



ADVANCE SYNTEX LIMITED
Corporate Identity Number: - U17119GJ1990PLC014406

Our Company was incorporated as **Advance Syntex Private Limited** on September 21, 1990 under the provisions of Companies Act, 1956 with Registrar of Companies, Dadra & Nagar Haveli, Gujarat, vide registration no. 014406 (CIN: U17119GJ1990PTC014406). Pursuant to Shareholders Resolution passed at the Extra Ordinary General Meeting held on October 24, 2015, our Company was converted into a Public Limited Company and the name was changed to "Advance Syntex Limited" and a fresh Certificate of Incorporation dated November 23, 2015 was issued by the Registrar of Companies, Ahmedabad. For details of the changes in our Name and Registered Office, please see section titled "**History and Certain Corporate Matters**" on page 125 of this Prospectus.

Registered Office: 233/2 & 238/2 GIDC, POR Ramangamdi, Vadodara-391243, Gujarat, India.
Tel No: +91- 265- 2831850; **Fax No:** +91-265-2831848; **E-mail:** info@midasglitter.com ; **Website:** www.midasglitter.com
Contact Person: Ms. Lakshita Sabnani (Company Secretary & Compliance Officer)
PROMOTER OF OUR COMPANY: Mr. Bhavan Dharendra Vora



THE ISSUE	
<p>PUBLIC ISSUE OF 21,00,000 EQUITY SHARES OF FACE VALUE OF ₹ 10.00 EACH OF ADVANCE SYNTEX LIMITED ("OUR COMPANY" OR "THE ISSUER") FOR CASH AT A PRICE OF ₹ 12.00 PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹ 2.00 PER EQUITY SHARE) ("ISSUE PRICE") AGGREGATING TO ₹252.00 LAKHS ("THE ISSUE"), OF WHICH 1,20,000 EQUITY SHARES OF FACE VALUE OF ₹10.00 EACH FOR A CASH PRICE OF ₹ 12.00 PER EQUITY SHARE, AGGREGATING TO ₹14.40 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 19, 80,000 EQUITY SHARES OF FACE VALUE OF ₹10.00 EACH AT AN ISSUE PRICE OF ₹ 12.00 PER EQUITY SHARE AGGREGATING TO ₹ 237.60 LAKHS (IS HEREINAFTER REFERRED TO AS THE "NET ISSUE"). THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 26.53% and 25.02%, RESPECTIVELY OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY. FOR FURTHER DETAILS, PLEASE REFER TO SECTION TITLED "TERMS OF THE ISSUE" BEGINNING ON PAGE 234 OF THIS PROSPECTUS.</p>	
<p>THE FACE VALUE OF THE EQUITY SHARES IS ₹ 10.00 EACH AND THE ISSUE PRICE IS ₹12.00 EACH. THE ISSUE PRICE IS 1.2 TIMES OF THE FACE VALUE.</p>	
<p>THIS ISSUE IS BEING MADE IN TERMS OF CHAPTER XB OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009(THE "SEBI ICDR REGULATIONS"), 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, PLEASE REFER TO SECTION TITLED "ISSUE PROCEDURE" BEGINNING ON PAGE 242 OF THIS PROSPECTUS.</p>	
<p>All the investors applying in a public issue shall use only Application Supported by Blocked Amount (ASBA) facility for making payment providing details about the bank account which will be blocked by the Self Certified Syndicate Banks ("SCSBs") as per the SEBI circular CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015. For further details, please refer to section titled "Issue Procedure" beginning on page 242 of this Prospectus.</p>	
ELIGIBLE INVESTORS	
<p>For details in relation to Eligible Investors, please refer to section titled "Issue Procedure" beginning on page 242 of this Prospectus.</p>	
RISK IN RELATION TO THE FIRST ISSUE	
<p>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 ₹10.00 per equity share and the Issue Price is 1.2 times of the face value. The Issue Price (has been determined and justified by our Company in consultation with the Lead Manager as stated under the paragraph 'Basis for Issue Price' on page 80 of this 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.</p>	
GENERAL RISKS	
<p>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 Prospectus. Specific attention of the investors is invited to the section titled 'Risk Factors' beginning on page 14 of this Prospectus.</p>	
ISSUER'S ABSOLUTE RESPONSIBILITY	
<p>Our Company having made all reasonable inquiries, accepts responsibility for and confirms that this 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 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 Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.</p>	
LISTING	
<p>The Equity Shares offered through this Prospectus are proposed to be listed on the SME Platform of BSE Limited ("BSE"). 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 in-principle approval letter dated May 03, 2016 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.</p>	
LEAD MANAGER TO THE ISSUE	REGISTRAR TO THE ISSUE
 <p>Hem Securities Ltd.</p>	 <p>Sharex</p>
<p>HEM SECURITIES LIMITED 14/15, Khatau Bldg, 1st Floor, 40, Bank Street, Fort, Mumbai - 400001, Maharashtra, India Tel. No.: +91- 022- 22671543 Fax No.: +91- 022- 2262 5991 Website: www.hemonline.com Email: ib@hemonline.com Investor Grievance Email: redressal@hemonline.com Contact Person : Mr. Anil Bhargava SEBI Regn. No. INM000010981</p>	<p>SHAREX DYNAMIC (INDIA) PRIVATE LIMITED Unit - 1, Luthra Industrial Premises, Safed Pool, Andheri Kurla Road, Andheri (East), Mumbai - 400 072, Maharashtra, India. Tel. No.: +91 - 22 - 2851 5606 / 44 Fax No.: +91 - 22 - 2851 2885 Website: www.sharexindia.com Email: sharexindia@vsnl.com Investor Grievance Email: advance.ipo@sharexindia.in Contact Person: Mr. K. C. Ajitkumar SEBI Regn. No.: INR000002102</p>
ISSUE PROGRAMME	
ISSUE OPENS ON: THURSDAY, JUNE 30, 2016	ISSUE CLOSES ON: MONDAY, JULY 04, 2016

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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 meaning as assigned herewith. References to any legislation, Act, statutes, rules, regulations, guidelines and policies will be deemed to include all amendments and modifications notified thereto.

Conventional /General Terms

Term	Description
“Advance Syntex Limited”, “Advance”, “ASL”, “We” or “us” or “The Company” or “the Issuer”, “Issuer Company”	Unless the context otherwise requires, refers to Advance Syntex Limited (Formerly known as Advance Syntex Private Limited) a Company incorporated under the Companies Act 1956, vide a Certificate of incorporation dated September 21, 1990 issued by the Registrar of Companies, Gujarat, Dadra and Nagar Haveli as Advance Syntex Private Limited.
AOA / Articles / Articles of Association	The Articles of Association of Advance Syntex Limited (formerly known as Advance Syntex Private Limited) as amended from time to time.
Auditors/ Statutory Auditors	The Statutory Auditors of Advance Syntex Limited being M/s C.J. Patel & Co., Chartered Accountants.
Audit Committee	The Audit Committee of our Company is constituted in accordance with Section 177 of the Companies Act, 2013 and Regulation 18 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “ SEBI Listing Regulations 2015 ”)
Banker to our Company	Such banks which are disclosed as Bankers to our Company in the chapter titled— “ General Information ” beginning on page 41 of the Prospectus.
Board/Board of Directors / the Board / our Board	The director(s) on our Board, unless otherwise specified. For further details of our Directors, please refer to section titled “ Our Management ” beginning on page 130 of this Prospectus.
CFO	Chief Financial Officer of our Company, unless otherwise specified
CIN	Corporate Identification Number
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. Lakshita Sabnani
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	The Director(s) of Advance Syntex Limited, unless otherwise specified.
Equity Shares	Equity Shares of the Company of Face Value of ₹ 10/- each unless otherwise specified in the context thereof.
Equity Shareholders	Persons/ Entities holding Equity Shares of our Company
General Information Document (GID)	The General Information Document for investing in Public Issues prepared and issued in accordance with SEBI circular CIR/CFD/DIL/12/2013 dated October 23, 2013 read with SEBI Circular dated November 10, 2015 and bearing Reference No. CIR/CFD/POLICYCELL/11/2015.
GIR Number	General Index Registry Number.
Group Companies	The word “Group Companies”, wherever they occur, shall include such companies as covered under the applicable accounting standards and also other companies as considered material by the Board of the Issuer in its materiality policy and as disclosed in “ Our Group Companies ” on page 149 of this Prospectus
HUF	Hindu Undivided Family
ISIN	International Securities Identification Number. In this case being INE184U01012
IT Act	The Income Tax Act, 1961 as amended till date
Indian GAAP	Generally Accepted Accounting Principles in India.
Key Management Personnel /KMP	Key management personnel of our Company in terms of the (Issue of Capital and Disclosure Requirements) Regulations, 2009 and the Companies Act, 2013. For details, see section titled “ Our Management ” on page 130 of this Prospectus.
Materiality Policy	The policy on identification of Group Companies, material creditors and material litigation, adopted by our Board on March 12, 2016, in accordance with the requirements of the SEBI



	(ICDR) Regulations, 2009
MOA / Memorandum of Association	Memorandum of Association of Advance Syntex Limited (formerly known as Advance Syntex Private Limited) as amended from time to time
Non Residents	A person resident outside India, as defined under FEMA Regulations, 2000
NRI's / Non-Resident Indians	A person resident outside India, as defined under FEMA Regulations, 2000 and who is a citizen of 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 being M/s V.J. Amin & Co., Chartered Accountants.
Person or Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, Company, partnership, limited liability Company, 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.
Promoter	Promoter of our company i.e. Mr. Bhavan Dharendra Vora. For further details, please refer to section titled " Our Promoter and Promoter Group " beginning on page 145 of this Prospectus.
Promoter Group	Includes such persons and entities constituting our promoter group covered under regulation 2(1) (zb) of the SEBI ICDR Regulations and disclosed in Section titled " Our Promoter and Promoter Group " beginning on page 145 of this Prospectus.
RBI Act	The Reserve Bank of India Act, 1934 as amended from time to time.
Restated Financial Information	The restated audited financial information of the Company, which comprises of the restated audited balance sheet, the restated audited profit and loss information and restated audited cash flow information, as at and for the years ended March 31, 2011, 2012, 2013, 2014, 2015 and as at and for the 9 month period ended December 31, 2015, together with the annexures and notes thereto
Registered Office of our Company	The Registered Office of our Company situated at 233/2 & 238/2, GIDC, POR Ramangamdi, Vadodara, Gujarat – 391243, India
Reserve Bank of India / RBI	Reserve Bank of India constituted under the RBI Act.
ROC/Registrar of Companies	Registrar of Companies, Ahmedabad, Gujarat.
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, 2009	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 issued by SEBI on August 26, 2009, as amended time to time, including instructions and clarifications issued by SEBI from time to time.
SEBI Takeovers Regulations or SEBI (SAST) Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time.
SEBI (Venture Capital) Regulations	Securities Exchange Board of India (Venture Capital Funds) Regulations, 1996 as amended from time to time.
SEBI Listing Regulations, 2015/SEBI Listing Regulations/Listing Regulations/SEBI (LODR)	The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, including instructions and clarifications issued by SEBI from time to time.
SEBI Insider Trading Regulations	Securities Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended, including instructions and clarifications issued by SEBI 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 corporate or foreign individuals.
“you”, “your” or “yours”	Prospective investors in this Issue

ISSUE RELATED TERMS

Terms	Description
Acknowledgement Slip	The slip or document issued by the Designated Intermediary to an Applicant as proof of registration of the Application
Allot/Allotted/ Allotment of Equity Shares	Unless the context otherwise requires, the issue and allotment of Equity Shares, pursuant to the Issue to the successful applicants.
Allotment Advice	Note or advice or intimation of Allotment sent to the Applicants who have been allotted Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchanges
Allottee (s)	The successful applicant to whom the Equity Shares are being / have been issued/ allotted.



Terms	Description
Applicant/Investor	Any prospective investor who makes an application for Equity Shares in terms of this Prospectus and the Application form.
Application	An Indication to make an offer during the Issue Period by an Applicant pursuant to submission of an Application form, to subscribe for or purchase our Equity Shares at Issue Price, including all revisions and modifications thereto, to the extent permissible under the SEBI ICDR Regulations.
Application Amount	The number of Equity Shares applied for and as indicated in the Application Form multiplied by the price per Equity Share payable by the Applicants on submission of the Application Form.
Application Form	The form, whether physical or electronic, used by an Applicant to make an application, which will be considered as the application for Allotment for purposes of this Prospectus.
Application Supported by Block Amount (ASBA)	An application, whether physical or electronic, used by all Applicants to make an Application authorizing an SCSB to block the application amount in the ASBA Account maintained with such SCSB. <i>Pursuant to SEBI Circular dated November 10, 2015 and bearing Reference No. CIR/CFD/POLICYCELL/11/2015 which shall be applicable for all public issues opening on or after January 01, 2016, all the investors shall apply through ASBA process.</i>
ASBA Account	Account maintained by an ASBA Applicant/Investor with an SCSB which will be blocked by such SCSB to the extent of the appropriate Application Amount of the ASBA Applicant/Investor and as defined in the Application Form.
Banker to the Company	Such bank(s) which are disclosed as Bankers to our Company in the chapter titled “ General Information ” on page 41 of this Prospectus.
Bankers to the Issue	Banks which are clearing members and registered with SEBI as Bankers to an Issue and with whom the Public Issue Account will be opened, in this case being Indusind Bank Limited
Banker to the Issue Agreement	Banker to the Issue Agreement dated June 07, 2016 entered between our Company, Lead Manager, Banker to the Issue and Registrar to the Issue.
Basis of Allotment	The basis on which the Equity Shares will be allotted to successful Applicants under the Issue and which is described in the chapter titled “ Issue Procedure- Basis of Allotment ” on page 271 of this Prospectus.
Broker Centres	Broker centres notified by the Stock Exchanges, where the Applicants can submit the Application Forms to a Registered Broker. The details of such broker centres, along with the names and contact details of the Registered Brokers, are available on the website of the BSE on the following link:- http://www.bseindia.com/Markets/PublicIssues/brokercentres_new.aspx?expandable=3
BSE	BSE Limited (the Designated Stock Exchange).
CAN or Confirmation of Allocation Note	The note or advice or intimation sent to each successful Applicant indicating the Equity Shares which will be Allotted, after approval of Basis of Allotment by the Designated Stock Exchange.
Client ID	Client Identification Number maintained with one of the Depositories in relation to demat account.
Collecting Depository Participant or CDP	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Applications at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Controlling Branches of the SCSBs	Such branches of the SCSBs which co-ordinate Applications under this Issue made by the ASBA Applicants with the Merchant Bankers, the Registrar to the Issue and the Stock Exchanges, a list of which is provided on 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.
Designated Intermediaries /Collecting Agent	Syndicate Members, Sub-Syndicate/Agents, SCSBs, Registered Brokers, Brokers, the CDPs and RTAs, who are authorized to collect Application Forms from the Applicants, in relation to the Issue
Depository / Depositories	A depository registered with SEBI under the SEBI (Depositories and Participant) Regulations, 1996 as amended from time to time, being NSDL and CDSL.
Depository Participant / DP	A Depository Participant as defined under the Depositories Act, 1996.
Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Application Form from the ASBA Applicant and a list of which is available on the website of SEBI at http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/ Recognised-Intermediaries or at such other website as may be prescribed by SEBI from time to time
Designated CDP Locations	Such locations of the CDPs where Applicant can submit the Application Forms to Collecting



Terms	Description
	<p>Depository Participants.</p> <p>The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Application Forms are available on the websites of the Stock Exchange i.e. www.bseindia.com</p>
Designated RTA Locations	<p>Such locations of the RTAs where Applicant can submit the Application Forms to RTAs.</p> <p>The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept Application Forms are available on the websites of the Stock Exchange i.e. www.bseindia.com</p>
Designated Date	The date on which the SCSBs shall transfer the funds from ASBA accounts into the Public Issue Account or Refund Account as appropriate after the Prospectus is filed with the RoC, following which the Board of Directors shall allot Equity Shares to successful Applicants in the Issue
Designated Market Maker	Hem Securities Limited
Designated Stock Exchange	SME Platform of BSE Limited
DP ID	Depository Participant's Identity.
Draft Prospectus	Draft Prospectus dated March 18, 2016 issued in accordance with Section 32 of the Companies Act, 2013 and filed with the BSE Limited under SEBI (ICDR) Regulations
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 Prospectus will constitute an invitation to subscribe for the Equity Shares.
Equity Share(s)	Equity shares of our Company having face value of Rs.10/- each unless otherwise specified in the context thereof.
Electronic Transfer of Funds	Refunds through ECS, NEFT, Direct Credit or RTGS as applicable.
FII/ Foreign Institutional Investor	Foreign Institutional Investor (as defined under SEBI (Foreign Institutional Investors) Regulations, 1995, as amended) registered with SEBI under applicable laws in India
First/Sole Applicant	The Applicant whose name appears first in the Application Form or Revision Form.
Foreign Venture Capital Investors/FVCI	Foreign Venture Capital Investors registered with SEBI under the SEBI (Foreign Venture Capital Investors) Regulations, 2000.
FPI / Foreign Portfolio Investor	A Foreign Portfolio Investor who has been registered pursuant to the Securities And Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, provided that any FII or QFI who holds a valid certificate of registration shall be deemed to be a foreign portfolio investor till the expiry of the block of three years for which fees have been paid as per the SEBI (Foreign Institutional Investors) Regulations, 1995, as amended
HSL	Hem Securities Limited.
IPO	Initial Public Offering.
Issue/Public Issue/Issue size/Initial Public Offer/Initial Public Offering/ IPO	The Public Issue of 21,00,000 (Twenty one Lakhs) Equity Shares of Rs. 10/- each at an issue price of Rs. 12/- per share (including a premium of Rs. 2/- per share aggregating to Rupee 252.00 Lakhs only)
Issue Closing Date	July 04, 2016
Issue Opening Date	June 30, 2016
Issue Period	The period between the Issue Opening Date and the Issue Closing Date inclusive of both days and during which prospective Applicants can submit their Applications.
Issue Price	The Price at which the Equity Shares are being issued by our Company under this Prospectus being Rs. 12/- per equity share
Issue Proceeds	Proceeds to be raised by our Company through this Issue, for further details please refer chapter titled " Objects of the Issue " at page no. 75 of the Prospectus
LM/Lead Manager	Lead Manager to the Issue, in this case being Hem Securities Limited (HSL).
Listing Agreement	The Uniform Equity Listing Agreement to be signed between our company and BSE Limited
Listing Regulations / SEBI Listing Regulations/ SEBI (LODR) Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015



Terms	Description
Market Maker	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 who has agreed to receive or deliver the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for any other period as may be notified by SEBI from time to time.
Market Making Agreement	The Market Making Agreement dated January 25, 2016 between our company and Market Maker(HSL)
Market Maker Reservation Portion	The reserved portion of 1, 20,000 Equity Shares of Rs. 10 each fully paid up for cash at an Issue price of Rs. 12/- each aggregating to Rs. 14.40 Lakhs to be subscribed by Market Maker in this issue.
MOU/ Issue Agreement	The Memorandum of Understanding dated January 25, 2016 between our company and Lead Manager
Mutual Funds	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended from time to time
Net Issue	The Issue (excluding the Market Maker Reservation Portion) of 19,80,000 Equity Shares of Rs. 10 each at a price of Rs. 12 per Equity Share (the " Issue Price "), including a share premium of Rs. 2 per Equity Share aggregating to Rs. 237.60 Lakhs.
Net Proceeds	The Issue Proceeds received from the fresh Issue excluding Issue related expenses. For further information on the use of Issue Proceeds and Issue expenses, please refer to the section titled " Objects of the Issue " beginning on page 75 of this Prospectus.
NIF/National Investment Fund	National Investment Fund set up by resolution F.NO. 2/3/2005-DD-II dated November 23, 2005 of Government of India published in the Gazette of India
Non-Resident	A person resident outside India, who is a citizen of India or a person of Indian origin, as defined under FEMA
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 Rs. 2,00,000/-
Other Investor	Investor other than Retails 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.
Prospectus	The Prospectus to be filed with the ROC, in accordance with the provisions of Section 32 of the Companies Act, 2013.
Public Issue Account	The Bank Account opened with the Banker(s) to this Issue Indusind Bank Limited under section 40 of the Companies Act, 2013 to receive monies from the SCSBs from the bank accounts of the ASBA Applicants on the Designated Date.
Qualified Foreign Investor/ QFIs	Non-resident investors other than SEBI registered FIIs or sub-account or SEBI registered FVCIs who meet 'know your client' requirements prescribed by SEBI.
Qualified Institutional Buyers / QIBs as defined under regulation 2 (1) (zd) of the SEBI ICDR Regulations.	A Mutual Fund, Venture Capital Fund and Foreign Venture Capital Investor registered with the Board, a foreign institutional investor and sub-account (other than a sub-account which is a foreign corporate or foreign individual), registered with the Board; FPI other than Category III FPI registered with SEBI; a public financial institution as defined in Section 2(72) of the Companies Act, 2013; a scheduled commercial bank; a multilateral and bilateral development financial institution; a state industrial development corporation; an insurance company registered with the Insurance Regulatory and Development Authority; a provident fund with minimum corpus of ` 25.00 Crore; a pension fund with minimum corpus of Rs. 25.00 Crore rupees; 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.
Registrar and Share Transfer Agents /Registrar/ Registrar to the Issue/RTA/RTI/	Registrar and share transfer agents registered with SEBI and eligible to procure Applications at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI. Registrar to the Issue being Sharex Dynamic (India) Pvt. Ltd.
Regulations	SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended from time to time.
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 Rs. 2,00,000.



Terms	Description
Registered Broker	Individuals or companies registered with SEBI as “Trading Members” (except Syndicate/Sub-Syndicate Members) who hold valid membership of either BSE or NSE having right to trade in stocks listed on Stock Exchanges, through which investors can buy or sell securities listed on stock exchanges, a list of which is available on http://www.bseindia.com/members/MembershipDirectory.aspx & http://www.nseindia.com/membership/dynaContent/find a broker.htm
Reserved Category/Categories	Categories of persons eligible for making application under reservation portion.
Reservation Portion	The portion of the Issue reserved for category of eligible Applicants as provided under the SEBI (ICDR) Regulations, 2009
Revision Form	The form used by the Applicants to modify the quantity of Equity Shares in any of their Application Forms or any previous Revision Form(s)
SEBI SAST / SEBI (SAST) Regulations	SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as amended
Specified Cities	Cities as specified in the SEBI Circular No. CIR/CFD/DIL/1/2011 dated April 29, 2011, namely, Ahmedabad, Bangalore, Baroda (Vadodara), Chennai, Delhi, Hyderabad, Jaipur, Kolkata, Mumbai, Pune, Rajkot and Surat
SME Exchange	The SME Platform of BSE Limited
SME Platform	The SME Platform of BSE for listing equity shares offered under Chapter X-B of the SEBI ICDR Regulations which was approved by SEBI as an SME Exchange on September 27, 2011
Stock Exchange	BSE Limited (SME Platform)
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
SEBI(PFUTP) Regulations/PFUTP Regulations	SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Markets) Regulations, 2003
Transaction Registration Slip/ TRS	The slip or document issued by the member(s) of the Syndicate to the Applicant as proof of registration of the Application.
Underwriters	The Lead Manager who has 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 this case being Hem Securities Limited.
Underwriting Agreement	The Agreement dated January 25, 2016 entered between the Underwriter (HSL) and our Company.
U.S. Securities Act	U.S. Securities Act of 1933, as amended
Venture Capital Fund	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
Working Day	Any day, other than 2 nd and 4 th Saturday of the month, Sundays or public holidays, on which commercial banks in India are open for business, provided however, for the purpose of the time period between the Issue opening and Issue closing date and listing of the Equity Shares on the Stock Exchanges, “Working Days” shall mean all days, excluding Saturdays, Sundays and public holidays, which are working days for commercial banks in India

COMPANY AND INDUSTRY RELATED TERMS

Technical and Industry Related Terms

Terms	Description
ASEAN	Association of South East Asian Nations
BEA	Bureau of Economic Analysis
BoPET	Biaxially-oriented polyethylene terephthalate
CPI	Consumer Price Index
DG	Diesel Generator
DG Set	Diesel Genset
DMT	Dimethyl Terephthalate
FIFO	First In First Out Method
GIDC	Gujarat Industrial Development Corporation
IBEF	India Brand Equity Foundation
IIP	Index of Industrial Production

Ktpa	1,000 Tonnes per Annum
KVA	Kilo Volt Ampere
KW	Kilo Watt
KWh	Kilowatt Hour
LPG	Liquefied Petroleum Gas
MMF	Man Made Fibers
MT	Metric tones
Mtrs	Meters
MW	Megawatt
OECD	Organization for Economic Co-operation and Development
OEM	Original Equipment Manufacturers
Pcs	Pieces
PET	Polyethylene Terephthalate
PIAI	Packaging Industry Association of India
PLEXCONCIL	Plastics Export Promotion Council
POY	Partially Oriented Yarn
PVC	Polyvinyl Chloride
Sq. Mtrs.	Square Meters
Ton / Tons	Tonne(s)
tpa	Tonnes per Annum
tpm	Tonnes per Month
TUFS	Technology Upgradation Fund Scheme

ABBREVIATIONS

Abbreviation	Full Form
AS / Accounting Standard	Accounting Standards as issued by the Institute of Chartered Accountants of India
A/c	Account
ACS	Associate Company Secretary
AGM	Annual General Meeting
ASBA	Applications Supported by Blocked Amount
AMT	Amount
AIF	Alternative Investment Funds registered under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as amended.
AY, A.Y.	Assessment Year
AOA	Articles of Association
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	Bombay Stock Exchange Limited
BIFR	Board for Industrial and Financial Reconstruction
Bn/bn	Billion
CAGR	Compounded Annual Growth Rate
CAN	Confirmation of Allocation Note
CA	Chartered Accountant
CB	Controlling Branch
CC	Cash Credit
CDSL	Central Depository Services (India) Limited
CIN	Corporate Identification Number
CIT	Commissioner of Income Tax
CS	Company Secretary
CS. & CO	Company Secretary & Compliance Officer
CFO	Chief Financial Officer

Abbreviation	Full Form
CST	Central Sales Tax
CWA/ICWA	Cost and Works Accountant
DIN	Director Identification Number
DIPP	Department of Industrial Policy and Promotion, Ministry of Commerce, Government of India
DP ID	Depository Participant's Identification Number
EBITDA	Earnings Before Interest Tax Depreciation & Amortisation
ECS	Electronic Clearing System
EPS	Earnings Per Share
ESIC	Employees State Insurance Corporation
EGM /EOGM	Extraordinary General Meeting
ESOP	Employee Stock Option Plan
EXIM/ EXIM Policy	Export – Import Policy
FIPB	Foreign Investment Promotion Board
FOMC	Federal Open Market Committee
FY / F.Y./ 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
FCNR Account	Foreign Currency Non Resident Account
FBT	Fringe Benefit Tax
FDI	Foreign Direct Investment
FIs	Financial Institutions
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.
FV	Face Value
GoI/Government	Government of India
GDP	Gross Domestic Product
HUF	Hindu Undivided Family
ICAI	The Institute of Chartered Accountants of India
IMF	International Monetary Fund
INR	Indian National Rupee
IPO	Initial Public Offer
ICSI	The Institute of Company Secretaries of India
IFRS	International Financial Reporting Standards
HNI	High Net Worth Individual
INR / ₹/ Rs./Rupees	Indian Rupees, the legal currency of the Republic of India
I.T. Act	Income Tax Act, 1961, as amended from time to time
IT Authorities	Income Tax Authorities
IT Rules	Income Tax Rules, 1962, as amended, except as stated otherwise
IRDA	Insurance Regulatory and Development Authority
KMP	Key Managerial Personnel
LM	Lead Manager
Ltd.	Limited
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
Mn	Million

Abbreviation	Full Form
MCA	Ministry of Corporate Affairs
MD	Managing Director
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
MAPIN	Market Participant and Investor Database
NA or N/a	Not Applicable
Networth	The aggregate of paid up Share Capital and Share Premium account and Reserves and Surplus(Excluding revaluation reserves) as reduced by aggregate of Miscellaneous Expenditure(to the extent not written off) and debit balance of Profit & Loss Account
NEFT	National Electronic Fund Transfer
NECS	National Electronic Clearing System
NAV	Net Asset Value
NPV	Net Present Value
NSE	National Stock Exchange of India Limited
NTA	Net Tangible Assets
NPV	Net Present Value
NRIs	Non Resident Indians
NRE Account	Non Resident External Account
NRO Account	Non Resident Ordinary Account
NOC	No Objection Certificate
NSDL	National Securities Depository Limited
OCB	Overseas Corporate Bodies
ONS	Office for National Statistics
P.A./ p.a.	Per Annum
PF	Provident Fund
PG	Post Graduate
PAC	Persons Acting in Concert
P/E Ratio	Price/Earnings Ratio
PAN	Permanent Account Number
PAT	Profit After Tax
PBT	Profit Before Tax
PIO	Persons of Indian Origin
PLR	Prime Lending Rate
PLI	Postal Life Insurance
POA	Power of Attorney
PSU	Public Sector Undertaking(s)
Pvt.	Private
RBI	The Reserve Bank of India
Registration Act	Registration Act, 1908
ROE	Return on Equity
R&D	Research & Development
RONW	Return on Net Worth
RTGS	Real Time Gross Settlement
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended from time to time
SME	Small and Medium Enterprises
SCRA	Securities Contract (Regulation) Act, 1956, as amended from time to time
STT	Securities Transaction Tax
Sec.	Section
TAN	Tax Deduction Account Number
TRS	Transaction Registration Slip
TIN	Taxpayers Identification Number
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	Venture Capital Funds (as defined under the Securities and Exchange Board of India (Venture Capital



Abbreviation	Full Form
Capital Fund	Funds) Regulations, 1996) registered with SEBI under applicable laws in India.
WDV	Written Down Value
WTD	Whole Time Director
w.e.f.	With effect from

The words and expressions used but not defined in this Prospectus will have the same meaning as assigned to such terms under the Companies Act 1956, as superseded and substituted by notified provisions of the Companies Act 2013 (the “Companies Act”), the Securities and Exchange Board of India Act, 1992 (the “SEBI Act”), the SCRA, the Depositories Act and the rules and regulations made thereunder.

Notwithstanding the following:-

- (i) In the section titled “**Main Provision of the Articles of Association**” beginning on page 281 of the Prospectus, defined terms shall have the meaning given to such terms in that section.
- (ii) In the Section titled “**Financial Information of the Company**” beginning on page 153 of the Prospectus, defined terms shall have the meaning given to such terms in that section.
- (iii) In the Chapter titled- “**Statement of Tax Benefits**” beginning on Page 83 of Prospectus, defined terms shall have the same meaning given to such terms in that chapter.



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

Certain Conventions

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

In this Prospectus, the terms “we”, “us”, “our”, the “Company”, “our Company”, “Advance Syntex Limited”, “ASL”, and “Advance”, unless the context otherwise indicates or implies, refers to Advance Syntex Limited (Formerly known as Advance Syntex Private Limited). In this 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 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 this Prospectus is derived from our restated financial statements prepared for the financial year ended 2011, 2012, 2013, 2014, 2015 and stub period ended December 31, 2015. Our restated and financial statements are based on our audited financial statements respectively prepared in accordance with Indian GAAP, Accounting Standards and other applicable provisions of the Companies Act, and are restated in accordance with SEBI (ICDR) Regulations, 2009, as amended. Our fiscal year commences on April 1 of every year and ends on March 31st of every next year, so all references to a particular fiscal/financial year are to be twelve-month (12) period ended March 31 of that year. Our Company does not have subsidiary. Accordingly, financial information relating to us is presented on a standalone basis. In the Prospectus, any discrepancies in any table between the total and sums of the amounts listed are due to rounding off.

There are significant differences between Indian GAAP, the International Financial Reporting Standards (“IFRS”) and the Generally Accepted Accounting Principles in the United States of America (“U.S. GAAP”). Accordingly, the degree to which the Indian GAAP financial statements included in this 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 this 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 this Prospectus, see the section titled *Definitions and Abbreviations* on page 1 of this Prospectus. In the section titled “*Main Provisions of Articles of Association*”, beginning on page no 281 of this 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 this 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 this 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. Further, the extent to which the industry and market data presented in the Prospectus is meaningful depends on the reader’s familiarity with and understanding of the methodologies used in compiling such data. 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 80 of this 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 “INR” or “₹” or “Rs.” are to Indian Rupees, the official currency of the Republic of India. Throughout this Prospectus, all figures have been expressed in thousands, Lakhs/Lacs, Million and Crores. The word “Lakhs/Lacs” or “Lakh/Lac”



means “One hundred thousand”, “Million” means “Ten Lakhs” and “Crores” means “Ten Million”.

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 14, 99 & 194 of this Prospectus, unless otherwise indicated, have been calculated based on our restated respectively financial statement prepared in accordance with Indian GAAP.

This 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, 2009, as amended. 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 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”. Also, statements which describe our strategies, objectives, plans or goals are also forward looking statements.

All forward looking statements involve known and unknown risks and 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. Forward-looking statements reflect our current views with respect to future events and are not a guarantee of future performance. These statements are based on our management’s beliefs and assumptions, which in turn are based on currently available information. Although we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect.

Important factors that could cause actual results to differ materially from our expectations include but are not limited to the following:

1. Disruption in our manufacturing facilities.
2. General economic and business conditions in the markets in which we operate and in the local, regional and national economies;
3. Changes in laws and regulations relating to the industries in which we operate;
4. Exchange rate fluctuations;
5. Loss of one or more significant customers
6. Disruption in supply of Raw Materials.
7. Increased in prices of Raw Material
8. Occurrence of Environmental Problems & Uninsured Losses.
9. Increased competition in industries/sector in which we operate
10. Our ability to successfully implement our growth strategy and expansion plans;
11. Our ability to meet our capital expenditure requirements;
12. Fluctuations in operating costs;
13. Our ability to attract and retain qualified personnel;
14. Changes in technology;
15. 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;
16. Occurrence of natural disasters or calamities affecting the areas in which we have operations;
17. Conflicts of interest with affiliated companies, the promoter group and other related parties; and
18. The performance of the financial markets in India and globally; and
19. Any adverse outcome in the legal proceedings in which we are involved.

For further discussion of factors that could cause our actual results to differ, see the Section titled "**Risk Factors**", "**Our Business**" & "**Management's Discussion and Analysis of Financial Condition and Results of Operations**" beginning on page 14, 99 & 194 respectively of this 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, our Directors, our Officers, Lead Manager and Underwriter 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 risk. Prospective investors should carefully consider all the information in the Prospectus, particularly the “**Financial Statements of our Company**” and the related notes, “**Our Business**” and “**Management’s Discussion and Analysis of Financial Condition and Results of Operations**” on page 153, 99, and 194 respectively of this 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.

This 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 this Prospectus. The financial and other related implications of risks concerned, wherever quantifiable, have been disclosed in the risk factors 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.

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.

Note:

The risk factors as envisaged by the management along with the proposals to address the risk if any. Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify the financial implication of any of the risks described in this section.

In this Prospectus, any discrepancies in any table between total and the sums of the amount listed are due to rounding off. Any percentage amounts, as set forth in “**Risk Factors**” on page 14 and “**Management Discussion and Analysis of Financial Condition and Results of Operations**” on page 194 of this Prospectus unless otherwise indicated, has been calculated on the basis of the amount disclosed in the “**Audited Financial Statements, as restated**” prepared in accordance with the Indian Accounting Standards.

INTERNAL RISK FACTORS

1. **Our Company is involved in a number of legal proceedings which are pending at different stages before the Judicial / Statutory authorities. Any rulings by such authorities against our Company may have an adverse material impact on our operations and financial condition.**

Our Company is involved in a number of legal proceedings. These proceedings are pending at different levels of adjudication before various enquiry officers, courts, tribunals and appellate authorities etc. A brief detail of such outstanding litigations as on the date of this Prospectus are as follows:

Litigation involving our Company:-

A. Cases filed against our Company

<i>Nature of Cases</i>	<i>No of Outstanding Cases</i>	<i>Amount involved (In ₹Lacs)</i>
Notice Under Tax (Direct Tax)	1	Unascertainable
TDS Defaults	1	3.09
Tax Liability (Direct Tax)	1	1.37
Notice Under Tax (Indirect Tax)	1	Unascertainable
Tax Liability (Indirect Tax)	4	44.28



B. Cases filed by Our Company

Nature of Cases	No of Outstanding Cases	Amount involved (In ₹Lacs)
Criminal Law	2	2.39
Civil Law	1	5.87 (alongwith interest)

Note: All amounts mentioned above are approximate.

We cannot provide any assurance that these matters will be decided in favour of the above mentioned entities or persons. Further, there is no assurance that similar proceedings will not be initiated against the above mentioned entities or persons in the future.

For details kindly refer chapter titled “*Outstanding Litigation and Material Developments*” at page no. 207 of Prospectus

2. We require certain approvals, licenses, registrations and permits to operate our business, and failure to obtain or renew them in a timely manner or maintain the statutory and regulatory permits and approvals required to operate our business may adversely affect our operations and financial conditions.

We require certain statutory and regulatory permits, licenses and approvals to operate our business. Though we believe that we have obtained those permits and licenses which are adequate to run our business, we cannot assure that there is no other statutory/regulatory requirement which we are required to comply with. Further, some of these approvals are granted for fixed periods of time and need renewal from time to time. We are required to renew such permits, licenses and approvals. There can be no assurance that the relevant authorities will issue any of such permits or approvals in time or at all. Failure by us to renew, maintain or obtain the required permits or approvals in time may result in the interruption of our operations and may have a material adverse effect on our business.

Our Company has made applications to regulatory authorities for grant of the following Government / statutory approvals and licenses but the same has not been issued to us till date:-

Sr. No.	Nature of Registration / License	Date of Application	Issuing Authority	Purpose/ Plants/offices for which said licenses is applied for
1	Registration under Bombay Shops and Establishments Act	November 26, 2015	Brihanmumbai Mahanagar Palika, Shop & Establishment	Branch office situated at 6, Priti Building, Nutan Prashant Co-operative Housing Society, S.N. Road, Tambe Nagar, Mulund(West), Mumbai – 400-080 Maharashtra
2	Addition of place of business under Gujarat Commercial Sales Tax (VAT)	September 14, 2015	Commercial Tax Officer, Vadodara	Factory situated at 104, POR Ramangamdi, Maneja POR, Vadodara-391243, Gujarat
3	Factory Licence	November 30, 2015	Joint Director, Industrial Safety and Health, Baroda	104, POR Ramangamdi, Vadodara-391243, Gujarat

Note: The Company has made applications for various licenses and approvals to requisite authorities, as more specifically provided in the aforesaid table. In respect of the same, the Company has made several attempts to follow-up on the pending licenses with the concerned issuing authorities. Accordingly the grant of such approvals is in various stages of processing.

If we fail to obtain any of the aforesaid licenses, approvals or permissions, our ability to carry on business may be affected and our Company and our officials may be subject to fines and penalties under the relevant laws. Consequently, our turnover and profitability may be adversely affected.

Also, our Company is in the process of making application for change in name on our permits, licenses and approvals upon conversion of our Company from private limited to public limited Company. For details regarding approvals, please refer to section titled “*Government and Other Approvals*” beginning on page 214 of the Prospectus.

3. Our Company has allotted Equity Shares during the preceding one year from the date of the Prospectus which is lower than the Issue Price.

In the 12 months prior to the date of filing of Prospectus, our Company has allotted 19,38,220 Equity Shares as bonus in the ratio of 1:2 to our existing Equity Shareholders vide Shareholders’ Special Resolution passed in Extra Ordinary General Meeting of the Company held on October 12, 2015, by capitalization of free reserves.

For Further details of equity shares issued by our Company, please refer to the chapter titled “*Capital Structure*” beginning on page 48 of the Prospectus.



4. *Our Contingent Liability could affect our financial condition.*

As on December 31st, 2015, we had contingent liabilities of around Rs.47.01 Lacs which have not been provided in our financial statements and which if materialize could have financial implication on the Company. Our contingent liabilities as on December 31st, 2015 are as follows:

<i>Particulars</i>	<i>Amount (in Rs.)</i>
Contingent liabilities in respect of:	
Other moneys for which the company is contingently liable- :	
VAT Demand (A.Y. 2010-11)	588,725
CST Demand (A.Y. 2010-11)	359,779
VAT Demand (A.Y. 2011-12)	562,575
CST Demand (A.Y. 2011-12)	3,053,188
Income Tax Demand (A.Y. 2011-12)	137,090
Total	4,701,357

For further details, please see the section titled “*Outstanding Litigation and Material Developments*” on page 207 and Annexure U forming part of the Chapter titled “*Financial Information of the Company*” on page 153 of this Prospectus.

5. *Our Company has not filed certain Annual Returns appropriately in the past with respect to shareholding records.*

Our Company has not filed certain Annual Returns for the financial year 2010-11, 2011-12, 2012-13 and 2013-14 appropriately with respect to transfer details during the year. Though our Company has appropriately maintained our Register of Members, Transfer Deeds and issued share certificates appropriately, inappropriate disclosures, as aforesaid, may in the future render us liable to statutory penalties.

6. *Any penalty or action taken by any regulatory authorities in future for non-compliance with provisions of corporate and other law could impact the financial position of the Company to that extent.*

Our Company has not complied with certain statutory provisions under the Companies Act 1956 /2013, for instance Our Company has altered its Articles of Association for Capital clause in the year 2014 for which requisite filings were not made with Registrar of Companies, Ahmedabad. Additionally, Our Company has not complied with provisions of Section 58A of the Companies Act, 1956 in the past, however all the unsecured loans falling outside the exemptions from deposits have been repaid and subsequently our Company took loan from body corporates who were shareholders of our Company, in violation of Section 73 of Companies Act 2013 and Companies (Acceptance of Deposit) Rules 1974 and 2014. However, such body corporates are not shareholders of our Company as on date.

Additionally, our Company has not complied with the provisions of Section 211 of Companies Act, 1956, Section 129 of the Companies Act, 2013 and Accounting Standard - 3(Cash Flow), AS-6 (Depreciation Accounting), AS – 10 (Accounting for fixed assets), AS -11 (Effects of Changes in Foreign Exchange Rates), AS – 15(Employee Benefits), AS-18 (Related Party Transactions) and Section 4A of The Payment of Gratuity Act, 1972, in the past. However, now the Company has made necessary compliance in accordance with the applicable Accounting Standards and laws in the re-stated financial statements of the Company. Further to that, we have made share allotments in the past through Memorandum of Understanding executed between our Company and the Shareholder regarding allotment of shares in consideration of settlement of Company’s liability. However, the Company has made necessary ROC filings in this regard.

Also there are some cases where delayed forms are filed in Registrar of Companies for which requisite delayed fees was paid by the Company.

Although no show cause notice have been issued against the Company till date in respect of above, in the event of any cognizance being taken by the concerned Registrar of Companies in respect of above, penal actions may be taken against the Company and its directors, in which event the financials of the Company and its directors may be adversely affected.

7. *Substantial portion of our revenues has been dependent upon few customers. The loss of any one or more of our major customer would have a material adverse effect on our business operations and profitability.*

For the stub period ended on December 31, 2015, more than 45% of our revenues were generated from our top 10 customers. The loss of our major customers or a decrease in the volume of sales may adversely affect our revenues and profitability. We cannot assure you that we shall generate the same quantum of business, or any business at all, from these customers, and loss of business from one or more of them may adversely affect our operations and profitability.



8. Based on certain qualifications noted by our auditors, there are deficiencies in certain aspects of our internal controls of our company.

In connection with the audits of our financial statements, our Auditors have reported a qualification in respect to matters specified in the Companies (Auditors Report) Order, 2003, as amended, in the annexure to their audit reports for each of fiscal 2013-14 that the scope and coverage of internal audit system of the company is required to be enlarged and should commensurate with size of the Company and nature of its business. Although these qualifications did not require any corrective adjustments in our financial statements, the reports were nonetheless qualified in accordance with the requirements of the Companies (Auditors Report) Order, 2003, as amended and Companies (Auditor's report) order, 2015. Such qualifications may be repeated in future years.

