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company.
- 415.
- i. Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.
 - ii. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.
416. Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.
417. Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.
418. No dividend shall bear interest against the Company.

Provided however that no amount outstanding as unclaimed dividends shall be forfeited unless the claim becomes barred by law and that such forfeiture, when effected, will be annulled in appropriate cases;

419. Where a dividend has been declared by a Company but has not been paid or claimed within thirty days from the date of the declaration, the Company shall, within seven days from the date of expiry of the thirty days, transfer the total amount of dividend which remains unpaid or unclaimed to a special account to be opened by the Company in that behalf in any scheduled bank to be called the Unpaid Dividend Account as per provisions of section 124 and any other pertinent provisions in rules made thereof.
420. The Board may retain dividends payable upon shares in respect of which any person is, under the Transmission Clause hereinbefore contained, entitled to become a member, until such person shall become a member in respect of such shares.
421. Payment in any way whatsoever shall be made at the risk of the person entitled to the money paid or to be paid. The Company will not be responsible for a payment which is lost or delayed. The Company will be deemed to having made a payment and received a good discharge for it if a payment using any of the foregoing permissible means is made.

Accounts

- 422.
- i. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the Company, or any of them, shall be open to the inspection of members not being directors.
 - ii. No member (not being a director) shall have any right of inspecting any account or book or document of the Company except as conferred by law or authorised by the Board or by the Company in general meeting.

Inspection of Statutory Documents of the Company:

423. Minutes Books of General Meetings
- i. The books containing the minutes of the proceedings of any general meeting of the Company shall;
 - A. be kept at the registered office of the Company, and
 - B. be open, during the business hours to the inspection of any member without charge subject such reasonable restrictions as the Company may, in general meeting impose so however that not less than two hours in each day are allowed for inspection.

Provided however that any person willing to inspect the minutes books of General Meetings shall intimate to the Company his willingness atleast 15 days in advance.

- ii. Any member shall be entitled to be furnished, within seven days after he has made a request in that behalf of the Company, with a copy of any minutes referred to in Clause (a) above, on payment of ` 10/- (Ten Rupees only) for each page or part thereof.
424. Register of charges:
- i. The Company shall keep at its registered office a Register of charges and enter therein all charges and floating charges specifically affecting any property or assets of the Company or any of its undertakings giving in each case the details as prescribed under the provisions of the Act.
 - ii. The register of charges and instrument of charges, as per clause (i) above, shall be open for inspection during business hours—
 - c. by any member or creditor without any payment of fees; or
 - d. by any other person on payment of such fees as may be prescribed,

Provided however, that any person willing to inspect the register of charges shall intimate to the Company at least 15 days in advance, expressing his willingness to inspect the register of charges, on the desired date.

Audit

- 425.

- i. The first Auditor of the Company shall be appointed by the Board of Directors within one month from the date of registration of the Company and the Auditors so appointed shall hold office until the conclusion of the first Annual General Meeting.
- ii. Appointment of Auditors shall be governed by provisions of Companies Act 2013 and rules made there under.
- iii. The remuneration of the Auditor shall be fixed by the Company in the Annual General Meeting or in such manner as the Company in the Annual General Meeting may determine. In case of an Auditor appointed by the Board his remuneration shall be fixed by the Board
- iv. The Board of Director may fill any casual vacancy in the office of the auditor and where any such vacancy continues, the remaining auditor, if any may act, but where such vacancy is caused by the resignation of the auditors and vacancy shall be filled up by the Company in General Meeting.

Winding up

426. Subject to the provisions of Chapter XX of the Act and rules made thereunder—
- (i) If the Company shall be wound up, the liquidator may, with the sanction of a special resolution of the Company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the Company, whether they shall consist of property of the same kind or not.
 - (ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.
 - (iii) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

Indemnity

427. Every officer of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.

Secrecy

428. Every Director, Manager, Secretary, Trustee, Member or Debenture holder, Member of a Committee, Officer, Servant, Agent, Accountant or other person employed in or about the business of the Company shall, if so required by the Board before entering upon their duties sign a declaration pledging themselves to observe a strict secrecy respecting all transactions of the Company with its customers and the state of accounts with individuals and in matters which may come to their knowledge in the discharge of their duties except when required to do so by the Board or by any meeting or by a Court of Law and except so far as may be necessary in order to comply with any of the provisions in these presents.