The existence of any deficiencies in our internal controls over financial reporting taking place in future could require significant costs and resources to remedy such deficiencies and fraud. The existence of such deficiencies and fraud could cause the investors to lose confidence in our reported financial information and the market price of our Equity Shares could decline significantly. If we are unable to obtain additional financing to operate and expand our business as a result, our business and financial condition could be adversely affected.

9. Our Company has taken unsecured loans, which are repayable on demand. Any demand from lenders for repayment of such unsecured loans, may adversely affect our business operations and financial condition of our Company.

As on December 31, 2015, our Company has taken unsecured loans aggregating to ₹ 399.95. lacs from Financial Institutions, our Directors and other Body Corporates which are repayable on demand. However, as on date we have not entered into any understanding or formal agreement with Directors and Body Corporates in respect of their lending to the Company. If the loan is recalled on a short notice, our Company may have to, on an urgent basis arrange for equivalent funds to fulfil the necessary requirements. Inability of our Company to do so may require creating a security for such loan. The occurrence of these events may have an adverse effect on our cash flow and financial conditions. For more details regarding the loan, please refer the chapter titled "**Financial Information of the Company**" beginning on page 153 of this Prospectus.

10. Certain of our corporate records relating to forms filed with the Registrar of Companies, Ahmedabad in respect of allotment of Equity Shares & Annual returns are not traceable.

We are unable to trace copies of some prescribed forms filed with the Registrar of Companies, Ahmedabad, including, inter alia, in respect of allotments of Equity Shares, Annual Returns, Appointment of Director etc., particularly relating to period prior to year 2007. While our Company believes that these ROC forms were duly filed on a timely basis, we have not been able to obtain copies of these documents in spite of having conducted a search in the records of the Registrar of Companies through an independent company secretary. Our Company cannot assure you that these form filings will be available in the future or that it will not be subject to any penalty imposed by the competent regulatory authority in this respect. Further, our Company may not be in a position to attend to and / or respond appropriately to any legal or business matter due to lack of lost / destroyed records and to that extent the same could affect our Company adversely.

11. Our Group Company and Promoter Group Entities are engaged in the line of business similar to our Company. There are no non - compete agreements between our Company and Promoter Group Entities. We cannot assure that our Promoter will not favour the interests of such Promoter Group Companies over our interest or that the said entities will not expand, which may increase our competition and may adversely affect business operations and financial condition of our Company.

Our Group Company Anron Metalisers Private Limited and Promoter Group Entities namely, M/s Advance Syntex and DD Engineering Corporation are engaged in the similar line of business as of our Company. Further, we have not entered into any non-compete agreement with any of our said entities. We cannot assure that our Promoter who has common interest in said entities will not favour the interest of the said entities. As a result, conflicts of interests may arise in allocating business opportunities amongst our Company and our Group Company in circumstances where our respective interests diverge. In cases of conflict, our Promoter may favour other entities in which our Promoter has interests. There can be no assurance that our Promoter or our Group Company or members of the Promoter Group will not compete with our existing business or any future business that we may undertake or that their interests will not conflict with ours. Any such present and future conflicts could have a material adverse effect on our reputation, business, results of operations and financial condition which may adversely affect our profitability and results of operations. For further details, please refer to "**Common Pursuits**" on Page 146 of this Prospectus.

12. Our Promoter, promoter group members/entities and Directors have given personal guarantees or are co-applicant in relation to borrowings made by the Company from Axis Bank Limited, Siemens Financial Services Private Limited and Reliance Capital Limited. In event of default on the debt obligations, the personal guarantees may be invoked thereby adversely affecting our Promoter's, Director's ability to manage the affairs of our Company and consequently impact our business, prospects, financial condition and results of operations.



Our Company has availed Credit facilities aggregating to ₹ 2564.25 Lacs from Axis Bank Limited, Siemens Financial Services Private Limited and Reliance Capital Limited which is currently outstanding on March 31st, 2016 at ₹ 1901.70 Lakhs. Basic terms and conditions of the said facility stipulate that the facility shall be secured by personal guarantee of our Promoter, Promoter Group members and Directors namely:-

S. No.	Name of Bank/Financial Institution	Personal Guarantors	Sanction Amount (Rs. in lacs)
1	Axis Bank Limited	Bhavan Dharendra Vora, Darshana Devang Vora, Dharendra Jayantilal Vora and Devang Dharendra Vora	1950.00
2	Siemens Financial Services Private Limited (Loan I)	Bhavan Dharendra Vora, Devang Dharendra Vora, Darshana Devang Vora and a Partnership firm of Relatives of Director	385.00
3.	Siemens Financial Services Private Limited. (Loan II)	Bhavan Dharendra Vora, Devang Dharendra Vora	19.25
4.	Reliance Capital Limited	Bhavan Dharendra Vora and Darshana Devang Vora (both are co-applicant of loan)	210.00

In event of default on the debt obligations, the security or personal guarantees may be invoked thereby adversely affecting the ability of our Promoter and Directors to manage the affairs of our Company and consequently impact our business, prospects, financial condition and results of operations.

For further details in this regard, please refer to section titled “*Financial Indebtedness*” on page 190 of the Prospectus.

13. Our Company in the past has entered into Related Party Transactions and may continue to do so in future also, which may adversely affect our competitive edge and better bargaining power if entered with non-related parties resulting into relatively more favourable terms and conditions and better margins.

Our Company had entered into various transactions with our Promoter, Promoter Group, Directors and their Relatives and Group Company. These transactions, inter-alia includes sale/purchase of goods, payment for services received/rendered, remuneration, loans and advances etc. Our Company has entered into such transactions due to easy proximity and quick execution. However, there is no assurance that we could not have obtained better and more favourable terms than from transaction with related parties. Our Company may enter into such transactions in future also and we cannot assure that in such events there would be no adverse affect on results of our operations. For details please refer to *Annexure R on Related Party Transactions* of the Auditor’s Report under Section titled “*Financial Information of the Company*” beginning on page 182 of this Prospectus.

14. We operate our administration activities from temporary office situated at 107, POR, Ramangamdi, GIDC Industrial Estate, Vadodara, Gujarat which is not a registered Office of our Company.

Presently, our registered office is situated at 233/2 & 238/2, POR, Ramangamdi, Industrial Estate, Vadodara, Gujarat along with our factory but due to inadequacy in operation of administrative activities we have temporarily shifted our administrative office to 107, POR, Ramangamdi, GIDC Industrial Estate, Vadodara, Gujarat which is taken on rent vide Rent Agreement dated November 01, 2015 executed between M/s Earth Enterprises (Partnership firm of relatives of Directors) and our Company for the period of six months or such extended period as may be mutually agreed between parties. In case of non renewal or termination of such rent agreement or renewal on such terms and conditions that are unfavourable to our Company, we may suffer disruption in our administration activities which may adversely affect our financial conditions.

15. We have high working capital requirements. If we experience insufficient cash flows to meet required payments on our debt and working capital requirements, there may be an adverse effect on the results of our operations.

Our business requires a substantial amount of working capital. In many cases, working capital is required to finance the purchase of raw materials, providing credit limit to debtors etc. We may need to borrow additional funds in the future to fulfil our working capital needs. Continued increases in working capital requirements may have an adverse effect on our financial condition and the results of our operations.

16. We are dependent on our Promoter, directors and key managerial personnel of our Company for success whose loss could seriously impair the ability to continue to manage and expand business efficiently.

Our Promoter, Directors and key managerial personnel collectively have vast experience in the industry and are difficult to replace. They provide expertise, which enables us to make well informed decisions in relation to our business and our future prospects. For



further details of our Directors and key managerial personnel, please refer to Section **“Our Management”** on page 130 of this Prospectus. Our success largely depends on the continued services and performance of our management and other key personnel. The loss of service of the Promoter, Directors and other senior management could seriously impair the ability to continue to manage and expand the business efficiently. Also, the loss of any of the management or other key personnel may adversely affect the operations, finances and profitability of our Company. Any failure or inability of our Company to efficiently retain and manage its human resources would adversely affect our ability expand our business.

Further, our future performance will depend upon the skills, efforts, expertise, and continued services of these persons and our ability to attract and retain our key managerial personnels. The loss of their services or those of any other members of management could impair our ability to implement our strategy and may have a material adverse effect on our business, financial condition and results of operations.

17. We have not identified any alternate source of raising the working capital mentioned as our ‘Objects of the Issue’. The deployment of funds is entirely at our discretion and as per the details mentioned in the section titled “Objects of the Issue”. Any revision in the estimates may require us to reschedule our projected expenditure and may have a bearing on our expected revenues and earnings. Any shortfall in raising / meeting the same could adversely affect our growth plans, operations and financial performance.

Our Company has not identified any alternate source of funding for our working capital requirement and hence any failure or delay on our part to mobilize the required resources or any shortfall in the Issue proceeds can adversely affect our growth plan and profitability. The delay/shortfall in receiving these proceeds could result in inadequacy of working capital or may result in borrowing funds on unfavorable terms, both of which scenarios may affect the business operation and financial performance of the company.

For further details of our working capital requirement, Please refer chapter titled **“Object for the Issue”** beginning on page 75 of this Prospectus.

18. Our company has not carried out any independent appraisal of our working capital requirements. Therefore, if our estimation is not accurate or the assumptions we have taken prove to be not correct, we may be required to raise additional debt on terms that may not be totally favorable to us.

Our working capital requirements have been assessed based on the management’s estimates and the same have not been independently appraised or evaluated by any bank or financial institution. Further, the estimates of our working capital requirement are totally based on the experience of our management. We cannot assure that these estimates may be accurate. If these estimates prove to be wrong, we may be required to raise additional debt, on terms that may not be totally favorable to our Company, which may in turn adversely affect our profitability.

For further details please refer Chapter titled **“Objects of the Issue”** on page 75 of Prospectus

19. Our operations will have significant raw material requirements, and we may not be able to ensure the availability of the raw materials at competitive prices, which may adversely affect results of our operations. Also, increased cost of raw materials for inventory and, in particular, of BOPET & BOPP films may affect our business and results of operations

The success of our operations will depend on, inter-alia, our ability to source raw materials at competitive prices. Currently, we have not entered into any firm arrangement for purchase of our raw material. Our raw material consumption for the nine months ended 31st December 2015 and year ended 31st March 2015 were Rs. 25.70 crores and 37.55 crores respectively which were 75.11% and 78.99% of our total revenue for both the respective years. Historically, we have not encountered any problems in sourcing our raw materials. However, we cannot assure you about the same in future and that we may be unable to procure raw material in time or in the required quantities or may have to procure it at a higher price, which may adversely affect our results of operations and financial performance.

The principal raw materials used by us in manufacturing metalized films are BOPET & BOPP Films. The prices and supply of raw materials may depend on factors beyond our control, including economic conditions, exchange rates, competition, consumer demand, production levels, transportation costs and import duties. In the event that any of our suppliers of raw materials curtail, discontinue or delay their delivery of raw materials to us, we will be required to replace such suppliers. There can be no assurance that we will be able to replace such suppliers on commercially acceptable terms, or at all, which could adversely affect our production schedule, volumes and results of our operations. Further, if we are unable to pass such increased costs to our customers, this could have a material adverse effect on our financials, business and results of operations.

20. We have not entered into any long-term agreements with our suppliers for raw materials and accordingly may face disruptions in supply from our current suppliers.



We generally do not enter into long-term agreements with our raw material suppliers. There can be no assurance that there will not be a significant disruption in the supply of raw materials from current sources or, in the event of a disruption, that we would be able to locate alternative suppliers of materials or third party manufacturers of comparable quality on terms acceptable to us, or at all. Identifying a suitable supplier or a third party service provider is an involved process that requires us to become satisfied with their quality control, responsiveness and service, financial stability and labour and other ethical practices.

21. Any loss of or breakdown of operations at our manufacturing facility may have a material adverse effect on our business, financial condition and results of operations.

Our manufacturing facilities are subject to operating risks, such as the breakdown or failure of machines, or processes, performance below expected levels of output or efficiency, obsolescence, labour disputes, natural disasters, industrial accidents and the need to comply with the directives of relevant government authorities. The occurrence of any of these risks could significantly affect our operating results. Although precautions are taken to minimize the risk of any significant operational issues at our manufacturing facilities. Our business, financial condition and results of operations may be adversely affected by any disruption of operations at our facilities, including due to any of the factors mentioned above.

22. We are highly dependent on smooth supply and transportation and timely delivery of our products from our manufacturing facility to our customers. Various uncertainties and delays or non delivery of our products will affect our sales.

We depend on transportation services to deliver our products from our manufacturing facility to our customers. We rely on third parties to provide such services. Disruptions of transportation services because of weather related problems, strikes, lock-outs, inadequacies in road infrastructure or other events could impair our procurement of raw materials and our ability to supply our products to our customers which in turn may adversely affect our business operations and our financial condition.

23. Our cash flow from our 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 based on standalone restated financial statements are as follow:-

Particulars	For the year ended (Amt. in Rs)					
	31.12.2015	31.03.2015	31.03.2014	31.03.2013	31.03.2012	31.03.2011
Net Cash from Operating Activities	2,856,399	10,313,199	28,303,710	(4,985,597)	2,040,850	(22,067,362)
Net Cash from Investing Activities	(8,994,404)	(33,948,075)	(10,574,695)	(3,945,381)	(55,848,234)	(4,319,005)
Net Cash from Financing Activities	16,813,977	28,898,902	(11,404,089)	8,970,675	54,359,232	27,153,466


For details, please see the Chapters titled “**Financial Information of Our Company**” on page 153 of this Prospectus. Any net negative cash flows in the future could adversely affect our results of operations and consequently our revenues, profitability and growth plans.

24. We are subject to certain restrictive covenants of banks in respect of the Cash Credit Limit and Loan and other banking facilities availed from them.

Our financing arrangements contain restrictive covenants whereby we are required to obtain approval from our lenders, regarding, among other things such as major changes in share capital, changes in fixed assets and creation of any other charge, formulate any scheme of amalgamation, substantial change in management of the company, extending finance to associate concerns etc. There can be no assurance that such consents will be granted or that we will be able to comply with the financial covenants under our financing arrangements. In the event we breach any financial or other covenants contained in certain of our financing arrangements, we may be required under the terms of such financing arrangements to immediately repay our borrowings either in whole or in part, together with any related costs. This may adversely impact our results of operations and cash flows.

For further details on the Cash Credit Limit and other banking facilities, please see “**Statement of Financial Indebtedness**” on page 190 of the Prospectus.

25. We do not own the trademark legally as on date of Prospectus. We may be unable to adequately protect our intellectual property. Furthermore, we may be subject to claims alleging breach of third party intellectual property rights.

We do not own our trademark  as on the date of Prospectus. As such, we do not enjoy the statutory protections accorded to a registered trademark as on date. There can be no assurance that we will be able to register the trademark in future or that, third parties



will not infringe our intellectual property, causing damage to our business prospects, reputation and goodwill. Further, we cannot assure you that any application for registration of our trademark in future by our Company will be granted by the relevant authorities in a timely manner or at all. Our efforts to protect our intellectual property may not be adequate and may lead to erosion of our business value and our operations could be adversely affected. We may need to litigate in order to determine the validity of such claims and the scope of the proprietary rights of others. Any such litigation could be time consuming and costly and the outcome cannot be guaranteed. We may not be able to detect any unauthorized use or take appropriate and timely steps to enforce or protect our intellectual property.

For further details please refer to chapter titled **“Government and Other Approvals”** beginning on page 214 of the Prospectus.

26. Any Penalty or demand raise by statutory authorities in future will affect our financial position of the Company.

Our Company is primarily engaged in manufacturing business which attracts tax liability such as Excise, Sales tax and Value added Tax as per the applicable provision of Central Excise Act, Central Sales Tax Act and Gujarat Value Added Tax Act. However the Company has deposited the returns under above applicable Acts but any demand or penalty raise by concerned authority in future for any previous year and current year will affect the financial position of the Company.

27. In addition to our existing indebtedness for our existing operations, we may require further indebtedness during the course of business. We cannot assure that we would be able to service our existing and/ or additional indebtedness.

As on March 31st, 2016 our Company's total indebtedness is ₹ 2288.30 Lakhs In addition to the indebtedness for our existing operations, we may require further indebtedness during the course of business. There can be no guarantee that we will be able to obtain the new facilities at favourable terms. Increased borrowings, if any, may adversely affect our debt-equity ratio and our ability to further borrow at competitive rates. Also we cannot assure you that the budgeting of our working capital requirements for a particular year will be accurate. There may be situations where we may under-budget for our working capital requirements, in which case there may be delays in arranging the additional working capital requirements which may cause delays leading to loss of reputation, levy of liquidated damages and an adverse effect on the cash flows.

Any failure to service our indebtedness or otherwise perform our obligations under our financing agreements which may be entered into with our lenders could lead to a termination of one or more of our credit facilities, trigger cross default provisions, penalties and acceleration of amounts due under such facilities which may adversely affect our business, financial condition and results of operations. For details of our indebtedness, please refer to the chapter titled **“Statement of Financial Indebtedness”** on page 190 of this Prospectus.

28. The deployment of funds raised vide the offer will be entirely at our discretion and as per the details mentioned in the Chapter titled “Objects of the Issue”. The delay, if any, in the implementation or utilization of funds raised in the public issue may affect our operation and results.

Our funding requirements and the deployment of the Net Issue proceeds are based on estimates of our management and promoter, these estimates have not been appraised by any bank or financial institution. We cannot assure that these estimates are accurate. Further, the deployment of the funds towards the **“Objects of the Issue”** will be entirely at the discretion of our Board of Directors and is not subject to monitoring by any external independent agency. However, the deployment of funds will be subject to monitoring by our audit committee.

Further, the proposed schedule may be delayed by any reason whatsoever, including any delay in completion of the Issue. As we have not identified any alternate source of finance for the **“Object of the Issue”**, if the schedule of implementation is delayed, we may have to revise our working capital limits resulting in unprecedented financial mismatch and this may affect our revenues and results of operations.

For further information, please refer the chapter titled **“Object of the Issue”** beginning on page 75 of the Prospectus

29. Our business operations may be materially adversely affected by strikes, work stoppages or increased wage demands by our employees or those of our suppliers.

Although we have not experienced any major disruptions to our business operations due to disputes or other problems with our work force in the past, there can be no assurance that we will not experience such disruptions in the future. Such disruptions may adversely affect our business and results of operations and may also divert the management's attention and result in increased costs. India has stringent labour legislation that protects the interests of workers, including legislation that sets forth detailed procedures for the establishment of unions, dispute resolution and employee removal and legislation that imposes certain financial obligations on employers upon retrenchment.



Although our employees are not currently unionized, there can be no assurance that they will not unionize in the future. If our employees unionize, it may become difficult for us to maintain flexible labour policies, and we may face the threat of labour unrest, work stoppages and diversion of our management's attention due to union intervention, which may have a material adverse impact on our business, results of operations and financial condition. We are also subject to laws and regulations governing relationships with employees, in such areas as minimum wage and maximum working hours, overtime, working conditions, hiring and terminating of employees and work permits. Shortage of skilled personnel or work stoppages caused by disagreements with employees could have an adverse effect on our business and results of operations.

30. The shortage or non-availability of power may adversely affect our manufacturing processes and our performance may be affected adversely.

The manufacturing processes of our Company require substantial amount of power and fuel for operation of our factory. Our manufacturing facilities may face power interruptions due to power cuts and as a result our operations or financial condition may be adversely affected. The shortage of electricity supply may further increase our dependency on the usage of DG sets. The same can increase our cost of power and may have an adverse impact on our profitability.

31. Changes in technology may render our current technologies obsolete or require us to make substantial capital investments.

Modernization and technology upgradation is essential to reduce costs and increase the output. Our technology and machineries may become obsolete or may not be upgraded timely, hampering our operations and financial conditions and we may lose our competitive edge. Although we believe that we have installed technology sufficient to our business operations and that the chances of a technological innovation are not very high in our sector we shall continue to strive to keep our technology, plant and machinery in line with the latest technological standards. In case of a new found technology in the Industry in which we operates, we may be required to implement new technology or upgrade the machineries and other equipment's employed by us. Further, the costs in upgrading our technology and modernizing the plant and machineries are significant which could substantially affect our finances and operations.

32. Our Company exports its products in European & Other Countries and also covered under the Import and Export policy.

The Company is exporting its Products to European & Other Countries which are covered under Foreign Trade (Development and Regulation) Act, 1992 and the authority has enforced various types of legal frameworks in terms of different Acts and policies. Any failure to fulfill to comply with these exports policy will result in obligation on our Company and will adversely impact our prospective Exports Sales and financial position of the Company.

33. We derive a significant portion of our revenues from exports and are exposed to foreign currency fluctuations. In case we are unable to effectively mitigate any adverse impact of foreign currency fluctuations, it may adversely affect our business, financial condition and results of operations.

A significant portion of our revenues are derived by exporting our products to European and other foreign countries. While depreciation of the Rupee against the U.S. Dollar and other foreign currencies increases the Rupee value of such revenues, an appreciation of the Rupee, particularly with respect to the U.S. Dollar, decreases the Rupee value of our revenues. Further, as on date, we have not entered into any hedging transactions for managing the risk of foreign currency movements. Therefore, in the event there is sustained appreciation in the Rupee, our revenues in Rupee terms will be adversely affected although there may not be a fall in sales in actual terms. Further, as on date, we have not entered into any hedging transactions for managing the risk of foreign currency movements, and if we are unable to effectively mitigate any adverse impact of foreign currency fluctuations, it may adversely affect our business, financial condition and results of operations.”

34. Our insurance coverage may not adequately protect us against certain operating risks and this may have an adverse effect on the results of our business.

We are insured for a risks associated with our manufacturing business, through policies such as Business Shield Policy, Standard Fire and Special Perils Insurance Policy, Burglary Policy etc. We believe that we have got our assets adequately insured; however 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 cover all material losses. To the extent that we suffer any loss or damage that is not covered by insurance or exceeds our insurance coverage, our business and results of operations could be adversely affected.

Our policy of covering these risks through insurance may not always be effective or adequate. Failure to effectively cover ourselves against the associated risks for any of these reasons including other unforeseen circumstances could expose us to substantial costs and potentially lead to material losses. Faults in designing and installation might also require repair work, which may not be foreseen or covered by our insurance. For details on insurance policies taken by our Company please refer page 99 in chapter titled “***Our Business***” of Prospectus.



35. *Our Promoter, together with our Promoter Group will continue to retain majority shareholding in our Company after the Offer, which will allow them to exercise significant control over us. We cannot assure you that our Promoter and Promoter Group will always act in the best interests of the Company or you.*

The majority of our issued and outstanding Equity Shares are currently beneficially owned by the Promoter and the Promoter Group. Upon completion of the Offer, the Promoter and Promoter Group will own 56,87,130 Equity Shares, or 71.86% of our post-issue Equity Share capital, assuming full subscription of the Offer. Accordingly, the Promoter and the Promoter Group will continue to exercise significant influence over our business policies and affairs and all matters requiring shareholders approval, including the composition of the Board of Directors, the adoption of amendments to our constitutional documents, lending, investments and capital expenditures. This concentration of ownership also may delay, defer or even prevent a change in control of our company and may make some transactions more difficult or impossible without the support of these stockholders. The interests of the Promoter and Promoter Group as the Company's controlling shareholders could conflict with the Company's interests or the interests of its other shareholders. We cannot assure you that the Promoter and Promoter Group will act to resolve any conflicts of interest in the Company's or your favour.

36. *We may not be able to sustain effective implementation of our business and growth strategies.*

The success of our business will depend greatly on our ability to effectively implement our business and growth strategies. We may not be able to execute our strategies in future. Further, our growth strategies could place significant demand on our management team and other resources and would require us to continuously develop and improve our operational, financial and other controls, none of which can be assured. Any failure on our part to scale up our infrastructure and management could cause disruptions to our business and could be detrimental to our long-term business outlook.

37. *We are subject to competition from both organized and unorganized players in the market, which may significantly affect the fixation and realisation of the price for our product, which may adversely affect our business operation and financial condition.*

The market for our products is competitive on account of existence of both the organized and unorganized players. Competition occurs generally on the key attributes such as quality of products, distribution network, pricing and timely delivery. Some of our competitors have longer industry experience and greater financial, technical and other resources, which may enable them to adopt faster in changing market scenario and remain competitive. Moreover, the unorganized sector can offer their products at highly competitive prices which may not be matched by us and consequently affect our volume of sales and growth prospects. Growing competition may result in a decline in our market share and may affect our margins which may adversely affect our business operations and our financial condition.

38. *Quality concerns could adversely impact our business.*

The business of our Company is dependent on the trust of our customers they are having in the quality of our product. Any goods sold by us to our customers, which do not comply with the quality specifications or standards prevalent in the business or market segment, may result in customer dissatisfaction, which may have an adverse effect on our sales and profitability.

39. *Delays or defaults in client payments could adversely affect our operations.*

We may be subject to working capital risks due to delays or defaults in payment by customer, which may restrict our ability to procure raw materials and make payments when due. In addition, any delay or failure on our part to supply the required quantity or quality of products, within the stipulated time to our customers may affect our payment schedule and business image. Therefore any defaults/delays by our customer in meeting their payment obligations to us may have a material adverse effect on our business, financial condition and results of operations.

40. *Our inability to maintain an optimal inventory level required for our business may impact our operations adversely.*

Our daily operations largely dependent on consistent inventory control which is generally dependent on our projected sales in different months of the year. It also largely depends on the demand forecast of our industry. An optimal level of inventory is very important for our business as it allows us to respond to customer demand effectively. Any over-stock of inventory, will require additional working capital will increase the cost of carrying the inventory and any under-stock inventory, will hamper our ability to meet consumer demand and this will adversely affect our operating results. Any mismatch between our planning and the actual off take by customers can impact us adversely.

41. *We have not independently verified certain data in this 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.

Risks Relating to the Issue and Investments in Our Equity Shares

42. We may not declare dividends in the foreseeable future.

In the past, we have not made dividend payments to the Shareholders of our Company. We may retain all future earnings, if any, for use in the operations and expansion of the business. As a result, we may not declare dividends in the foreseeable future. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board of Directors and will depend on factors that our Board of Directors deems relevant, including among others, our results of operations, financial condition, cash requirements, business prospects and any other financing arrangements. Accordingly, realization of a gain on Shareholders' investments will depend on the appreciation of the price of the Equity Shares. There is no guarantee that our Equity Shares will appreciate in value.

43. Investor's may be subject to Indian taxes arising out of capital gains on the sale of the Equity Shares.

Capital gains arising from the sale of shares are generally taxable in India. Any gain realized on the sale of shares on a stock exchange held for more than 12 months will not be subject to capital gains tax in India if the securities transaction tax, or STT, has been paid on the transaction. The STT will be levied on and collected by an Indian stock exchange on which shares are sold. Any gain realized on the sale of shares and/or held for more than 12 months to an Indian resident, which are sold other than on a recognized stock exchange and as a result of which no STT has been paid, will be subject to capital gains tax in India. Further, any gain realized on the sale of shares held for a period of 12 months or less will be subject to capital gains tax in India. Capital gains arising from the sale of shares will be exempt from taxation in India in cases where an exemption is provided under a treaty between India and the country of which the seller is a resident. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdictions on gains arising from a sale of the shares, as the case may be.

44. Our ability to pay dividends in the future will depend upon our future earnings, financial condition, cash flows, working capital requirements, capital expenditure and restrictive covenants in our financing arrangements.

We may retain all our future earnings, if any, for use in the operations and expansion of our business. As a result, we may not declare dividends in the foreseeable future. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board of Directors and will depend on factors that our Board of Directors deem relevant, including among others, our results of operations, financial condition, cash requirements, business prospects and any other financing arrangements. Accordingly, realization of a gain on shareholders investments may largely depend upon the appreciation of the price of our Equity Shares. There can be no assurance that our Equity Shares will appreciate in value.

45. There is no guarantee that the Equity Shares issued pursuant to the Issue will be listed on the SME Platform of BSE in a timely manner, or at all.

In accordance with Indian law and practice, permission for listing and trading of the Equity Shares issued pursuant to the Issue will not be granted until the Equity Shares have been issued and allotted. Approval for listing and trading will require all relevant documents authorizing the issuing of Equity Shares to be submitted. There could be a failure or delay in listing of the Equity Shares on the SME Platform of BSE. Any failure or delay in obtaining the approval would restrict your ability to dispose of your Equity Shares

46. The requirements of being a listed company may strain our resources.

We are not a listed Company and have not, historically, been subjected to the increased scrutiny of our affairs by shareholders, regulators and the public at large that is associated with being a listed company. As a listed company, we will incur significant legal, accounting, corporate governance and other expenses that we did not incur as an unlisted company. We will be subject to the listing agreements with the Stock Exchanges and compliances of SEBI Listing Regulations, 2015 which will require us to file audited annual and unaudited semi-annual and limited review reports with respect to our business and financial condition. If we experience any delays, we may fail to satisfy our reporting obligations and/or we may not be able to readily determine and accordingly report any changes in our results of operations as promptly as other listed companies which may adversely affect the financial position of the Company.



As a listed company, we will need to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, including keeping adequate records of daily transactions to support the existence of effective disclosure controls and procedures, internal control over financial reporting and additional compliance requirements under the Companies Act, 2013. In order to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, significant resources and management oversight will be required. As a result, management's attention may be diverted from other business concerns, which could adversely affect our business, prospects, financial condition and results of operations. In addition, we may need to hire additional legal and accounting staff with appropriate listed company experience and technical accounting knowledge and we cannot assure you that we will be able to do so in a timely manner.

47. *There is no existing market for our Equity Shares, and we do not know if one will develop. Our stock price may be highly volatile after the Issue and, as a result, you could lose a significant portion or all of your investment.*

Prior to the Issue, there has not been a public market for our Equity Shares. We cannot predict the extent to which investor interest will lead to the development of an active trading market on the Stock Exchanges or how liquid that market will become. If an active market does not develop, you may experience difficulty selling our Equity Shares that you purchased. The Issue Price is not indicative of prices that will prevail in the open market following the Issue. Consequently, you may not be able to sell your Equity Shares at prices equal to or greater than the Issue Price. The market price of our Equity Shares on the Stock Exchanges may fluctuate after listing as a result of several factors.

48. *Any future issuance of Equity Shares may dilute your shareholding and sales of our Equity Shares by our Promoter or other major shareholders may adversely affect the trading price of the Equity Shares.*

Any future issuance of Equity Shares by our Company could dilute the shareholding of the investor. Any such future issuance of our Equity Shares or sales of our Equity Shares by any of our significant shareholders may adversely affect the trading price of our Equity Shares and could impact our ability to raise capital through an offering of our securities. While the entire Post-Issue paid-up share capital, held by our Promoter or other shareholders will be locked-in for a period of 1 (one) year and minimum promoter contribution subject to a minimum of 20% of our post-Issue paid-up capital will be locked-in for a period of 3 (three) years from the date of allotment of Equity Shares in the Issue, upon listing of our Equity Shares on the Stock Exchanges. For further information relating to such Equity Shares that will be locked-in, please refer to the sub-section titled "*Notes to the Capital Structure*" under the section titled "*Capital Structure*" beginning on page 48 of the Prospectus. The future issuance or sale of the equity shares of our company by our Promoter or by other significant shareholder(s) may significantly affect the trading price of our Equity Shares. Further, our market price may also be adversely affected even if there is a perception or belief that such sales of Equity Shares might occur.

49. *We may decide not to proceed with the Issue at any time before Allotment. If we decide not to proceed with the Issue after the Issue Opening Date but before Allotment, the unblocking of Application amounts will be subject to us complying with our obligations under applicable laws.*

We, in consultation with the Lead Manager, reserve the right not to proceed with the Issue at any time before the Allotment. If we withdraw the Issue after the Issue Opening Date, we will be required to unblocking of all Application amounts of the Issue Closing Date. Notwithstanding the foregoing, the Issue is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchanges, which the Company shall apply for after Allotment and (ii) the final RoC approval.

50. *There are restrictions on daily movements in the price of the Equity Shares, which may adversely affect a shareholder's ability to sell, or the price at which it can sell, Equity Shares at a particular point in time.*

Subsequent to listing, we will be subject to a daily circuit breaker imposed on listed companies by the BSE, which will not allow transactions beyond certain volatility in the price of the Equity Shares. Circuit breaker operates independently of the index-based market-wide circuit breakers generally imposed by the Securities and Exchange Board of India, or SEBI, on Indian Stock Exchanges. The percentage limit for the circuit breaker is set by the Stock Exchanges based on the historical volatility in the price and trading volume of the Equity Shares. This circuit breaker would effectively limit the upward and downward movements in the price of the Equity Shares. As a result of this circuit breaker, there can be no assurance regarding the ability of shareholders to sell the Equity Shares or the price at which shareholders may be able to sell their Equity Shares.

51. *The stock price may be volatile, and you may be unable to resell your shares at or above the Issue price or at all. Also, there is no existing market for our Equity Shares and we cannot assure you that such a market will develop.*

Prior to this Public Issue, there is no public market for the Equity Shares of our company, and an active trading market may not develop or be sustained upon the completion of this Issue. Even though a Market Maker has been appointed for our stock, since there has been no public market for our Company's Equity Shares, an active trading market on the Indian Stock Exchanges may not develop or be



sustained after the Issue. The Issue Price of the Equity Shares may bear no relationship to the market price of the Equity Shares after the Issue. The market price of the Equity Shares after the Issue may be subject to significant fluctuations in response to:

- Volatility in the Indian and Global economy
- Company's result and performance
- Performance of competitors.
- Significant development with respect to the fiscal, political and financial condition in the economy.

The risk of loss associated with this characteristic may be greater for investors expecting to sell Equity Shares purchased in this Issue soon after the Issue.

52. A third party could be prevented from acquiring control of our Company because of anti-takeover provisions under Indian law.

There are provisions in Indian law that may delay, deter or prevent a future takeover or change in control of our Company, even if a change in control would result in the purchase of your Equity Shares at a premium to the market price or would otherwise be beneficial to you. Such provisions may discourage or prevent certain types of transactions involving actual or threatened change in control of us. Under the takeover regulations in India, an acquirer has been defined as any person who, directly or indirectly, acquires or agrees to acquire shares or voting rights or control over a company, whether individually or acting in concert with others. Although these provisions have been formulated to ensure that interests of investors/shareholders are protected, these provisions may also discourage a third party from attempting to take control of our Company. Consequently, even if a potential takeover of our Company would result in the purchase of the Equity Shares at a premium to their market price or would otherwise be beneficial to its stakeholders, it is possible that such a takeover would not be attempted or consummated because of the Indian takeover regulations.

53. There can be no assurance that Our Company's securities will continue to be listed on the Stock Exchanges.

Pursuant to the listing of our Equity Shares on the Stock Exchanges, we will be required to comply with certain regulations and/or guidelines as prescribed by SEBI and the Stock Exchanges. However, in the event that we fail to comply with any of the aforesaid regulations and/or guidelines, there can be no assurance that our Equity Shares will continue to be listed on the Stock Exchanges.

Risks Relating to India /External Risk Factors

54. Our business is dependent on economic growth in India.

Our performance is dependent on the health of the overall Indian economy. There have been periods of slowdown in the economic growth of India. India economic growth is affected by various factors including domestic consumption and savings, balance of trade movements primarily resulting from export demand and movements in key imports, such as oil and oil products, and annual rainfall, which affect agricultural production. For example, in the monsoon of 2009, Several parts of the country experienced below average rainfall, leading to reduced farm output which impaired economic growth. In the past, economic slowdowns have harmed industries and industrial development in the country. Any future slowdown in the Indian economy could harm our business, financial condition and results of operations.

55. Any downgrading of India's debt rating by a domestic or international rating agency could have a negative impact on our business.

India's sovereign debt rating could be downgraded due to various factors, including changes in tax or fiscal policy or a decline in India's foreign exchange reserves, which are outside our control. 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 a material adverse effect on our business and financial performance, ability to obtain financing for capital expenditures and the price of our Equity Shares.

56. 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.



57. If the rate of Indian price inflation increases, our results of operations and financial condition may be adversely affected.

In recent years, India's wholesale price inflation index has indicated an increasing inflation trend compared to prior periods. An increase in inflation in India could cause a rise in the price of transportation, wages, raw materials or any other expenses. In particular, the prices of raw materials required for manufacturing of our products are subject to increase due to a variety of factors beyond our control, including global commodities prices and economic conditions. If this trend continues, we may be unable to reduce our costs or pass our increased costs on to our customers and our results of operations and financial condition may be materially and adversely affected.

58. Any changes in regulations or applicable government incentives would materially affect our operations and growth prospects.

We are subject to various regulations and policies. For details see section titled "Key Industry Regulations and Policies" beginning on page 114 of the Prospectus. Our business could be materially affected by changes in any of these regulations and policies, including the introduction of new laws, policies or regulations or changes in the interpretation or application of existing laws, policies and regulations. There can be no assurance that we will succeed in obtaining all requisite regulatory approvals in the future for our operations or that compliance issues will not be raised in respect of our operations, either of which would have a material adverse effect on our business, financial condition and results of operations.

59. Instability of economic policies and the political situation in India could adversely affect the fortunes of the industry.

Unstable internal and international political environment could impact the economic performance in both the short term and the long term. The Government of India has pursued the economic liberalization policies including relaxing restrictions on the private sector over the past several years. The present Government has also announced policies and taken initiatives that support continued economic liberalization. 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 Government policy, taxation, social and civil unrest and other political, economic or other developments affecting India.

60. The extent and reliability of Indian infrastructure could adversely affect our results of operations and financial condition.

India's physical infrastructure is less developed than that of many developed countries. Any congestion or disruption in its port, rail and road networks, electricity grid, communication systems or any other public facility could disrupt our normal business activity. Any deterioration of India's physical infrastructure would harm the national economy, disrupt the transportation of goods and supplies, and add costs to doing business in India. These problems could interrupt our business operations, which could have an adverse effect on our results of operations and financial condition.

61. 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.

62. If certain labour laws become applicable to us, our profitability may be adversely affected.

India has stringent labour legislations that protect the interests of workers, including legislation that sets forth detailed procedures for dispute resolution and employee removal and legislation that imposes certain financial obligations on employers upon retrenchment. Any change or modification in the existing labour laws may affect our flexibility in formulating labour related policies.

63. The Companies Act, 2013 has effected significant changes to the existing Indian company law framework, which may subject us to higher compliance requirements and increase our compliance costs.

A majority of the provisions and rules under the Companies Act, 2013 have come into effect. The Companies Act, 2013 has brought into effect significant changes to the Indian company law framework, such as in the provisions related to issue of capital (including provisions in relation to issue of securities on a private placement basis), disclosures in offering documents, corporate governance



norms, accounting policies and audit matters, related party transactions, introduction of a provision allowing the initiation of class action suits in India against companies by shareholders or depositors, a restriction on investment by an Indian company through more than two layers of subsidiary investment companies (subject to certain permitted exceptions), prohibitions on loans to directors and insider trading and restrictions on directors and key managerial personnel from engaging in futures trading. Further, the Companies Act, 2013 imposes greater monetary and other liability on us and our directors for any non-compliance.

To ensure compliance with the requirements of the Companies Act, 2013, we may need to allocate additional resources, which may increase our regulatory compliance costs and divert management attention. The Companies Act, 2013 introduced certain additional requirements which do not have corresponding equivalents under the Companies Act, 1956. Accordingly, we may face challenges in interpreting and complying with such provisions due to the limited jurisprudence on them. In the event our interpretation of such provisions of the Companies Act, 2013 differs from, or contradicts with, any judicial pronouncements or clarifications issued by the Government in the future, we may face regulatory actions or we may be required to undertake remedial steps. Further, we cannot currently determine the impact of provisions of the Companies Act, 2013 which are yet to come in force. Any increase in our compliance requirements or in our compliance costs may have an adverse effect on our business and results of operations.

64. Government regulation of foreign ownership of Indian securities may have an adverse effect on the price of the Equity Shares.

Foreign ownership of Indian securities is subject to government regulation. Under foreign exchange regulations currently in effect in India, the RBI must approve the sale of the Equity Shares from a non-resident of India to a resident of India if the sale does not meet the requirements of the RBI Circular dated October 4, 2004, as amended by circulars dated April 22, 2009 and May 4, 2010. Additionally, any person who seeks to convert Indian Rupee proceeds from such sale into foreign currency and repatriate that foreign currency from India is required to obtain a no-objection or tax clearance certificate from the Indian income tax authorities. The RBI is required to approve the price at which the Equity Shares are transferred based on a specified formula and a higher price per share may not be permitted. The approval from the RBI or any other government agency may not be obtained on terms favorable to a non-resident investor in a timely manner or at all. Because of possible delays in obtaining requisite approvals, investors in the Equity Shares may be prevented from realizing gains during periods of price increases or limiting losses during periods of price declines.

65. Political, economic and social developments in India could adversely affect our business.

The Central and State Governments serve multiple roles in the Indian economy, including as producers, consumers and regulators, which have significant influence on the manufacturing industry and us. Economic liberalization policies have encouraged private investment in various sectors, and changes in these governmental policies could have a significant impact on the business and economic conditions in India in general and the manufacturing sector in particular, which in turn could adversely affect our business, future financial condition and results of operations. Any political instability in India may adversely affect the Indian securities markets in general, which could also adversely affect the trading price of our Equity Shares.

66. Changing laws, rules and regulations and legal uncertainties, including adverse application of corporate and tax laws, may adversely affect our business, results of operations, financial condition and prospects.

The regulatory and policy environment in which we operate is evolving and subject to change. Such changes, including the instances mentioned below, may adversely affect our business, results of operations, financial condition and prospects, to the extent that we are unable to suitably respond to and comply with any such changes in applicable law and policy.

- The GoI has proposed a comprehensive national goods and services tax (“GST”) regime that will combine taxes and levies by the Central and State Governments into a unified rate structure which is proposed to be effective from April 1, 2016. While the GoI and other state governments have announced that all committed incentives will be protected following the implementation of the GST, given the limited availability of information in the public domain concerning the GST, we are unable to provide any assurance as to this or any other aspect of the tax regime following implementation of the GST. The implementation of this rationalized tax structure may be affected by any disagreement between certain state governments, which may create uncertainty. Any such future increases or amendments may affect the overall tax efficiency of companies operating in India and may result in significant additional taxes becoming payable.
- Further, the General Anti Avoidance Rules (“GAAR”) are proposed to be made effective from April 1, 2017. The tax consequences of the GAAR provisions being applied to an arrangement could result in denial of tax benefit amongst other consequences. In the absence of any precedents on the subject, the application of these provisions is uncertain. If the GAAR provisions are made applicable to our Company, it may have an adverse tax impact on us.

We have not determined the impact of these proposed legislations on our business. Uncertainty in the applicability, Interpretation or implementation of any amendment to, or change in, governing law, regulation or policy in the jurisdictions in which we operate, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly

for us to resolve and may impact the viability of our current business or restrict our ability to grow our business in the future. Further, the GoI may introduce a waiver or incentive scheme in relation to specific population segments such as MSEs in public interest, pursuant to which we may be required to offer our products and services at discounted rates. This may affect our business and results of operations.

Prominent Notes:

1. Public Issue of 21,00,000 Equity Shares of Face Value of ₹ 10/- each of Advance Syntex Limited (“ASL” or “Our Company” or “The Issuer”) for Cash at a Price of ₹ 12/- Per Equity Share (Including a Share Premium of ₹ 2/- per Equity Share) (“Issue Price”) aggregating to ₹252 Lacs, of which 120,000 Equity Shares of Face Value of ₹10/- each at a price of ₹12/- aggregating to ₹ 14.40 Lacs will be reserved for subscription by Market Maker (“Market Maker Reservation Portion”) and Net Issue to Public of 19,80,000 Equity Shares of Face Value of ₹ 10/- each at a price of ₹12/- aggregating to ₹237.60 Lacs (hereinafter referred to as the “Net Issue”) The Issue and the Net Issue will constitute 26.53% and 25.02% 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 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, accordingly the retail individual investors shall be allocated that higher percentage.

3. The Net worth of our Company as on December 31st, 2015 and March 31st, 2015 was ₹ 792.68 Lacs and ₹ 701.18 Lacs respectively. For more information, see the section titled “**Financial information of the Company**” beginning on page 153 of this Prospectus.
4. The NAV / Book Value per Equity Share, based on Standalone Restated Financials of our Company as on December 31st, 2015 and March 31st, 2015 was ₹ 13.63 and ₹ 18.09 per equity share respectively. For more information, see the section titled “**Financial information of the Company**” beginning on page 153 of this Prospectus.
5. The average cost of acquisition of Equity Shares by our Promoter is set out below:

Name of our Promoter	Number of Equity Shares Held	Average Cost of Acquisitions (Rs)
Mr. Bhavan Dharendra Vora	23,34,600	6.67/-

*As certified by our Statutory Auditor vide their certificate dated March 05, 2016. For Further details, please refer to “**Capital Structure**” on page 48 of this Prospectus.*

6. We have entered into various related party transactions with related parties including various Promoter group entities and Group Company for the period ended December 31st, 2015 and March 31st, 2015. For nature of transactions and other details as regard to related party transactions section titled “**Financial Statements - Annexure R - Statement of Related Parties Transactions, as Restated**” on page 182 of this Prospectus.
7. Our Group Company does not have any business or other interest in our Company, except as stated in section titled “**Financial Statements - Annexure R - Statement of Related Parties Transactions, as Restated**” on page 182 and “**Our Promoter and Promoter Group**” and “**Our Group Companies**” on page 145 and page 149 of this Prospectus 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 as Advance Syntex Private Limited on September 21, 1990 under the provisions of Companies Act, 1956 with Registrar of Companies, Dadra & Nagar Haveli, Gujarat, vide registration no. 014406 (CIN: U17119GJ1990PTC014406), Further pursuant to Shareholders resolution passed at the Extra Ordinary General Meeting of the Company held on October 24, 2015, Our Company was converted into a public limited company and the name was changed to “Advance Syntex Limited” and subsequent to conversion a fresh Certificate of Incorporation dated November 23, 2015 was issued by the Registrar of Companies, Ahmedabad.



The Corporate Identification Number of our Company is: U17119GJ1990PLC014406.

For details of change in our name and registered office, please refer to Section titled “*History and Certain Corporate Matters*” on page 125 of this Prospectus.

9. None of our Promoter, 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 Prospectus.
10. Our Company, Promoter, Directors, Promoter Group, Group Company 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 80 of this Prospectus.
12. The Lead Manager and our Company shall update this Prospectus and keep the investors / public informed of any material changes till listing of the Equity Shares offered in terms of this 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 271 of this 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 / Promoter 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 interest as disclosed in this Prospectus. For further details please see the chapter titled “*Our Management*” beginning at page 130, chapter titled “*Our Promoter and Promoter Group*” and “*Our Group Companies*” beginning at page 145 and 149 respectively, and chapter titled “*Financial Information of the Company*” beginning at page 153 of this 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 of the Company*” beginning on page 153 of this Prospectus.
17. Trading in the Equity Shares for all investors shall be in dematerialised form only.
18. Investors are advised to see the Chapter titled “*Basis for Issue Price*” beginning on page 80 of this 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 chapter titled “Risk Factors” and “Auditor’s Report on Standalone Restated Financial Statements ” and related notes beginning on page 14 and 153 of the Prospectus before deciding to invest in our Equity Shares.

Global Economy Outlook

Economic growth across the world is losing growth momentum. Slowdown in emerging market economies as well as developed countries has dampened the prospects for modest economic growth in 2015 and 2016. Among major economies, growth in United States and United Kingdom is on track, while Japan is struggling for growth. Economic growth in Euro area showed divergent growth pattern across countries. While Spain grew at strong pace in Q2 2015, growth in Germany and Italy slowed down. On the other hand, economic growth in France remained flat in quarter ending June 2015.

On September 17, 2015, Federal Open Market Committee (FOMC) kept the benchmark interest rate in U.S unchanged, amid risk of financial panic and turmoil in emerging markets and slowing export growth in United States. An interest rate hike by the Federal Reserve poses a risk of jump in global crude oil prices due to strengthening of US Dollar. This could further suppress the demand for crude oil globally. Besides, it could also cause further slowdown in major emerging market economies such as China, India, Brazil, Russia etc., leading to overall global economic downturn.

Organisation for Economic Co-operation and Development (OECD), in its interim Economic Outlook report released in September 2015, has downgraded the global growth forecast for 2015 (by 0.1 percentage point) to 3 per cent and for 2016 (by 0.2 percentage point) to 3.6 per cent. As per OECD, the growth rate forecast for United States for 2015 and 2016 stood at 2.4 per cent and 2.6 per cent, respectively. While, the projection for real GDP growth in India was 7.2 per cent in 2015 and 7.3 per cent in 2016.

(Source: http://www.sebi.gov.in/cms/sebi_data/attachdocs/1444124836502.pdf)

Indian Economy Outlook

With 1.2 billion people and the world’s fourth-largest economy, India’s recent growth and development has been one of the most significant achievements of our times. Over the six and half decades since independence, the country has brought about a landmark agricultural revolution that has transformed the nation from chronic dependence on grain imports into a global agricultural powerhouse that is now a net exporter of food. Life expectancy has more than doubled, literacy rates have quadrupled, health conditions have improved, and a sizeable middle class has emerged. India is now home to globally recognized companies in pharmaceuticals and steel and information and space technologies, and a growing voice on the international stage that is more in keeping with its enormous size and potential.

Historic changes are unfolding, unleashing a host of new opportunities to forge a 21st-century nation. India will soon have the largest and youngest workforce the world has ever seen. At the same time, the country is in the midst of a massive wave of urbanization as some 10 million people move to towns and cities each year in search of jobs and opportunity. It is the largest rural-urban migration of this century.

The historic changes unfolding have placed the country at a unique juncture. How India develops its significant human potential and lays down new models for the growth of its burgeoning towns and cities will largely determine the shape of the future for the country and its people in the years to come.

Massive investments will be needed to create the jobs, housing, and infrastructure to meet soaring aspirations and make towns and cities more livable and green. Generating growth that lifts all boats will be key, for more than 400 million of India’s people—or one-third of the world’s poor—still living in poverty. And, many of those who have recently escaped poverty (53 million people between 2005-10 alone) are still highly vulnerable to falling back into it. In fact, due to population growth, the absolute number of poor people in some of India’s poorest states actually increased during the last decade.

(Source: <http://www.worldbank.org/en/country/india/overview#1>)

Packaging Industry in India

With advancement in technology and general awareness, the packaging sector in India is well poised as most of the raw materials for packaging are abundantly available in the country. Moreover, the per capita spending has increased tremendously, leading to changing rural markets and a growing middle class who demand the best of products. Various upgraded technologies are being used in industry

such as aseptic packaging, retort packaging and biodegradable packaging to enhance the life of food product. Moreover, the plastic packaging market is expanding rapidly registering a growth of 20-25 per cent per annum and is valued at 6.8 million tonne while the paper packaging industry stands at 7.6 million tonne. The packaging industry is poised to grow rapidly led by the increasing use of innovative packaging equipments and the rising flexible packaging market.

(Source: <http://piai.org/Trends.aspx>)

Plastics Industry in India

The Indian plastics industry made a promising beginning in 1957 with the production of polystyrene. Thereafter, significant progress has been made, and the industry has grown and diversified rapidly. The industry spans the country and hosts more than 2,000 exporters. It employs about 4 million people and comprises more than 30,000 processing units, 85-90 per cent of which are small and medium-sized enterprises.

Steady Growth in Exports and Advantage India

India is one of the most promising exporters of plastics among developing countries. The plastics industry produces and exports a wide range of raw materials, plastic-moulded extruded goods, polyester films, laminates, moulded/soft luggage items, writing instruments, plastic woven sacks and bags, polyvinyl chloride (PVC), leather cloth and sheeting, packaging, consumer goods, sanitary fittings, electrical accessories, laboratory/medical surgical ware, tarpaulins, laminates, fishnets, travel ware, and others.

Demand from original equipment manufacturers (OEMs) has led to producers focusing more on delivering products customised in line with end-user needs. Moreover, the Indian plastics industry has started manufacturing specific items to meet customer requirements. Design, style, and pattern are set based on the requirements of customers in export markets.

The Indian plastics industry offers excellent potential in terms of capacity, infrastructure and cheap labour availability. It is supported by a large number of polymer producers, and plastic process machinery and mould manufacturers in the country.

Among the industry's major strengths is the availability of raw materials in the country. Thus, plastic processors do not have to depend on imports. These raw materials, including polypropylene, high-density polyethylene, low-density polyethylene and PVC, are manufactured domestically.

(Source: <http://www.ibef.org/exports/plastic-industry-india.aspx>)

Indian Textile Industry

The textile and apparel industry can be broadly divided into two segments - yarn and fibre, and processed fabrics and apparel. India accounts for 14 per cent of the world's production of textile fibres and yarns (largest producer of jute, second largest producer of silk and cotton, and third largest in cellulosic fibre). India has the highest loom capacity (including hand looms) with 63 per cent of the world's market share.

The domestic textile and apparel industry in India is estimated to reach US\$ 141 billion by 2021 from US\$ 67 billion in 2014. Increased penetration of organised retail, favourable demographics, and rising income levels are likely to drive demand for textiles. India is the world's second largest exporter of textiles and clothing.

Textile and apparel exports from India are expected to increase to US\$ 82 billion by 2021 from US\$ 40 billion in 2014. Readymade garments remain the largest contributor to total textile and apparel exports from India. In FY15 the segment had a share of 40 per cent of all textile and apparel exports. Cotton and man-made textiles were the other major contributors with shares of 31 per cent and 16 per cent, respectively.

Rising government focus and favourable policies is leading to growth in the textiles and clothing industry. Foreign direct investment (FDI) in textile sector increased to US\$ 1,587.8 million in FY15 from US\$ 1,424.9 million in FY14. The Ministry of Textiles is encouraging investments through increasing focus on schemes such as Technology Up-gradation Fund Scheme (TUFS). To promote apparel exports, 12 locations have been approved by the government to set up apparel parks for exports. As per the 12th Five Year Plan, the Government plans to provide a budgetary support of US\$ 4.25 billion to textiles. Free trade with ASEAN countries and proposed agreement with European Union will also help boost exports.

(Source: <http://www.ibef.org/industry/indian-textiles-and-apparel-industry-analysis-presentation>)



SUMMARY OF OUR BUSINESS

The following information should be read together with, the information contained in “Risk Factors”, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and “Financial Information of the Company” on page 14, 194 and 153, respectively of this Prospectus.

Our Business

Our Company was originally incorporated as Advance Syntex Private Limited on September 21, 1990 under the provisions of Companies Act, 1956 with Registrar of Companies, Gujarat. Our Company is mainly engaged in manufacturing of Metalized Films (MF), Lacquered (Coated) Metalized Polyester Films (LMPF), glitter powder (Zari Powder) and Metallic Yarn (Polyester Badla). Glitter Powder and Metallic Yarn are manufactured through Job Work of LMPF produced by our Company. We also produce modified resins, which is used as raw material in manufacturing of LMPF. Further, we are also engaged in the sale of polyester films (also known as BOPET films) and Biaxially Oriented Polypropylene Films (also known as BOPP films) after carrying of slitting operations on them.

Additionally, we also provide services of coating of Metalized Films on job work basis. The products of our Company are used in textiles, flexible packaging, lamination, printing, decorations, advertising, paints, inks, craft glue, glass bangles, synthetic leather, floor tiles, walls, cosmetics (such as nail polish, eye-liner, hair gel, lipstick etc.) and various other products. Our entire products are sold under the brand name of “MIDAS”, which is registered under the Trademarks Act, 1999.

Presently, our manufacturing activities are undertaken at three different units with total combined area of above 3100 sq. mtrs and installed production capacity of 16 Lakhs Kg p.a. for LMPF, 36 Lakhs Kg p.a. for Metalized Films and 0.60 Lakhs Kg p.a. for Resins. Below are the details of our our manufacturing Units:-

1. Unit: 1 located at 233/2 & 238/2, GIDC, POR Ramangamdi, Vadodara - 391243, Gujarat, India
2. Unit: 2 located at 104, GIDC, POR Ramangamdi, Vadodara, - 391243, Gujarat, India
3. Unit: 3 located at 149, GIDC, POR Ramangamdi, Vadodara, - 391243, Gujarat, India

Our Products:-

1. Metalized Films (MF)
2. Slitted Films
3. Epoxy Resins
4. Lacquered (Coated) Metalized Polyester Film (LMPF)
5. Glitter Powder (Zari Powder)
6. Metallic Fibres
7. Metallic Yarns (Polyester Badla)

OUR COMPETITIVE STRENGTHS

We believe that the following are our primary competitive strength:

1. Facility for in-house production of raw materials required in manufacturing of Lacquered (Coated) Metalized Polyester Film (LMPF):

Our Company has in-house facility for production of raw materials required to manufacture Lacquered (Coated) Metalized Polyester Film (LMPF). The major raw materials required to produce LMPF are Metalized Polyester Film and resins, which are produced in house by us. This enables us to maintain high quality production standards and also helps us in minimizing production time and bringing cost effectiveness.

2. Quality Products:

We believe in providing our customers the best possible quality products. The scale of operations and experience of our Promoter in the business enables our Company to produce quality products. Our Company believes that quality products enable it to compete with the other players in the market. Our Company also believes that the investment in technology shall allow it to provide quality products to its customers and differentiate it from other competitors. Since, our Company is dedicated towards quality products, processes and inputs; we get repetitive orders from our clients, as we are capable of meeting their quality standards.



3. Management Expertise:

Our Promoter Mr. Bhavan Dharendra Vora, is engaged in manufacturing business, which also form part of Board of Directors of our Company, have a proven background and rich experience of more than 20 years in our industry. Also, our Company is managed by a team of experienced personnel. The team comprises of personnel having operational and business development experience. We believe that our management team's experience and their understanding of our industry will enable us to continue to take advantage of both current and future market opportunities. It is also expected to help us in addressing and mitigating various risks inherent in our business, including significant competition, the global economic crisis.

4. Existing customer relationship:

We believe that we constantly try to address customer needs around a variety of products. Our existing customer relationships help us to get repeat business from our customers. This has helped us maintain a long term working relationship with our customers and improve our customer retention strategy. We have existing customer relationship with companies for a long time which gets us repeat orders. We believe that our existing relationship with our customers represents a competitive advantage in gaining new customers and increasing our business.

5. Existing relationship with suppliers:-

We have acquired raw materials from several suppliers and have contacts with them for a long time. We believe that our strong relationships with suppliers will enable us to continue to grow our business. Due to our long time relationships with our suppliers, we get quality and timely supplies of raw materials. This enables us to manage our inventories and supply quality products on timely basis to our customers. This in turn has enabled us to generate repeat business.

OUR BUSINESS STRATEGY: -

We intend to pursue the following principal strategies to leverage our competitive strengths and grow our business:

1. Increasing Operational efficiency

Our Company intends to improve operating efficiencies to achieve cost reductions so to have a competitive edge over the competitors. We believe that this can be done through continuous process improvement, customer service and technology development.

2. Maintain and expand long-term relationships with clients

Our Company believes that business is a by-product of relationship. The business model is based on client relationships that are established over period of time. Our Company believes that a long-term client relationship with large clients fetches better dividends. Long-term relations are built on trust and continuous maintaining of the requirements of the customers. It forms basis of further expansion for our Company, as we are able to monitor a potential product/ market closely.

3. Leveraging of our marketing skills and relationships

This is a continuous process in our organization and the skills we impart in our people gives importance to clients. We aim to do this by leveraging our marketing skills & relationships and further enhancing customer satisfaction. We plan to increase our customers by meeting orders in hand on time, maintaining our client relationship and renewing our relationship with existing buyers.

4. Continue to build-up a professional organization

We have a team of professionals to look after production, commercial and marketing divisions of our Company. We believe in transparency, flow of information, and commitment to the work among our work force and with our valuable customers, suppliers, investors, government authorities, banks, financial institutions etc. Over a period of time, we have been able to build-up an image that can be matched with our competitors. We will consistently put efforts among its group of experienced employees to transform them into an outstanding team of empowered professionals which helps in further accelerating the wheels of development of the Organization.

5. Optimal Utilization of Resources:-

Our Company constantly endeavors to improve our service process, and will increase manufacturing process to optimize the utilization of resources. We have invested significant resources, and intend to further invest in our activities to develop customized systems and



processes to ensure effective management control. We regularly analyze our existing policies to be carried out for operations of our Company which enables us to identify the areas of bottlenecks and correct the same. This helps us in improving efficiency and putting resources to optimal use.

SUMMARY OF OUR FINANCIALS

**ANNEXURE – I
RESTATED STATEMENT OF ASSETS AND LIABILITIES**

(Amt in Rs.)

Particulars	As at					
	31-12-2015	31-03-2015	31-03-2014	31-03-2013	31-03-2012	31-03-2011
I. EQUITY AND LIABILITIES						
Shareholder's Funds						
Share Capital	58,146,600	38,764,400	34,860,100	28,760,100	20,240,100	14,880,000
Reserves and Surplus (excluding Revaluation Reserves, if any)	21,121,853	31,353,624	25,232,831	16,923,210	8,499,447	6,724,581
Share Application Money Pending Allotment	-	-	3,384,300	-	3,220,000	5,655,100
Non Current Liabilities						
Long term Borrowings	74,696,601	65,810,969	39,201,721	44,358,360	43,092,366	13,359,275
Deferred Tax Liabilities (Net)	3,456,681	6,015,825	10,672,294	9,789,963	8,688,152	3,248,696
Other Long Term Liabilities	0	-	-	-	-	-
Long term Provisions	343,130	306,381	255,715	96,784	49,594	42,361
Current Liabilities						
Short term Borrowings	148,776,386	111,048,241	84,426,825	82,799,879	66,910,795	34,107,972
Trade Payables	82,587,282	79,921,683	77,678,564	41,871,900	23,139,455	10,632,450
Other Current Liabilities	30,743,688	13,248,962	11,300,394	12,512,508	10,526,540	7,724,442
Short term Provisions	9,449,620	488,843	372,843	39,177	25,603	1,104,909
Total	429,321,842	346,958,928	287,385,587	237,151,882	184,392,052	97,479,786
II. ASSETS						
Non Current Assets						
Fixed assets						
(i) Tangible Assets	89,428,654	95,009,701	83,491,592	76,705,908	76,230,876	22,866,895
(ii) Intangible Assets	-	-	-	-	-	-
(iii) Capital Work In Progress	-	-	-	-	-	-
(iv) Intangible Assets Under Development	-	-	-	-	-	-
Deferred Tax Assets (Net)	-	-	-	-	-	-
Non Current Investments	-	-	-	-	-	-
Long term Loans and Advances	3,181,954	1,436,000	1,436,000	1,436,000	1,440,000	498,349
Current assets						
Inventories	136,508,393	92,200,275	107,911,174	109,093,577	66,734,558	31,661,536
Trade Receivables	148,738,559	128,500,092	82,831,409	41,098,306	34,812,911	19,813,725
Cash and Cash Equivalents	24,605,651	13,929,677	8,665,649	2,340,725	2,301,026	1,749,179
Short term Loans and Advances	19,415,184	15,209,697	2,320,931	6,394,312	2,872,680	20,890,101
Other Current Assets	7,443,448	673,486	728,831	83,054	-	-
Total	429,321,842	346,958,928	287,385,587	237,151,882	184,392,052	97,479,786
Note: The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexure IV, II and III.						

ANNEXURE – II
RESTATED STATEMENT OF PROFIT AND LOSS

(Amt in Rs.)

Particulars	For the Period/Year ended					
	31-12-2015	31-03-2015	31-03-2014	31-03-2013	31-03-2012	31-03-2011
Revenue From Operations (Gross)	363,423,893	494,197,231	389,584,491	319,638,343	247,638,931	181,065,477
Less: Excise Duty	(23,114,753)	(22,024,663)	(28,111,389)	(23,259,007)	(16,324,470)	(15,092,993)
Other income	1,849,281	3,199,878	747,654	1,300,687	311,422	122,643
Total Revenue (A)	342,158,422	475,372,446	362,220,756	297,680,023	231,625,883	166,095,127
Expenses:						
Cost of Material Consumed	256,991,315	375,482,116	285,931,463	233,843,466	175,909,347	130,594,433
Purchases of Stock in Trade	-	-	-	-	-	-
Changes in inventories of finished goods, WIP and Stock-in-Trade	(24,634,317)	(5,706,981)	(1,545,608)	(11,114,844)	(5,078,326)	(3,946,544)
Employee benefits expense	4,777,873	5,434,537	5,451,595	6,275,950	5,530,734	4,273,126
Finance costs	29,799,800	24,851,762	17,358,696	13,484,403	11,101,682	6,532,907
Depreciation and amortization expense	16,312,819	23,502,022	4,265,912	3,910,233	2,662,747	1,095,076
Other expenses	45,745,990	49,536,942	39,267,646	39,372,694	32,285,130	21,587,234
Total Expenses (B)	328,993,481	473,100,398	350,729,704	285,771,902	222,411,314	160,136,232
Profit before exceptional and extraordinary items and tax (A-B) C	13,164,941	2,272,048	11,491,052	11,908,121	9,214,569	5,958,895
Exceptional/Prior Period item	-	-	-	-	-	-
Profit before extraordinary items and tax	13,164,941	2,272,048	11,491,052	11,908,121	9,214,569	5,958,895
Extraordinary item	-	-	-	-	-	-
Provision for Loss by Fire	385,968					
Profit Before Tax	12,778,973	2,272,048	11,491,052	11,908,121	9,214,569	5,958,895
Provision for Tax						
- Current Tax	5,397,310	432,939	2,299,100	2,382,547	1,755,836	1,104,780
- Deferred Tax Liability / (Asset)	(2,559,146)	(4,656,469)	882,331	1,101,811	5,439,457	164,079
Tax Adjustment (Earlier Years)	790,380	374,785	-	-	244,411	-
Restated profit after tax from continuing operations	9,150,429	6,120,793	8,309,621	8,423,763	1,774,865	4,690,036
Profit/ (Loss) from Discontinuing operation	-	-	-	-	-	-
Restated profit for the period	9,150,429	6,120,793	8,309,621	8,423,763	1,774,865	4,690,036
Balance brought forward from previous year	31,353,624	25,232,831	16,923,210	8,499,447	6,724,581	2,034,545
Accumulated Profit/ (Loss) carried to Balance Sheet	40,504,053	31,353,624	25,232,831	16,923,210	8,499,447	6,724,581
Note: The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, and cash flows appearing in Annexures IV, I and III.						

ANNEXURE – III
RESTATED CASH FLOW STATEMENT

(Amt in Rs.)

PARTICULARS	31-12-2015	31-03-2015	31-03-2014	31-03-2013	31-03-2012	31-03-2011
	Amount	Amount	Amount	Amount	Amount	Amount
(A) CASH FLOW FROM OPERATING ACTIVITIES						
Net Profit before taxes	12,778,973	2,272,048	11,491,052	11,908,121	9,214,569	5,958,895
Adjustments for:						
Profit on sale of fixed assets	-	-	-	-	-	-
Prior Period Income	-	-	-	-	-	-
TUF Interest Subsidy	1,737,368	1,072,056	476,901	439,884	178,493	120,685
Depreciation	16,312,819	23,502,022	4,265,912	3,910,233	2,662,747	1,095,076
Interest & Finance Charges	29,799,800	24,851,762	17,358,696	13,484,403	11,101,682	6,532,907
Operating Profit before Working Capital Changes	57,154,224	49,553,776	32,638,759	28,862,873	22,800,505	13,466,193
Adjustments for:						
(Increase)/Decrease in trade receivables	(20,238,467)	(45,668,683)	(41,733,103)	(6,285,395)	(14,999,186)	962,143
(Increase)/Decrease in inventories	(44,308,118)	15,710,899	1,182,403	(42,359,019)	(35,073,022)	(15,763,192)
(Increase)/Decrease in Short Term loans and advances	(10,975,448)	(12,833,422)	3,427,604	(3,604,686)	18,017,421	(18,430,699)
(Increase)/Decrease in Long Term loans and advances	(1,745,954)	-	-	4,000	(941,651)	-
Increase/(Decrease) in trade payables	2,665,599	2,243,119	35,806,664	18,732,445	12,507,005	(11,644,492)
Increase/(Decrease) in provisions	8,960,777	116,000	333,666	13,574	(1,079,306)	826,138
Increase/(Decrease) in other current liabilities	17,494,726	1,948,568	(1,212,114)	1,985,968	2,802,098	7,260,122
Increase/(Decrease) in other long term liabilities	(36,749)	(50,666)	(158,931)	(47,190)	7,233	42,361
	(48,110,135)	(38,432,853)	(2,035,949)	(31,465,923)	(18,759,408)	(36,747,619)
Cash flow from operating activities	9,044,089	11,120,923	30,602,810	(2,603,050)	4,041,097	(23,281,426)
Less: Tax paid	(6,187,690)	(807,724)	(2,299,100)	(2,382,547)	(2,000,247)	(1,214,064)
Cash flow from operating activity (A)	2,856,399	10,313,199	28,303,710	(4,985,597)	2,040,850	(22,067,362)
B. CASH FLOW FROM INVESTING ACTIVITY						
Purchase of tangible fixed assets	(10,731,772)	(35,020,131)	(11,051,596)	(5,115,255)	(56,026,727)	(4,439,690)
Purchase of long-term investments	-	-	-	-	-	-
Sale of tangible fixed assets	-	-	-	729,990	-	-
Sale of long term investments	-	-	-	-	-	-
TUF Interest Subsidy	1,737,368	1,072,056	476,901	439,884	178,493	120,685
Cash flow from investing activity (B)	(8,994,404)	(33,948,075)	(10,574,695)	(3,945,381)	(55,848,234)	(4,319,005)
C) CASH FLOW FROM FINANCING ACTIVITY						
Proceeds from issue of Share Capital	-	3,904,300	6,100,000	8,520,000	5,360,100	4,880,000
Proceeds from Share Application Money pending Allotment	-	(3,384,300)	3,384,300	(3,220,000)	(2,435,100)	5,655,100
Repayment of Long Term borrowings	8,885,632	26,609,248	(5,156,639)	1,265,994	29,733,091	7,630,407
Net Increase/(decrease) in working capital borrowings	37,728,145	26,621,416	1,626,946	15,889,084	32,802,823	15,520,866
Interest and Finance Charges paid	(29,799,800)	(24,851,762)	(17,358,696)	(13,484,403)	(11,101,682)	(6,532,907)



Cash flow from financing activity(C)	16,813,977	28,898,902	(11,404,089)	8,970,675	54,359,232	27,153,466
Net Increase/ (Decrease) in Cash & Cash Equivalents	10,675,972	5,264,026	6,324,924	39,698	551,847	767,099
Cash & Cash Equivalents at the beginning of the year	13,929,674	8,665,647	2,340,723	2,301,025	1,749,179	982,081
Cash & Cash Equivalents at the end of the year	24,605,648	13,929,674	8,665,647	2,340,723	2,301,025	1,749,179

Note:

Components of cash and cash equivalents:						
Particulars	31.12.2015	31.03.2015	31.03.2014	31.03.2013	31.03.2012	31.03.2011
Cash on hand	34,880	277,621	172,232	85,144	248,862	157,443
Balances with scheduled banks:						
In current accounts	12,264,915	393,301	747,274	25,662	11,306	18,579
In Deposit with current accounts	12,305,853	13,258,753	7,746,141	2,229,918	2,040,857	1,573,157
Cash and cash equivalents	24,605,648	13,929,674	8,665,647	2,340,723	2,301,025	1,749,179

1. The Cash Flow Statement has been prepared under indirect method as set out in Accounting Standard -3 on Cash Flow Statement, specified under the Companies Act, 1956 (which are deemed to be applicable as Section 133 of the Companies Act, 2013 ("the Act") read with Rule 7 of Companies (Accounts) Rules, 2014).
2. Figures in brackets represent outflow.
3. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexure I, II and IV.



THE ISSUE

PRESENT ISSUE IN TERMS OF THIS PROSPECTUS	
Equity Shares Offered: Public Issue of Equity Shares by our Company	21,00,000 Equity Shares of ₹ 10/- each for cash at a price of ₹12/- per share aggregating to ₹252.00 Lacs
<i>Of Which</i>	
Issue Reserved for the Market Makers	1,20,000 Equity Shares of ₹ 10/- each for cash at a price of ₹12/- per share aggregating ₹14.40 Lacs
Net Issue to the Public*	19,80,000 Equity Shares of ₹ 10/- each for cash at a price of ₹12/- per share aggregating ₹ 237.60 Lacs
	of which
	9,90,000 Equity Shares of ₹ 10/- each at Issue Price of Rs.12/- per equity share (including a premium of ₹2/- per Equity Share) will be available for allocation for allotment to Retail Individual Investors of up to Rs.2.00 Lacs
	9,90,000 Equity Shares of ₹ 10/- each at Issue Price of Rs.12/- per equity share (including a premium of ₹ 2/- per Equity Share) will be available for allocation for allotment to Other Investors of above Rs.2.00 Lacs
Equity Shares outstanding prior to the Issue	58,14,660 Equity Shares of face value of ₹10/- each
Equity Shares outstanding after the Issue	79,14,660 Equity Shares of face value of ₹10/- each
Objects of the Issue/Use of Issue Proceeds	Please see the chapter titled “ <i>Objects of the Issue</i> ” on page 75 of this Prospectus

The present Issue of 21,00,000 Equity Shares in terms of Prospectus has been authorized pursuant to a resolution of our Board of Directors dated November 30, 2015 and by special resolution passed under Section 62(1) (c) of the Companies Act, 2013 at the Extra Ordinary General Meeting of the members held on December 24, 2015.

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 see the section titled “*Issue Structure*” beginning on page 239 of this 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 shall be made as follows:

- a) Minimum fifty percent to retail individual investors; and
- b) Remaining to other than Retail Individual Investors.

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.

For further details please refer to the chapter titled “*Issue Structure*” beginning on page 239 of this Prospectus.



GENERAL INFORMATION

Our Company was originally incorporated as Advance Syntex Private Limited on September 21, 1990 under the provisions of Companies Act, 1956 vide Certificate of Incorporation dated September 21, 1990 by the Registrar of Companies, Dadra & Nagar Haveli, Gujarat, vide registration no. 014406 (CIN: U17119GJ1990PTC014406), Further pursuant to Shareholders resolution passed at the Extra Ordinary General Meeting of the Company held on October 24, 2015, Our Company was converted into a public limited company and the name was changed to “Advance Syntex Limited” and subsequent to conversion a fresh Certificate of Incorporation dated November 23, 2015 was issued by the Registrar of Companies, Ahmedabad

The Corporate Identification Number of our Company is: U17119GJ1990PLC014406.

For details of information regarding change in registered office, please refer to chapter titled “*History and certain corporate matters*” beginning on page no 125 of this Prospectus.

Brief Company and Issue Information:

Registered Office	233/2 & 238/2 GIDC, POR Ramangamdi, Dist. Vadodara-391243, Gujarat, India. Tel No:- +91- 265- 2831850; Fax No.-+91-265-2831848 Website: www.midasglitter.com ; Email: info@midasglitter.com
Factories	Unit: 1 - 233/2 & 238/2, GIDC, POR Ramangamdi, Vadodara - 391243, Gujarat, India Unit: 2 - 104, GIDC, POR Ramangamdi, Vadodara, - 391243, Gujarat, India Unit: 3 - 149, GIDC, POR Ramangamdi, Vadodara, - 391243, Gujarat, India
Branch Office	6, Priti Building, Nutan Prashant Co-operative Housing Society, S.N. Road, Tambe Nagar, Mulund(West), Mumbai – 400-080 Maharashtra
Temporary Admin Office	107, GIDC, POR Ramangamdi, Vadodara, - 391243, Gujarat, India Tel. No.:- +91-265-6536463, +91-265-2831400
Date of Incorporation	September 21, 1990
Company Registration No.	014406
Corporate Identification No.	U17119GJ1990PLC014406
Address of Registrar of Companies	Registrar of Companies, Ahmedabad, Gujarat, India. ROC Bhavan, Opp Rupal Park Society, Behind Ankur Bus Stop, Naranpura, Ahmedabad-380013, Gujarat, India. Tel No: +91-079-27437597, Fax No: +91-079- 27438371 Email: roc.ahmedabad@mca.gov.in Website : www.mca.gov.in
Designated Stock Exchange	SME Platform of BSE Limited P.J. Tower, Dalal Street, Fort, Mumbai – 400001, Maharashtra, India
Issue Programme	Issue Opens on : June 30, 2016 Issue Closes on : July 04, 2016
Company Secretary & Compliance Officer	Ms. Lakshita Sabnani Advance Syntex Limited 233/2 & 238/2 GIDC, POR Ramangamdi, Dist Vadodara-391243, Gujarat, India. Tel No: +91- 265-2831850, Fax No. +91-265-2831848 E-mail: cs@midasglitter.com Website: www.midasglitter.com
Chief Financial Officer	Mr. Farhad Shamsuddin Wasanwala Advance Syntex Limited 233/2 & 238/2 GIDC, POR Ramangamdi, Dist Vadodara-391243, Gujarat, India. Tel No:- +91- 265-6536463,2831850, Fax No.- +91-265-2831848 E-mail: info@midasglitter.com Website: www.midasglitter.com

Note: Investors can contact the Compliance Officer or the Registrar to the Issue or Lead Manager in case of any pre or post- Issue related problems, such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary account and unblocking of funds in ASBA Account.

All grievances may be addressed to the Registrar to the Issue with a copy to the relevant Designated Intermediary with whom the ASBA Form was submitted. The applicant should give full details such as name of the sole or first applicant, ASBA Form number, applicant DP ID, Client ID, PAN, date of the ASBA Form, address of the applicant, number of the Equity Shares applied for and the name and address of the Designated Intermediary where the ASBA Form was submitted by the applicant.

Further, the investor shall also enclose the Acknowledgment Slip from the Designated Intermediaries in addition to the documents/information mentioned hereinabove

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

Board of Directors of Our Company:

The Board of Directors of our Company consists of:

Name	Designation	Address	DIN
Mr. Sanjeev Manickchand Rakhecha	Chairman & Non Executive Independent Director	A2/405, Anand Savli, Kajuwadi, Thane (West)-400604, Maharashtra, India	07356388
Mr. Bhavan Dharendra Vora	Managing Director	6, Vishwajyot SOC, Manjalpur, Vadodara, 390011, Gujarat, India	01613974
Mrs. Darshana Devang Vora	Whole-time Director	B/6 Vishwajyot Society, Opp. Manmohan Society, Lalbaug road, Manjalpur, Vadodara, 390011, Gujarat, India	06718711
Mr. Praful Ramanlal Pandya	Non-Executive Director	6, Priti Bldg., Nutan Prashant CHS, S.N. Road, Mulund (West), Mumbai 400080, Maharashtra, India	03381212
Mr. Nandishkumar Vinodray Gandhi	Non-Executive Director	1416, Aakashdeep Housing Socy, Aakashwani, Makarpura Road, Vadodara – 390010, Gujarat, India	00284688
Mr. Bhasker Pranjivanbhai Parekh	Non Executive Director	17, Shyam Nagar Society, Makarpura Road, Vadodara 390014, Gujarat, India	07348749
Mr. Himesh Occhhavlal Shah	Non Executive & Independent Director	163, Shantikunj Society No. 2, Manjalpur Vadodara-390011, Gujarat, India	07366133
Mr. Rajesh Asalraj Jain	Non Executive & Independent Director	C/111 Shatrunjay Darshan ,Motisha X R, Byculla Police Station ,Byculla, Mumbai-400027, Maharashtra, India	07348669

For further details of the Directors of Our Company, please refer to the chapter titled “**Our Management**” on page 130 of this Prospectus.

Details of Key intermediaries pertaining to this Issue and for Our Company:

Lead Manager of the Issue HEM SECURITIES LIMITED 14/15 Khatau Building, 1st Floor, 40 Bank Street, Fort, Mumbai – 400001, Maharashtra, India Tel No.:+91-22-22671543 Fax No.:+91-22-22625991 Website: www.hemonline.com Email: ib@hemonline.com Investor Grievance Email: redressal@hemonline.com Contact Person: Mr. Anil Bhargava SEBI Regn. No.: INM000010981	Legal Advisor to the Issue ZENITH INDIA LAWYERS B-3/12 Vasant Vihar, New Delhi – 110057, India Tel No.:+ 91-11-41661718, 26146792, +91-9899016169 Email: rajranibhalla@gmail.com Contact Person: Mrs. Raj Rani Bhalla
Registrar to the Issue SHAREX DYNAMIC (INDIA) PRIVATE LIMITED Unit - 1, Luthra Industrial Premises, Safed Pool, Andheri Kurla Road, Andheri (East), Mumbai - 400 072, Maharashtra, India.	Bankers to the Company AXIS BANK LIMITED SME Centre Vadodara Manin Branch,



Tel. No.: +91 – 22 - 2851 5606 / 44 Fax No.: +91 - 22 - 2851 2885 Website: www.sharexindia.com Email: sharexindia@vsnl.com Investor Grievance Email: advance.ipo@sharexindia.in Contact Person: Mr. K. C. Ajitkumar SEBI Regn. No.: INR000002102	Nr. Pizza Hut, Opp GEB Circle, Race Course Circle, Vadodara-390007 Tel. No.: 0265-6690717 , +91-9879627779 Fax No.: 0265-2311313 Email id: maulik.mehta@axisbank.com
Statutory Auditors of the Company	Peer Review Auditor*
M/s. C. J. PATEL & CO. Chartered Accountants The Patel saw Mill Compound, Near Railway over Bridge, Chhani, Vadodara - 391740 Tel. No: +91-9824063569 Email: cacjpatel@gmail.com Firm Registration No.: 130418W Contact Person: CA. Chintankumar J Patel	M/s. V. J. AMIN & CO Chartered Accountants 204-B, Silver Plaza, Opp. Rajeev Tower, Old Padra Road, Vadodara – 390020, Gujarat, India Tel. No: +91-265-232106 Email: vmd_vipul@yahoo.com Firm Registration No.: 100335W Contact Person: CA Vipul M Dalal
Bankers to the Issue	
Indusind Bank Address: Indusind Bank, PNA House, 4th Floor, Plot No 57 & 57/1, Road No 17, Near SRL, MIDC, Andheri East, Mumbai – 400093 Tel No: 022-61069234; Fax: 02261069315 Email: suresh.easaki@indusind.com Website: www.indusind.com Contact Person Mr. Suresh Esaki SEBI Registration No: INBI00000002	

*M/S. V. J. AMIN & CO., Chartered Accountants are appointed as peer review auditors of our Company in compliance with section IX of part A of Schedule VIII of SEBI (ICDR) and holds a peer reviewed certificate dated March 25, 2013 issued by the “Peer Review Board” of the Institute of Chartered Accountants of India.

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.

REGISTERED BROKERS

The list of the Registered Brokers, including details such as postal address, telephone number and e-mail address, is provided on the websites of the BSE at www.bseindia.com, as updated from time to time.

REGISTRAR TO THE ISSUE AND SHARE TRANSFER AGENTS

The list of the RTAs eligible to accept application forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, are provided on the websites of Stock Exchange at www.bseindia.com, as updated from time to time.

COLLECTING DEPOSITORY PARTICIPANTS

The list of the CDPs eligible to accept application forms at the Designated CDP Locations, including details such as name and contact details, are provided on the websites of Stock Exchange at www.bseindia.com, as updated from time to time.

The list of branches of the SCSBs named by the respective SCSBs to receive deposits of the application forms from the Designated Intermediaries will be available on the website of the SEBI (www.sebi.gov.in) and updated from time to time.

BROKERS TO THE ISSUE



All members of the recognized stock exchanges would be eligible to act as Brokers to the Issue.

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, 2009 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.

TRUSTEES

As the Issue is of equity Shares, the appointment of Trustees is not mandatory.

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. Since the Issue size is only of Rs 252.00 Lakhs, our Company has not appointed any monitoring agency for this Issue.

However, as per the Regulation 18 (3) read with part C of schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2011, 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 of the Company*”, “*Statement of Financial Indebtedness*” and “*Statement of Tax Benefits*” on page 153, 190 and page 83 of the Prospectus from the Peer Review Auditors and Statutory Auditors respectively, our Company has not obtained any expert opinions. We have received written consent from the Peer Review Auditors and Statutory Auditor for inclusion of their name However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act 1933.

WITHDRAWAL OF THE ISSUE

Our Company in consultation with the LM, reserve the right not to proceed with the Issue at any time before the Issue Opening Date without assigning any reason thereof.

If our Company withdraw the Issue anytime after the Issue Opening Date but before the allotment of Equity Shares, a public notice within 2 (two) working days of the Issue Closing Date, providing reasons for not proceeding with the Issue shall be issued by our Company. 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. The LM, through the Registrar to the Issue, will instruct the SCSBs to unblock the ASBA Accounts within 1 (one) working Day from the day of receipt of such instruction.

If our Company withdraw the Issue after the Issue Closing Date and subsequently decides to proceed with an Issue of the Equity Shares, our Company will file a fresh Draft Prospectus with the stock exchange where the Equity Shares may be proposed to be listed.

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 issued through the Draft Prospectus, which our Company will apply for only after Allotment; and (ii) the final RoC approval of the Prospectus.



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 January 25, 2016 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: 91-0141-4051000 Fax – 91-141-5101757 Web: www.hemonline.com Email: underwriter@hemonline.com Contact Person: Mr. Anil Bhargava SEBI Regn. No. INM000010981	21,00,000* Equity Shares of ₹ 10/- being issued at Rs. 12/- each	252.00	100%

*Includes 1,20,000 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 January 25, 2016 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 – 4051000
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. After a period of three (3) months from the market making period, the Market Maker would be exempted to provide quote if the Shares of Market Maker in our company reaches to 25% of Issue Size. Any Equity Shares allotted to Market Maker under this Issue over and above 25% of Issue Size would not be taken in to consideration of computing the threshold of 25% of Issue



Size. As soon as the Shares of Market Maker in our Company reduces to 24% of Issue Size, the Market Maker will resume providing 2 way quotes.

4. There shall be no exemption/threshold on downside. However, in the event the Market Maker exhausts his inventory through market making process, BSE may intimate the same to SEBI after due verification.
5. Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker(s), for the quotes given by him.
6. 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.
7. The shares of the company will be traded in continuous trading session from the time and day the company gets listed on SME Platform of BSE and market maker will remain present as per the guidelines mentioned under BSE and SEBI circulars.
8. 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.
9. 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.

10. **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.
11. **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 Rs)	Proposed spread (in % to sale price)
1	Up to 50	9
2	50 to 75	8
3	75 to 100	6
4	Above 100	5

12. **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.