SECTION X – OTHER INFORMATION**MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION**

The following contracts (not being contracts entered into in the ordinary course of business carried on by the Company or entered into more than two years before the date of this Draft Prospectus) which are or may be deemed material have been entered or to be entered into by the Company. These contracts, copies of which have been attached to the copy of this Draft Prospectus, delivered to the Registrar of Companies for registration and also the documents for inspection referred to hereunder, may be inspected at the Registered & Corporate office of the Company from 11.00 a.m. to 5.00 p.m. on working days from the date of this Prospectus until the Issue Closing Date.

A. Material Contracts for the Issue

1. Memorandum of Understanding dated July 09, 2014 between the Company and the Lead Manager.
2. Memorandum of Understanding dated January 27, 2014 between the Company and the Registrar to the Issue.
3. Escrow Agreement dated [●] between the Company, the LM, Escrow Collection Bank(s), Refund Bank and the Registrar to the Issue.
4. Underwriting Agreement dated July 09, 2014 between the Company, the LM and the Market Maker.
5. Market Making Agreement dated July 09, 2014 between the Company, the LM and the Market Maker.
6. Tripartite Agreement between the NSDL, the Company and the Registrar dated March 25, 2014.
7. Tripartite Agreement between the CDSL, the Company and the Registrar dated February 10, 2014..

B. Material Documents

1. Certified copies of the Memorandum and Articles of Association of the Company as amended.
2. Certificate of Incorporation dated December 04, 2001.
3. Certificate of Commencement of business date December 07, 2002
4. Board Resolutions and Shareholders Resolution dated June 02, 2014 and June 30, 2014 respectively authorising the Issue and other related matter. Peer Review Auditors' Report dated June 02, 2014 for Restated Financial Statements of our Company for the years ended March 31, 2014, 2013, 2012, 2011 and 2010.
5. Copies of Audited Financial Statements of our Company for the years ended March 31, 2014, 2013, 2012, 2011 & 2010.
6. Copy of the Statement of Possible Tax Benefits dated June 02, 2014.
7. Consents of Statutory Auditors, Peer Review Auditor, Bankers to the Company, Lead Manager, Market Maker, Underwriter, Registrar to the Issue, Escrow Collection Bank(s) and Refund Bank(s), Legal Advisor to the Issue, Promoters of our Company, Directors of the Company, Chief Financial Officer, Company Secretary and Compliance Officer, as referred to, in their respective capacities.
8. Approval dated [●] from the SME Platform of BSE.
9. Due Diligence Certificate issued by Lead Manager dated September 27, 2014 filed with BSE and Dated [●] to be submitted to SEBI along with the filing of the Prospectus.
10. Special Resolution dated August 30, 2014 for the detailed terms of appointment of Mr. Om Prakash Agarwal as Managing Director, Mr. Ashok Kumar Goyal as Chairman & Whole Time Director & Mr. Satish Kumar Goyal, as Whole Time Director.

DECLARATION

We hereby certify and declare that all relevant provisions of the Companies Act and the rules, regulations and guidelines issued by the Government of India or the regulations issued by the Securities and Exchange Board of India, as the case may be, have been complied with and no statement made in the Draft Prospectus is contrary to the provisions of the Companies Act the Securities and Exchange Board of India Act, 1992, each as amended or the rules made there under or guidelines / regulations issued, as the case may be. We further certify that all the statements in the Draft Prospectus are true and correct:

SIGNED BY THE DIRECTORS OF THE COMPANY:

Mr. Om Prakash Agarwal Managing Director DIN: 00095300	Sd/
Mr. Ashok Kumar Goyal Chairman & Whole Time Director DIN: 00095313	Sd/
Mr. Satish Kumar Goyal Whole Time Director DIN: 00095295	Sd/
Mrs. Astha Sharma Independent Director DIN: 01888937	Sd/
Mr. Rajesh Kumar Gupta Independent Director DIN: 01048355	Sd/
Mr. Amol Doneria Independent Director DIN:06897314	Sd/

SIGNED BY -

Mrs. Swapna Gupta Company Secretary & Compliance Officer	Sd/
Mr. Ashok Kumar Chief Financial Officer	Sd/

Place: Agra

Date: September 27, 2014