13. 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%

14. *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 Equity Share capital of our Company, as on the date of this Prospectus and after giving effect to this Issue, is set forth below:

Sr. No.	Particulars	Amount (Rs. in Lacs, except share data)	
		Aggregate Value at Face Value	Aggregate Value at Issue Price
A	Authorized Share Capital 80,00,000 Equity Shares having Face Value of ₹ 10/- each	800.00	-
B	Issued, Subscribed & Paid-up Share Capital prior to the Issue 58,14,660 Equity Shares having Face Value of ₹ 10/- each fully paid up before the issue.	581.46	-
C	Present Issue in terms of this Prospectus* 21,00,000 Equity Shares having Face Value of ₹ 10/- each with a premium of ₹ 2/- per Equity Share.	210.00	252.00
	Which Comprises		
I.	Reservation for Market Maker portion 1,20,000 Equity Shares of ₹ 10/- each at a premium of ₹ 2/- per Equity Share	12.00	14.40
II.	Net Issue to the Public 19,80,000 Equity Shares of ₹ 10/- each at a premium of ₹ 2/- per Equity Share	198.00	237.60
	of which		
	9,90,000 Equity Shares of ₹ 10/- each at a premium of ₹ 2/- per Equity Share will be available for allocation for allotment to Retail Individual Investors applying for a value of up to ₹ 2.00 Lacs	99.00	118.80
	9,90,000 Equity Shares of ₹ 10/- each at a premium of ₹ 2/- per Equity Share will be available for allocation for allotment to Other Investors applying for a value of above ₹ 2.00 Lacs	99.00	118.80
D	Issued, Subscribed and Paid up Equity Share capital after the Issue 79,14,660 Equity Shares having Face Value of ₹ 10/- each	791.46	-
E	Securities Premium Account Before the Issue After the Issue		Nil 42.00

*The present Issue of 21,00,000 Equity Shares in terms of Prospectus has been authorized pursuant to a resolution of our Board of Directors dated November 30, 2015 and by special resolution passed under Section 62(1) (c) of the Companies Act, 2013 at the Extra Ordinary General Meeting of the members held on December 24, 2015.

Classes of Shares

Our Company has only one class of share capital i.e. Equity Shares of Rs.10/- each only. All Equity Shares issued are fully paid up. Our Company does not have any outstanding convertible instruments as on the date of this Prospectus.

Details of Changes in Authorized Share Capital of our Company:

Since the incorporation of our Company, the authorized share capital of our Company has been altered in the manner set forth below:

Date of Meeting	Increase / Changes in Authorized Share Capital
On Incorporation	The Initial authorized share capital of our Company on incorporation comprised of ₹ 5,00,000 /- divided into in 5,000 Equity Shares of ₹ 100/- each.
25-March-1995	Subdivision of Equity Shares of the Company having face value of ₹ 100/- each into 10 shares of face value of ₹ 10/- each.
25-March-1995	Increase in the authorized share capital of the Company from ₹ 5,00,000/- divided into 50,000 Equity Shares of ₹ 10/- each to ₹ 15,00,000/- divided into 1,50,000 Equity Shares of ₹ 10/- each.
10-August-2006	Increase in the authorized share capital of the Company from ₹ 15,00,000/- divided into 1,50,000 Equity Shares of ₹ 10/- each to ₹ 25,00,000/- divided into 2,50,000 Equity Shares of ₹ 10/- each.
01-March-2007	Increase in the authorized share capital of the Company from ₹ 25,00,000/- divided into 2,50,000 Equity Shares of ₹ 10/- each to ₹ 50,00,000/- divided into 5,00,000/-Equity Shares of ₹ 10/-each.



Date of Meeting	Increase / Changes in Authorized Share Capital
10-November-2009	Increase in the authorized share capital of the Company from ₹ 50,00,000/- divided into 5,00,000 Equity Shares of ₹ 10/- each to ₹ 1,00,00,000/- divided into 10,00,000/-Equity Shares of ₹ 10/-each.
19-July-2010	Increase in the authorized share capital of the Company from ₹ 1,00,00,000/- divided into 10,00,000 Equity Shares of ₹ 10/- each to ₹ 3,00,00,000 /- divided into 30,00,000/-Equity Shares of ₹ 10/-each.
25-March-2014	Increase in the authorized share capital of the Company from ₹ 3,00,00,000/- divided into 30,00,000 Equity Shares of ₹ 10/- each to ₹ 3,50,00,000 /- divided into 35,00,000/-Equity Shares of ₹ 10/-each.
19-July-2014	Increase in the authorized share capital of the Company from ₹ 3,50,00,000/- divided into 35,00,000 Equity Shares of ₹ 10/- each to ₹ 4,00,00,000 /- divided into 40,00,000/-Equity Shares of ₹ 10/-each.
12-October-2015	Increase in the authorized share capital of the Company from ₹ 4,00,00,000/- divided into 40,00,000 Equity Shares of ₹ 10/- each to ₹ 8,00,00,000 /- divided into 80,00,000/-Equity Shares of ₹ 10/-each.

Notes to Capital Structure

1. Share Capital History of our Company:

(a) The history of the equity share capital and the securities premium account of our Company is set out in the following table:

Date of Allotment / Date of Fully Paid Up	No. of Equity Shares allotted	Face Value (₹)	Issue Price (₹)	Nature of Consideration	Nature of Allotment	Cumulative No. of Equity Shares	Cumulative Paid Up Capital (₹)	Cumulative Securities Premium (₹)
Upon Incorporation	2	100	100	Cash	Subscription to MOA ⁽ⁱ⁾	2	200	Nil
25-Feb-1993	99	100	100	Cash	Further Allotment ⁽ⁱⁱ⁾	101	10,100	Nil
20-Jan-1994	3,340	100	100	Cash	Further Allotment ⁽ⁱⁱⁱ⁾	3,441	3,44,100	Nil
<i>Every 1 share of the company of ₹100 each had been sub-divided into 10 shares of Rs. 10 each vide Special Resolution passed in EOGM convened on dated March 25, 1995. After sub-division the restated position is as follows:</i>								
--	--	--	--	--	--	34,410	3,44,100	Nil
12-Dec-1995	18,000	10	10	Cash	Further Allotment ^(iv)	52,410	5,24,100	Nil
26-Mar-1997	13,000	10	10	Cash	Further Allotment ^(v)	65,410	6,54,100	Nil
06-Oct-1997	30,000	10	10	Cash	Further Allotment ^(vi)	95,410	9,54,100	Nil
21-Feb-2006	50,000	10	10	Cash	Further Allotment ^(vii)	1,45,410	14,54,100	Nil
20-Mar-2007	1,75,100	10	10	Cash	Further Allotment ^(viii)	3,20,510	32,05,100	Nil
31-March-2009	1,79,490	10	10	Cash	Further Allotment ^(ix)	5,00,000	50,00,000	Nil
17-Jan-2010	4,00,000	10	10	Cash	Further Allotment ^(x)	9,00,000	90,00,000	Nil
15-Feb-2010	1,00,000	10	10	Cash	Further Allotment ^(xi)	10,00,000	1,00,00,000	Nil
30-Sept-2010	4,88,000	10	10	Cash	Further Allotment ^(xii)	14,88,000	1,48,80,000	Nil
01-May-2011	4,18,010	10	10	Cash	Further Allotment ^(xiii)	19,06,010	1,90,60,100	Nil
31-Mar-2012	1,18,000	10	10	Cash	Further Allotment ^(xiv)	20,24,010	2,02,40,100	Nil
31-Mar-2013	8,52,000	10	10	Cash	Further Allotment ^(xv)	28,76,010	2,87,60,100	Nil

26-Mar-2014	6,10,000	10	10	Cash	Further Allotment ^(xvi)	34,86,010	3,48,60,100	Nil
30-Aug-2014	3,90,430	10	10	Cash	Right Issue in Ratio of 1:7.3662 ^(xvii)	38,76,440	3,87,64,400	Nil
12-Oct-2015	19,38,220	10	-	Bonus issue in the ratio of 1:2*	*Bonus Issue ^(xviii)	58,14,660	5,81,46,600	Nil

*Bonus issue of 19,38,220 equity shares in the ratio of (1:2) has been issued by Capitalization of Reserve & Surplus of the Company. These Shares were issued vide Shareholders' Special Resolution passed in Extra Ordinary General Meeting of the Company held on October 12, 2015.

Notes:

(i) Initial Subscribers to the Memorandum of Association subscribed 2 Equity Shares of Face Value of Rs. 100, details of which are given below:-

Name	Number of Shares Allotted
Mrs. Kaushika Dharendra Vora	1
Mr. Harendrasinh Mohansinh Atodaria	1
Total	2

(ii) Further allotment of 99 Equity Shares of Face Value of Rs. 100/- each fully paid at par as per the details given below:-

Name	Number of Shares Allotted
Mr. Harendrasinh Mohansinh Atodaria	49
Mr. Ramesh Chand Shah	50
Total	99

(iii) Further allotment of 3,340 Equity Shares of Face Value of Rs. 100/- each fully paid at par as per the details given below:-

Name	Number of Shares Allotted
Mr. Harendrasinh Mohansinh Atodaria	1,530
Mr. Ramesh Chand Shah	1,510
Mrs. Shobhna Ramesh Shah	300
Total	3,340

(iv) Further allotment of 18,000 Equity Shares of Face Value of Rs. 10/- each fully paid at par as per the details given below:-

Name	Number of Shares Allotted
Mr. Bhavan Dharendra Vora	9,500
Mrs. Kaushika Dharendra Vora	8,500
Total	18,000

(v) Further allotment of 13,000 Equity Shares of Face Value of Rs. 10/- each fully paid at par as per the details given below:-

Name	Number of Shares Allotted
Mr. Bhavan Dharendra Vora	9,000
Mr. Devang Dharendra Vora	4,000
Total	13,000

(vi) Further allotment of 30,000 Equity Shares of Face Value of Rs. 10/- each fully paid at par as per the details given below:-

Name	Number of Shares Allotted
Mr. Bhavan Dharendra Vora	11,000
Mr. Harendrasinh Atodaria	4,010
Mrs. Kaushika Dharendra Vora	7,490
Mr. Devang Dharendra Vora	7,500
Total	30,000

(vii) Further allotment of 50,000 Equity Shares of Face Value of Rs. 10/- each fully paid at par as per the details given below:-

Name	Number of Shares Allotted
Mr. Bhavan Dharendra Vora	20,000
Mrs. Darshana Devang Vora	10,000
Mrs. Namita Bhavan Vora	20,000
Total	50,000

(viii) Further allotment of 175,100 Equity Shares of Face Value of Rs. 10/- each fully paid at par as per the details given below:-

Names	Number of Shares Allotted
Mr. Bhavan Dharendra Vora	1,45,000
Mrs. Namita Bhavan Vora	17,500
Bhavan D Vora HUF	5,000
Mrs. Darshana D Vora	7,500
Mr. Dharendra Jayantilal Vora	10
Khushboo Mark-Fin Ltd.	90
Total	1,75,100

(ix) Further allotment of 1,79,490 Equity Shares of Face Value of Rs. 10/- each fully paid at par as per the details given below:-

Names	Number of Shares Allotted
Mr. Bhavan Dharendra Vora	1,79,490
Total	1,79,490

(x) Further allotment of 4,00,000 Equity Shares of Face Value of Rs. 10/- each fully paid at par as per the details given below:-

Name	Number of Shares Allotted
Mr. Bhavan Dharendra Vora	3,00,000
Mrs. Namita Bhavan Vora	40,000
Mrs. Darshana Devang Vora	50,000
Devang D Vora HUF	10,000
Total	4,00,000

(xi) Further allotment of 1,00,000 Equity Shares of Face Value of Rs. 10/- each fully paid at par as per the details given below:-

Name	Number of Shares Allotted
Mr. Bhavan Dharendra Vora	36,400
Mrs. Namita Bhavan Vora	10,000
Mrs. Darshana Devang Vora	10,000
Devang D Vora HUF	10,000
Mr. Devang Dharendra Vora	10,000
Bhavan D Vora HUF	13,600
Mrs. Kaushika Dharendra Vora	10,000
Total	1,00,000

(xii) Further allotment of 4,88,000 Equity Shares of Face Value of Rs. 10/- each fully paid at par as per the details given below:-

Name	Number of Shares Allotted
Mr. Bhavan Dharendra Vora	2,30,000
Mr. Devang Dharendra Vora	1,45,000
Mrs. Namita Bhavan Vora	48,000
Mrs. Darshana Devang Vora	65,000
Total	4,88,000

(xiii) Further allotment of 4,18,010 Equity Shares of Face Value of Rs. 10/- each fully paid at par as per the details given below:-

Name	Number of Shares Allotted
Mr. Bhavan Dhirendra Vora	7,000
Mrs. Kaushika Dhirendra Vora	1,12,500
Mr. Devang Dhirendra Vora	1,53,500
Mrs. Namita Bhavan Vora	15,000
Mrs. Darshana Devang Vora	20,000
Bhavan D Vora HUF	5,000
Mr. Bhasker Pranjivanbhai Parekh	71,000
Mrs. Bhavna Bhaskerbhai Parekh	20,000
Mr. Nandishkumar Vinodray Gandhi	7,000
Devang D Vora HUF	7,000
Mr. Praful Ramanlal Pandya	10
Total	4,18,010

(xiv) Further allotment of 1,18,000 Equity Shares of Face Value of Rs. 10/- each fully paid at par as per the details given below:-

Name	Number of Shares Allotted
Mrs. Namita Bhavan Vora	48,000
Mrs. Darshana Devang Vora	10,000
Mr. Nandishkumar Vinodray Gandhi	20,000
Mrs. Varshaben Nandishbhai Gandhi	20,000
Mr. Mahesh Vinubhai Gandhi	20,000
Total	1,18,000

(xv) Further allotment of 8,52,000 Equity Shares of Face Value of Rs. 10/- each fully paid at par as per the details given below:-

Name	Number of Shares Allotted
Mr. Bhavan Dhirendra Vora	66,500
Mrs. Kaushika Dhirendra Vora	97,500
Mr. Devang Dhirendra Vora	1,50,000
Mrs. Namita Bhavan Vora	2,30,000
Mrs. Darshana Devang Vora	1,15,000
Devang D Vora HUF	93,000
Mrs. Hema Sureshkumar Kothari	50,000
Mr. Sureshkumar Babulal Kothari	50,000
Total	8,52,000

(xvi) Further allotment of 6,10,000 Equity Shares of Face Value of Rs. 10/- each fully paid at par as per the details given below:-

Name	Number of Shares Allotted
Mrs. Namita Bhavan Vora	1,00,000
Mr. Devang Dhirendra Vora	1,90,000
Bhavan D Vora HUF	50,000
Mr. Sureshkumar Babulal Kothari	1,50,000
Mr. Mrugank Suresh Kothari	60,000
Mr. Himesh Ochhavlal Shah	60,000
Total	6,10,000

(xvii) Right Issue in the ratio of 1 : 7.3662 (1 equity shares for every 7.3662 shares held on the record date i.e. July 20, 2014) was given to all existing shareholders. The details of Equity Shares Offered, Received, Renounced and Subscribed by the existing shareholders is as under:-

Name of the Shareholder's	Equity Shares offered	Equity Shares Received/ (Renounced)	Net Balance of Equity Shares	Equity Share Subscribed	Lapse of Equity Shares	Remarks
Mr. Bhavan Dhirendra Vora	1,40,167	(1,40,167)	-----	-----	-----	Bhavan Dhirendra Vora has renounced his 1,40,167 equity shares to Bhavan D Vora HUF.
Mrs. Kaushika Dhirendra vora	32,038	(32,038)	-----	-----	-----	Kaushika Dhirendra Vora has renounced his 32,038 equity shares to Bhavan D Vora HUF .
Mr. Devang Dhirendra Vora	65,137	(49,607)	15,530	15,530	-----	Devang Dhirendra Vora has renounced his 49,607 equity shares to Bhavan D Vora HUF. Balance 15,530 Equity shares were allotted to him.
Mrs. Darshana Devang Vora	40,387	83,118	1,23,500	1,23,500	-----	Darshana Devang Vora has received renounced 16,291, 9,638, 6,789, 46,171, 2,715 and 1,509 equity shares from Devang D Vora HUF, Bhaskar Pranjivanbhai Parekh, Hema Sureshkumar Kothari, Namita Bhavan Vora, Varshaben Nandishbhai Gandhi and Bhavna Bhaskerbhai Parekh respectively.
Mrs. Namita Bhavan Vora	58,171	(46,171)	12,000	12,000	-----	Namita BhavanVora has renounced her 46,171 equity shares to Darshana Devang Vora. Balance 12,000 Equity shares were allotted to her.
Bhavan D Vora HUF	3,204	2,27,696	2,30,900	2,30,900	-----	Bhavan D Vora HUF has received renounced 1,40,167, 32,038, 49,607, 5,289 and 595 Equity shares from Bhavan Dhirendra Vora, kaushika Dhriendra Vora, Devang Dhriendra Vora, Suresh Babulal Kothari and Bhavna Bhaskerbhai Parekh respectively
Khushboo Mark-Fin Limited	5	(5)	0	-----	-----	Khushboo Mark-Fin Limited has renounced his 5 equity shares to Mrugank Suresh Kothari.
Devang D Vora HUF	16,291	(16,291)	0	-----	-----	Devang D Vora HUF has renounced his 16,291 equity shares to Darshana Devang Vora.
Mr. Himesh Ochhavlal Shah	1	4,999	5,000	5,000	-----	Himesh Ochhavlal Shah has received renounced 3,665, 1,334 equity Shares from Nandishkumar Vinodray Gandhi and Mahesh Gandhi respectively
Mr. Bhasker Pranjivanbhai Parekh	9,638	(9,638)	0	-----	-----	Bhasker Pranjivanbhai Parekh has renounced 9,638 equity shares to Darshana Devang Vora.
Mrs. Bhavna Bhaskerbhai Parekh	2,715	(2,715)	0	-----	-----	Bhavna Bhaskerbhai Parekh has renounced her 595, 1,509 and 611 equity shares to Bhavan Dhriendra Vora HUF, Darshana Devang Vora and Mrugank Suresh Kothari respectively.
Mr. Nandishkumar Vinodray Gandhi	3,665	(3,665)	0	-----	-----	Nandishkumar Vinodray Gandhi has renounced 3,665 equity shares to Himesh Ochhavlal Shah.

Mr. Praful Ramanlal Pandya	1	(1)	0	-----	-----	Praful Ramanlal Pandya has renounced his 1 equity shares to Mrugank Suresh Kothari.
Mrs. Varshaben Nandishbhai Gandhi	2,715	(2,715)	0	-----	-----	Varshaben Nandishbhai Gandhi has renounced her 2,715 equity shares to Darshana Dhriendra Vora.
Mr. Mahesh Vinubhai Gandhi	2,715	(2,715)	0	-----	-----	Mahesh Vinubhai Gandhi has renounced his 1,334 and 1,381 equity shares to Himesh Occhval Shah and Mrugank Suresh Kothari.
Krimish Infotech Pvt. Ltd.	1	(1)	0	-----	-----	Krimish Infotech Pvt Ltd has renounced his 1 equity shares to Mrugank Suresh Kothari.
Mrs. Hema Sureshkumar Kothari	6,789	(6,789)	0	-----	-----	Hema Sureshkumar Kothari has renounced her 6,789 equity shares to Darshana Devang Vora.
Mr. Mrugank Suresh Kothari	1	1,999	2,000	2,000	-----	Mrugank Suresh Kothari has received renounced 1,381, 611, 5, 1 and 1 Equity shares from Mahesh Vinubhai Gandhi, Bhavan Bhaskerbhai Parekh, Khushboo Mark fin Limited, Praful Ramanlal Pandya and Krimish Infotech Pvt Ltd respectively.
Mr. Sureshkumar Babulal Kothari	6,789	(5,289)	1,500	1,500	-----	Sureshkumar Babulal Kothari has renounced his 5,289 equity shares to Bhavan Dhriendra Vora HUF. Balance 1500 Equity shares were allotted to him.

The detail of allotment is as under:

Name	No. of Equity Shares
Mr. Devang Dhirendra Vora	15,530
Mrs. Darshana Devang Vora	1,23,500
Mrs. Namita Bhavan Vora	12,000
Bhavan D Vora HUF	2,30,900
Mr. Himesh Ochhavlal Shah	5,000
Mr. Mrugank Suresh Kothari	2,000
Mr. Sureshkumar Babulal Kothari	1,500
Total	3,90,430

(xviii) Bonus Issue of 19,38,220 Equity Shares of Face Value of Rs. 10/- each in the ratio of 1:2 as per the details given below:-

Name of Allottees	Number of Shares Allotted
Mr. Bhavan Dhirendra Vora	7,78,200
Mrs. Kaushika Dhirendra Vora	39,005
Mr. Devang Dhirendra Vora	3,87,670
Mrs. Darshana Devang Vora	2,53,505
Mrs. Namita Bhavan Vora	2,54,005
Bhavan D Vora HUF	36,800
Khushboo Mark-Fin Limited	20
Devang D Vora HUF	60,000
Mr. Bhasker Pranjivanbhai Parekh	35,500
Mrs. Bhavna Bhaskerbhai Parekh	10,000
Mr. Nandishkumar Vinodray Gandhi	13,500
Mr. Praful Ramanlal Pandya	2,505
Mrs. Varshaben Nandishbhai Gandhi	10,000

Mr. Mahesh Vinubhai Gandhi	10,000
Krimish Infotech Pvt. Ltd.	5
Mrs. Hema Sureshkumar Kothari	25,005
Mr. Rohan Dinesh Lodaya	5,000
Mr. Forum Dinesh Lodaya	5,000
Mr. Pratik Vinod Jain	5,000
Mrs. Madhu Rajesh Jain	5,000
Mrs. Zarna Nihar Turakhia	2,500
Total	19,38,220

(b) As on the date of this Prospectus, our Company does not have any preference share capital.

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

Except as set out below we have not issued Equity Shares for consideration other than cash:

Date of the allotment	Number of Equity shares allotted	Face Value (₹)	Issue Price (₹)	Reasons for allotment	Benefit Accrued to our Company	Allotees	No. of Shares Allotted
12-Oct-2015	19,38,220	10	NIL	Bonus Issue ¹ of equity shares in the ratio of 1:2 by way of capitalization of reserves and surplus of Rs. 193.82 Lakhs	Expansion of Capital	Mr. Bhavan Dharendra Vora	7,78,200
						Mrs. Kaushika Dharendra Vora	39,005
						Mr. Devang Dharendra Vora	3,87,670
						Mrs. Darshana Devang Vora	2,53,505
						Mrs. Namita Bhavan Vora	2,54,005
						Bhavan D Vora HUF	36,800
						Khushboo Mark-Fin Limited	20
						Devang D Vora HUF	60,000
						Mr. Bhasker Pranjivanbhai Parekh	35,500
						Mrs. Bhavna Bhaskerbhai Parekh	10,000
						Mr. Nandishkumar Vinodray Gandhi	13,500
						Mr. Praful Ramanlal Pandya	2,505
						Mrs. Varshaben Nandishbhai Gandhi	10,000
						Mr. Mahesh Vinubhai Gandhi	10,000
						Krimish Infotech Pvt. Ltd.	5
						Mrs. Hema Sureshkumar Kothari	25,005
						Mr. Rohan Dinesh Lodaya	5,000
Mr. Forum Dinesh Lodaya	5,000						
Mr. Pratik Vinod Jain	5,000						
Mrs. Madhu Rajesh Jain	5,000						
Mrs. Zarna Nihar Turakhia	2,500						

¹Above allotment of shares have been made out of free reserves available for distribution to shareholders and no part of revaluation reserve has been utilized for the purpose.

- No Equity Shares have been allotted pursuant to any scheme approved under Section 391-394 of the Companies Act, 1956.
- We have not revalued our assets since inception and have not issued any Equity Shares (including bonus shares) by capitalizing any revaluation reserves.
- Except as mentioned below, no Equity Share has been issued at price below Issue Price within last one year from the date of this Prospectus:



Date of Allotment	Allottees	No. of Equity Shares allotted	Face Value (in ₹)	Issue Price (in ₹)	Reason for Allotment	Category of Allottees
12-Oct-2015	Mr. Bhavan Dharendra Vora	7,78,200	10	--	Bonus Issue of Equity Shares in the Ratio of 1:2 by way of Capitalization of Reserves and Surplus of Rs. 19,38,220	Promoter
	Mrs. Kaushika Dharendra Vora	39,005				Promoter Group
	Mr. Devang Dharendra Vora	3,87,670				Promoter Group
	Mrs. Darshana Devang Vora	2,53,505				Promoter Group
	Mrs. Namita Bhavan Vora	2,54,005				Promoter Group
	Bhavan D Vora HUF	36,800				Promoter Group
	Khushboo Mark-Fin Limited	20				Public
	Devang D Vora HUF	60,000				Promoter Group
	Mr. Bhasker Pranjivanbhai Parekh	35,500				Promoter Group
	Mrs. Bhavna Bhaskerbhai Parekh	10,000				Promoter Group
	Mr. Nandishkumar Vinodray Gandhi	13,500				Promoter Group
	Mr. Praful Ramanlal Pandya	2,505				Public
	Mrs. Varshaben Nandishbhai Gandhi	10,000				Promoter Group
	Mr. Mahesh Vinubhai Gandhi	10,000				Promoter Group
	Krimish Infotech Pvt. Ltd	5				Public
	Mrs. Hema Sureshkumar Kothari	25,005				Public
	Mr. Rohan Dinesh Lodaya	5,000				Public
	Mr. Forum Dinesh Lodaya	5,000				Public
	Mr. Pratik Vinod Jain	5,000				Public
	Mrs. Madhu Rajesh Jain	5,000				Public
Mrs. Zarna Nihar Turakhia	2,500	Promoter Group				

6. Capital Build up in respect of shareholding of our Promoter:

As on date of this Prospectus, our promoter Mr. Bhavan Dharendra Vora hold 23,34,600 Equity Shares of Our Company.

Date of Allotment/transfer of fully paid up shares	Nature of Issue	No. of Equity Shares*	Face Value Per Share (₹)	Issue /Acquisition/ Sale Price per Equity Share (₹)#	Pre-Issue Shareholding %**	Post-Issue Shareholding %**	Lock Period	Source of Funds
12-Dec-1995	Allotment	9,500	10	10	0.16	0.12	3 years	Own Fund
26-Mar-1997	Allotment	9,000	10	10	0.15	0.11	3 years	Own Fund
31-Mar-1997	Acquired	18,600	10	10	0.32	0.24	3 years	Own Fund
06-Oct-1997	Allotment	11,000	10	10	0.19	0.14	3 years	Own Fund
21-Feb-2006	Allotment	20,000	10	10	0.34	0.25	3 years	Own Fund
20-Mar-2007	Allotment	1,45,000	10	10	2.49	1.83	3 years	Own Fund
31-Mar-2009	Allotment	1,79,490	10	10	3.09	2.27	3 years	Own Fund
17-Jan-2010	Allotment	3,00,000	10	10	5.16	3.79	3 years	Own Fund
15-Feb-2010	Allotment	36,400	10	10	0.63	0.46	3 years	Own Fund
15-Feb-2010	Acquired	10	10	10	0.00	0.00	3 years	Own Fund
30-Sept-2010	Allotment	2,30,000	10	10	3.96	2.91	3 years	Own Fund
01-May-2011	Allotment	7,000	10	10	0.12	0.09	3 years	Own Fund
31-Mar-2013	Allotment	66,500	10	10	1.14	0.84	3 years	Own Fund
31-Jul-2014	Acquired	2,93,000	10	10	5.04	3.70	3 years	Own Fund
30-Aug-2014	Acquired	2,30,900	10	10	3.97	2.91	3 years	Own Fund
12-Oct-2015	Bonus Issue^	6,34,600	10	10	13.38	9.83	1 year	Bonus Issue
		1,43,600					3 years	

* None of the Shares has been Pledged by our Promoter

#Cost of Acquisition excludes Stamp Duty and the shares were made fully paid on the date of allotment.

^Above Bonus issue of 7,78,200 equity shares in the ratio of (1:2) has been issued by Capitalization of Free Reserve & Surplus of the Company.

**Note:-

- The Percentage of Pre Issue paid up capital and Post Issue capital is calculated on the basis of paid up capital of the Company.

- All the Equity Shares of the Company has issued and allotted as fully paid up Shares at a time of Allotment of Shares.

7. Acquisition and sale/transfer of Equity Shares by the Promoter in last one (1) year.

There has been no acquisition, sale or transfer of Equity Shares by the Promoter in the last one (1) year preceding the date of filing of this Prospectus except for Bonus Issue of Shares as disclosed in point 2 (a) (xviii) above.

8. The average cost of acquisition of or subscription to Equity Shares by our Promoter is set forth in the table below:

Name of the Promoter	No. of Shares held	Average Cost of Acquisition per Share (In Rs.)*
Mr. Bhavan Dharendra Vora	23,34,600	6.67

*Average cost of acquisition is calculated on the basis of face value of equity shares of Rs. 10/- each, i.e. after sub division of shares.

9. Except as provided below, there are no Equity Shares 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 Prospectus:

S. No.	Name of Shareholder	Promoter/Promoter Group/Director	Date of Transfer	Number of Equity Shares Subscribed to/ Acquired/ (Sold)	Nature of Transaction	Price at which Shares are Subscribed/ Acquired/ Sold (Rs)
1.	Mrs. Darshana Devang Vora	Director and Promoter Group	02 June 2016	65,000	Acquired	10/-
2.	Mrs. Darshana Devang Vora	Director and Promoter Group	06 June 2016	75	Acquired	10/-
3.	Mrs. Darshana Devang Vora	Director and Promoter Group	13 June 2016	(50,000)	Sold	11/-

10. Details of the Pre and Post Issue Shareholding of our Promoter and Promoter Group as on the date of this Prospectus is as below:-

S.No	Names	Pre Issue		Post Issue	
		Shares Held	% Shares Held	Shares Held	% Shares Held
A	Promoter				
1	Mr. Bhavan Dharendra Vora	23,34,600	40.15	23,34,600	29.50
	TOTAL (A)	23,34,600	40.15	23,34,600	29.50
B	Promoter Group				
1	Mrs. Kaushika Dharendra Vora	1,17,015	2.01	1,17,015	1.48
2	Mr. Devang Dharendra Vora	11,63,010	20.00	11,63,010	14.69
3	Mrs. Namita Bhavan Vora	7,62,015	13.11	7,62,015	9.63
4	Mrs. Darshana Devang Vora	7,75,590	13.34	7,75,590	9.80
5	Bhavan D Vora HUF	1,10,400	1.90	1,10,400	1.39
6	Devang D Vora HUF	1,80,000	3.10	1,80,000	2.27
7	Mr. Bhasker Pranjivanbhai Parekh	1,06,500	1.83	1,06,500	1.35
8	Mrs. Bhavna Bhaskerbhai Parekh	30,000	0.52	30,000	0.38
9	Mr. Nandishkumar Vinodray Gandhi	40,500	0.70	40,500	0.51
10	Mrs. Varshaben Nandishbhai Gandhi	30,000	0.52	30,000	0.38
11	Mr. Mahesh Vinubhai Gandhi	30,000	0.52	30,000	0.38
12	Mrs. Zarna Nihar Turakhia	7,500	0.13	7,500	0.09
	TOTAL (B)	33,52,530	57.66	33,52,530	42.36
	GRAND TOTAL	56,87,130	97.81	56,87,130	71.86

11. Details of Promoter's Contribution locked in for three years:

Date of Allotment/transfer of fully paid up Shares	Nature of Allotment/ Acquired/Transfer	No. of shares Allotted/ Acquired	Face Value	Issue Price/ Transfer	% of Pre issue Sharehold	% of Post issue	Period of lock-in
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		Transferred		Price	ing*	Shareholding*	
Mr. Bhavan Dharendra Vora							
12-Dec-1995	Allotment	9,500	10	10	0.16	0.12	3 Years
26-Mar-1997	Allotment	9,000	10	10	0.15	0.11	3 Years
31-Mar-1997	Acquired	18,600	10	10	0.32	0.24	3 Years
06-Oct-1997	Allotment	11,000	10	10	0.19	0.14	3 Years
21-Feb-2006	Allotment	20,000	10	10	0.34	0.25	3 Years
20-Mar-2007	Allotment	1,45,000	10	10	2.49	1.83	3 Years
31-Mar-2009	Allotment	1,79,490	10	10	3.09	2.27	3 Years
17-Jan-2010	Allotment	3,00,000	10	10	5.16	3.79	3 Years
15-Feb-2010	Allotment	36,400	10	10	0.63	0.46	3 Years
15-Feb-2010	Acquired	10	10	10	0.00	0.00	3 Years
30-Sept-2010	Allotment	2,30,000	10	10	3.96	2.91	3 Years
01-May-2011	Allotment	7,000	10	10	0.12	0.09	3 Years
31-Mar-2013	Allotment	66,500	10	10	1.14	0.84	3 Years
31-Jul-2014	Acquired	2,93,000	10	10	5.04	3.70	3 Years
30-Aug-2014	Acquired	2,30,900	10	10	3.97	2.92	3 Years
12-Oct-2015	Bonus Issue	1,43,600	10	-	2.47	1.81	3 Years
Total		17,00,000			29.24	21.48	

*For calculating the pre and post issue shareholding percentage, number of equity shares has been considered after giving effect to subdivision of equity shares.

The minimum Promoter's contribution has been brought in to the extent of not less than the specified minimum lot and from persons defined as "promoter" under the SEBI ICDR Regulations. 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 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 issue.

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 and revaluation of assets or capitalization of intangible assets, involved in such transactions.

The entire pre-issue shareholding of the Promoters, other than the Minimum Promoters contribution which is locked in for three years, shall be locked in for a period of one year from the date of allotment in this Issue.

Our Promoters **Mr. Bhavan Dharendra Vora** has, by a written undertaking, consented to have 17, 00,000 Equity Shares held by him respectively to be locked in as Minimum Promoters Contribution for a period of three years from the date of allotment in this Issue and 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 this Prospectus. The Equity Shares under the Promoters contribution will constitute 21.48% 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.

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 capitalization of intangible assets is involved in such transaction	The Minimum Promoter's contribution does not consist of such Equity Shares which have been acquired for consideration other than cash and revaluation of assets or capitalization of intangible assets. Hence Eligible
33 (1) (a) (ii)	Specified securities acquired during the preceding three years, resulting from a bonus issue by utilization of revaluation reserves or unrealized profits of the issuer or from bonus issue against Equity Shares which are	The minimum Promoters' contribution does not consist of such Equity Shares. Hence Eligible



Reg. No.	Promoters' Minimum Contribution Conditions	Eligibility Status of Equity Shares forming part of Promoter's Contribution
	ineligible for minimum promoters' contribution	
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 being offered to public in the initial public offer	The minimum Promoters' contribution does not consist of such Equity Shares. Hence Eligible
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.	The minimum Promoters' contribution does not consist of such Equity Shares. Hence Eligible
33 (1) (d)	Specified securities pledged with any creditor.	Our Promoters has not Pledged any shares with any creditors. Accordingly, the minimum Promoters contribution does not Consist of such Equity Shares. Hence 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 41,14,660 Equity Shares shall be locked in for a period of 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:

- 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.
- 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.
- 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.

12. Our Shareholding Pattern

The table below represents the shareholding pattern of our Company in accordance with Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as on the date of this Prospectus:

**TABLE I- Summary of Shareholding Pattern**

Category	Category of shareholder	Nos. of shareholders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities*				No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) As a % of (A+B+C2)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
								No of Voting Rights			Total as a % of (A+B+C)			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
								Class: Equity Shares of Rs. 10 each^	Classes	Total								
I	II	III	IV	V	VI	VII = IV+V+VI	VIII	IX				X	XI=VII+X	XII	XIII	XIV		
(A)	Promoter & Promoter Group	13	56,87,130	-	-	56,87,130	97.81	56,87,130	-	56,87,130	97.81	-	97.81	-	-	56,87,130		
(B)	Public	8	1,27,530	-	-	1,27,530	2.19	1,27,530	-	1,27,530	2.19	-	2.19	-	-	1,27,530		
(C)	Non Promoter-Non Public	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
(C1)	Shares underlying DRs	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
(C2)	Shares held by Employee Trusts	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
	Total	21	58,14,660	0	0	58,14,660	100.00	58,14,660	0	58,14,660	100.00	0	100.00	0	0	58,14,660		

*As on date of this prospectus 1 Equity share holds 1 vote.

^We have only one Class of Equity Shares of face value of Rs. 10/- each


II - Shareholding pattern of the Promoter and Promoter Group

	Category & Name of the Shareholders	PAN	No. of shareholders	No. of fully paid up equity shares held	Partly paid-up equity shares held	Nos. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities*				No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) as a % of A+B+C2	Number of Locked in shares		Number of Shares pledged or otherwise		Number of equity shares held in share s dematerialized form
									No of Voting Rights			Total as a % of Total Voting rights			No. (a)	As a % of total shares held (b)	No. (a)	As a % of total shares held (b)	
									Class: Equity Shares of Rs. 10 each	Class Y	Total								
	I	II	III	IV	V	VI	VII=IV+V+VI	VIII	IX				X	XI= VII+X	XII	XIII	XIV		
(1)	Indian																		
(a)	Individuals/ Hindu undivided Family																		
	Mr. Bhavan Dhirendra Vora	AACPV 0686M	1	23,34,600	-	-	23,34,600	40.15	23,34,600	-	23,34,600	40.15	-	40.15	-	-	23,34,600		
	Mrs. Kaushika Dhirendra Vora	AAFPV 5734P	1	1,17,015	-	-	1,17,015	2.01	1,17,015	-	1,17,015	2.01	-	2.01	-	-	1,17,015		
	Mr. Devang Dhirendra Vora	ACAPV 8571F	1	11,63,010	-	-	11,63,010	20.00	11,63,010	-	11,63,010	20.00	-	20.00	-	-	11,63,010		



	Mrs. Darshana Devang Vora	ACDPG 9202F	1	7,75,590	-	-	7,75,590	13.34	7,75,590	-	7,75,590	13.34	-	13.34	-	-	7,75,590
	Mrs. Namita Bhavan Vora	ABUPV4 352K	1	7,62,015	-	-	7,62,015	13.11	7,62,015	-	7,62,015	13.11	-	13.11	-	-	7,62,015
	Bhavan D Vora HUF	AAGHB 2592G	1	1,10,400	-	-	1,10,400	1.90	1,10,400	-	1,10,400	1.90	-	1.90	-	-	1,10,400
	Devang D Vora HUF	AAFHD0 539N	1	1,80,000	-	-	1,80,000	3.10	1,80,000	-	1,80,000	3.10	-	3.10	-	-	1,80,000
	Mr. Bhasker Pranjivanbhai Parekh	ACQPP7 295L	1	1,06,500	-	-	1,06,500	1.83	1,06,500	-	1,06,500	1.83	-	1.83	-	-	1,06,500
	Mrs. Bhavna Bhaskerbhai Parekh	ADBPP3 517H	1	30,000	-	-	30,000	0.52	30,000	-	30,000	0.52	-	0.52	-	-	30,000
	Mr. Nandish-kumar Vinodray Gandhi	ABXPG4 452C	1	40,500	-	-	40,500	0.70	40,500	-	40,500	0.70	-	0.70	-	-	40,500
	Mrs. Varsha Nandishbhai Gandhi	ABXPG4 453D	1	30,000	-	-	30,000	0.52	30,000	-	30,000	0.52	-	0.52	-	-	30,000
	Mr. Mahesh Vinubhai Gandhi	AABPG7 206R	1	30,000	-	-	30,000	0.52	30,000	-	30,000	0.52	-	0.52	-	-	30,000
	Mrs. Zarna Nihar Turakhia	ACVPT4 058N	1	7,500	-	-	7,500	0.13	7,500	-	7,500	0.13	-	0.13	-	-	7,500
(b)	Central Government/ State Government(s)	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c)	Financial Institutions/ Banks	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d)	Any Other (specify)	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-



	Sub-Total (A)(1)	-	13	56,87,130	-	-	56,87,130	97.81	56,87,130	-	56,87,130	97.81	-	97.81	-	-	56,87,130
(2)	Foreign				-	-				-			-		-	-	
(a)	Individuals (Non-Resident Individuals/ Foreign Individuals)	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(b)	Government	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c)	Institutions	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d)	Foreign Portfolio Investor	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(f)	Any Other (specify)	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Sub-Total (A)(2)	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	-	13	56,87,130	-	-	56,87,130	97.81	56,87,130	-	56,87,130	97.81	-	97.81	-	-	56,87,130

*As on date of this prospectus 1 Equity share holds 1 vote.



III - Shareholding pattern of the Public shareholder

Category & Name of the Shareholders	PAN	No. of shareholders	No. of fully paid up shares held	Partly paid-up equity shares held	Nos. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities				No. of Shares Underlying Outstanding convertible securities (including Warrants)	Total Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) as a % of A+B+C2	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in Share Dematerialized form
								No of Voting Rights			Total as a % of Total Voting rights			No (a)	As a % of total shares held (b)	No. (not applicable)	As a % of total shares held (not applicable)	
								Class: Equity Shares of Rs. 10 each	Class Y	Total								
I	II	III	IV	V	VI	VII=IV+V+VI	VIII	IX				X	XI= VII+ X	XII	XIII	XIV		
(1) Institutions																		
(a) Mutual Funds	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(b) Venture Capital Funds	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c) Alternate Investment Funds	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d) Foreign Venture Capital Investors	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(e) Foreign Portfolio Investors	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-



(f)	Financial Institutions/ Banks	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(g)	Insurance Companies	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(h)	Provident Funds/	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(i)	Any Other (specify)	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Sub-Total (B)(1)	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(2)	Central Government/ State Government(s) / President of India	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Sub-Total (B)(2)	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(3)	Non-institutions																
(a)	Individuals	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	i. Individual shareholders holding nominal share capital up to Rs. 2 lakhs.	-	7	77,530	-	-	77,530	1.33	77,530	-	77,530	1.33	-	1.33	-	-	77,530
	ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.	-	1	50,000	-	-	50,000	0.86	50,000	-	50,000	0.86	-	0.86	-	-	50,000



(b)	NBFCs registered with RBI	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c)	Employee Trusts	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d)	Overseas Depositories (holding DRs) (balancing figure)	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(e)	Any Other (specify)	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Sub-Total (B)(3)	-	8	1,27,530	-	-	1,27,530	2.19	1,27,530	2.19	1,27,530	2.19	-	2.19	-	-	1,27,530
	Total Public Shareholding (B)= (B)(1)+(B)(2)+(B)(3)	-	8	1,27,530	-	-	1,27,530	2.19	1,27,530	2.19	1,27,530	2.19	-	2.19	-	-	1,27,530

*As on date of this prospectus 1 Equity share holds 1 vote



IV - Shareholding pattern of the Non Promoter- Non Public shareholder

	Category & Name of the Shareholders	PAN	No. of shareholders	No. of fully paid up equity shares held	Partly paid-up equity shares held	Nos. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares(calculated as per SCRR, 1957) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities			No. of Shares Underlying Outstanding convertible securities (including Warrants)	Total Shareholding , as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in shares Dematerialized form (Not applicable)	
									No of Voting Rights					Total as a % of Total Voting rights	No.	As a % of total shares held	No. (not applicable)		As a % of total shares held (not applicable)
									Class: Equity Shares of Rs. 10 each	Class Y	Total								
	I	II	III	IV	V	VI	VII=IV+V+VI	VIII	IX			X	XI= VII+ X	XII		XIII		XIV	
(1)	Custodian/ DR Holder																		
(a)	Name of DR Holder (if available)	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	Sub Total (c) (1)	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(2)	Employee Benefit Trust (under SEBI (Share based	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	



	Sub Total (C) (2)	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total Non-Promoter Non-Public shareholding (C) = (C) (1) + (C) (2)	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-

Our Company will file the shareholding pattern in the form prescribed under Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, one day prior to the listing of the Equity shares. The shareholding pattern will be uploaded on the Website of the BSE before commencement of trading of such Equity Shares. In terms of SEBI Circular bearing no. Cir/ISD/3/2011 dated June 17, 2011 and SEBI Circular bearing no. SEBI/Cir/ISD/05/2011, dated September 30, 2011, our Company shall ensure that the Equity Shares held by Promoter/members of the Promoter group shall be dematerialized prior to filing the Prospectus with the RoC. Our Company has entered into tripartite agreement with both the depositories i.e. CDSL and NSDL. As on date the entire equity shares of our Company are held in Dematerialized Form

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

As on the date of this Prospectus, our Company has 21 (Twenty One) shareholders.

a) Our top ten shareholders as on the date of filing of this Prospectus are as follow:

S. No.	Names	Shares Held (Face Value of ₹ 10 each)	% shares held
1	Mr. Bhavan Dhirendra Vora	23,34,600	40.15
2	Mr. Devang Dhirendra Vora	11,63,010	20.00
3	Mrs. Darshana Devang Vora	7,75,590	13.34
4	Mrs. Namita Bhavan Vora	7,62,015	13.11
5	Devang D Vora HUF	1,80,000	3.10
6	Mrs. Kaushika Dhirendra Vora	1,17,015	2.01
7	Bhavan D Vora HUF	1,10,400	1.90
8	Mr. Bhasker Pranjivanbhai Praekh	1,06,500	1.83
9	Mr. Naresh Trambaklal Shah	50,000	0.86
10	Mr. Nandishkumar Vinodray Gandhi	40,500	0.70

b) Our top ten shareholders 10 days prior filing of this Prospectus are as follows :-

S. No.	Names	Shares Held (Face Value of ₹ 10 each)	% shares held
1	Mr. Bhavan Dhirendra Vora	23,34,600	40.15
2	Mr. Devang Dhirendra Vora	11,63,010	20.00
3	Mrs. Darshana Devang Vora	8,25,590	13.08
4	Mrs. Namita Bhavan Vora	7,62,015	13.11
5	Devang D Vora HUF	1,80,000	3.10
6	Mrs. Kaushika Dhirendra Vora	1,17,015	2.01
7	Bhavan D Vora HUF	1,10,400	1.90
8	Mr. Bhasker Pranjivanbhai Praekh	1,06,500	1.83
9	Mr. Nandishkumar Vinodray Gandhi	40,500	0.70
10	Mrs. Bhavna Bhaskerbhai Parekh	30,000	0.52
	Mr. Mahesh Gandhi	30,000	0.52
	Mrs. Varshaben Nandishbhai Gandhi	30,000	0.52

c) Details of top ten shareholders of our Company as on two years prior to the date of filing of this Prospectus are as follows:

S. No.	Names	Shares Held (Face Value of Rs. 10 each)	% shares held (2 Years prior to the date of this Prospectus, represented by 34,86,010 Equity Shares)
1	Mr. Bhavan Dhirendra Vora	10,32,500	29.62
2	Mr. Devang Dhirendra Vora	6,69,810	19.21
3	Mrs. Namita Bhavan Vora	5,28,500	15.16
4	Mrs. Darshana Devang Vora	2,97,500	8.53
5	Mrs. Kaushika Dhirendra Vora	2,36,000	6.77
6	Mr. Sureshkumar Babulal Kothari	2,00,010	5.74
7	Devang D Vora HUF	1,20,000	3.44
8	Bhavan Dhirendra Vora HUF	73,600	2.11
9	Mr. Bhasker Pranjivanbhai Parekh	71,000	2.04
10	Mr. Himesh Occhaval Shah	60,010	1.72
	Mr. Mrugank Suresh Kothari	60,010	1.72

14. None of our public shareholders are holding more than 1% of the pre –issue share capital of our company.
15. Except as provided below, 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 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:

S. No.	Name of Shareholder	Promoter/ Promoter Group/ Director	Date of Transaction	Number of Equity Shares Subscribed to/ Acquired	Number of Equity Shares sold	% of Pre Issue Capital	Subscribed/Acquired/Transferred/Allotted
1.	Mr. Bhavan Dharendra Vora	Promoter and Managing Director	12-Oct-2015	7,78,200	-	13.38	Allotted(Bonus Issue)
			30-Aug-2014	2,30,900		3.97	Acquired
			31-Jul-2014	2,93,000		5.04	Acquired
2.	Mrs. Kaushika Dharendra Vora	Promoter Group Member	12-Oct-2015	39,005		0.67	Allotted(Bonus Issue)
			31-Mar-2015	72,010		1.24	Acquired
			31-Jul-2014		2,30,000	3.96	Transferred
3.	Mrs. Darshana Devang Vora	Promoter Group Member and Whole-time Director					
			13 Jun-2016		50,000	0.86	Transferred
			06-Jun-2016	75		0.00	Acquired
			02-Jun-2016	65,000		1.12	Acquired
			12-Oct-2015	2,53,505	-	4.36	Allotted (Bonus Issue)
			31-Mar-2015	43,510		0.75	Acquired
			02-Jan-2015	12,500		0.21	Acquired
			30-Aug-2014	1,23,500		2.12	Allotted
			30-Aug-2014	30,000		0.52	Acquired
4.	Mrs. Namita Bhavan Vora	Promoter group Member	12-Oct-2015	2,54,005	-	4.37	Allotted (Bonus Issue)
			01-Sep-2015		25,000	0.43	Transferred
			31-Mar-2015		20,000	0.34	Transferred
			30-Mar-2015	12,510		0.22	Acquired



			30-Aug-2014	12,000		0.21	Allotted
			26-Mar-2014	1,00,000		1.72	Allotted
5.	Mr. Devang Dhirendra Vora	Promoter group Member	12-Oct-2015	3,87,670	-	6.67	Allotted (Bonus Issue)
			31-Mar-2015	90,000		1.55	Acquired
			30-Aug-2014	15,530		0.27	Allotted
			26-Mar-2014	1,90,000		3.27	Allotted
6.	Devang D Vora HUF	Promoter group Member	12-Oct-2015	60,000	-	1.03	Allotted (Bonus Issue)
7.	Mr. Himesh Occhaval shah	Non-Executive Independent Director	26-Mar-2014	60,000		1.03	Allotted
			30-Aug-2014	5,000		0.09	Allotted
			30-Aug-2014		30,000	0.52	Transferred
			31-Mar-2015		10,000	0.17	Transferred
			30-Mar-2015		12,510	0.22	Transferred
			02-Mar-2015		12,500	0.21	Transferred
8.	Bhavan D Vora HUF	Promoter Group Member	12-Oct-2015	36,800		0.63	Allotted (Bonus Issue)
			30-Aug-2014	2,30,900		3.97	Allotted
			30-Aug-2014		2,30,900	3.97	Transferred
			26-Mar-2014	50,000		0.86	Allotted

16. None of our Directors or Key Managerial Personnel hold any Equity Shares other than as set out below:

Name	Designation	No. of Equity Shares held
Mr. Bhavan Dhirendra Vora	Managing Director	23,34,600
Mrs. Darshana Devang Vora	Whole Time Director	7,75,590
Mr. Praful Ramanlal Pandya	Non- Executive Director	7,515
Mr. Bhasker Pranjivanbhai Parekh	Non- Executive Director	1,06,500
Mr. Nandishkumar Vinodray Gandhi	Non-Executive Director	40,500

17. 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 Prospectus.



18. 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.
19. As on the date of filing of this 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.
20. As on the date of this Prospectus, the entire Issued Share Capital, Subscribed and Paid up Share Capital of our Company is fully paid up.
21. Our Company has not raised any bridge loan against the proceeds of the Issue.
22. Since the entire issue price per share is being called up on application, all the successful applicants will be allotted fully paid-up equity shares.
23. As on the date of this Prospectus, none of the shares held by our Promoters / Promoters Group are subject to any pledge.
24. The LM i.e. Hem Securities Ltd. and their associates do not hold any Equity Shares in our Company as on the date of filing of Prospectus.
25. 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 Prospectus until the Equity Shares offered have been listed or application moneys unblocked on account of failure of Issue.
26. 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.
27. None of our Equity Shares have been issued out of revaluation reserve created out of revaluation of assets.
28. An over-subscription to the extent of 2% 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 2% 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 are subject to 3 year lock- in shall be suitably increased; so as to ensure that 20% of the post Issue paid-up capital is locked in.
29. 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.
30. 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.



31. The unsubscribed portion in any reserved category (if any) may be added to any other reserved category.
32. The unsubscribed portion if any, after such inter se adjustments among the reserved categories shall be added back to the net offer to the public portion.
33. At any given point of time there shall be only one denomination of the Equity Shares, unless otherwise permitted by law.
34. 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.
35. As on the date of this Prospectus, we do not have any Employees Stock Option Scheme / Employees Stock Purchase Scheme and we do not intend to allot any shares to our employees under Employee Stock Option Scheme/ Employee Stock Purchase Plan from the proposed issue. As and when, options are granted to our employees under the Employee Stock Option Scheme, our Company shall comply with the SEBI (Share Based Employee Benefits) Regulations, 2014.
36. There are no Equity Shares against which depository receipts have been issued.
37. Other than the Equity Shares, there is no other class of securities issued by our Company
38. We have 21 (Twenty One) Shareholders as on the date of filing of this Prospectus.
39. There are no safety net arrangements for this public issue.
40. As per RBI regulations, OCBs are not allowed to participate in this issue.
41. Our Promoters and Promoter Group will not participate in this Issue.
42. This Issue is being made through Fixed Price method.
43. Except as stated in the Prospectus, our Company has not made any public issue or rights issue of any kind or class of securities since its incorporation to the date of this Prospectus.
44. 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.
45. 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 Prospectus with the RoC and the Issue Closing Date are reported to the Stock Exchanges within 24 hours of such transactions being completed.
46. In terms of Rule 19(2)(b)(i) of the Securities Contracts (Regulation) Rules, 1957, as amended, (the SCRR) the Issue is being made for at least 25% of the post-issue paid-up Equity Share capital of our Company. Further, 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 other than retail individual investors

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.

OBJECTS OF THE ISSUE

The Issue includes a fresh Issue of 21,00,000 Equity Shares of our Company at an Issue Price of ₹ 12.00 per Equity Share. We intend to utilize the proceeds of the Issue to meet the following objects:

1. To meet Working Capital Requirement
2. To Meet the Issue Expenses

(Collectively referred as the “objects”)

We believe that listing will enhance our corporate image and visibility of brand name of our Company. We also believe that our Company will receive the benefits from listing of Equity Shares on the SME Platform of BSE.

Our Company is primarily engaged in the business of Metalized Films (MF), Lacquered (Coated) Metalized Polyester Films (LMPF), glitter powder (Zari Powder) and Metallic Yarn (Polyester Badla). 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.

Requirement of Funds:-

The following table summarizes the requirement of funds:

S.No	Particulars	Amt (₹ in Lacs)
1.	To Meet Working Capital Requirement	217.00
2.	To meet the Issue Expenses	35.00
	Gross Issue Proceeds	252.00
	Less: Issue Expenses	35.00
	Net Issue Proceeds	217.00

Utilisation of Net Issue Proceeds: The Net Issue Proceeds will be utilised for following purpose:

S.No	Particulars	Amt (₹ in Lacs)
1.	To Meet Working Capital Requirement	217.00
	Total	217.00

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

Particulars	Amt (₹ in Lacs)
Net Issue Proceeds	217.00
Total	217.00

Since the entire fund requirement are to be funded from the proceeds of the Issue, 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 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 (Bridge Financing) and in such case the Funds raised shall be utilized towards repayment of such Unsecured Loans or recouping of Internal Accruals. However, we confirm that no bridge financing has been availed as on date, which is subject to being repaid from the Issue Proceeds.

We further confirm that no part proceed of the Issue shall be utilised for repayment of any Part of unsecured loan outstanding as on date of Prospectus

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 14 of the Prospectus.

Details of Use of Issue Proceeds:

1. To Meet Working Capital Requirement

Our business is working capital intensive and we are required to provide sufficient credit period to our customers. Considering the existing and future growth, the total working capital needs of our Company, as assessed based on the internal workings of our Company is expected to reach ₹ 21.95 Crores for FY 2016-17. The Company has sanctioned the working capital Limit from Axis Bank amounting ₹ 12 Crores and will meet our working capital requirements to the extent of ₹ 2.17 Crores from the Net Proceeds of this Issue and the balance will be met from borrowings at an appropriate time as per the requirement.

Basis of Estimation of Working Capital requirement and Estimated Working Capital requirement are as follows:

(Rs in Crores)

S. No.	Particulars	Actual (Restated)	Provisional	Estimated
		31-March-15	31-March-16	31-March-17
I	Current Assets			
	Inventories	9.22	10.65	11.45
	Trade receivables	12.67	16.74	18.42
	Cash and Bank Balances	1.39	2.58	3.26
	Other Current Assets	1.59	2.93	2.84
	Total(A)	24.87	32.91	35.98
II	Current Liabilities			
	Current Maturity of Long term Loans	0.76	2.35	2.34
	Trade payables	7.99	9.47	10.08
	Short Term Provisions	0.05	0.98	1.24
	Other Current Liabilities	0.57	0.25	0.37
	Total (B)	9.37	13.05	14.03
III	Total Working Capital Gap (A-B)	15.50	19.86	21.95
IV	Funding Pattern			
	Short Term Borrowings from Bank	11.10	12.00	12.00
	Internal Accruals	4.40	7.86	7.78
	IPO Proceeds			2.17

Justification:

S. No.	Particulars
Inventories	We expect Inventory levels of Finished Goods and Raw Materials to maintain at 1.88 Months for FY 2016-17 due to our production cycle and maintaining required level of inventory



Debtors	We expect Debtors Holding days to be at 3.65 Months for FY 2016-17 based on increased sales and better creditManagement policies ensuring timely recovery of dues.
Creditors	In future, we expect our Creditors to be at 2.71 Months due to increase in purchase of raw materials and credit received by them.

Public Issue Expenses

The estimated Issue related expenses includes Issue Management Fee, Underwriting and Selling Commissions, Printing and Distribution Expenses, Legal Fee, Advertisement Expenses, Registrar's Fees, Depository Fee and Listing Fee. The total expenses for this Issue are estimated to be approximately ₹35.00 Lakhs which is 13.88% of the Issue Size. 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:

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	(₹ in Lacs)
Payment to Merchant Banker including underwriting and selling commissions, brokerages, payment to other intermediaries such as Legal Advisors, Registrars, Bankers etc and other out of pocket expenses	28.50
Printing, Stationery and postage expenses and Advertising & Marketing expenses	3.50
Regulatory fees and Other expenses	3.00
Total Estimated Issue Expenses	35.00

* Included commission/Processing fees for SCSB's, Brokerage and Selling Commission for Registrar Broker, RTA's and CDP's

Proposed year-wise Deployment of Funds and Schedule of Implementation:

The proposed year wise break up of deployment of funds and Schedule of Implementation of Net Issue Proceeds is as under:

S. No.	Particulars	Amount to be deployed and utilized in F.Y. 16-17
1.	To Meet Working Capital Requirement	217.00
	Total	217.00

Funds Deployed and Source of Funds Deployed:

Our Statutory Auditors M/s C. J. Patel & Co., Chartered Accountants vide their certificate dated March 05, 2016 have confirmed that as on the date of certificate the following funds have been deployed for the proposed object of the Issue:

Particulars	Amt (₹ in Lacs)
Issue Expenses	5.00
Total	5.00

Sources of Financing for the Funds Deployed:

Our Statutory Auditors M/s C. J. Patel & Co., Chartered Accountants vide their certificate dated March 05, 2016 have confirmed that as on the date of certificate the following funds have been deployed for the proposed object of the Issue:

Particulars	Amt (₹ in Lacs)
Internal Accruals	5.00
Total	5.00

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 available quotations and 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.

Shortfall of Funds

Any shortfall in meeting the fund requirements will be met by way of internal accruals and/or unsecured Loans.

Bridge Financing Facilities

As on the date of this 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 Regulation 32 of SEBI Listing Regulation 2015, 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 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

Pending utilization of the Issue proceeds of the Issue for the purposes described above, our Company will deposit the Net Proceeds with scheduled commercial banks included in schedule II of the RBI Act.

Our Company confirms that it shall not use the Net Proceeds for buying, trading or otherwise dealing in shares of any listed company or for any investment in the equity markets or investing in any real estate product or real estate linked products.

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 there under. 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

Authority for the Present Issue

This Issue in terms of this Prospectus has been authorized by the Board of Directors pursuant to a resolution dated November 30, 2015 and by the shareholders pursuant to a special resolution in an Extra Ordinary General Meeting held on December 24, 2015 under section 62 (1) (c) of the Companies Act, 2013.

Terms of the Issue

The Equity Shares, now being offered, are subject to the terms and conditions of the 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 Exchange, 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.

Face Value	Each Equity Share shall have the face value of ₹ 10.00 each.
Issue Price	Each Equity Share is being offered at a price of ₹ 12.00 each and is 1.2 times of Face Value.
Market Lot and Trading Lot	The Market lot and Trading lot for the Equity Share is 10,000 (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 ₹ 12.00 each shall be payable on Application. For more details please refer “ <i>Issue Procedure</i> ” beginning to page 242 of this 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. The Allottees in receipt of Allotment of Equity Shares under this Issue will be entitled to dividends and other corporate benefits, if any, declared by the Company after the date of Allotment. For further details, please see “ <i>Main Provisions of Articles of Association</i> ” on page 281 of this Prospectus.

MINIMUM SUBSCRIPTION

In accordance with Regulation [106P] (1) of SEBI ICDR Regulations, this Issue is 100% underwritten. Also, in accordance with explanation to Regulation [106P] (1) of SEBI ICDR Regulations the underwriting shall not be restricted up to the minimum subscription level.

If our Company does not receive the subscription of 100% of the Issue including devolvement of Underwriters within 60 (Sixty) days from the date of closure of the issue, our Company shall forthwith unblocking the entire subscription amount received. If there is a delay beyond 8 (eight) days after our Company becomes liable to pay the amount, our Company shall pay interest prescribed in the Companies Act.

Further, In accordance with Regulation [106R] of SEBI ICDR Regulations, no allotment shall be made pursuant to the Issue, if the number of prospective allottees is less than 50 (fifty).

For further details, please refer to section titled “*Terms of the Issue*” beginning on page 234 of this Prospectus.

BASIS FOR ISSUE PRICE

Investors should read the following summary with the section titled “**Risk Factors**”, the details about our Company under the section titled “**Our Business**” and its financial statements under the section titled “**Financial Information of the Company**” beginning on page no 14, page no 99 and page no 153 respectively of the Prospectus. The trading price of the Equity Shares of our Company could decline due to these risks and the investor may lose all or part of his investment.

The Issue Price has been determined by the Company in consultation with the LM on the basis of the key business strengths of our Company. The face value of the Equity Shares is ₹ 10.00 each and the Issue Price is ₹ 12.00 which is 1.2 times of the face value.

QUALITATIVE FACTORS

- **In-house production of raw materials required in manufacturing of Lacquered (Coated) Metalized Polyester Film(LMPF)**
- **Quality Products**
- **Vast Experience of Promoters**
- **Existing Customer relationship**
- **Existing relationship with suppliers**

For a detailed discussion on the qualitative factors which form the basis for computing the price, please refer to Section titled “**Our Business**” beginning on page 99 of the Prospectus.

QUANTITATIVE FACTORS

Information presented in this section is derived from our Company’s restated financial statements for the F.Y. 2013, 2014, 2015 and for 6 months period ended December 31, 2015 as 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), as adjusted:

S. No	Period	Basic & Diluted (₹)	Weights
1.	FY 2012-13	2.43	1
2.	FY 2013-14	1.80	2
3.	FY 2014-15	1.08	3
	Weighted Average	1.55	6
	Nine months ended December 31, 2015*	1.57	

* Not Annualized

Notes:

- i. The figures disclosed above are based on the restated financial statements of the Company.
- ii. The face value of each Equity Share is ₹ 10.00.
- 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 Financial Statements as appearing in Annexure IV.

2. Price Earning (P/E) Ratio in relation to the Issue Price of ₹ 12.00 :

S. No	Particulars	P/E
1	P/E ratio based on the Basic & Diluted EPS, as adjusted for FY 2014-15	11.08
2	P/E ratio based on the Weighted Average EPS, as adjusted for FY 2014-15	7.77



Peer Group P/ E*

S. No	Particulars	P/E
1	Highest (Flexituff International Limited)	121.90
2	Lowest (KG Petrochem Limited)	3.3
	Industry Composite (Packaging)	22.10

*Source: Capital Market dated June 06 – June 19, 2016; Vol: XXXI/08; Packaging

3. Return on Net Worth (RoNW)*

S. No	Period	RONW (%)	Weights
1.	FY 2012-13	18.44	1
2.	FY 2013-14	13.83	2
3.	FY 2014-15	8.73	3
	Weighted Average	12.05	
	Nine months ended December 31, 2015[#]	11.54	

*Restated Profit after tax/Net Worth

Not annualized

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

(a) Based on Basic and Diluted EPS, as adjusted of FY 2014-15 of ₹ 1.08 at the Issue Price of ₹ 12.00 :

- 8.32 % on the restated financial statements.

(b) Based on Weighted Average Basic and Diluted EPS, as adjusted of ₹ 1.55 at the Issue Price of ₹ 12.00 :

- 11.87 % on the restated financial statements.

5. Net Asset Value (NAV) per Equity Share :

Sr. No.	As at	NAV (₹)
1.	March 31, 2013	15.88
2.	March 31, 2014	17.24
3.	March 31, 2015	18.09
4.	Dec. 31, 2015	13.63
5.	NAV after Issue	13.02
	Issue Price	12.00

* Net Asset Value per Share for 9 months period ended December 31, 2015 has been computed considering the outstanding number of shares as on December 31, 2015.

6. Comparison of Accounting Ratios with Industry Peers¹

S. No.	Name of Company	Results Type	Face Value (₹)	EPS (₹)	PE	RoNW (%)	NAV per Share (₹)
1.	Lakhotia Polyesters (India) Limited	Standalone	10.00	0.11	80.64	1.06	10.20
2.	Jindal Poly Films Limited	Standalone	10.00	37.6	9.60	11.3	346.7
3.	Uflex Limited	Standalone	10.00	14.8	8.90	6.8	233.7
4.	Advance Syntex Limited ²	Standalone	10.00	1.08	11.08	8.73	18.09

¹ *Source: Capital Market dated June 06 – June 19, 2016; Vol: XXXI/08; Packaging and www.bseindia.com

² Based on March 31, 2015 restated financial statements



³ *Basic & Diluted Earnings per share (EPS), as adjusted*

⁴ *Price Earning (P/E) Ratio in relation to the Issue Price of ₹12.00*

The peer group identified is broadly based on the different service lines that we are into but our scale of operations is not comparable to them.

7. The face value of our shares is ₹ 10.00 per share and the Issue Price is of ₹ 12.00 per share is 1.2 times of the face value.
8. Our Company in consultation with the Lead Manager believes that the Issue Price of ₹ 12.00 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.

Investors should read the above mentioned information along with section titled "***Our Business***", "***Risk Factors***" and "***Financial Information of the Company***" beginning on page 99, page 14 and page 153 respectively including important profitability and return ratios, as set out in "***Annexure Q***" to the Financial information of our Company on page no. 181 of the Prospectus to have a more informed view.



STATEMENT OF TAX BENEFITS

STATEMENT OF POSSIBLE TAX BENEFITS AVAILABLE TO ADVANCE SYNTEX LIMITED AND ITS SHAREHOLDERS UNDER THE APPLICABLE LAWS IN INDIA

To,

**The Board of Directors,
Advance Syntex Limited,
233/2 & 238/2, G I D C,
POR Ramangamdi,
Vadodara, Gujarat, 391243**

Dear Sirs,

Sub: Statement of Possible Tax Benefits Available to the Company and its shareholders with regards to Initial Public Offer of Advance Syntex Limited

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, 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.

No assurance is given that the revenue authorities will concur with the views expressed herein.

**For M/s C. J. Patel & Co.
Chartered Accountants
FRN: 130418W**

**CA. Chintankumar J Patel
Proprietor
M. No. 134028**

**Date: 31-May-2016
Place: Vadodara**



THE FOLLOWING KEY TAX BENEFITS ARE AVAILABLE TO THE COMPANY AND THE PROSPECTIVE SHAREHOLDERS UNDER THE CURRENT DIRECT TAX LAWS IN INDIA.

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 (held if any) 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. - 2017-18		
	Tax	Surcharge	Cess
If book profit is less than or equal to Rs. 1	18.5%	-	3%



Crore			
If book profit is more than 1 crore but does not exceed Rs. 10 crore	18.5%	7%	3%
If book profit is more than Rs. 10 Crore	18.5%	12%	3%

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. If only a part of the capital gains is invested, the exemption available shall be in the same proportion as the cost of long term specified assets bears to the whole of the capital gain. Provided that the investment made in the long-term specified asset during any financial year does not exceed Fifty Lac rupees. Provided further that the investment made by an assessee in the long-term specified asset, from capital gains arising from transfer of one or more original assets, during the financial year in which the original asset or assets are transferred and in the subsequent financial year does not exceed fifty lakh rupees. 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:

- 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.
9. 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)
10. **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.
11. **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 assessment years immediately succeeding the assessment 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 a part of the capital gains is invested, the exemption available shall be in the same proportion as the cost of long term specified assets bears to the whole of the capital gain. Provided that the investment made in the long-term specified asset during any financial year does not exceed Fifty Lac rupees. Provided further that the investment made by an assessee in the long-term specified asset, from capital gains arising from transfer of one or more original assets, during the financial year in which the original asset or assets are transferred and in the subsequent financial year does not exceed fifty lakh rupees. 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:

- 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.
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 a 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 a part of the capital gains is invested, the exemption available shall be in the same proportion as the cost of long term specified assets bears to the whole of the capital gain. Provided that the investment made in the long-term specified asset during any financial year does not exceed Fifty Lac rupees. Provided further that the investment made by an assessee in the long-term specified asset, from capital gains arising from transfer of one or more original assets, during the financial year in which the original asset or assets are transferred and in the subsequent financial year does not exceed fifty lakh rupees. 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:

- 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.
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 a 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.
3. 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 (%)
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.

4. 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.
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 a part of the capital gains is invested, the exemption available shall be in the same proportion as the cost of long term specified assets bears to the whole of the capital gain. Provided that the investment made in the long-term specified asset during any financial year does not exceed Fifty Lac rupees. Provided further that the investment made by an assessee in the long-term specified asset, from capital gains arising from transfer of one or more original assets, during the financial year in which the original asset or assets are transferred and in the subsequent financial year does not exceed fifty lakh rupees. 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:

- 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.
6. 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.
 7. 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

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 has been extracted from various websites and publicly available documents from various industry sources. The data may have been re-classified by us for the purpose of presentation. Neither we nor any other person connected with the Issue has independently verified the information provided in this section. Industry sources and publications, referred to in this section, generally state that the information contained therein has been obtained from sources generally believed to be reliable but their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured, and, accordingly, investment decisions should not be based on such information.

Global Economy Outlook

Economic growth across the world is losing growth momentum. Slowdown in emerging market economies as well as developed countries has dampened the prospects for modest economic growth in 2015 and 2016. Among major economies, growth in United States and United Kingdom is on track, while Japan is struggling for growth. Economic growth in Euro area showed divergent growth pattern across countries. While Spain grew at strong pace in Q2 2015, growth in Germany and Italy slowed down. On the other hand, economic growth in France remained flat in quarter ending June 2015.

On September 17, 2015, Federal Open Market Committee (FOMC) kept the benchmark interest rate in U.S unchanged, amid risk of financial panic and turmoil in emerging markets and slowing export growth in United States. An interest rate hike by the Federal Reserve poses a risk of jump in global crude oil prices due to strengthening of US Dollar. This could further suppress the demand for crude oil globally. Besides, it could also cause further slowdown in major emerging market economies such as China, India, Brazil, Russia etc., leading to overall global economic downturn.

Organisation for Economic Co-operation and Development (OECD), in its interim Economic Outlook report released in September 2015, has downgraded the global growth forecast for 2015 (by 0.1 percentage point) to 3 per cent and for 2016 (by 0.2 percentage point) to 3.6 per cent. As per OECD, the growth rate forecast for United States for 2015 and 2016 stood at 2.4 per cent and 2.6 per cent, respectively. While, the projection for real GDP growth in India was 7.2 per cent in 2015 and 7.3 per cent in 2016.

United States:

- According to the "second" estimate by BEA, quarterly real GDP grew by 0.9% (Q-o-Q) in Q2 of 2015. In annualize terms it grew by 3.7% in Q2, 2015.
- Annual CPI inflation was stable at 0.2% in August 2015, the same rate as in previous month.
- In August 2015, the unemployment rate stood at 5.1%.

United Kingdom

- According to "second" estimate by ONS, UK GDP growth rate was 0.7% (Q-o-Q) during Q2, 2015.
- Annual CPI inflation stood at 0.0% in August 2015.
- The unemployment rate stood at 5.5% for May 2015 to July 2015' period.

Japan:

- According to "second" preliminary estimate by Cabinet Office of Japan, GDP contracted by 0.3 % (Q-o-Q) in Q2, 2015. In annualize terms it contracted by 1.2% in Q2, 2015.
- CPI inflation slowed down to 0.2% in July 2015 from 0.4% in previous month.
- Unemployment rate fell to 3.3% in July 2015 from 3.4% in previous month.

Euro Zone:

- According to the "second" estimate by the Eurostat, real GDP (Q-o-Q) grew at 0.4% in both Euro Area (EA18) and EU28 during Q2, 2015.
- During August 2015, annual inflation in Euro Area and EU28 were 0.1 per cent and 0.0 per cent respectively.
- During July 2014, unemployment rate in the EA18 and EU28 were 10.9% and 9.5%, respectively.

BRIC Nations:

- Real GDP of Brazil fell by 1.85% (Q-o-Q) in Q2 of 2015. Annual CPI inflation fell to 9.53% in August 2015. Unemployment stood at 7.5% in July 2015.
- Russia's real GDP growth was -4.6% (Y-o-Y) during Q2 of 2015. Annual CPI inflation increased to 15.8% in August 2015. Unemployment rate in Russia stood at 5.3% in August 2015.
- India's real GDP grew by 7.0% (Y-o-Y) in Q1 of 2015-16. IIP grew by 4.2% (Y-o-Y) in July 2015. The headline WPI inflation stood at -4.95% in August 2015
- During Q2 2015, real GDP of China grew by 7.0% (Y-o-Y). In August 2015, the annual CPI inflation grew to 2.0% from 1.6% in previous month.

(Source: http://www.sebi.gov.in/cms/sebi_data/attachdocs/1444124836502.pdf)

Exhibit 1: OECD Interim Economic Projections (Real GDP growth)¹ - September 2015

Country	2014	2015		2016	
	Growth	September 2015 Interim Projections	Difference from June Economic Outlook	September 2015 Interim Projections	Difference from June Economic Outlook
United States	2.4	2.4	0.4	2.6	-0.2
Euro area	0.9	1.6	0.1	1.9	-0.2
Japan	-0.1	0.6	-0.1	1.2	-0.2
Germany	1.6	1.6	0.0	2.0	-0.4
France	0.2	1.0	-0.1	1.4	-0.3
Italy	-0.4	0.7	0.1	1.3	-0.2
United Kingdom	3.0	2.4	0.0	2.3	0.0
Canada	2.4	1.1	-0.4	2.1	-0.2
China	7.4	6.7	-0.1	6.5	-0.2
India ²	7.2	7.2	-0.1	7.3	-0.1
Brazil	0.2	-2.8	-2.0	-0.7	-1.8
Rest of the world ³	2.8	2.3	-0.2	3.3	-0.3
World	3.3	3.0	-0.1	3.6	-0.2

Note: 1. GDP at market prices adjusted for working days. In the case of Germany, this differs from the "headline" measure, which does not include the working day adjustment. The unadjusted number for Germany would be higher by 0.2 percentage points in 2015 and no different in 2016.

2. Data refer to fiscal years starting in April.

3. Estimate based on updating June 2015 Economic Outlook projections using changes in Consensus Forecasts.

4. Figures in the table represent percentage change.

Source: OECD

(Source: http://www.sebi.gov.in/cms/sebi_data/attachdocs/1444124836502.pdf)

Indian Economy Outlook

With 1.2 billion people and the world's fourth-largest economy, India's recent growth and development has been one of the most significant achievements of our times. Over the six and half decades since independence, the country has brought about a landmark agricultural revolution that has transformed the nation from chronic dependence on grain imports into a global agricultural powerhouse that is now a net exporter of food. Life expectancy has more than doubled, literacy rates have quadrupled, health conditions have improved, and a sizeable middle class has emerged. India is now home to globally recognized companies in pharmaceuticals and steel and information and space technologies, and a growing voice on the international stage that is more in keeping with its enormous size and potential.



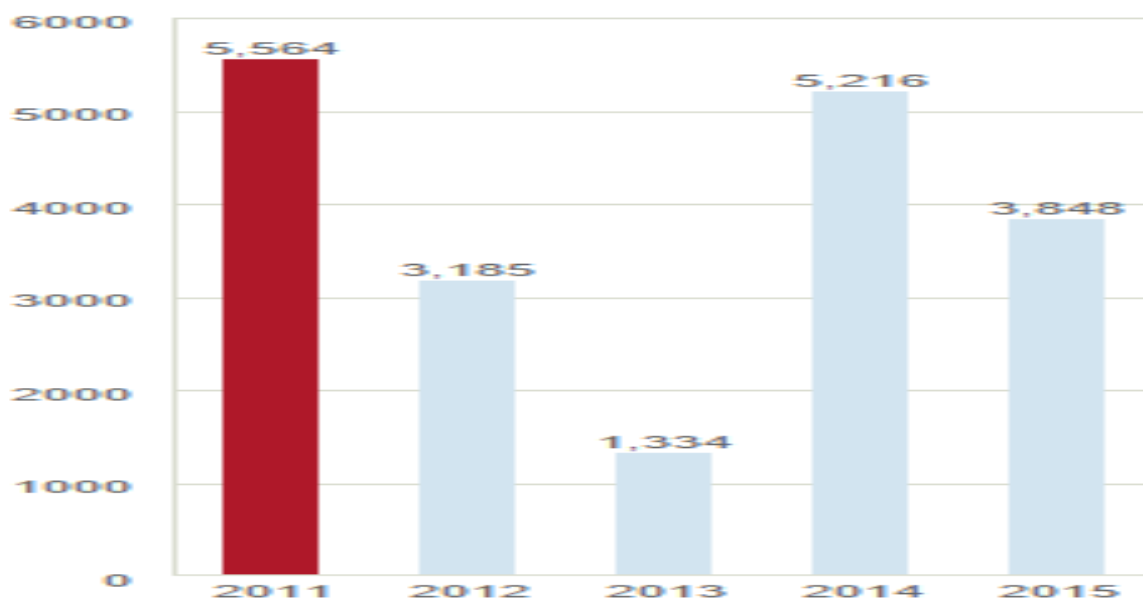
Historic changes are unfolding, unleashing a host of new opportunities to forge a 21st-century nation. India will soon have the largest and youngest workforce the world has ever seen. At the same time, the country is in the midst of a massive wave of urbanization as some 10 million people move to towns and cities each year in search of jobs and opportunity. It is the largest rural-urban migration of this century.

The historic changes unfolding have placed the country at a unique juncture. How India develops its significant human potential and lays down new models for the growth of its burgeoning towns and cities will largely determine the shape of the future for the country and its people in the years to come.

Massive investments will be needed to create the jobs, housing, and infrastructure to meet soaring aspirations and make towns and cities more livable and green. Generating growth that lifts all boats will be key, for more than 400 million of India’s people—or one-third of the world’s poor—still living in poverty. And, many of those who have recently escaped poverty (53 million people between 2005-10 alone) are still highly vulnerable to falling back into it. In fact, due to population growth, the absolute number of poor people in some of India’s poorest states actually increased during the last decade.

(Source: <http://www.worldbank.org/en/country/india/overview#1>)

India: Commitments by Fiscal Year (in millions of dollars)*



*Amounts include IBRD and IDA commitments

Inequity in all dimensions, including region, caste and gender, will need to be addressed. Poverty rates in India’s poorest states are three to four times higher than those in the more advanced states. While India’s average annual per capita income was \$1,410 in 2011—placing it among the poorest of the world’s middle-income countries— it was just \$436 in Uttar Pradesh (which has more people than Brazil) and only \$294 in Bihar, one of India’s poorest states. Disadvantaged groups will need to be brought into the mainstream to reap the benefits of economic growth, and women—who “hold up half the sky”—empowered to take their rightful place in the socioeconomic fabric of the country.

Fostering greater levels of education and skills will be critical to promote prosperity in a rapidly globalizing world. However, while primary education has largely been universalized, learning outcomes remain low. Less than 10 percent of the working-age population has completed a secondary education, and too many secondary graduates do not have the knowledge and skills to compete in today’s changing job market.

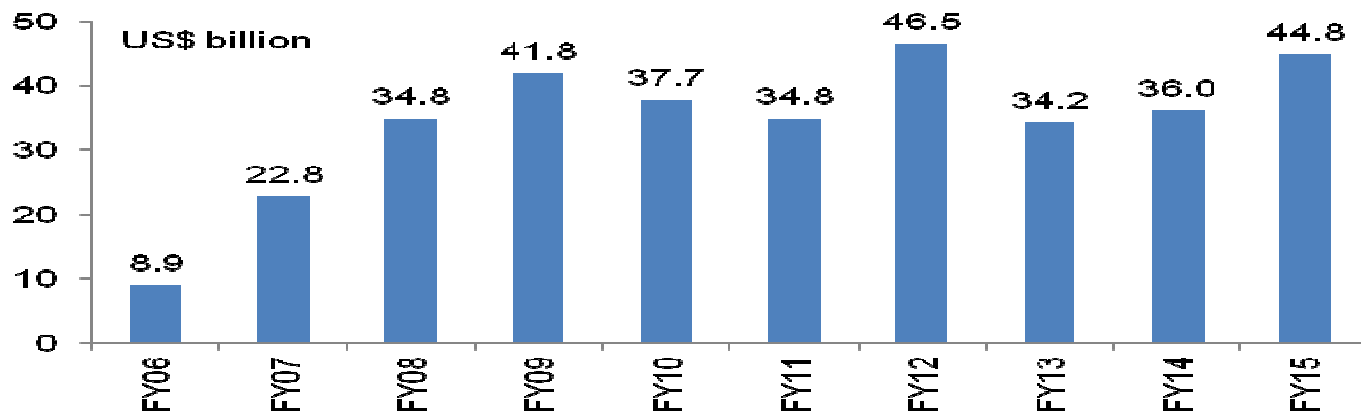
Improving health care will be equally important. Although India’s health indicators have improved, maternal and child mortality rates remain very low and, in some states, are comparable to those in the world’s poorest countries. Of particular concern is the nutrition of



India’s children whose well-being will determine the extent of India’s much-awaited demographic dividend; at present, an overwhelming 40 percent (217 million) of the world’s malnourished children are in India.

(Source: <http://www.worldbank.org/en/country/india/overview#1>)

FDI in India



Source: dipp.nic.in

(Source: <http://www.ibef.org/economy>)

The country’s infrastructure needs are massive. One in three rural people lack access to an all-weather road, and only one in five national highways is four-lane. Ports and airports have inadequate capacity, and trains move very slowly. An estimated 300 million people are not connected to the national electrical grid, and those who are face frequent disruptions. And, the manufacturing sector—vital for job creation—remains small and underdeveloped.

Nonetheless, a number of India’s states are pioneering bold new initiatives to tackle many of India’s long-standing challenges and are making great strides towards inclusive growth. Their successes are leading the way forward for the rest of the country, indicating what can be achieved if the poorer states were to learn from their more prosperous counterparts.

India now has that rare window of opportunity to improve the quality of life for its 1.2 billion citizens and lay the foundations for a truly prosperous future—a future that will impact the country and its people for generations to come.

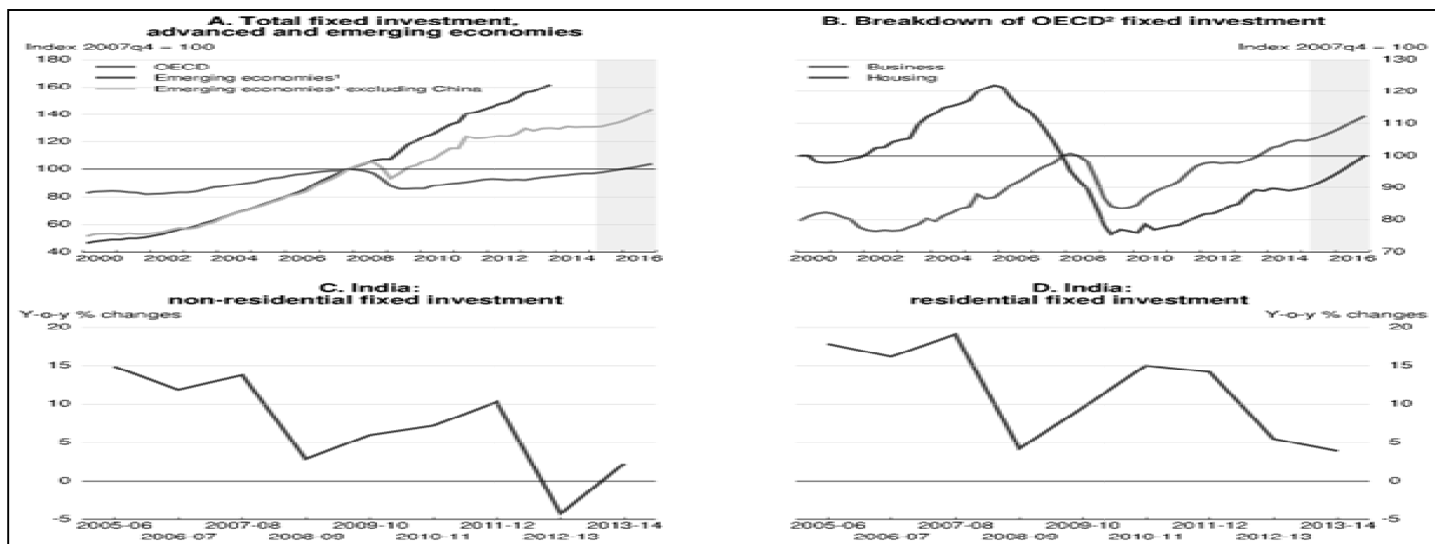
(Source: <http://www.worldbank.org/en/country/india/overview#1>)

Economic growth will remain high, supported by a revival in investment. The FY 2015-16 fiscal consolidation target has been relaxed to allow for increased infrastructure investment while structural reforms to improve the ease of doing business and the Make in India initiative should boost corporate investment. Export growth will be held back by the currency appreciation. The decline in oil prices will reduce pressures on the current account deficit, inflation and subsidies.

Improved public spending efficiency and increased revenue are required to fund needed public investment in physical and social infrastructure. Fiscal consolidation would also make room for the authorities to reduce requirements on banks to hold government bonds, which would release funds for private credit. Subsidy to food, fertiliser and oil products should be better targeted, and the envisaged sales tax (GST) and corporate tax reforms should be implemented swiftly. The reduction in inflation expectations provides room for monetary easing. Addressing non-performing loans would strengthen monetary policy transmission.

Investment failed to rebound in 2014, reflecting poor infrastructure and delays in administrative procedures. The government has deregulated the coal sector, taken measures to improve the business environment and opened up new sectors – including construction, rail and insurance — to foreign direct investment. The 2015/16 Budget raises investment in the rail sector. To revive corporate investment, further reforms are needed to reduce uncertainties surrounding land acquisition and tax regulations and to improve the quality of electricity and transport systems

(Source: <http://www.oecd.org/economy/india-economic-forecast-summary.htm>)

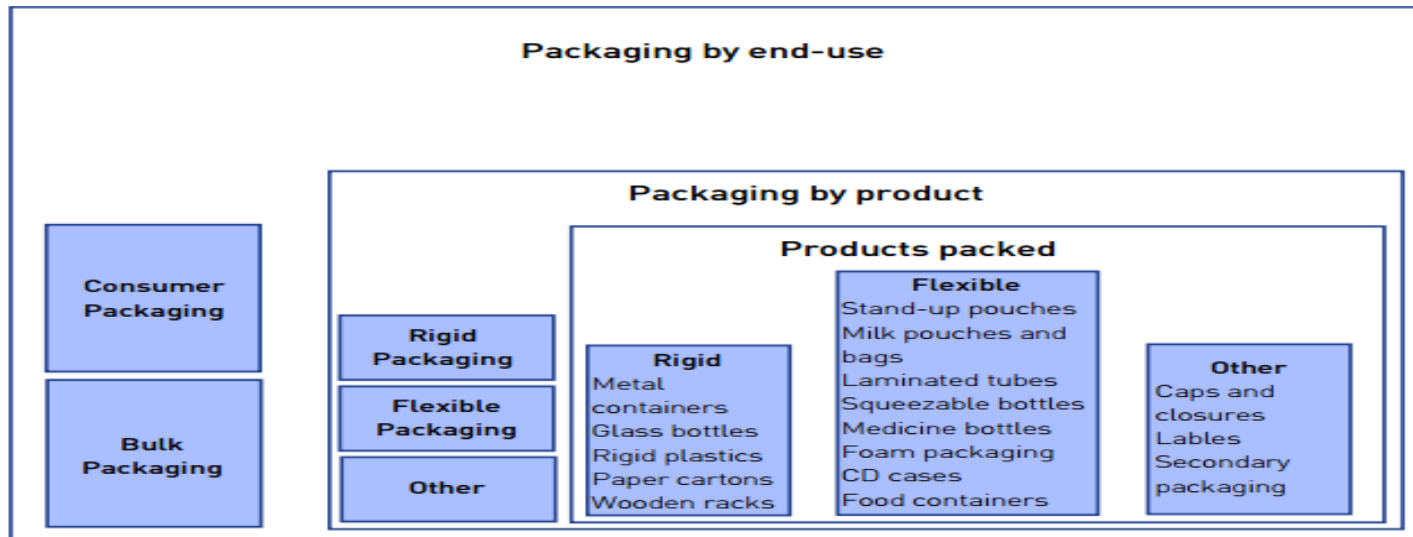


(Source: <http://www.oecd.org/economy/india-economic-forecast-summary.htm>)

Packaging Industry in India

With advancement in technology and general awareness, the packaging sector in India is well poised as most of the raw materials for packaging are abundantly available in the country. Moreover, the per capita spending has increased tremendously, leading to changing rural markets and a growing middle class who demand the best of products. Various upgraded technologies are being used in industry such as aseptic packaging, retort packaging and biodegradable packaging to enhance the life of food product. Moreover, the plastic packaging market is expanding rapidly registering a growth of 20-25 per cent per annum and is valued at 6.8 million tonne while the paper packaging industry stands at 7.6 million tonne. The packaging industry is poised to grow rapidly led by the increasing use of innovative packaging equipments and the rising flexible packaging market.

(Source: <http://piai.org/Trends.aspx>)



Sources: IMaCS Research

(Source: http://www.ibef.org/download/Flexible_Packaging060112.pdf)

Polyester Film

Polyester film is a high-performance film made from polyethylene terephthalate (PET) resin. The Polyethylene Terephthalate (PET) resin is made from Ethylene Glycol and dimethyl terephthalate (DMT). In comparison with other common plastic films, polyester film is characterized by high tensile strength, excellent dimensional stability, low moisture absorption, good retention of physical properties over a fairly wide temperature range (-70Å° to 150Å°C), excellent electrical properties, and good optical clarity. Because of its higher price relative to PVC, polyethylene, and polypropylene film, polyester film is generally considered a specialty film among all plastic films; however, markets of considerable volume have developed that require this strong, dimensionally stable film. Prices are higher than most commercial plastic films primarily because the manufacturing process is much more costly due to the need for an orientation step.

Plastics Industry in India

The Indian plastics industry made a promising beginning in 1957 with the production of polystyrene. Thereafter, significant progress has been made, and the industry has grown and diversified rapidly. The industry spans the country and hosts more than 2,000 exporters. It employs about 4 million people and comprises more than 30,000 processing units, 85-90 per cent of which are small and medium-sized enterprises.

Steady Growth in Exports and Advantage India

India is one of the most promising exporters of plastics among developing countries. The plastics industry produces and exports a wide range of raw materials, plastic-moulded extruded goods, polyester films, laminates, moulded/soft luggage items, writing instruments, plastic woven sacks and bags, polyvinyl chloride (PVC), leather cloth and sheeting, packaging, consumer goods, sanitary fittings, electrical accessories, laboratory/medical surgical ware, tarpaulins, laminates, fishnets, travel ware, and others.

Demand from original equipment manufacturers (OEMs) has led to producers focusing more on delivering products customised in line with end-user needs. Moreover, the Indian plastics industry has started manufacturing specific items to meet customer requirements. Design, style, and pattern are set based on the requirements of customers in export markets.

The Indian plastics industry offers excellent potential in terms of capacity, infrastructure and cheap labour availability. It is supported by a large number of polymer producers, and plastic process machinery and mould manufacturers in the country.

Among the industry’s major strengths is the availability of raw materials in the country. Thus, plastic processors do not have to depend on imports. These raw materials, including polypropylene, high-density polyethylene, low-density polyethylene and PVC, are manufactured domestically.

Plastics Export Promotion Council

The Plastics Export Promotion Council (PLEXCONCIL) is the apex government body responsible for the promotion of plastic exports. PLEXCONCIL members comprise large-/medium-/small-scale manufacturers and exporters. The council supports exporters by participating in international trade fairs, exploring new markets, organising buyer- seller meets both in India and overseas, and engaging in through various other promotion and need- based activities. The council acts as an interface between the exporting community and the Government of India; sponsors delegations to target markets; and invites business delegations from overseas to India. It actively organises events such as exhibitions, fairs and conferences/workshops to promote the Indian plastics industry at national and international levels.

(Source: <http://www.ibef.org/exports/plastic-industry-india.aspx>)

Metallic Fibre

The term metallic fibre, in its general sense, means simply a fibre that is made from metal. The generic term “metallic” was adopted by the U.S. Federal Trade Commission and is defined as: A manufactured fibre composed of metal, plastic-coated metal, metal-coated plastic, or a core completely covered by metal. Thus, metallic fibres are: fibres produced from metals, which may be alone or in conjunction with other substances

These metal filaments were made by beating soft metals and alloys, such as gold, silver, copper and bronze, into thin sheets, and then cutting the sheets into narrow ribbon-like filaments. The filaments were used entirely for decorative purposes, providing a glitter and sparkle that could not be achieved by other means.

As textile fibres, these metal filaments had inherent short comings which restricted their use. They were expensive to produce; they tended to be inflexible and stiff, and the ribbon-like cross-section provided cutting edges that made for a harsh, rough handle; they were troublesome to knit or weave, and they had only a limited resistance to abrasion. Apart from gold, the metals would tend to tarnish, the sparkle being dimmed with the passage of time.

Despite these shortcomings, the metallic ribbon-filament has remained in use for decorative purposes right up to the present day. The development of modern techniques of surface-protection has brought cheaper metals into use; aluminium foil, for example, may be anodized and dyed before being slit into filaments which are colourful and corrosion-resistant.

Ribbon-filaments are now manufactured in considerable quantity, e.g. as tinsel, but they remain an essentially decorative material. The filaments are weak and inextensible, and are easily broken during wear; they lack the flexibility that is essential in a genuine textile fibre.

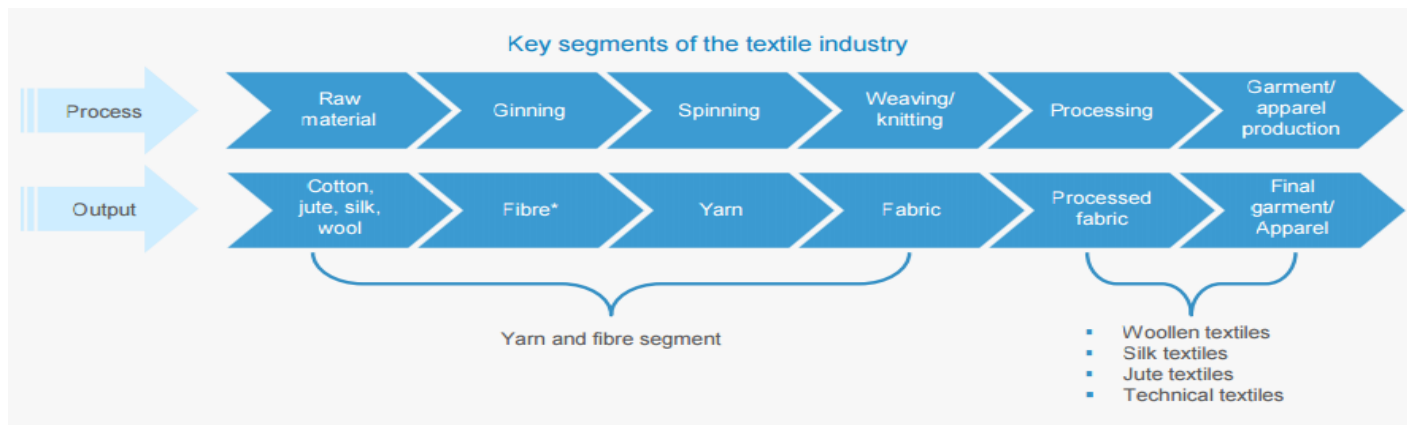
Metallic yarn

Metallic yarns are by and large made from strips of a synthetic film, such as polyester, coated with metallic particles. In one more method, aluminum foil strips are sandwiched amid layers of film. Metallic yarns may also be made by twisting a strip of metal around a natural or man-made core yarn, producing a metal surface. It is made of thin film and supported by nylon or polyester or rayon yarn according to the type of yarn.

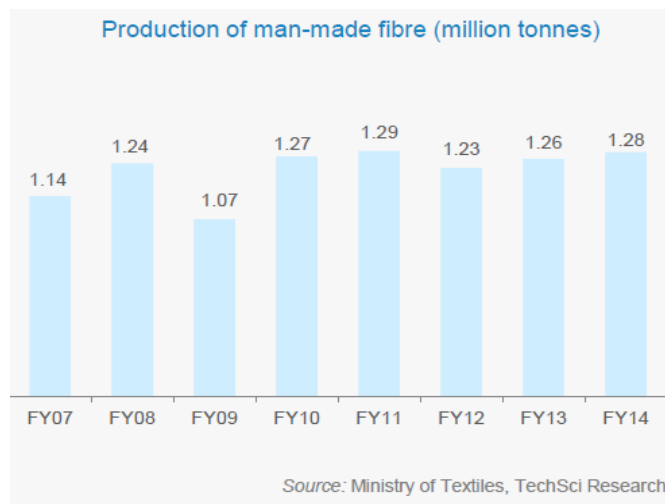
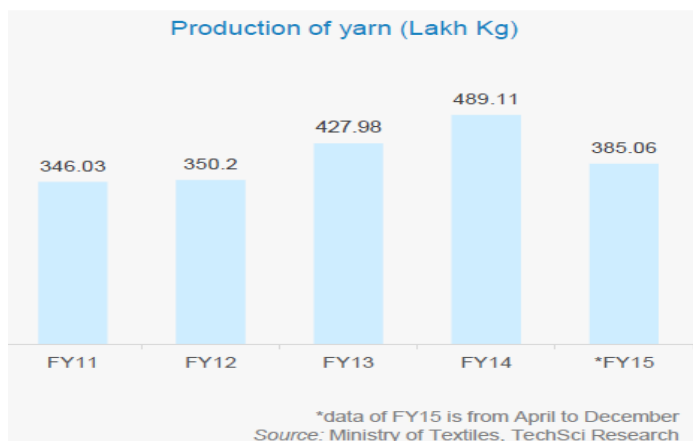
Metallic Yarn is used in manufacturing knitting wears, knit and woven fabrics, embroideries, labels etc. Some end uses have been in automotive fabrics, television front fabrics, bath towels and face cloths, clerical vestments, bathing suits, hosiery, upholstery, hat bands, etc. Also in theatrical clothing, theatre back drops, doll clothing, banners and uniforms.

Indian Textile Industry

The textile and apparel industry can be broadly divided into two segments - yarn and fibre, and processed fabrics and apparel. India accounts for 14 per cent of the world's production of textile fibres and yarns (largest producer of jute, second largest producer of silk and cotton, and third largest in cellulosic fibre). India has the highest loom capacity (including hand looms) with 63 per cent of the world's market share.



The domestic textile and apparel industry in India is estimated to reach US\$ 141 billion by 2021 from US\$ 67 billion in 2014. Increased penetration of organised retail, favourable demographics, and rising income levels are likely to drive demand for textiles. India is the world's second largest exporter of textiles and clothing.



Textile and apparel exports from India are expected to increase to US\$ 82 billion by 2021 from US\$ 40 billion in 2014. Readymade garments remain the largest contributor to total textile and apparel exports from India. In FY15 the segment had a share of 40 per cent of all textile and apparel exports. Cotton and man-made textiles were the other major contributors with shares of 31 per cent and 16 per cent, respectively.

(Source: <http://www.ibef.org/download/Textiles-and-Apparel-August-2015.pdf>)

Rising government focus and favourable policies is leading to growth in the textiles and clothing industry. Foreign direct investment (FDI) in textile sector increased to US\$ 1,587.8 million in FY15 from US\$ 1,424.9 million in FY14. The Ministry of Textiles is encouraging investments through increasing focus on schemes such as Technology Up-gradation Fund Scheme (TUFS). To promote apparel exports, 12 locations have been approved by the government to set up apparel parks for exports. As per the 12th Five Year Plan, the Government plans to provide a budgetary support of US\$ 4.25 billion to textiles. Free trade with ASEAN countries and proposed agreement with European Union will also help boost exports.

(Source: <http://www.ibef.org/industry/indian-textiles-and-apparel-industry-analysis-presentation>)

Road Ahead of Indian Textile Industry

The future for the Indian textile industry looks promising, buoyed by both strong domestic consumption as well as export demand. With consumerism and disposable income on the rise, the retail sector has experienced a rapid growth in the past decade with the entry of several international players like Marks & Spencer, Guess and Next into the Indian market. The organised apparel segment is expected to grow at a Compound Annual Growth Rate (CAGR) of more than 13 per cent over a 10-year period.

(Source: <http://www.ibef.org/pages/textile-industry-manufacturers-in-india>)

OUR BUSINESS

Some of the information contained in the following discussion, including information with respect to our plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read the section “Forward-Looking Statements” for a discussion of the risks and uncertainties related to those statements and also the section “Risk Factors” for a discussion of certain factors that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in or implied by these forward looking statements. Our fiscal year ends on March 31 of each year, so all references to a particular fiscal are to the Twelve-month period ended March 31 of that year.

In this section, a reference to the “Company” or “we”, “us” or “our” means Advance Syntex Limited.

All financial information included herein is based on our “Financial information of the Company” included on page 153 of this Prospectus.

Overview

Our Company was originally incorporated as Advance Syntex Private Limited on September 21, 1990 under the provisions of Companies Act, 1956 with Registrar of Companies, Gujarat. Our Company is mainly engaged in manufacturing of Metalized Films (MF), Lacquered (Coated) Metalized Polyester Films (LMPF), glitter powder (Zari Powder) and Metallic Yarn (Polyester Badla). Glitter Powder and Metallic Yarn are manufactured through Job Work of LMPF produced by our Company. We also produce modified resins, which is used as raw material in manufacturing of LMPF. Further, we are also engaged in the sale of polyester films (also known as BOPET films) and Biaxially Oriented Polypropylene Films (also known as BOPP films) after carrying of slitting operations on them.

Additionally, we also provide services of coating of Metalized Films on job work basis. The products of our Company are used in textiles, flexible packaging, lamination, printing, decorations, advertising, paints, inks, craft glue, glass bangles, synthetic leather, floor tiles, walls, cosmetics (such as nail polish, eye-liner, hair gel, lipstick etc.) and various other products. Our entire products are sold under the brand name of “MIDAS”, which is registered under the Trademarks Act, 1999.

Presently, our manufacturing activities are undertaken at three different units with total combined area of above 3100 sq. mtrs and installed production capacity of 18 Lakhs Kg p.a. for LMPF, 36 Lakhs Kg p.a. for Metalized Films and 0.60 Lakhs Kg p.a. for Resins. Below are the details of our our manufacturing Units:-

1. Unit: 1 located at 233/2 & 238/2, GIDC, POR Ramangamdi, Vadodara - 391243, Gujarat, India
2. Unit: 2 located at 104, GIDC, POR Ramangamdi, Vadodara, - 391243, Gujarat, India
3. Unit: 3 located at 149, GIDC, POR Ramangamdi, Vadodara, - 391243, Gujarat, India

Our total revenue (as restated) increased from Rs. 16.61 crores in F.Y 2010-11 to Rs. 47.54 crores in F.Y. 2014-15, representing a CAGR of 23.41%.

For details relating to our industry, industry production figures, past trends, future prospects etc., please refer to Chapter titled “**Industry Overview**” beginning on page 91 of this Prospectus.

Our Company has achieved the following distinct accomplishments in recent years:-

- Certificate for Best MSME Award 2011 by Government of Gujarat (Industries & Mines Department) for Outstanding Performance in Growth in Production & Profit in the Category of Medium Enterprise for manufacturing of Lacquered Polyester Film & Metalized Polyester Film in the state of Gujarat for the year 2011, given on 12th January, 2013 at Vibrant Gujarat Summit, Gandhinagar.
- SKOCH Order of Merit Certificate for Qualifying Amongst India’s Best SMEs – 2014, given on 21st March, 2014, at New Delhi.
- Certificate from Federal Bank Ltd. and Dun & Bradstreet India for being featured in “Dun & Bradstreet’s premier publication” as “Leading SME of India 2014”.
- Certificate of Excellence from Small & Medium Business Development Chamber of India (SME Chamber of India) in recognition of exemplary achievement in “Manufacturing Sector”, given on 16th September, 2014 at Mumbai.
- Bank of India (BOI) India SME – 100 Award for 2013 year.

- India SME 100 Award from Ministry of Micro, Small and Medium Enterprises and India SME Forum for scoring in the Top 100 in the overall evaluation of financial & Non financial parameters constituted for the India SME 100 Awards, given on 28th April, 2016.


Our Location:

Registered Office	233/2 & 238/2, GIDC, POR Ramangamdi, Vadodara, - 391243, Gujarat, India
Factories	Unit: 1 - 233/2 & 238/2, GIDC, POR Ramangamdi, Vadodara - 391243, Gujarat, India
	Unit: 2 - 104, GIDC, POR Ramangamdi, Vadodara, - 391243, Gujarat, India
	Unit: 3 - 149, GIDC, POR Ramangamdi, Vadodara, - 391243, Gujarat, India
Branch Office	6, Priti Building, Nutan Prashant Co-operative Housing Society, S.N. Road, Tambe Nagar, Mulund(West), Mumbai – 400-080 Maharashtra
Temporary Admin Office	107, GIDC, POR, Ramangamdi, Vadodara, Gujarat-391243

Our Products and its features:-

S. No.	Products		Features and Applications
1.	Metalized Films (MF)		<ul style="list-style-type: none"> • Types of Metalized Films:- Polyester (BOPET), BOPP, CPP and LDPE Films • Thickness :- 6 microns to 400 microns • Available in different sizes depending on the Customer’s requirement • Applications: - Metalized BOPET Films are used for Flexible packaging, metallic yarn, sequins for textiles, decoratives etc. Metalized BOPP films are used for flexible packaging, gift wraps and decoratives <p>Metalizing enhances the barrier properties of films, making suitable for uses where moisture and aroma retention are especially important, such as snacks foods, industrial applications etc.</p>
2.	Slitted Films		<ul style="list-style-type: none"> • Types of Slitted Films:- Polyester (BOPET) and BOPP films • BOPET films are used for its high tensile strength, transparency, reflectivity, gas and aroma barrier properties, electrical insulation and chemical and dimensional stability. Uses of BOPET Films includes flexible food packaging, barrier films, vaccum insulation panels, hot stamping foil, photo resist films, insulation materials etc. <p>BOPP Films are widely used as a packaging material for packaging products such as snack foods, fresh produce and confectionery. It is easy to coat, print and laminate to give the required appearance and properties for use as a packaging material.</p>

<p>3.</p>	<p>Epoxy Resins</p>		<ul style="list-style-type: none"> • High mechanical and electrical strength • Accurate Composition • Enhanced Shelf Life • Applications: - Used in manufacturing of Lacquered (Coated) Metalized Polyester Film and Zari threads.
<p>4.</p>	<p>Lacquered (Coated) Metalized Polyester Film (LMPF)</p>		<ul style="list-style-type: none"> • Types of LMPF available:- One Side LMPF, Both Side LMPF, Holographic LMPF • Available in various colours and sizes depending upon the application. • Thickness of LMPF depends upon type of LMPF used. Generally it is between 12 to 130 Microns. • Applications:- Used in manufacturing of glitter powder, metallic yarn, packaging and other decorative products
<p>5.</p>	<p>Glitter Powder (Zari Powder)</p>		<ul style="list-style-type: none"> • Available in various forms such as, Polyester Glitter, Formaldehyde Free & Solvent Resistant Glitter, Neons & Electrics Glitter, Rainbow/Irridescent Glitter, Holographic Glitter and Aluminium Glitter) • Available in square, rectangular and hexagonal shape. • Standard size ranges from 0.002” Hex to 0.1” Hex, 0.004” sq. to 0.048” sq., 0.2 MM * 1.55 MM rec etc. • Applications:- Textiles (printing on fabrics, velvet, textiles etc.) Construction Materials (Paints, Tiles, Flooring etc) Interior Decoration (Flooring Materials, Picture Frames, Wallpapers, Table Cloth) Accessories (Cosmetics Products, Pens, Bangles, Greeting Cards, Candles etc) Injection Molding (Containers, Cosmetic cases, PVC Acryl, etc)
<p>6.</p>	<p>Metallic Fibres</p>		<ul style="list-style-type: none"> • Thickness: 12 microns and 24 microns • Available in various colours and sizes • Applications:- Used in making of upholstery fabrics (lace, brocade), interior decoration items (curtains, sofa covers etc), Automotive textiles, hosiery products etc.

7.	Metallic Yarns (Polyester Badla)		<ul style="list-style-type: none"> • Available in thickness of 12, 23 and 30 microns • Available in various colours and sizes • Applications:- Used in Weaving, Knitting, Embroidery, Laces etc.
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OUR COMPETITIVE STRENGTHS

We believe that the following are our primary competitive strength:

1. Facility for In-house production of raw materials required in manufacturing of Lacquered (Coated) Metalized Polyester Film (LMPF):

Our Company has in-house facility for production of raw materials required to manufacture Lacquered (Coated) Metalized Polyester Film (LMPF). The major raw materials required to produce LMPF are Metalized Polyester Film and resins, which are produced in house by us. This enables us to maintain high quality production standards and also helps us in minimizing production time and bringing cost effectiveness.

2. Quality Products:

We believe in providing our customers the best possible quality products. The scale of operations and experience of our Promoter in the business enables our Company to produce quality products. Our Company believes that quality products enable it to compete with the other players in the market. Our Company also believes that the investment in technology shall allow it to provide quality products to its customers and differentiate it from other competitors. Since, our Company is dedicated towards quality products, processes and inputs; we get repetitive orders from our clients, as we are capable of meeting their quality standards.

3. Management Expertise:

Our Promoter Mr. Bhavan Dhirendra Vora, is engaged in manufacturing business, which also form part of Board of Directors of our Company, have a proven background and rich experience of more than 20 years in our industry. Also, our Company is managed by a team of experienced personnel. The team comprises of personnel having operational and business development experience. We believe that our management team’s experience and their understanding of our industry will enable us to continue to take advantage of both current and future market opportunities. It is also expected to help us in addressing and mitigating various risks inherent in our business, including significant competition, the global economic crisis.

4. Existing customer relationship:

We believe that we constantly try to address customer needs around a variety of products. Our existing customer relationships help us to get repeat business from our customers. This has helped us maintain a long term working relationship with our customers and improve our customer retention strategy. We have existing customer relationship with companies for a long time which gets us repeat orders. We believe that our existing relationship with our customers represents a competitive advantage in gaining new customers and increasing our business.

5. Existing relationship with suppliers:-

We have acquired raw materials from several suppliers and have contacts with them for a long time. We believe that our strong relationships with suppliers will enable us to continue to grow our business. Due to our long time relationships with our suppliers, we



get quality and timely supplies of raw materials. This enables us to manage our inventories and supply quality products on timely basis to our customers. This in turn has enabled us to generate repeat business.

OUR BUSINESS STRATEGY: -

We intend to pursue the following principal strategies to leverage our competitive strengths and grow our business:

1. Increasing Operational efficiency

Our Company intends to improve operating efficiencies to achieve cost reductions so to have a competitive edge over the competitors. We believe that this can be done through continuous process improvement, customer service and technology development.

2. Maintain and expand long-term relationships with clients

Our Company believes that business is a by-product of relationship. The business model is based on client relationships that are established over period of time. Our Company believes that a long-term client relationship with large clients fetches better dividends. Long-term relations are built on trust and continuous maintaining of the requirements of the customers. It forms basis of further expansion for our Company, as we are able to monitor a potential product/ market closely.

3. Leveraging of our marketing skills and relationships

This is a continuous process in our organization and the skills we impart in our people gives importance to clients. We aim to do this by leveraging our marketing skills & relationships and further enhancing customer satisfaction. We plan to increase our customers by meeting orders in hand on time, maintaining our client relationship and renewing our relationship with existing buyers.

4. Continue to build-up a professional organization

We have a team of professionals to look after production, commercial and marketing divisions of our Company. We believe in transparency, flow of information, and commitment to the work among our work force and with our valuable customers, suppliers, investors, government authorities, banks, financial institutions etc. Over a period of time, we have been able to build-up an image that can be matched with our competitors. We will consistently put efforts among its group of experienced employees to transform them into an outstanding team of empowered professionals which helps in further accelerating the wheels of development of the Organization.

5. Optimal Utilization of Resources:-

Our Company constantly endeavors to improve our service process, and will increase manufacturing process to optimize the utilization of resources. We have invested significant resources, and intend to further invest in our activities to develop customized systems and processes to ensure effective management control. We regularly analyze our existing policies to be carried out for operations of our Company which enables us to identify the areas of bottlenecks and correct the same. This helps us in improving efficiency and putting resources to optimal use.

MANUFACTURING PROCESS

A description of the manufacturing process followed by the Company is discussed hereunder:

1. Metalized Films:-

Metalizing

Metallization is performed using a physical vapour deposition process. Polyester (BOPET)/BOPP/PP/LDPE films are used in metalizing, as per Customer's requirement. Film rolls are taken into vacuum metalizing machine chambers in which aluminium wire

(of 99.99% purity) is heated and evaporated under vacuum, which is then condensed on the film. This process of metalizing brings glossy metallic appearance of an aluminium foil on the film.

Inspection and Testing

Inspection and testing process are then carried on metalized film rolls to check if any defects are present in the films.

Slitting of Metalized Films

After inspection and testing, metalized films are slitted on slitter machines in accordance with size as per Customer's requirement.

2. Slitted Films (Polyester (BOPET) and BOPP Films):-

Slitting of Films

BOPET/BOPP Film rolls are put on slitter machine. The slitter machine slits the jumbo roll into small pancakes in accordance with predefined size as per Customer's requirement. Slitting Machines are fully automatic with 1650 mm width.

Inspection and Testing

Inspection and testing process are then carried on slitted film rolls to check if any defects are present in the films.

3. Epoxy Resins

Preparation of Modified Lacquer

Fixed Formulated chemicals are mixed and then heated at a set temperature in a reactor for a period ranging from 24 to 36 hours to form modified lacquers.

Inspection and Testing

Such lacquers are then tested in the laboratory for confirming required performance. The approved lacquers are then used for making Lacquered (Coated) Metalized Polyester Film (LMPF).

4. Lacquered (Coated) Metalized Polyester Film (LMPF) -

Resin Mixing

The epoxy resins produced in our factory are mixed with certain chemicals and pigments to get the desired colour.

Coating Process

Mixed resins are then applied on metalized films, which are then cured at a temperature ranging from 150° to 180° in the heating chamber of coating machine. The cured film is called as lacquer coated film.

Inspection and Testing

Such films are inspected on slitter machines and laboratory for checking any defects in the film.

Slitting of LMPF

Once the films are approved, they are slitted on slitter machines as per customer's requirement. Slitted LMPF are then sold to customers or are used for production of glitter powder, metallic fibre and metallic yarn.

5. Glitter Powder/ Metallic Fibre

Conversion of films into glitter powder/Metallic Fibre

The LMPF, Metallized film and clear films are selected on the basis of Customer's colour and size specifications of glitter powder/metallic fibre. Such films are sent for Job Work for conversion into Glitter Powder/Metallic Fibre. Glitter Powder is very fine and even shape powder, prepared on automatic machines.

Inspection and Testing

Glitter Powder/ Metallic Fibre received from Job Work are then inspected and tested to check that they are produced as per Customer's specifications.

6. Metallic Yarn (Polyester Badla)



Conversion of films into Metallic Yarn

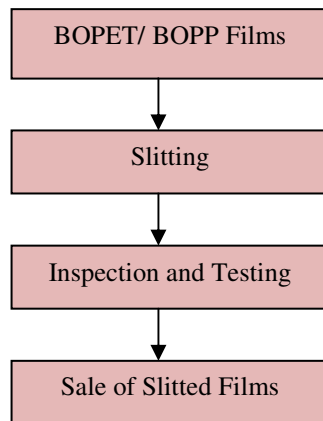
The LMPF, Metallized film and clear films are selected on the basis of Customer’s colour and size specifications of metallic yarn. Such films are sent for Job Work for conversion into Metallic Yarn. Metallic Yarn is formed with the help of micro-slitting and rewinding machine, in which they are micro slitted into narrow continuous long strips, which is known as metallic yarn. This yarn is wound on bobbins simultaneously.

Inspection and Testing

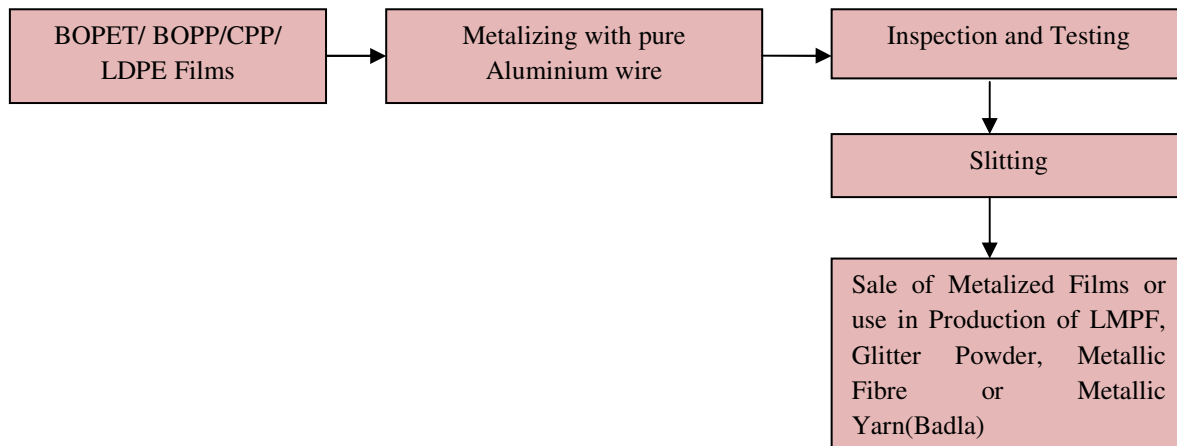
Metallic Yarn received from Job Work are then inspected and tested to check that they are produced as per Customer’s specifications.

MANUFACTURING PROCESS FLOW CHART:-

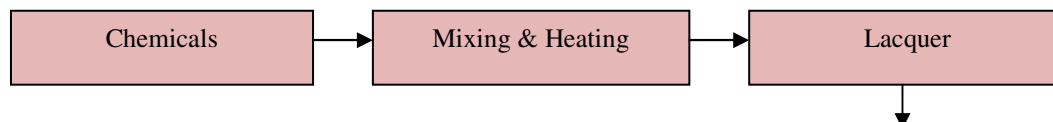
SLITTED FILMS

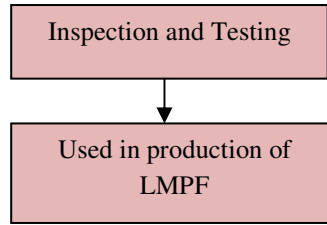


METALIZED FILMS

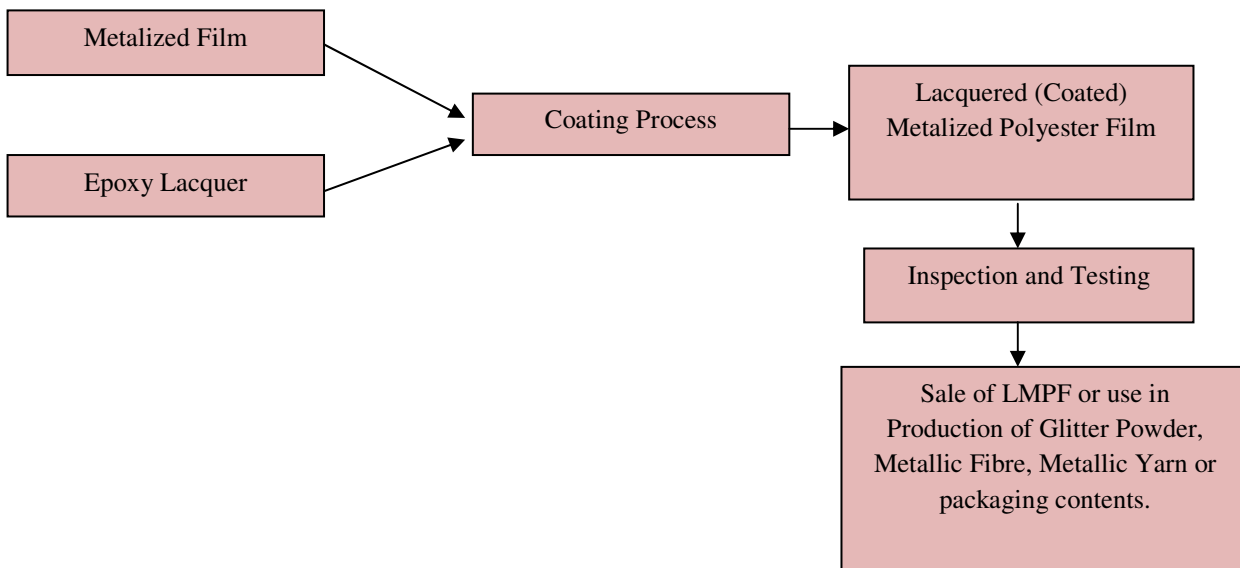


EPOXY RESINS

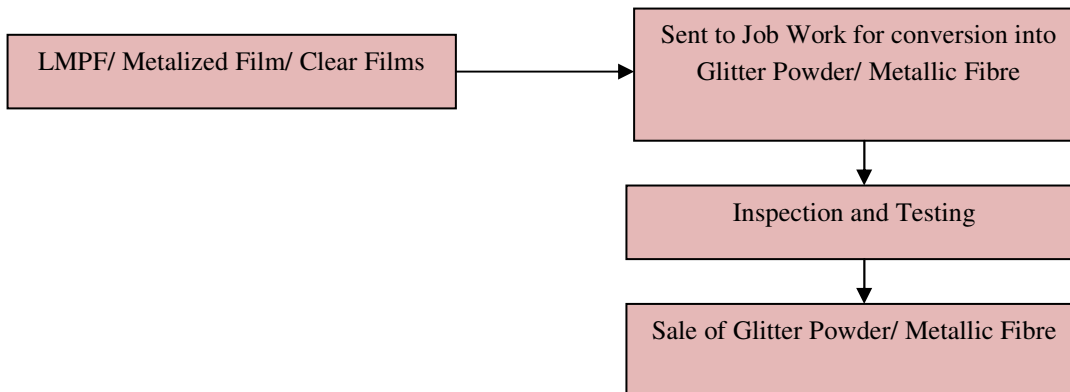




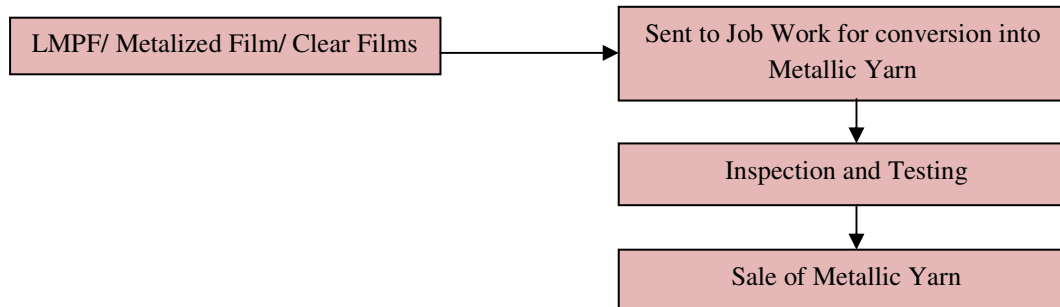
LACQUERED (COATED) METALIZED POLYESTER FILM (LMPF)



GLITTER POWDER/ METALLIC FIBRE



METALLIC YARN



PLANT & MACHINERY

Some of the major machineries used by our Company are:-

S. No.	Name/Description of the Machinery	Make/Model	Year of Purchase	Total (inc. of all taxes) (Rs. In Lakhs)	Vendor
1.	Metallizing Machine	K3000 1650	2011	389.70	Bobst Manchester Limited (formally known as General Vacuum Equipment Ltd.), Lancashire, UK
2.	D.G. Coating Machine	-	2015	171.84	Fadia Engineers
3.	Slitter Rewinding Machine	ZIPSLIT KOMPACT	2014	67.83	Kalpvrux Converting Products Pvt. Ltd. Vadodara
4.	Solid Fuel Fired Hot Air Generator (Capacity 4 Lac Kcal/hour with 40 feet height chimney and its all accessories Supply)	-	2015	43.86	Global Trading Corporation, Vadodara
5.	Slitting Machine	-	2011	33.62	Kalpvrux Converting Products Pvt. Ltd. Vadodara
6.	Two set of Solid Fuel Fire Hot Air Generators (Capacity 2 Lac Kcal/hr with accessories)	-	2013	28.35	Venus Engineering Co., Vadodara
7.	1100 mm Lacquer Coating Machine with accessories	-	2008	16.89	Sanmach Machinery Private Limited, Ahmedabad
8.	Forced Circulation Solar Air Heating System	-	2008	11.03	NRG Technologist Pvt. Ltd.
9.	S.S. Reactors with Gear box (with accessories)	-	2012	6.12	Muskan Enterprises, Thane

INSTALLED CAPACITY & CAPACITY UTILISATION OF OUR PRODUCTS:-

Year/ Capacity	Lacquered (Coated) Metalized Polyester Film (LMPF)			Metalized Polyester Film (MPF)			Epoxy Resins		
	Installed Capacity (in kg)	Capacity Utilization (in kg)	% Capacity Utilization	Installed Capacity (in kg)	Capacity Utilization (in kg)	% Capacity Utilization	Installed Capacity (in kg)	Capacity Utilization (in kg)	% Capacity Utilization
2012-13 Actual	12,00,000	8,04,642	67.05%	30,00,000	15,22,247	50.74%	60,000	42,274	70.45



2013-14 Actual	12,00,000	9,33,899	77.82%	30,00,000	14,08,472	46.94%	60,000	48,674	81.12
2014-15 Actual	12,00,000	9,71,774	80.98%	34,00,000	18,35,977	50.99%	60,000	54,154	90.26
2015-16 Actual	16,00,000	11,17,963	69.87%	36,00,000	19,23,258	53.42%	60,000	54,341	90.57
2016-17 Projected	18,00,000	13,10,000	72.77%	36,00,000	21,00,000	58.33%	60,000	57,000	95.00
2017-18 Projected	18,00,000	14,00,000	77.77%	36,00,000	24,00,000	66.66%	6,00,000	3,25,600	54.27
2018-19 Projected	25,00,000	15,00,000	60.00%	36,00,000	28,00,000	77.77%	6,00,000	3,75,600	62.60

Sales and Marketing:-

The efficiency of the marketing and sales network is important success factor of our Company. Our success lies in the strength of our relationship with our customers who have been associated with our Company for a long period. Our marketing team along with our promoter through their experience and good rapport with customers owing to timely and quality delivery of service plays an instrumental role in creating and expanding the sales network of our Company. In order to maintain good relation with our customers, our promoter and our marketing team regularly interacts with them and focuses on gaining an insight into the additional needs of our customers. Our prime consideration for customer selection is timely payments and consistency in purchases. Due to our presence across multiple segments, we have been able to maintain sufficient volumes and margins in our business.

The Company's marketing strategy is poised towards maintaining a mutually fruitful relationship with its customers by continuous servicing and product refinement. Further, we intend to focus on increasing our Geographical reach by entering new markets and appointment of dealers and agents in developing markets.

Our top ten Customers contributed to about 46% (aprox) and 50% (aprox) of the total revenue for the financial year ended March 31, 2015 and six months period ended Septemeber 30, 2015 respectively.

Competition

Our Industry is fragmented consisting of large established players and small niche players. We face substantial competition for our products from other manufacturers in domestic market. Our competition varies for our products and regions. We compete with other manufacturers on the basis of product range, product quality, product designing and product price including factors, based on reputation, regional needs, and customer convenience. While these factors are key parameters in client's decisions matrix in purchasing goods; product designing, product range, product quality and product price is often the deciding factor in most of the dealings. Some of our major competitors are:-

- **Lakhotia Polyesters (India) Limited** :- For Lacquered(Coated) Metalized Polyester Film(LMPF), Glitter Powder and Metallic Yarn
- **Jindal Poly films Limited** :- For Metalized Films (MF) and Lacquered(Coated) Metalized Polyester Film (LMPF)
- **Uflex Limited** :- For Metalized Films (MF)
- **Vacmet India Limited**:- For Metalized Films (MF) and Lacquered(Coated) Metalized Polyester Film (LMPF)
- **Bharat Resins Limited**:- For Epoxy resins
- **Icilon Industries, Surat**:- For Metallic Yarn and Glitter Powder

Collaborations/Tie Ups/ Joint Ventures: As on date of the Prospectus, we do not have any Collaboration/Tie Ups/ Joint Ventures.

Export Obligation:- As on date of Prospectus, we do not have any export obligation.

Infrastructure & Utilities:

Raw Materials:

The major raw materials required by the Company are BOPET Films, BOPP Films, Aluminium Wire, Chemicals, Dyes and Pigments.

Major suppliers of raw materials for the period from April 01, 2014 to March 31, 2015 are as follows :-

Name	Value (₹ in Lakhs)	As % of total
Surat Metallica Ltd.	911.01	25.73
Jindal Filaments Pvt. Ltd.	466.87	13.19
Vikash Polyweaves Pvt. Ltd.	379.53	10.72
Pon Pure Chemical India Pvt. Ltd.	171.55	4.85
Poly Dye Chem Corporation, Mumbai	114.69	3.24
Total	2043.65	57.57
Total purchase value of year / period	3540.64	

Major suppliers of raw materials for the period April 01, 2015 to December 31, 2015 are as follows:-

Name	Value (₹ in Lakhs)	As % of total
Surat Metallica Ltd.	842.81	30.46
Jindal Filaments Pvt. Ltd.	620.41	22.42
Jindal Polyfilms Ltd.	367.14	13.27
Pon Pure Chemical India Pvt. Ltd.	113.4	4.10
Poly Dye-Chem Corporation, Mumbai	105.77	3.82
Total	2049.53	74.07
Total purchase value of year / period	2766.65	

Power: The requirement of power for our operations, like power for lighting and operating the machinery/equipment is met through the Madhya Gujarat Vij Company Limited.

Water: Our Water requirement is fulfilled through GIDC Industrial Estate.


Manpower: As on April 30th, 2016 our Company has 19 employees. We believe that our employees are key contributors to our business success. To achieve this, we focus on attracting and retaining the best possible talent. Our Company looks for specific skill-sets, interests and background that would be an asset for its kind of business.

PROPERTY:-

INTELLECTUAL PROPERTY

Trademark registered in the name of our company

Set forth below is the trademark registered in the name of our company. Under the Trademarks Act, 1999:

S. No	Brand Name/ Trademark	Class	Nature of Trademark	Owner	Application No. & Date	Date of Grant	Expiry Date
1.	MIDAS	20		Advance Syntex Private Limited	1830195 17/06/2009	23/02/2015 Vide Certificate No. 1201218	17/06/2019

Domain Name

S.No	Domain Name and ID	Sponsoring Registrar and IANA ID	Registrant Name, Organization, ID and Address	Creation Date	Registry Expiry Date
1	www.midasglitter.com 37800939_DOMAIN_COM-VRSN	PDR LTD. IANA ID- 303	Bhavan Vora Advance Syntex Private Limited 233/2-238/2 G I D C POR, RAMANGAMDI DIST VADODARA 391243	14-10-2000	14-10-2016

IMMOVABLE PROPERTY

Our Company occupies certain properties on leasehold basis. They are as follows: -

Registered Office, Factory & Warehouse

S. No.	Details of the Property	Use	Leased/Assigned/	Lessor/Assignor /Landlord	Consideration/ Lease Rental/ License Fees (₹)
1.	233/2 & 238/2, POR, Ramangamdi, Industrial Estate, Vadodara, Gujarat	Currently the premise is used as Registered Office and Factory	Leased for a period of 99 years commencing from 08.07.1993 vide Lease Deed dated March, 24, 2008.	Gujarat Industrial Development Corporation (GIDC)	Registered Lease Deed dated March 24, 2008 executed between Gujarat Industrial Development Corporation (GIDC) and Advance Syntex Private Limited for land admeasuring 1406 sq mtrs. which was earlier allotted to Jaipur Bearings Limited, and w.e.f 28-11-2007 has been transferred in the name of Advance Syntex Private Limited in consideration of Rs. 1,96,840/- (Total consideration paid to Jaipur Bearings Ltd. Rs. 29.50 lakhs)
2.	104, POR, Ramangamdi, GIDC Industrial Estate, Vadodara, Gujarat	Currently the premise is used as Factory	Assigned for a period of 99 Years commencing from 31.12.1994 vide Assignment Deed dated 28-01-2015	M/s. Saburi Metallurgical Industries	Registered Assignment Deed dated January 28, 2015 executed between M/s. Saburi Metallurgical Industries and Advance Syntex Private Limited for land admeasuring 1012 sq mtrs. in consideration of Rs. 1,02,51,000/-
3.	149, POR, Ramangamdi, GIDC Industrial Estate, Vadodara, Gujarat	Currently the premise is used as Factory	Leased for a period of 99 years commencing from 18.07.2005 vide Lease Deed dated November, 17, 2009.	Gujarat Industrial Development Corporation (GIDC)	Registered Lease Deed dated November 17, 2009 executed between Gujarat Industrial Development Corporation (GIDC) and Advance Syntex Private Limited for land admeasuring 703 sq mtrs. which was earlier allotted to M/s Transmac Industries, and w.e.f 30-10-2009 has been transferred in the name of Advance Syntex Private Limited in consideration of Rs.



S. No.	Details of the Property	Use	Leased/Assigned/	Lessor/Assignor /Landlord	Consideration/ Lease Rental/ License Fees (₹)
					3,21,765/- plus frontage charges of Rs. 5415/- Registered MOU dated 21 st May 2009, executed between M/s Transmec Industries and Advance Syntex Pvt. Ltd. for property situated at 149, GIDC, POR, Ramangamdi, Vadodara in consideration of Rs. 12.50 lacs alongwith construction and power cost.
4.	107, POR, Ramangamdi, GIDC Industrial Estate, Vadodara, Gujarat	Currently the portion of the premise is used as Temporary Administrative Office	Rented for a period of 6 months w.e.f 1 st Nov. 2015 vide rent agreement dated 1 st November, 2015	M/s Earth Enterprises	Rent Agreement dated 01 st Nov.'15 executed between M/s Earth Enterprises and Advance Syntex Pvt. Ltd. for portion of the premises situated at 107, POR, Ramangamdi, GIDC Industrial Estate, Vadodara, Gujarat in consideration of Rs. 1,000/- p.m.
5.	6, Priti Building, Nutan Prashant Co-operative Housing Society, S.N. Road, Tambe Nagar, Mulund(West), Mumbai – 400-080 Maharashtra	Currently the premise is used as Branch Office	Rented for a period of 11 months w.e.f 1 st November 2015 vide rent agreement dated 29 th October, 2015	Mr. Praful Ramanlal Pandya	Rent Agreement dated 29 th October, 2015 executed between Mr. Praful Ramanlal Pandya and Advance Syntex Pvt. Ltd for portion of the premises situated at 6, Priti Building, Nutan Prashant Co-operative Housing Society, S.N. Road, Tambe Nagar, Mulund(West), Mumbai – 400-080 Maharashtra in consideration of Rs. 1,000/- p.m.

INSURANCE: We have insurance policies for our moveable and immoveable properties. We have obtained Business Shield Policy, Standard Fire and Special Perils Policy along with Burglary Policy for our units. We maintain insurance covering our assets and operations at levels that we believe to be appropriate.

The details pertaining to the same are tabulated below:

S.No	Policy No.	Name of the Insurer	Description of Policy	Assets Insured	Address of the Properties where the insured Assets are situated	Sum Insured /IDV (Rs)	Date of Expiry Of Policy	Premium Paid (Rs)
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1.	2960/5311 4184/03/00 (Business Shield Policy)	Universal Sampo General Insurance Co.Ltd	Fire & Allied Perils Building and/or Contents	Building, Plinth & Foundation, Compound Wall, Electrical Installation, Furniture, Fixture and Fittings, Stock, Plant & Machineries	149, GIDC POR, Ramangamdi, Baroda – 391243 233/2 and 238/2 GIDC POR, Ramangamdi, Baroda – 391243 104, GIDC POR, Ramangamdi, Baroda – 391243 107, GIDC POR, Ramangamdi, Baroda – 391243	97,475,000/-	03/04/2017	₹2,16,989/-
			Burglary & Theft	Money in safe/Till, Others	233/2 and 238/2 GIDC POR, Ramangamdi, Baroda – 391243	15,300,000		
			Money in Transit	Money in Transit from Factory to Bank and vice versa	From Factory to Bank and Vice Versa	3,00,000/-		
			Fidelity Guarantee Insurance	5 Employees (Designation: Floater Basis)	-	1,00,000/-		
			Public Liability (Non Industrial)	Public Liability	-	5,00,000/-		
2.	2114/5605 8224/00/00	Universal Sampo General Insurance Co.Ltd	Standard Fire and Special Perils	Stock	233/2, 238/2 GIDC, POR Ramangamdi, Vadodara – Gujarat – 391243 104, GIDC, POR, Ramangamdi, Vadodara, Gujarat – 391243	110,000,000/-	03/04/2017	2,16,390/-
3.	2913/5504 0502/01/00	Universal Sampo General Insurance Co.Ltd	Burglary Policy	Stock	233/2, 238/2 GIDC, POR Ramangamdi, Vadodara – Gujarat – 391243 104, GIDC, POR, Ramangamdi, Vadodara, Gujarat – 391243	27,500,0000/-	03/04/2017	27,709/-
4.	01518290 71 03	Tata AIG General Insurance Company Limited	AutoSecure Private Car Package Policy	Toyota – Corolla (GJ-06 –EH-0250)	233/2 & 238/2 GIDC, POR, Ramangamdi, Vadodara – Gujarat, 391243	717,329/-	24/04/2017	21,039/-



5.	00000000 00219755 -04	SBI General Insurance Company Limited	SBI General' s Private Car Package Policy	Maruti Suzuki Omni Van (GJ 06 CM 9250)	233/2 & 238/2 GIDC, POR, Ramangamdi, Vadodara - Gujarat, 391243	93,009/-	07/03/2 017	3,676
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KEY INDUSTRY REGULATIONS AND POLICIES

The following description is a summary of the relevant regulations and policies as prescribed by the Government of India and other regulatory bodies that are applicable to our business. The information detailed in this Chapter has been obtained from the various legislations, including rules and regulations promulgated by the regulatory bodies and the bye laws of the respective local authorities that are available in the public domain. The regulations and policies set out below may not be exhaustive and are only intended to provide general information to the investors and are neither designed nor intended to be a substitute for professional advice. For details of Government Approvals obtained by the Company in compliance with these regulations, see section titled “**Government and Other Approvals**” beginning on page 214 of this Prospectus.

Important General laws:

The Foreign Exchange Management Act, 1999 (FEMA) and Regulations framed thereunder.

Foreign investment in India is governed primarily by the provisions of the FEMA which relates to regulation primarily by the RBI and the rules, regulations and notifications there under, and the policy prescribed by the Department of Industrial Policy and Promotion, Ministry of Commerce & Industry, Government of India. As laid down by the FEMA Regulations no prior consents and approvals are required from the Reserve Bank of India, for Foreign Direct Investment under the ‘automatic route’ within the specified sectoral caps. In respect of all industries not specified as FDI under the automatic route, and in respect of investment in excess of the specified sectoral limits under the automatic route, approval may be required from the FIPB and/or the RBI. The RBI, in exercise of its power under the FEMA, has notified the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 (“FEMA Regulations”) to prohibit, restrict or regulate, transfer by or issue security to a person resident outside India and Foreign Exchange Management (Export of Goods and Services) Regulations, 2000 for regulation on exports of goods and services.

The Foreign Trade (Development & Regulation) Act, 1992

The Foreign Trade (Development & Regulation) Act, 1992, provides for the development and regulation of foreign trade by facilitating imports into and augmenting exports from India and for matters connected therewith or incidental thereto.

The Companies Act, 1956

The Companies Act, 1956 dealt with laws relating to companies and certain other associations. It was enacted by the Parliament in 1956. The Act primarily regulated the formation, financing, functioning and winding up of companies. The Act prescribed regulatory mechanism regarding all relevant aspects, including organizational, financial and managerial aspects of companies. Regulation of the financial and management aspects constituted the main focus of the Act. In the functioning of the corporate sector, although freedom of companies was important, protection of the investors and shareholders, on whose funds they flourish, was equally important. The Act played 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 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. 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 Competition Act, 2002

The Competition Act, 2002 (the “Competition Act”) prohibits anti competitive agreements, abuse of dominant positions by enterprises and regulates “combinations” in India. The Competition Act also established the Competition Commission of India (the “CCI”) as the authority mandated to implement the Competition Act. The provisions of the Competition Act relating to combinations were notified recently on March 4, 2011 and came into effect on June 1, 2011. Combinations which are Likely to cause an appreciable adverse effect on competition in a relevant market in India are void under the Competition Act. A combination is defined under Section 5 of the Competition Act as an acquisition, merger or amalgamation of enterprise(s) that meets certain asset or turnover thresholds. There

are also different thresholds for those categorized as „Individuals and „Group. The CCI may enquire into all combinations, even if taking place outside India, or between parties outside India, if such combination is Likely to have an appreciable adverse effect on competition in India. Effective June 1, 2011, all combinations have to be notified to the CCI within 30 days of the execution of any agreement or other document for any acquisition of assets, shares, voting rights or control of an enterprise under Section 5(a) and (b) of the Competition Act (including any binding document conveying an agreement or decision to acquire control, shares, voting rights or assets of an enterprise); or the board of directors of a company (or an equivalent authority in case of other entities) approving a proposal for a merger or amalgamation under Section 5(c) of the Competition Act. The obligation to notify a combination to the CCI falls upon the acquirer in case of an acquisition, and on all parties to the combination jointly in case of a merger or amalgamation.

The Public Liability Insurance Act, 1991(‘PLI Act’)

The PLI Act provides for public liability insurance for the purpose of providing immediate relief to persons affected by accident occurring while handling any hazardous substance and for matters connected therewith or incidental thereto. Every owner (in the case of a company, any of its directors, managers, secretaries or other officers who is directly in charge of, and is responsible to the company for the conduct of the business of the company) is obligated to take out, before he starts handling any hazardous substance, one or more insurance policies providing for contracts of insurance thereby he is insured against liability to give relief under the PLI Act. The said insurance policy shall be for a minimum amount of the paid-up capital of the Company and not exceeding fifty crore rupees.

The Explosives Act, 1884

The Explosives Act regulates the manufacture, possession, use, sale of Explosives. Among other prohibitions included in the Explosives Act, no person shall manufacture, sell, transport, import or export any explosive, or possess any such explosive without license to be obtained under the Explosives Act.

The Indian Boilers Act, 1923

The Indian Boilers Act, 1923 was enacted with the objective to provide for the safety of life and property of persons from the danger of explosions of steam boilers and for achieving uniformity in registration and inspection during operation and maintenance of boilers in India. Under Indian Boilers Act, 1923 Indian Boiler Regulations, 1950 have been framed. These Regulations deal with the materials, procedure & inspection techniques to be adopted for the manufacture of boilers & boiler mountings & fittings. The boilers are inspected by the inspectorate as per the procedure laid thereunder and if found satisfactory, a Certificate is issued for operation for a maximum period of 12 months.

The Indian Contract Act, 1872 (“Contract Act”)

The 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 Consumer Protection Act, 1986(COPRA)

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.

The Legal Metrology Act, 2009 and the Legal Metrology (Packaged Commodities) Rules, 2011

Legal Metrology Act, 2009 and the rules framed under were enacted with the objectives to establish and enforce standards of weights and measures, regulate trade and commerce in weights, measures and other goods which are sold or distributed by weight, measure or number and for matters connected therewith or incidental thereto. This act replaced the Standards of Weights and Measures Act, 1976

and the Standards of Weights and Measures (Enforcement) Act, with effect from March 1, 2011 and the rules which came into force from April 1, 2011 replaced Standards of Weights and Measures (Packaged Commodities) Rules, 1977.

Micro, Small and Medium Enterprises Development Act, 2006

The Micro, Small and Medium Enterprises Development Act, 2006 as amended from time to time (***MSMED Act***) seeks to facilitate the development of micro, small and medium enterprises. The MSMED Act provides that where an enterprise is engaged in the manufacturing and production of goods pertaining to any industry specified in the first schedule to the Industries (Development and Regulation) Act, 1951, the classification of an enterprise will be as follows:

- a. where the investment in plant and machinery does not exceed twenty-five lakh rupees shall be regarded as a micro enterprise;
- b. where the investment in plant and machinery is more than twenty-five lakh rupees but does not exceed five crore rupees shall be regarded as a small enterprise.
- c. where the investment in plant and machinery is more than five crore rupees but does not exceed ten crore rupees shall be regarded as a medium enterprise.

The MSMED Act provides for the memorandum of micro, small and medium enterprises to be submitted by the relevant enterprises to the prescribed authority. While it is compulsory for medium enterprises engaged in manufacturing to submit the memorandum, the submission of the memorandum by micro and small enterprises engaged in manufacturing is optional. The MSMED Act defines a supplier to mean a micro or small enterprise that has filed a memorandum with the concerned authorities. The MSMED Act ensures that the buyer of goods makes payment for the goods supplied to him immediately or before the date agreed upon between the buyer and supplier. The MSMED Act provides that the agreed period cannot exceed forty five days from the day of acceptance of goods. The MSMED Act also stipulates that in case the buyer fails to make payment to the supplier within the agreed period, then the buyer will be liable to pay compound interest at three times of the bank rate notified by the Reserve Bank of India from the date immediately following the date agreed upon. The MSMED Act also provides for the establishment of the Micro and Small Enterprises Facilitation Council (***Council***). The Council has jurisdiction to act as an arbitrator or conciliator in a dispute between the supplier located within its jurisdiction and a buyer located anywhere in India.

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

The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (“SHWW Act”) provides for the protection of women 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.

The Negotiable Instruments Act, 1881 (“NI Act”)

In India, the laws governing monetary instruments such as cheques are contained in the Negotiable Instruments Act, 1881, which is largely a codification of the English Law on the subject. To ensure prompt remedy against defaulters and to ensure credibility of the holders of the negotiable instrument a criminal remedy of penalty was inserted in Negotiable Instruments Act, 1881 in form of the Banking, Public Financial Institutions and Negotiable Instruments Laws (Amendment), 1988 which were further modified by the Negotiable Instruments (Amendment and Miscellaneous Provisions) Act, 2002. The Act provides effective legal provision to restrain people from issuing cheques without having sufficient funds in their account or any stringent provision to punish them in the event of such cheque not being honoured by their bankers and returned unpaid. Section 138 of the Act, creates statutory offence in the matter of dishonor of cheques on the ground of insufficiency of funds in the account maintained by a person with the banker which is punishable with imprisonment for a term which may extend to two year, and with fine which may extend to twice the amount of the cheque, or with both.

The Sale of Goods Act, 1930 (Sale of Goods Act)

The law relating to the sale of goods is codified in the Sale of Goods Act, 1930. It defines sale and agreement to sell as a contract whereby the seller transfers or agrees to transfer the property in goods to the buyer for a price and provides that there may be a contract of sale between part owner and another and that the contract of sale may be absolute or conditional. According to the provisions of this Act, a contract of sale is made by an offer to buy or sell the goods for a price and the acceptance of such offer. The Act further provides that the contract may provide for the immediate delivery of the goods or immediate payment of the price or both or for the delivery or payment by installments or that the delivery or payment or both shall be postponed. Provisions are made in this Act for existing or future goods, perishable goods, ascertainment of price, conditions and warranties, effects of the contract, delivery to courier, duties of seller and buyer, buyer's right of examining the goods, liability of buyer for neglecting or refusing the delivery of goods, rights of unpaid seller, suits for breach of the contract, sale, etc.

Tax Related Legislations

Central Sales Tax Act, 1956 (“CST Act”)

The CST Act formulates principles for determining (a) when a sale or purchase takes place in the course of inter-state trade or commerce; (b) when a sale or purchase takes place outside a State and (c) when a sale or purchase takes place in the course of imports into or export from India. This Act provides for levy, collection and distribution of taxes on sales of goods in the course of inter-state trade or commerce and also declares certain goods to be of special importance in inter-State trade or commerce and specifies the restrictions and conditions to which State laws imposing taxes on sale or purchase of such goods of special importance (called as declared goods) shall be subject. Central Sales tax is levied on inter State sale of goods. Sale is considered to be inter-state when (a) sale occasions movement of goods from one State to another or (b) is effected by transfer of documents during their movement from one State to another.

A sale or purchase of goods shall be deemed to take place in the course of inter-state trade or commerce if the sale or purchase is affected by a transfer of documents of title to the goods during their movement from one state to another. When the goods are handed over to the carrier, he hands over a receipt to the seller. The seller sends the receipt to buyer. The buyer gets delivery of goods on submission of the receipt to the carrier at other end. The receipt of carrier is ‘document of title of goods’. Such document is usually called Lorry Receipt (LR) in case of transport by Road or Air Way Bill (AWB) in case of transport by air. Though it is called Central Sales Tax Act, the tax collected under the Act in each State is kept by that State only. Central Sales Tax is payable in the State from which movement of goods commences (that is, from which goods are sold). The tax collected is retained by the State in which it is collected. The Central Sales Tax Act is administered by sales tax authorities of each State. The liability to pay tax is on the dealer, who may or may not collect it from the buyer.

Income-Tax Act, 1961 (“IT Act”)

The 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 the like. Every such company is also required to file its returns by September 30 of each assessment year.

Service Tax Act

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.

The Central Excise Act, 1944

Excise duty imposes a liability on a manufacturer to pay excise duty on production or manufacture of goods in India. The Central Excise Act, 1944 is the principal legislation in this respect, which provides for the levy and collection of excise and also prescribes

procedures for clearances from factory once the goods have been manufactured etc. Additionally, the Central Excise Tariff Act, 1985 prescribes the rates of excise duties for various goods.

Gujarat Value Added Tax Act, 2003 (GJ VAT Act)

VAT is the most progressive way of taxing consumption rather than business. Gujarat Value Added Tax Act, 2003 has come into effect from 25th January 2005. VAT is a multi-stage tax on goods that is levied across various stages of production and supply with credit given for tax paid at each stage of Value addition. VAT is a system of multi-point levy on each of the entities in the supply chain with the facility of set-off input tax whereby tax is paid at the stage of purchase of goods by a trader and on purchase of raw materials by a manufacturer. Only the value addition in the hands of each of the entities is subject to tax. 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 essentially a consumption tax applicable to all commercial activities involving the production and distribution of goods, and each State that has introduced VAT has its own VAT Act, under which, persons liable to pay VAT must register themselves and obtain a registration number.

The Customs Act, 1962

The provisions of the Customs Act, 1962 and rules made there under are applicable at the time of import of goods i.e. bringing into India from a place outside India or at the time of export of goods i.e. taken out of India to a place outside India. Any Company requiring to import or export any goods is first required to get itself registered and obtain an IEC (Importer Exporter Code).

Laws relating to Employment and labour

The Industrial (Development and Regulation) Act, 1951 (IDRA)

The IDRA has been liberalized under the New Industrial Policy dated July 24, 1991, and all industrial undertakings are exempt from licensing except for certain industries such as distillation and brewing of alcoholic drinks, cigars and cigarettes of tobacco and manufactured tobacco substitutes, all types of electronic aerospace and defence equipment, industrial explosives including detonating fuses, safety fuses, gun powder, nitrocellulose and matches and hazardous chemicals and those reserved for the small scale sector. An industrial undertaking which is exempt from licensing is required to file an Industrial Entrepreneurs Memorandum ("IEM") with the Secretariat for Industrial Assistance, Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India, and no further approvals are required.

The Industrial Disputes Act, 1947 (ID Act)

The ID Act provides the procedure for investigation and settlement of industrial disputes. When a dispute exists or is apprehended, the appropriate Government may refer the dispute to a labor court, tribunal or arbitrator, to prevent the occurrence or continuance of the dispute, or a strike or lock-out while a proceeding is pending. The labor courts and tribunals may grant appropriate relief including ordering modification of contracts of employment or reinstatement of workmen. Government of Gujarat has notified the Industrial Disputes (Gujarat Amendment) Act, 2004 which came into force from February 10, 2004, for its application to the state of Gujarat.

The Industrial Employment Standing Orders Act, 1946

Every establishment employing more than 100 employees is required to formulate rules and regulations for its employees and the same should be submitted for approval to the Deputy Labor Commissioner.

Child Labour (Prohibition and Regulation) Act, 1986

This statute prohibits employment of children below 14 years of age in certain occupations and processes and provides for regulation of employment of children in all other occupations and processes. Under this Act the employment of child labour in the building and construction industry is prohibited.

The Factories Act, 1948

The Factories Act defines a 'factory' to be any premises including the precincts thereof, on which on any day in the previous 12 months, 10 or more workers are or were working and in which a manufacturing process is being carried on or is ordinarily carried on

with the aid of power; or where at least 20 workers are or were working on any day in the preceding 12 months and on which a manufacturing process is being carried on or is ordinarily carried on without the aid of power. State governments prescribe rules with respect to the prior submission of plans, their approval for the establishment of factories and the registration and licensing of factories.

The Factories Act provides that the ‘occupier’ of a factory (defined as the person who has ultimate control over the affairs of the factory and in the case of a company, any one of the directors) shall ensure the health, safety and welfare of all workers while they are at work in the factory, especially in respect of safety and proper maintenance of the factory such that it does not pose health risks, the safe use, handling, storage and transport of factory articles and substances, provision of adequate instruction, training and supervision to ensure workers’ health and safety, cleanliness and safe working conditions. If there is a contravention of any of the provisions of the Factories Act or the rules framed there under, the occupier and manager of the factory may be punished with imprisonment or with a fine or with both.

The Employees (Provident Fund and Miscellaneous Provisions) Act, 1952 (EPF Act)

The EPF Act applies to factories employing over 20 employees and such other establishments and industrial undertakings as notified by the Government of India from time to time. It requires all such establishments to be registered with the State provident fund commissioner and requires such employers and their employees to contribute in equal proportion to the employees’ provident fund the prescribed percentage of basic wages and dearness and other allowances payable to employees. The EPF Act also requires the employer to maintain registers and submit a monthly return to the State provident fund commissioner.

The Employees State Insurance Act, 1948 (ESI Act)

The ESI Act, provides for certain benefits to employees in case of sickness, maternity and employment injury. All employees in establishments covered by the ESI Act are required to be insured, with an obligation imposed on the employer to make certain contributions in relation thereto. In addition, the employer is also required to register itself under the ESI Act and maintain prescribed records and registers.

The Payment of Gratuity Act, 1972 (Gratuity Act)

The Gratuity Act establishes a scheme for the payment of gratuity to employees engaged in every factory, mine, oil field, plantation, port and railway company, every shop or establishment in which ten or more persons are employed or were employed on any day of the preceding twelve months and in such other establishments in which ten or more employees are employed or were employed on any day of the preceding twelve months, as notified by the Central Government from time to time. Penalties are prescribed for non-compliance with statutory provisions.

Under the Gratuity Act, an employee who has been in continuous service for a period of five years will be eligible for gratuity upon his retirement, resignation, superannuation, death or disablement due to accident or disease. However, the entitlement to gratuity in the event of death or disablement will not be contingent upon an employee having completed five years of continuous service. The maximum amount of gratuity payable may not exceed Rs. 1 million.

The Minimum Wages Act, 1948, (Gujarat Amendment Act 22 of 1961)

The MWA provides a framework for State governments to stipulate the minimum wage applicable to a particular industry. The Gujarat Amendment Act came into force from 18 May 1961. The minimum wage may consist of a basic rate of wages and a special allowance; or a basic rate of wages and the cash value of the concessions in respect of supplies of essential commodities; or an all inclusive rate allowing for the basic rate, the cost of living allowance and the cash value of the concessions, if any. Workmen are to be paid for overtime at overtime rates stipulated by the appropriate government. Contravention of the provisions of this legislation may result in imprisonment for a term up to six months or a fine up to Rs. 500 or both.

The Payment of Bonus Act, 1965 (“POB Act”)

The POB Act provides for payment of minimum bonus to factory employees and every other establishment in which 20 or more persons are employed and requires maintenance of certain books and registers and filing of monthly returns showing computation of allocable surplus, set on and set off of allocable surplus and bonus due.

The Workmen Compensation Act, 1923 (“WCA”)

The WCA has been enacted with the objective to provide for the payment of compensation to workmen by employers for injuries by accident arising out of and in the course of employment, and for occupational diseases resulting in death or disablement. The WCA makes every employer liable to pay compensation in accordance with the WCA if a personal injury/disablement/loss of life is caused to a workman (including those employed through a contractor) by accident arising out of and in the course of his employment. In case the employer fails to pay compensation due under the WCA within one month from the date it falls due, the commissioner appointed under the WCA may direct the employer to pay the compensation amount along with interest and may also impose a penalty.

The Maternity Benefit Act, 1961 (“Maternity Act”)

The purpose of Maternity Act 1961 is to regulate the employment of pregnant women and to ensure that they get paid leave for a specified period during and after their pregnancy. It provides inter-alia for payment of maternity benefits, medical bonus and enacts prohibition on dismissal, reduction of wages paid to pregnant women etc.

Laws relating to Specific State where establishment is situated

The Bombay Shops and Establishments Act, 1948 (“The Bombay Shops Act”)

The Bombay Shops Act is also applicable to the state of Gujarat and provides for the regulation of conditions of work in shops, commercial establishments, restaurants, theatres and other establishments. The Act is enforced by the Chief Inspector of Shops (CIS) and various inspectors under the supervision and control of Deputy/Assistant Labour Commissioners of the concerned District, who in turn function under the supervision of Labour Commissioner. State of Gujarat has notified the Gujarat Shops and Establishments Rules, 1963 under the Bombay Shops Act.

The Gujarat State Tax on Professions, Trade, Callings and Employments Act, 1976

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 tax is 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. The Gujarat State Tax on Professions, Traders, Callings and Employments Rules, 1976 have also been notified by the Government.

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.

Laws relating to Intellectual Property

The Trademarks Act, 1999 (“TM Act”)

The TM 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 **TM Act** who is the Registrar of Trademarks for the purposes of the **TM Act**. The **TM 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.

Indian Copyright Act, 1957 (Copyright Act)

The Copyright 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.

The Patents Act, 1970 (Patent Act)

The purpose of the 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.

The Designs Act, 2000 (Designs Act)

The objective of Designs Act it 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.

Bureau of Indian Standards Act, 1986

Bureau of Indian Standards Act, 1986, as amended from time to time (**'BIS Act'**), provides for the "*harmonious development of the activities of standardization, marking and quality certification of goods and for matters connected therewith*". Specifically, it establishes of a bureau for the standardization, marking and quality certification of goods, called the Bureau of Indian Standards (**'BIS'**). The BIS Act provides for the powers, duties and functions of the BIS, which, *inter alia*, include:

- a. recognition of any standard established for any article or process by any other institution in India, or elsewhere as an 'Indian Standard';
- b. establishment, publishing and promotion, in such manner as may be prescribed, of the Indian Standard, in relation to any article or process;
- c. Specification of a Standard Mark to be called the 'Bureau of Indian Standards Certification Mark' which shall be of such design and contain such particulars as may be prescribed to represent a particular Indian Standard
- d. granting, renewal, suspension or cancellation of a licence for the use of the Standard Mark; and
- e. making such inspection and taking such samples of any material or substance, as may be necessary, to see whether any article or process in relation to which the Standard Mark has been used, conforms to the Indian Standard or whether the Standard Mark has been improperly used in relation to any article or process with or without a license.

Environmental Laws

The Environment (Protection) Act, 1986(EPA)

The EPA is umbrella legislation in respect of the various environmental protection laws in India. The EPA vests the Government of India with the power to take any measure it deems necessary or expedient for protecting and improving the quality of the environment and preventing and controlling environmental pollution. This includes rules for, inter-alia, laying down the quality of environment, standards for emission or discharge of environment pollutants from various sources as given under the Environment (Protection) Rules, 1986, inspection of any premises, plant, equipment, machinery, examination of manufacturing processes and materials likely to cause pollution. Penalties for violation of the EPA include fines up to ₹ 100,000 or imprisonment of up to five years, or both. The imprisonment can extend up to seven years if the violation of the EPA continues.

The Water (Prevention and Control of Pollution) Act, 1974 (Water Act)

The Water Act aims to prevent and control water pollution as well as restore water quality by establishing and empowering the Central Pollution Control Board and the State Pollution Control Boards. Under the Water Act, any person establishing any industry, operation or process, any treatment or disposal system, use of any new or altered outlet for the discharge of sewage or new discharge of sewage, must obtain the consent of the relevant State Pollution Control Board, which is empowered to establish standards and conditions that are required to be complied with. In certain cases the State Pollution Control Board may cause the local Magistrates to restrain the activities of such person who is likely to cause pollution. Penalty for the contravention of the provisions of the Water Act include imposition of fines or imprisonment or both.

The Water (Prevention and Control of Pollution) Cess Act, 1977, as amended (the “Water Cess Act”)

The Water Cess Act provides for levy and collection of a cess on water consumed by industries with a view to augment the resources of the Central and State Pollution Control Boards constituted under the Water Act. Under this statute, every person carrying on any industry is required to pay a cess calculated on the basis of the amount of water consumed for any of the purposes specified under the Water Cess Act at such rate not exceeding the rate specified under the Water Cess Act. A rebate of up to 25% on the cess payable is available to those persons who install any plant for the treatment of sewage or trade effluent, provided that they consume water within the quantity prescribed for that category of industries and also comply with the provision relating to restrictions on new outlets and discharges under the Water Act or any standards laid down under the EPA. For the purpose of recording the water consumption, every industry is required to affix meters as prescribed. Penalties for noncompliance with the obligation to furnish a return and evasion of cess include imprisonment of any person for a period up to six months or a fine of ₹ 1,000 or both and penalty for non-payment of cess within a specified time includes an amount not exceeding the amount of cess which is in arrears.

The Air (Prevention and Control of Pollution) Act, 1981, as amended (the “Air Act”)

Pursuant to the provisions of the Air Act, any person, establishing or operating any industrial plant within an air pollution control area, must obtain the consent of the relevant State Pollution Control Board prior to establishing or operating such industrial plant. The State Pollution Control Board is required to grant consent within a period of four months of receipt of an application, but may impose conditions relating to pollution control equipment to be installed at the facilities. No person operating any industrial plant in any air pollution control area is permitted to discharge the emission of any air pollutant in excess of the standards laid down by the State Pollution Control Board.

The penalties for the failure to comply with the provisions of the Air Act include imprisonment of up to six years and the payment of a fine as may be deemed appropriate. If an area is declared by the State Government to be an air pollution control area, then, no industrial plant may be operated in that area without the prior consent of the State Pollution Control Board.

Hazardous Wastes (Management, Handling and Transboundary Movement) Rules, 2008.

These rules shall apply to the handling of hazardous wastes as specified in Schedules and shall not apply to- (a) waste-water and exhaust gases as covered under the provisions of the Water (Prevention and Control of Pollution) Act, 1974 (6 of 1974) and the Air (Prevention and Control of Pollution) Act, 1981 (14 of 1981) and the rules made thereunder; (b) wastes arising out of the operation from ships beyond five kilometers of the relevant baseline as covered under the provisions of the Merchant Shipping Act, 1958 (44 of 1958) and the rules made thereunder; (c) radio-active wastes as covered under the provisions of the Atomic Energy Act, 1962 (33 of 1962) and the rules made thereunder; (d) bio-medical wastes covered under the Bio-Medical Wastes (Management and Handling)

Rules, 1998 made under the Act; and (e) wastes covered under the Municipal Solid Wastes (Management and Handling) Rules, 2000 made under the Act.

The Noise Pollution (Regulation & Control) Rules, 2000 (“Noise Regulation Rules”)

The Noise Regulation Rules regulate noise levels in industrial (75 decibels), commercial (65 decibels) and residential zones (55 decibels). The Noise Regulation Rules also establish zones of silence of not less than 100 meters near schools, courts, hospitals, etc. The Rules also assign regulatory authority for these standards to the local district courts. Penalty for non-compliance with the Noise Regulation Rules shall be under the provisions of the Environment (Protection) Act, 1986.

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.

The Indian Registration Act, 1908

The Indian Registration Act, 1908 (the “Registration Act”) details the formalities for registering an instrument. Section 17 of the Registration Act identifies documents for which registration is compulsory and includes, inter alia, any non- testamentary instrument which purports or operates to create, declare, assign, limit or extinguish, whether in the present or in future, any right, title or interest, whether vested or contingent, in immovable property of the value of ₹ 100 or more, and a lease of immovable property for any term exceeding one year or reserving a yearly rent. The Registration Act also stipulates the time for registration, the place for registration and the persons who may present documents for registration.

Any document which is required to be compulsorily registered but is not registered will not affect the subject property, nor be received as evidence of any transaction affecting such property (except as evidence of a contract in a suit for specific performance or as evidence of part performance of a contract under the TP Act or as evidence of any collateral transaction not required to be effected by registered instrument), unless it has been registered.

Gujarat Stamp Act, 1958 (the “Stamp Act”)

Stamp duty is payable on all instruments/ documents evidencing a transfer or creation or extinguishment of any right, title or interest in immoveable property. The **Stamp Act** provides for the imposition of stamp duty at the specified rates on instruments listed in Schedule I of the Stamp Act. However, under the Constitution of India, the states are also empowered to prescribe or alter the stamp duty payable on such documents executed within the state.

Instruments chargeable to duty under the Stamp Act but which have not been 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 by certain specified authorities and bodies and imposition of penalties, for instruments which are not sufficiently stamped or not stamped at all.



Instruments which have not been properly stamped instruments can be validated by paying a penalty of up to 10 times of the total duty payable on such instruments.

The Indian Easements Act, 1882 (“IE Act”)

The law relating to easements and licenses in property is governed by the Easements Act, 1882 (“**IE 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.

HISTORY AND CERTAIN CORPORATE MATTERS

Our History and Background

Our Company was originally incorporated as Advance Syntex Private Limited on September 21, 1990 under the provisions of Companies Act, 1956 with Registrar of Companies, Dadra & Nagar Haveli, Gujarat, vide registration no. 014406 (CIN: U17119GJ1990PTC014406), Further pursuant to Shareholders resolution passed at the Extra Ordinary General Meeting of the Company held on October 24, 2015, Our Company was converted into a public limited company and the name was changed to “Advance Syntex Limited” and subsequent to conversion a fresh Certificate of Incorporation dated November 23, 2015 was issued by the Registrar of Companies, Ahmedabad.

The Corporate Identification Number of our Company is: U17119GJ1990PLC014406.

Our Company was originally promoted by Mrs. Kaushika Dharendra Vora and Mr. Harendrasinh Atodaria who were the initial subscribers to the Company’s Memorandum and Articles of Association in the year 1990. Later Mr Bhavan Dharendra Vora joined our Company in the year 1996 as Director and Promoter.

Mr. Bhavan Dharendra Vora is the promoter of our Company.

Changes in the Registered Office

The Registered Office of the Company is situated at 233/2 & 238/2 GIDC, POR Ramangamdi, Dist Vadodara-391243, Gujarat, India.

Following changes has been made in our registered office since incorporation till date of this Prospectus:-

From	To	With Effect From	Reason For Change
6,Vishwajyot Society,Lalbaug Road,Manjalpur,Baroda 390004	D-65,Chandra villa society ,Manjalpur, Baroda-390011	16/07/1993	Better Operational Efficiency
D-65,Chandra villa society Manjalpur,Baroda-390011	818 GIDC ,Makarpura ,Vadodara	14/12/1995	Better Operational Efficiency
818, GIDC ,Makarpura ,Vadodara	233/2 & 238/2 GIDC ,POR Ramangamdi ,Dist Vadodara-391243	01/05/2009	Better Operational Efficiency

Key Events and Mile Stones

Year	Key Events / Milestone
1990	Our Company was incorporated as “Advance Syntex Private Limited” a private limited company under the Companies Act, 1956 on September 21,1990.
1992	Setup of factory at 818 GIDC, Makarpura, Vadodara, Gujarat
2006	Our Company has set up branch Office at 27, Shah Niwas, Mulund West, RRT Road, Mumbai, Maharashtra
2008	Shifting of our factory Unit from 818 GIDC, Makarpura, Vadodara to 233/2 & 238/2 GIDC ,POR Ramangamdi, Vadodara, Gujarat
2009	Setup of factory Unit – II situated at 149, POR, Ramangamdi, GIDC Industrial Estate, Vadodara, Gujarat
2015	Setup of factory Unit – III situated at 104, POR, Ramangamdi, GIDC Industrial Estate, Vadodara, Gujarat
	Our Company was converted into a public limited company and the name of our Company was changed to “Advance Syntex Limited”
	Our Company changed its Branch Office from 27, Shah Niwas, Mulund West, RRT Road, Mumbai, Maharashtra to 6, Priti Building, Nutan Prashant Co-operative Housing Society, S.N. Road, Tambe Nagar, Mulund(West), Mumbai



Detail about business of our Company

For details on the description of our Company's activities, products, marketing strategy, competition, properties etc please see "*Our Business*", "*Management's Discussion and Analysis of Financial Conditions and Results of Operations*" and "*Basis for Issue Price*" on pages 99, 194 and 80 respectively of the Prospectus.

Other details regarding our Company

Details regarding the description of our activities, services, products, market, the growth of our Company, exports, technological and managerial competence, the standing of our Company with reference to the prominent competitors with reference to its products, management, major suppliers and customers, segment, capacity/facility creation, location of manufacturing facilities, marketing, competition and foreign operations. Please see "*Our Business*" and "*Our Management*" beginning on pages 99 and 130, respectively of this 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 carry on in India or elsewhere with or without collaboration the business to manufacture, produce, process, reprocess, pack, repack, press, engrave, develop, design, assemble, alter, repair, renovate, galvanise, paint, cut, clean, convert, fit, fabricate, erect, instal, serve, improve, manipulate, decorate, adapt, test, explore, consult, market, distribute, buy, sell, resell, purchase, import, export, indent, trade, to act as manufacturers' representatives and otherwise deal in plain and metalised polyester and plastic films and converting them into end products like meganitic tapes, packing materials, metallic yarn (plastic zari yarn) glitter powder (zari powder), covering yarn, kasab and otherj plastic components and textile materials.

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 of ₹ 5,00,000 divided into in 5,000 Equity Shares of ₹100/- each	Incorporation	-
2.	Subdivision of one Equity Shares of Face Value of ₹100/-each into 10 Equity Shares of face value of ₹10/- each	25-Mar-1995	EGM
3.	Increase in the authorised share capital of the Company from ₹ 5,00,000 divided into 50,000 Equity Shares of ₹10.00 each to ₹15,00,000 divided into 1,50,000 Equity Shares of ₹10.00 each.	25-Mar-1995	EGM
4.	Increase in the authorised share capital of the Company from ₹ 15,00,000 divided into 1,50,000 Equity Shares of ₹10.00 each to ₹25,00,000 divided into 2,50,000 Equity Shares of ₹10.00 each.	10-Aug-2006	EGM
5.	Increase in the authorised share capital of the Company from ₹25,00,000 divided into 2,50,000 Equity Shares of ₹10.00 each to ₹50,00,000 divided into 5,00,000 Equity Shares of ₹10.00 each.	01-Mar-2007	EGM
6.	Increase in the authorised share capital of the Company from ₹ 50,00,000 divided into 5,00,000 Equity Shares of ₹10.00 each to ₹1,00,00,000 divided into 10,00,000 Equity Shares of ₹10.00 each.	10-Nov-2009	EGM
7.	Increase in the authorised share capital of the Company from ₹ 1,00,00,000 divided into 10,00,000 Equity Shares of ₹10.00 each to ₹3,00,00,000 divided into 30,00,000 Equity Shares of ₹10.00 each.	19-July-2010	EGM
8.	Increase in the authorised share capital of the Company from ₹ 3,00,00,000 divided into 30,00,000 Equity Shares of ₹10.00 each to ₹3,50,00,000 divided into 35,00,000 Equity Shares of ₹10.00 each.	25-Mar-2014	EGM
9.	Increase in the authorised share capital of the Company from ₹ 3,50,00,000 divided into 35,00,000 Equity Shares of ₹10.00 each to ₹4,00,00,000 divided	19-July-2014	EGM

	into 40,00,000 Equity Shares of ₹10.00 each.		
10.	Increase in the authorised share capital of the Company from ₹ 4,00,00,000/- divided into 40,00,000 Equity Shares of ₹ 10/- each to ₹ 8,00,00,000/- divided into 80,00,000 Equity Shares of ₹ 10/- each.	12-Oct-2015	EGM
11.	Conversion of our Company from a Private Limited to a Public Limited Company. Consequently status of the Company has been changed to Advance Syntex Limited from Advance Syntex Private Limited and a fresh Certificate of Incorporation dated November 23, 2015 bearing CIN No. U17119GJ1990PLC014406 was issued by Registrar of Companies, Ahmedabad.	24-Oct-2015	EGM

Adopting New Articles of Association of the Company

Our Company has adopted a new set of Articles of Association of the Company, in the Extra Ordinary General Meeting of the Company dated 24 October, 2015.

Awards and Certifications

Year	Awards /Certifications
2013	Certificate for Best MSME Award 2011 by Government of Gujarat (Industries & Mines Department) for Outstanding Performance in Growth in Production & Profit in the Category of Medium Enterprise for manufacturing of Lacquered Polyester Film & Metalized Polyester Film in the state of Gujarat for the year 2011, given on 12 th January, 2013 at Vibrant Gujarat Summit, Gandhinagar.
2013	Bank of India (BOI) India SME – 100 Award for 2013 year
2014	SKOCH Order of Merit Certificate for Qualifying Amongst India’s Best SMEs – 2014, given on 21 st March, 2014, at New Delhi.
2014	Certificate from Federal Bank Ltd. and Dun & Bradstreet India for being featured in “Dun & Bradstreet’s premier publication” as “Leading’s SME’s of India 2014”.
2014	Certificate of Excellence from Small & Medium Business Development Chamber of India(SME Chamber of India) in recognition of exemplary achievement in “Manufacturing Sector”,given on 16 th September, 2014 at Mumbai.
2016	India SME 100 Award from Ministry of Micro, Small and Medium Enterprises and India SME Forum for scoring in the Top 100 in the overall evaluation of financial & Non financial parameters constituted for the India SME 100 Awards, given on 28 th April, 2016

Capital raising through equity or debt

For details of the equity capital raising of our Company, please refer to the chapter titled “*Capital Structure*” on page 48 of this Prospectus.

For a description of our Company’s debt facilities, see “*Statement of Financial Indebtedness*” on page 190 of this Prospectus

Time and Cost overruns in setting up projects

There has been no time / cost overrun in setting up projects by our Company.

Injunctions or Restraining Orders

Our company is not operating under any injunction or restraining orders.

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

There has been no acquisitions of business/undertakings, mergers, amalgamation, revaluation of assets etc.since incorporation.

Revaluation of Assets

Our company has not revalued its assets since incorporation.



Defaults or rescheduling of borrowings with financial institutions/ banks and conversion of loans into equity

There have been no defaults or rescheduling of borrowings with financial institutions in respect of our current borrowings from lenders. For details of conversion of loans into equity shares, please refer chapter titled, “*Capital Structure*” beginning on Page 48 of Prospectus.

Strikes and lock-outs

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

Number of Shareholders of our Company

Our Company has 21 shareholders as on the date of filing of this Prospectus. For further details on the shareholding pattern of our Company, please refer to the chapter titled “*Capital Structure*” beginning on page 48 of the Prospectus.

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

There has been no change in the business activities of our Company during last five (5) years from the date of this Prospectus which may have had a material effect on the profit/loss account of our Company except as mention in Material development in chapter titled “*Management’s discussion and analysis of financial conditions & results of operations*” beginning on page 194 of this Prospectus.

Holding Company

As on the date of this Prospectus, our Company is not a subsidiary of any company.

Subsidiary of our Company

As on the date of this Prospectus, our Company doesn’t have any subsidiary company with in the meaning of section 4 of the Companies Act, 2013.

Changes in the Management

For details of change in Management, please see chapter titled “*Our Management*” on page no 130 of the Prospectus.

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 as on the date of the prospectus.

Collaboration Agreements

As on the date of this Prospectus, our Company is not a party to any collaboration agreements.

Material Agreement

Our Company has not entered into any material agreement, other than the agreements entered into by it in normal course of its business.

OTHER AGREEMENTS:

Non Compete Agreement

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



Joint Venture Agreement

Except the agreements entered in the ordinary course of the business carried on or intended to be carried on by us, we have not entered into any other Joint Venture agreement.

Strategic Partners

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

Financial Partners

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

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 pages 99, 194 and 80 of this Prospectus.

OUR MANAGEMENT

Board of Directors: As per the Articles of Association, our Company is required to have not less than 3(Three) Directors and not more than 15 (Fifteen) Directors. Currently, our Company has 8 (Eight) Directors out of which 3 (Three) are Non-Executive Independent Directors. We confirm that the composition of our Board of Directors complies with the Regulation 17 of (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

Sr. No.	Name, Father's /Husband's Name, Age, Designation, Address, Experience, Occupation, Qualifications, Nationality and DIN	Date of Appointment/Reappointment term, Period of Directorship	No. of Equity Shares held & % of Share holding (Pre Issue)	Other Directorships
1.	<p>Name: Mr. Sanjeev Manickchand Rakhecha S/o: Mr. Manickchand Motilal Rakhecha Age: 41 years Designation: Chairman & Non Executive Independent Director Address: A2/405, Anand Savli, Kajuwadi, Thane (West), Thane-400604, Maharashtra, India Experience: 10 years Occupation: Business Qualifications: Senior Secondary (12th) Nationality: Indian DIN: 07356388</p>	<p>Appointed as Non- Executive & Independent Director vide EGM Resolution dated December 24, 2015 for a period of 5 years.</p> <p>Futher designated as Chairman & Non- Executive & Independent Director vide EGM Resolution dated March 12, 2016</p>	Nil	Nil
2	<p>Name: Mr. Bhavan Dharendra Vora S/o: Mr. Dharendra Jayantilal Vora Age: 42 Years Designation: Managing Director Address: 6, Vishwajyot Society, Manjalpur, Vadodara-390011, Gujarat, India Experience: 23Years Occupation: Business Qualifications: Bachelor of Commerce Nationality: Indian DIN:01613974</p>	<p>Appointed on the Board w.e.f. October 19,1996</p> <p>Designated as Managing Director in EGM dated December 24, 2015 for a period of 5years.</p>	23,34,600 Shares (40.15%)	1. Anron Metalisers Private Limited
3	<p>Name: Mrs. Darshana Devang Vora W/o: Mr. Devang Dharendra Vora Age: 36 years Designation: Whole-time Director Address: B/6, Vishwajyot Socierty, Opp. Manmohan Society, Lalbaug Road, Manjalpur, Vadodara – 390011 Gujarat, India Experience: 10 years Occupation: Business Qualifications: Diploma in Interior Designing Nationality: Indian DIN: 06718711</p>	<p>Originally appointed on the Board w.e.f. September 30, 2013</p> <p>Designated as Whole-time Director in EGM dated January 25, 2016 for a period of 5years liable to retire by rotation.</p>	7,75,590 Shares (13.34%)	Nil



Sr. No.	Name, Father's /Husband's Name, Age, Designation, Address, Experience, Occupation, Qualifications, Nationality and DIN	Date of Appointment/Reappointment term, Period of Directorship	No. of Equity Shares held & % of Share holding (Pre Issue)	Other Directorships
4	<p>Name: Mr. Nandishkumar Vinodray Gandhi S/o: Mr. Vinodray Jayantilal Gandhi Age: 65 Years Designation: Non Executive Director Address: 1416, Aakashdeep Housing Society, Makarpura Road, Vadodara – 390010, Gujarat, India Experience: 40 Years Occupation: Business Qualifications: Bachelor of Engineering (Metallurgy) Nationality: Indian DIN:00284688</p>	Originally appointed on the Board w.e.f. December 15, 2010 liable to retire by rotation.	40,500 Shares (0.70%)	H B Engineers Private Limited
5.	<p>Name: Mr. Bhasker Pranjivanbhai Parekh S/o: Mr. Pranjivanbhai Parekh Age: 65 years Designation: Non Executive Director Address: 17, Shyam Nagar SOC, Makarpura Road, Vadodara 390014, Gujarat, India Experience: 40 years Occupation: Business Qualifications: Bachelor of Engineering (Civil) Nationality: Indian DIN: 07348749</p>	Appointed as Non- Executive Director vide EGM Resolution dated December 24, 2015 for a period of 5 years liable to retire by rotation.	1,06,500 Shares (1.83%)	Nil
6.	<p>Name: Mr. Praful Ramanlal Pandya S/o: Mr. Ramanlal Hiralal Pandya Age: 46 Years Designation: Non Executive Director Address: 6, Priti Bldg., Nutan Prashant CHS, S.N. Road, Mulund (West), Mumbai 400080, Maharashtra, India Experience: 15 years Occupation: Business Qualifications: Senior Secondary (12th) Nationality: Indian DIN: 03381212</p>	Originally appointed on the Board w.e.f. December 15, 2010 liable to retire by rotation.	7,515 Share (0.13%)	Nil
7.	<p>Name: Mr. Rajesh Asalraj Jain S/o: Mr. Asalraj Pragchand Jain Age: 44 Years Designation: Non Executive & Independent Director Address: C/111, Shatrunjay Darshan, Motisha X R, Byculla Police Station, Byculla, Mumbai-400027, Maharashtra, India. Experience: 18 years Occupation: Business Qualifications: Bachelor of Engineering</p>	Appointed as Non- Executive & Independent Director vide EGM Resolution dated December 24, 2015 for a period of 5 years	Nil	Nil



Sr. No.	Name, Father's /Husband's Name, Age, Designation, Address, Experience, Occupation, Qualifications, Nationality and DIN	Date of Appointment/Reappointment term, Period of Directorship	No. of Equity Shares held & % of Share holding (Pre Issue)	Other Directorships
	(Chemical) Nationality: Indian DIN: 07348669			
8.	Name: Mr. Himesh Ochhavlal Shah S/o: Mr. Girdhar Lal Ochhaval Shah Age: 43 Years Designation: Non Executive & Independent Director Address: 163, Shantikunj Society No. 2, Manjalpur Vadodara -390011,Gujarat, India Experience: 20 years Occupation: Business Qualifications: Bachelor of Engineering (Civil) Nationality: Indian DIN: 07366133	Appointed as Non- Executive & Independent Director vide EGM Resolution dated December 24, 2015 for a period of 5years	Nil	Nil

BRIEF PROFILE OF OUR DIRECTORS

1. Mr. Sanjeev Manickchand Rakhecha, Chairman & Non Executive Independent Director, Age 41 Years

Mr. Sanjeev Manickchand Rakhecha aged 41 years is a Chairman & non Executive Independent Director of our Company. He has completed Senior Secondary Education and possesses 10 years of experience in the field of exports and marketing. He has been appointed as Non-Executive and Independent Director on our Board on December 24, 2015.

2. Mr. Bhavan Dharendra Vora, Managing Director, Age: 42 Years

Mr. Bhavan Dharendra Vora aged 42 Years is the Managing Director of our Company. He has completed his Bachelor of Commerce (B. Com) from Maharaja Sayajirao University of Baroda, Vadodara. He joined the business in 1996 as Whole Time Director and being an early starter he has supervised all levels of the Organization which helps him to understand and take command on all major functional areas of our Company. He has played a major role in introducing our products to foreign countries by way of Exports and has maintained cordial relationships with national as well as with the foreign Customers. He has well travelled to European & other Foreign Countries such as, France, U.K., Germany, South Korea, China, Columbia etc. for business development and marketing of our Products. He is engaged in developing business plans for the Company and also lays emphasis on improving margins and maintaining high quality service to clients. He is responsible for ensuring that appropriate governance procedures are in place and well entrenched in the culture of our Company.

3. Mrs. Drashana Devang Vora, Whole-time Director , Age: 36 years

Mrs. Darshana Devang Vora aged 36 years is a Whole time Director of our Company. She has been designated from Non Executive Director to Whole Time Director with effect from January 25, 2016. She has completed her diploma in interior designing from Arvindbhai Patel Institute of Environmental Design, Gujarat. Also, she is engaged in advising our Company on quality development particularly relating to Glitter Powder. She is having 10 years of experience in the interior designing and business field.

4. Mr. Nandishkumar Vinodray Gandhi, Non Executive Director, Age: 65 Years

Mr. Nandishkumar Vinodray Gandhi aged 65 years is a Non Executive Director of our Company. He has completed his Bachelors of Engineering (Metallurgical) from The Maharaja Sayajirao University of Baroda. He possesses wide experience in field of engineering and has played vital advisory role in engineering and structural designing of our Manufacturing facilities.

5. Mr. Bhasker Pranjivanbhai Parekh , Non Executive Director, Age: 65 Years

Mr. Bhasker Pranjivanbhai Parekh aged 65 years is a non Executive Director of our Company. He holds a Bachelor Degree in Civil Engineering. He is having 40 years of experience in the field of civil and chemical sector. He has been appointed as Non-Executive Director on our Board on December 24, 2015.

6. Mr. Praful Ramanlal Pandya , Non Executive Director Age: 46 years

Mr. Praful Ramanlal Pandya aged 46 years is a Non Executive Director of our company. He has completed his Senior Secondary Education and possesses 15 years of experience in field of marketing. He has been paid retainership fees of Rs. 0.91 Lacs during Financial Year 2014-15.

7. Mr. Rajesh Asalraj Jain, Non Executive & Independent Director, Age: 44 Years

Mr. Rajesh Asalraj Jain aged 44 years is a non Executive and Independent Director of our Company. He has done Bachelors of Engineering (Chemical) from University of Pune. He is having 18 years of experience in the field of resins and chemicals. He has been appointed as Non-Executive and Independent Director on our Board on December 24, 2015.

8. Mr. Himesh Ochhaval Shah, Non Executive & Independent Director, Age: 43 Years

Mr. Himesh Ochhaval Shah aged 43 years is a non Executive and Independent Director of our Company. He has done Bachelor of Engineering (Civil) from University of Baroda. He is having 20 years of experience in the field of construction and management. He has been appointed as Non-Executive and Independent Director on our Board on December 24, 2015.

Nature of any family relationship between any of our Directors:

The present Directors in our Board are related to each other, details of which are as follows:

Sr. No.	Name of Director	Relationship with Directors
1.	Mr. Bhavan Dharendra Vora	Brother in Law of Mrs. Darshana Devang Vora
2.	Mrs. Darshana Devang Vora	Daughter of Mr. Nandhish Vinodrai Gandhi Brother's wife of Mr. Bhavan Dharendra Vora
3.	Mr. Nandishkumar Vinodray Gandhi	Father of Mrs. Darshana Devang Vora

Arrangements with major Shareholders, Customers, Suppliers or Others:

We have not entered into any arrangement or understanding with our major shareholders, customers, suppliers or others, pursuant to which any of our Directors were selected as Directors or members of the senior management.

Service Contracts:

The Directors of our Company have not entered into any service contracts with our company which provides for benefits upon termination of their employment.

Common directorships of the Directors in companies whose shares are/were suspended from trading on the BSE and/ or the NSE for a period beginning from five (5) years prior to the date of this Prospectus:

None of our Directors is / was a Director in any listed company, during the last five years from the date of filing of this Prospectus, whose shares have been / were from being traded on the BSE Limited and / or National Stock Exchange of India Limited.

Common directorships of the Directors in listed companies that have been/were delisted from stock exchanges in India:

Further, none of our Directors is / was a Director of any listed company which has been / was delisted from any recognised Stock Exchange.

Details of Borrowing Powers of Directors

Our Company has passed a resolution in the Extra Ordinary General Meeting of the members held on March 25, 2014 authorizing the Directors of the Company to Section 180 (1) (c) of the Companies Act, 2013 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 shall not exceed the sum of Rs. 25 Crore (Rupees Twenty Five Crore only).

Compensation of our Managing Director and Whole Time Director

The compensation payable to our Managing Director and Whole Time Director will be governed as per the terms of their appointment and shall be subject to the provisions of Sections 2(54), 2(94), 188,196,197,198 and 203 and any other applicable provisions, if any of the Companies Act, 2013 read with Schedule V to the Companies Act,2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof or any of the provisions of the companies act, 1956, for the time being in force).

The following remuneration/compensation has been approved for the Managing Director & Whole Time Director:-

Particulars	Mr. Bhavan Dharendra Vora	Mrs. Darshana Devang Vora
Resolution for Change in Designation	EGM Resolution dated December 24, 2015	EGM Resolution dated January 25,2016
Designation	Managing Director	Whole-time Director
Term of Appointment	5 years	5 years liable to retire by rotation
Remuneration	Upto Rs. 18 lacs/- p.a Bonus and Perquisite will be paid as per Company's norms, but within the ceiling limits of Companies Act, 2013	Upto Rs. 3 lacs/-p.a. Bonus and Perquisite will be paid as per Company's norms, but within the ceiling limits of Companies Act, 2013
Term of Remuneration	3 Years	3 Years

Compensation paid and benefits in kind granted to Directors during the financial year 2014-15

Following is the detail of compensation paid to the Board of Directors of the Company during the financial year 2014-15:

Particulars	Compensation (Rs In Lacs)
1. Mr. Bhavan Dharendra Vora	14.00
2. Mr. Praful Ramanlal Pandya (towards Retainership fees)	0.91

Bonus or Profit Sharing Plan for our Directors

Except as disclosed above in “*Compensation to our Managing Director and Whole-time Director*” we have no bonus or profit sharing plan for our Directors.

Sitting Fee

The Articles of Association of our Company provides that payment of sitting fees to Directors (other than Managing Director & Whole-time Director) 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 March 12, 2016 for payment of an amount of Rs. 1500/- (Rupees One Thousand Five Hundred only) to all Non-executive Independent Directors for attending each such meeting of the Board or Committee thereof.

Shareholding of our Directors in our Company

Our Articles of Association do not require our Directors to hold any qualification Equity Shares in the Company.

Except as stated below, none of our other Directors hold any Equity Shares in our Company:



Sr. No.	Name of Director	No. of Shares held	Holding in %
1.	Mr. Bhavan Dharendra Vora	23,34,600	40.15
2.	Mrs. Darshana Devang Vora	7,75,590	13.34
3.	Mr. Praful Ramanlal Pandya	7,515	0.13
4.	Mr. Nandishkumar Vinodray Gandhi	40,500	0.70
5.	Mr. Bhasker Pranjivanbhai Parekh	1,06,500	1.83

None of the Independent Directors of Company holds any Equity Shares of our Company as on the date of this Prospectus.

As on the date of this Prospectus, we do not have any subsidiary and associate company as defined under Section 2(6) of the Companies Act, 2013.

INTEREST OF DIRECTORS

All the Directors may be deemed to be interested to the extent of fees payable to them for attending meetings of the Board of Directors or a Committee thereof as well as to the extent of other remuneration and reimbursement of expenses payable to them under the Articles, and to the extent of remuneration paid to them for services rendered as an officer or employee of the Company. For further details, see- “*Compensation of our Managing Director and Whole time Directors*” above.

Our Directors may also be regarded as interested to the extent of their shareholding and dividend payable thereon, if any, and to the extent of Equity Shares, if any held by them in our Company or held by their relatives. Further our Director are also interested to the extent of unsecured loans, if any, given by them to our Company or by their relatives or by the companies/ firms in which they are interested as directors/Members/Partners. Further our Directors are also interested to the extent of loans, if any, taken by them or their relatives or taken by the companies/ firms in which they are interested as Directors/Members/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 or any partnership firm in which they are partners.

Further except as provided hereunder, our Directors are not interested in our Company in any manner:

Sr. No.	Director	Interest
1.	Mr. Bhavan Dharendra Vora	<ol style="list-style-type: none"> 1. Is a Co-applicant of the term loan obtained by our Company from Reliance Capital Limited amounting to Rs. 210.00 Lacs. 2. Has extended personal guarantee against the total borrowings of Rs. 385.00 Lacs taken by our Company from Siemens Financial Services Private Limited. (Loan – I) along with relatives and partnership firm of relatives. 3. Has extended personal guarantee against the total borrowings of Rs. 1950.00 Lacs taken by our Company from Axis Bank Limited along with relatives. 4. Has extended personal guarantee against the total borrowings of Rs. 19.25 Lacs taken by our Company from Siemens Financial Services Private Limited (Loan – II) along with relatives. 5. Has obtained car loan for Company of Rs. 11,80,000/- from Kotak Mahindra Prime Limited in his own name, the monthly installment of such car loan is paid from his personal account and is reimbursed by the Company on monthly basis. 6. Is a Co-Borrower along with relatives for unsecured loan amount of Rs. 30,60,920/- obtained from Fullerton India Credit Company Limited. 7. Is a Co-Borrower along with relatives for unsecured loan amount of Rs. 15,00,000/- obtained from Shriram City Union Finance Limited. 8. Company has obtained <i>Temporary Admin Offices</i> situated at 107, GIDC, POR,



		Ramangamdi, Vadodara, Gujarat-391243 on monthly rent of Rs. 1000/- from Partnership firm of relatives on lease for a fixed term of 6 months with effect from November 1, 2015 which may be extended in case both the parties agreed to the same.
2.	Mrs Darshana Devang Vora	<ol style="list-style-type: none"> 1. Is a Co-applicant of the term loan obtained by our Company from Reliance Capital Limited amounting to Rs. 210.00 Lacs 2. Has extended personal guarantee against the total borrowings of Rs. 385.00 Lacs taken by our Company from Siemens Financial Services Private Limited. (Loan – I) along with relatives and partnership firm of relatives. 3. Company has obtained <i>Temporary Admin Offices</i> situated at 107, GIDC, POR, Ramangamdi, Vadodara, Gujarat-391243 on monthly rent of Rs. 1000/- from Partnership firm of relatives on lease for a fixed term of 6 months with effect from November 1, 2015 which may be extended in case both the parties agreed to the same. 4. Has extended personal guarantee against the total borrowings of Rs. 1950.00 Lacs taken by our Company from Axis Bank Limited. along with relatives. 5. Is a Co-Borrower along with relatives for unsecured loan amount of Rs. 15,00,000/- obtained from Shriram City Union Finance Limited.
3.	Mr. Praful Ramanlal Pandaya	1. Company has obtained its Branch Office situated at 6, Priti Building, Nutan Prashant Co-operative Housing Society, S.N. Road, Tambe Nagar, Mulund (West), Mumbai – 400-080 Maharashtra on monthly rent of Rs. 1000/- from Mr. Praful Ramanlal Pandaya on rent for a period of 11 months w.e.f 1 st Nov. 2015 which may be extended in case both the parties agreed to the same.

Except as stated otherwise in this Prospectus, we have not entered into any contract, agreement or arrangement during the preceding 2 (two) years from the date of this Prospectus in which the Directors 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.

Except as stated in this chapter and section “*Our Management*” and “*Related Party Transactions*” beginning on page no. 130 & 182 respectively of this Prospectus, our Directors do not have any other interest in our business.

Further, except Mr. Bhavan Dharendra Vora, Mr. Nandishkumar Vinodray Gandhi and Mrs. Darshana Devang Vora, none of the Directors are interested as relatives of each other.

Interest in the property of our Company

Except as disclosed in the chapter titled “*Our Business*” on page no. 99 of this Prospectus, our Directors do not have any interest in any property acquired two years prior to the date of this Prospectus.

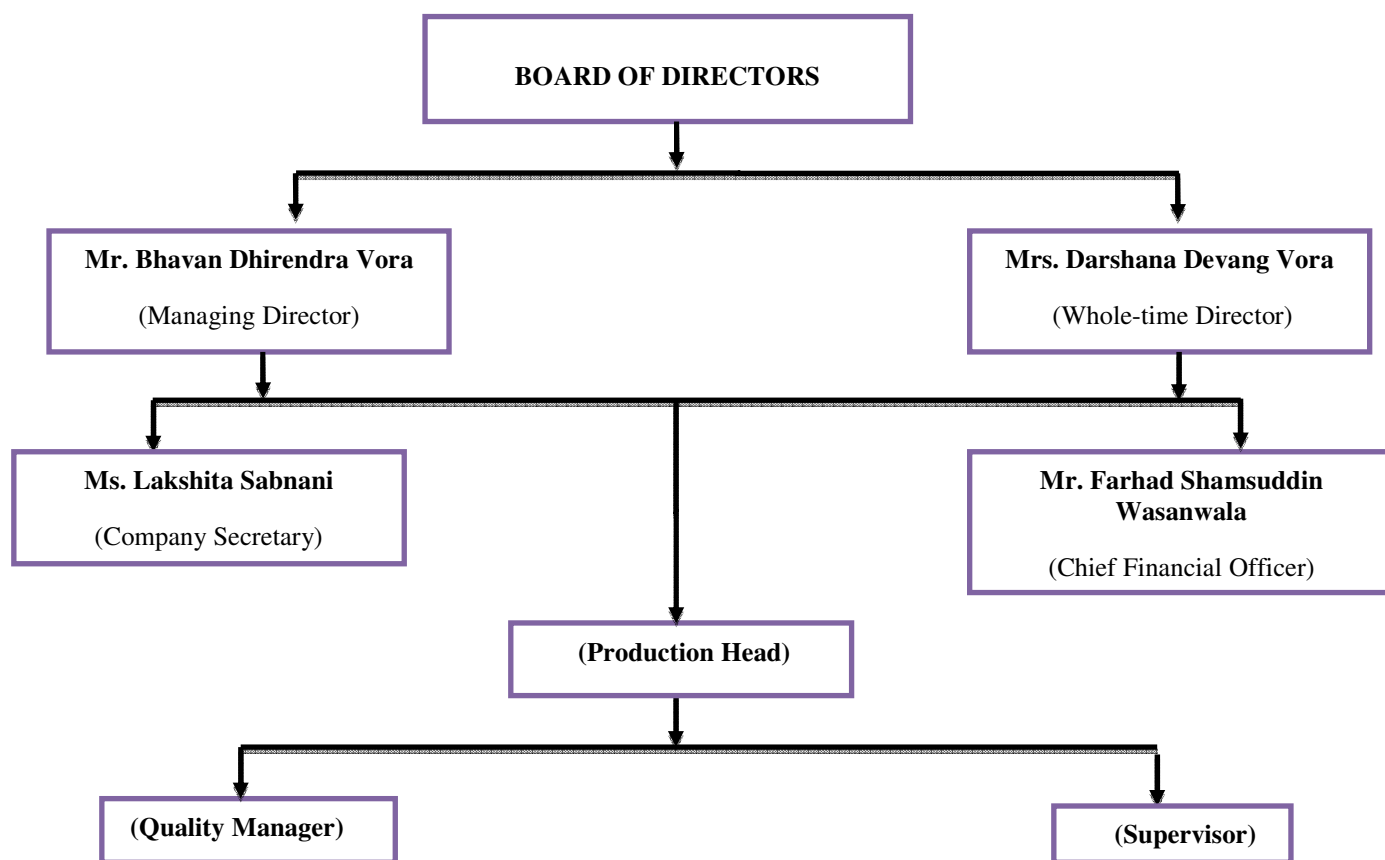
CHANGES IN BOARD OF DIRECTORS IN LAST 3 YEARS

Sr. No.	Name	Date & Nature of Change	Reasons for Change
1	Mr. Sanjeev Manickchand Rakhecha	Change in Designation w.e.f March 12, 2016 as Chairman & Non-Executive Independent Director	To ensure better Corporate Governance
2	Mr. Bhasker Pranjivanbhai Parekh	Appointment as Non-Executive Director w.e.f December 24, 2015	To ensure better Corporate Governance
3	Mr. Rajesh Asalraj Jain	Appointment as Non-Executive Independent Director w.e.f December 24, 2015	To ensure better Corporate Governance
4	Mr. Sanjeev Manickchand	Appointment as Non-Executive Independent Director	To ensure better Corporate



	Rakhecha	w.e.f December 24,2015	Governance
5	Mr. Himesh Ochhaval Shah	Appointment as Non-Executive Independent Director w.e.f December 24,2015	To ensure better Corporate Governance
6	Bhavan Dhirendra Vora	Change in Designation w.e.f. December 24,2015 as Managing Director	To ensure better Corporate Governance
7	Mrs. Darshana Devang Vora	Change in Designation w.e.f. January 25,2016 as Whole time Director	To Broad base of the Board of Directors
		Appointed as a Non- Executive Director on September 30, 2013	

MANAGEMENT ORGANISATION STRUCTURE



COMPLIANCE WITH CORPORATE GOVERNANCE

In addition to the applicable provision of the Companies Act, 2013, provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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. The requirements pertaining to the Composition of the Board of Directors and the constitution of the committees such as the Audit Committee, Shareholder/ Investor Grievance Committee and Nomination and Remuneration / Compensation Committees have already been complied with.

Our Board has been constituted in compliance with the Companies Act, 2013 and in accordance with best practices in corporate governance. The Board of Directors functions either as a full board or through various committees constituted to oversee specific operational areas.

Currently, Our Board of Directors consists of 8(Eight) directors comprising of 3(Three) are Non-Executive Independent Directors, which constitutes 37.50 % of the Board of Directors, which is in compliance with the requirements of Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act 2013, Our Company has already constituted the following committees:

1. Audit Committee

Our Company has formed the Audit Committee vide Resolution passed in the Meeting of Board of Directors dated March 12, 2016 as per the applicable provisions of the Section 177 of the Companies Act, 2013 and also to comply with Regulation 18 of SEBI Listing Regulations, 2015 applicable upon listing of Company's equity shares on SME Platform of BSE. The constituted Audit Committee comprises following members:

Name of the Director	Status in Committee	Nature of Directorship
Mr. Sanjeev Manickchand Rakhecha	Chairman	Non Executive-Independent Director
Mr. Himesh Ochhavlal Shah	Member	Non Executive-Independent Director
Mr. Bhavan Dharendra Vora	Member	Managing Director

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 120 days 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 as Part C of Schedule II of SEBI Listing Regulation, 2015 and Companies Act, 2013 shall be as under:

1. Oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval;
5. Reviewing, with the management, the half yearly financial statements before submission to the board for approval, with particular reference to;
 - matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
 - changes, if any, in accounting policies and practices and reasons for the same;
 - major accounting entries involving estimates based on the exercise of judgment by management;
 - significant adjustments made in the financial statements arising out of audit findings;
 - compliance with listing and other legal requirements relating to financial statements;
 - disclosure of any related party transactions;
 - modified opinion(s) in the draft audit report;
6. 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;

7. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the listed entity with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the listed entity, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. 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;
14. Discussion with internal auditors of any significant findings and follow up there on;
15. The Audit Committee may call for the comments of the auditors about internal control systems, the scope of audit, including the observations of the auditors and review of financial statement before their submission to the Board and may also discuss any related issues with the internal and statutory auditors and the management of the company.
16. 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;
17. 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;
18. Discussion with 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;
19. The Audit Committee shall have authority to investigate into any matter in relation to the items specified in section 177(4) of Companies Act 2013 or referred to it by the Board.
20. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
21. To review the functioning of the whistle blower mechanism;
22. 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;
23. Audit committee shall oversee the vigil mechanism.
24. Audit Committee will facilitate KMP/auditor(s) of the Company to be heard in its meetings.
25. Carrying out any other function as is mentioned in the terms of reference of the audit committee or containing into SEBI Listing Regulations 2015.

Further, the Audit Committee shall mandatorily review the following:

- a) Management discussion and analysis of financial condition and results of operations;
- b) Statement of significant related party transactions (as defined by the audit committee), submitted by management;
- c) Management letters / letters of internal control weaknesses issued by the statutory auditors;
- d) Internal audit reports relating to internal control weaknesses; and
- e) The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
- f) Statement of deviations:
 - Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
 - Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

2. Stakeholders Relationship Committee

Our Company has formed the Stakeholders Relationship Committee as per Regulation 20 of SEBI Listing Regulation, 2015 vide Resolution dated March 12, 2016. The constituted Stakeholders Relationship Committee comprises the following:

Name of the Director	Status in Committee	Nature of Directorship
Mr. Himesh Ochhavilal Shah	Chairman	Non Executive-Independent Director
Mr. Rajesh Asalraj Jain	Member	Non Executive-Independent Director
Mr. Bhavan Dhirendra Vora	Member	Managing Director



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

- A. Tenure:** The Stakeholders 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 Stakeholders Relationship Committee as approved by the Board.
- B. Meetings:** The Stakeholders Relationship Committee shall meet 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:
- 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 space at back for recording transfers have been fully utilized.
 - Issue of duplicate certificates and new certificates on split/consolidation/renewal, etc.;
 - Review the process and mechanism of redressal of Shareholders' /Investor's grievance and suggest measures of improving the system of redressal of Shareholders' /Investors' grievances.
 - 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.
 - Oversee the performance of the Registrar & Share Transfer Agent and also review and take note of complaints directly received and resolved them.
 - 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, 2015 as amended from time to time.
 - 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, and
 - Carrying out any other function contained in the equity listing agreements as and when amended from time to time.

3. Nomination and Remuneration Committee

Our Company has formed the Nomination and Remuneration Committee as per Regulation 19 of SEBI Listing Regulation, 2015 vide Resolution dated March 12, 2016. The Nomination and Remuneration Committee comprises the following:

Name of the Director	Status in Committee	Nature of Directorship
Mr. Sanjeev Manickchand Rakhecha	Chairman	Non Executive-Independent Director
Mr. Himesh Ochhavlal Shah	Member	Non Executive-Independent Director
Mr. Rajesh Asalraj Jain	Member	Non Executive-Independent Director

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

- A. Tenure:** The Nomination and Remuneration Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board.
- B. Meetings:** The committee shall meet as and when the need arises 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. The Chairperson of the nomination and remuneration committee may be present at the annual general meeting, to answer the shareholders' queries; however, it shall be up to the chairperson to decide who shall answer the queries.

C. Role of Terms of Reference:

- 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 evaluation of every director's performance;



- 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;
- Formulation of criteria for evaluation of performance of independent directors and the board of directors;
- Devising a policy on diversity of board of directors;
- Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
- Determine our Company's policy on specific remuneration package for the Managing Director / Executive Director including pension rights;
- Decide the salary, allowances, perquisites, bonuses, notice period, severance fees and increment of Executive Directors;
- 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.
- Decide the amount of Commission payable to the Whole time Directors;
- 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; and
- To formulate and administer the Employee Stock Option Scheme.

POLICY ON DISCLOSURES AND INTERNAL PROCEDURE FOR PREVENTION OF INSIDER TRADING:

The provisions of the Regulation 9(1) of SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended, will be applicable to our Company immediately upon the listing of Equity Shares on the SME Platform of BSE Limited. We shall comply with the requirements of the SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended on listing of Equity Shares on the SME Platform of BSE Ltd. Further, Board of Directors at their meeting held on March 12, 2016 have approved and adopted the policy on insider trading in view of the proposed public issue.

Ms. Lakshita Sabnani, Company Secretary & Compliance Officer of our Company 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.

POLICY FOR DETERMINATION OF MATERIALITY & MATERIALITY OF RELATED PARTY TRANSACTIONS AND ON DEALING WITH RELATED PARTY TRANSACTIONS:

The provisions of the SEBI (Listing Obligation and Disclosures Requirements) Regulations, 2015 will be applicable to our Company immediately upon the listing of Equity Shares of our Company on SME Platform of BSE. We shall comply with the requirements of the SEBI (Listing Obligation and Disclosures Requirements) Regulations, 2015 on listing of Equity Shares on the SME platform of BSE. The Board of Directors at their meeting held on March 12, 2016 has approved and adopted the policy for determination of materiality and determination of materiality of related party transactions and on dealing with related party transactions.

KEY MANAGERIAL PERSONNEL

Our Company is supported by a well-laid team of experts and professionals 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 (Year s)	Year of joining	Compensation paid for the F.Y ended 2015 (in Rs Lacs)	Over all experience (in years)	Previous employment
Name: Mr. Bhavan Dharendra Vora Designation: Managing Director Qualifications: Bachelor of Commerce	42	1996	14.00	23	Nil
Name: Mrs. Darshana Devang Vora Designation: Whole –time Director Qualifications: Diploma in Interior Designing	36	2013	-	10	Nil
Name: Mr. Farhad Shamsuddin Wasanwala Designation: Chief Financial Officer Qualification: Bachelor of Commerce	48	2007	2.81	22	M/s. Schurter Electronics (India) Private Limited



Name: Ms. Lakshita Sabnani					
Designation: Company Secretary & Compliance Officer	26	2016	-	Nil	Nil
Qualifications: Company Secretary					

BRIEF PROFILE OF KEY MANAGERIAL PERSONNEL

➤ **Mr. Bhavan Dharendra Vora , Managing Director**

Mr. Bhavan Dharendra Vora aged 42 Years is the Managing Director of our Company. He has completed his Bachelor of Commerce (B. Com) from Maharaja Sayajirao University of Baroda, Vadodara. He joined the business in 1996 as Whole Time Director and being an early starter he has supervised all levels of the Organization which helps him to understand and take command on all major functional areas of our Company. He has played a major role in introducing our products to foreign countries by way of Exports and has maintained cordial with nationals as well as with the foreign Customers. He has travelled to European & other Foreign Countries such as, France, U.K., Germany, South Korea, China, Columbia etc. for business development and marketing of our Products. He is engaged in developing business plans for the Company and also lays emphasis on improving margins and maintaining high quality service to clients. He is responsible for ensuring that appropriate governance procedures are in place and well entrenched in the culture of our Company.

➤ **Mrs. Drashana Devang Vora, Whole-time Director**

Mrs. Darshana Devang Vora aged 36 years is a Whole-time Director of our Company. She has been designated from Non Executive Director to Whole Time Director January 25, 2016. She has completed her diploma in interior designing from Arvindbhai Patel Institute of Environmental Design, Gujarat. Also, she is engaged in advising our Company on quality development particularly relating to Glitter Powder. She is having 10 years of experience in the interior designing and business field. As such no remuneration/sitting fees was paid to her for the financial year 2014-15.

➤ **Mr. Farhad Shamsuddin Wasanwala, Chief Financial Officer**

Mr. Farhad Shamsuddin Wasanwala aged 48 years is appointed as Chief Financial Officer vide Board resolution dated December 31, 2015 of our Company. He has been working with us since January 2007. Mr. Farhad has completed his Bachelor of Commerce from M.S. University of Baroda. He has vast Experience in the field of Accounting & Finance. He was paid a gross remuneration of Rs 2.81 Lacs in previous F.Y.2014-15

➤ **Ms. Lakshita Sabnani, Company Secretary**

Ms. Lakshita Sabnani, aged 26 years is appointed as Company Secretary vide Board Resolution dated January 25, 2016 of our Company. She is the member of Institute of Company Secretaries of India. She is responsible for day to day operation and look after the overall secretarial compliance work and corporate governance of our Company.

RELATIONSHIP BETWEEN KEY MANAGERIAL PERSONNEL

Except Mr. Bhavan Dharendra Vora and Mrs. Drashana Devang Vora, none of our Key Managerial Personnel are related to each other or to any of our Promoter and Directors.

Status of Key Management Personnel in our Company:

All the persons named as our Key Managerial Personnel above are the permanent employees of our Company.

Arrangement and Understanding with Major Shareholders/Customers/ Suppliers

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.

Payment or Benefit to our Officers:

In respect of all above mentioned Key Managerial Personnel there has been no contingent or deferred compensation accrued for the



year ended March 2015. 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 issuer. None of our Key Managerial Personnel has been granted any benefits in kind from our Company, other than their remuneration.

Loans taken by Key Management Personnel:

None of our Key Managerial Personnel have taken any loan from our Company.

Bonus or Profit Sharing Plan for the Key Managerial Personnel during the last three years:

Our Company does not have any bonus/profit sharing plan for any of the Key Managerial Personnel.

Shareholding of Key Managerial Personnel:

None of our Key Managerial Personnel hold any shares of our Company as on the date of filing of this Prospectus except as under:

Sr. No.	Name of KMP	No. of shares
1.	Mr. Bhavan Dharendra Vora	23,34,600
2.	Mrs. Darshana Devang Vora	7,75,590

Employee Share Purchase and Employee Stock Option Scheme:

Presently, we do not have ESOP/ESPS scheme for our employees.

Relationship of Key Managerial Personnel

Our KMP are related to each other in the following manner related to each other

Name of the KMP	Relationship
Mr. Bhavan Dharendra Vora	Brother in Law of Mrs. Darshana Devang Vora
Mrs. Darshana Devang Vora	Brother's wife of Mr. Bhavan Dharendra Vora

INTEREST OF KEY MANAGERIAL PERSONNEL IN OUR COMPANY

Apart from shares held in the Company and to extent of remuneration allowed and reimbursement of expenses incurred by them for or on behalf of the Company and to the extent of loans and advances made to or borrowed from the Company and unsecured loan granted by them to the Company and other than as mentioned below, our Key Managerial Personnel are not interested in our Company: Our Key managerial personnel may be interested to the extent of personal guarantees given by them in favour of the Company. For details please refer to section *“Interest of our Director”* in chapter titled *“Our Management”* beginning on Page 130 of Prospectus.

Except as stated otherwise in this Prospectus, we have not entered into any contract, agreement or arrangement during the preceding 2 (two) years from the date of this 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.

For the details unsecured loan taken from or given to our Directors/KMPs and for details of transaction entered by them in the past please refer to *“Annexure R Statement of Related Party Transaction”* page no 182 and for the details of Personal Guarantee given by Directors/KMPs towards Financial facilities of our Company please refer to *“Statement of Financial Indebtedness”* and *“Annexure B (A)”* of Section *“Financial Information of the Company”* on page 190 and 153 of this Prospectus.

Other Benefits to Our Key Managerial Personnel:

Except as stated in this Prospectus, there are no other benefits payable to our Key Managerial Personnel.



Changes in the Key managerial Personnel

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/ Cessation/Promotion/ Transfer	Reasons
1	Mr. Bhavan Dhriendra Vora	Managing Director	Change in Designation w.e.f. Dec. 24, 2015 as Managing Director	-
2	Mr. Farhad Shamsuddin Wasanwala	Chief Financial Officer	Promotion(Appointed as CFO) w.e.f. Dec. 31, 2015	Better operational efficiency
3	Mrs. Drashana Devang Vora	Whole time Director	Change in Designation w.e.f. Jan 25,2016 as Whole time Director	-
4.	Ms. Lakshita Sabnani	Company Secretary	Appointed on January 25, 2016	Better operational efficiency

EMPLOYEES

For details about our employees appear under the Chapter titled *Our Business* beginning on page 99 of this Prospectus.


OUR PROMOTER AND PROMOTER GROUP

Our Promoters:

Mr. Bhavan Dharendra Vora is the Promoter of our Company.

As on the date of this Prospectus, Mr. Bhavan Dharendra Vora holds 23,34,600 Equity Shares. Our Promoter and Promoter Group will continue to hold the majority of our post-issue paid-up equity share capital of our Company.

Brief profile of our promoter is as follows:

	Mr. Bhavan Dharendra Vora: Managing Director	
	Qualification	Bachelor of Commerce
	Age	42 Years
	Address	6, Vishwajayot Society, Manjalpur, Vadodara 390011, Gujarat, India
	Experience	23 years
	Occupation	Business
	Permanent Account Number	AACPV0686M
	Passport Number	Z2166591
	Name of Bank & Bank Account Details	South Indian Bank Limited Ground Floor-2, P G Square Building, Near Tube Company, O P Road, Vadodara, Gujarat A/c No. : 0318073000001154
	Driving License Number	GJ06 19920048905
	Voter Identification Card Number	BDT5945811
	No. of Equity Shares held in ASL & [% of Shareholding (Pre Issue)]	23,34,600 (40.15%)
	Other Interests	<p>Directorships in other Companies:</p> <ul style="list-style-type: none"> • Anron Metalisers Private Limited <p>Partnership firms:</p> <ul style="list-style-type: none"> • Advance Syntex <p>Sole Proprietorship Firm:</p> <ul style="list-style-type: none"> • DD Engineering Corporation <p>HUF:</p> <ul style="list-style-type: none"> • Bhavan D Vora HUF

Declaration

Our Company confirms that the Permanent Account Number, Bank Account Number and Passport Number of the Promoter have been submitted to BSE Ltd. at the time of filing of this Prospectus with them.

Confirmations from our Promoter

Our Promoter has confirmed that he has not been declared as willful defaulter by RBI or any other government authority and there are no violations of securities laws committed by our Promoter in the past, nor any such proceedings are pending against our Promoter. Our Promoter has further confirmed that they have not been prohibited or debarred from accessing or operating in the capital markets for any reasons, or restrained from buying, selling or dealing in securities, under any order or directions made by SEBI or any other authorities and that no action has been taken against them or any entity promoted or controlled by them by any regulatory authorities.

Currently, our promoter holds 40.15% of our pre-issue equity share capital. For details of the build up of our Promoter' Shareholding in our Company, see "**Capital Structure**" on Page No 48 of this Prospectus.



Common Pursuits/ Conflict of Interest

Our Promoter **Mr. Bhavan Dharendra Vora** has promoted our Promoter Group Entities viz. Anron Metalisers Private Limited, M/s Advance Syntex and D.D. Engineering Corporation which are engaged in the similar line of business as on the date of this Prospectus. We cannot assure that our Promoter, Promoter Group or Group Companies/Entities will not promote any new entity in the similar line of business and will not favor the interests of the said entities over our interest or that the said Entity will not expand their businesses which may increase our chances of facing competition. This may adversely affect our business operations and financial condition of our Company. For further details, please see **Risk Factors** on page 14 of this Prospectus. For details of our Promoter Group and Group Companies refer to Section titled **“Our Promoter and Promoter Group”** & **“Our Group Companies”** on page 145 & 149 of this Prospectus.

We shall adopt the necessary procedures and practices as permitted by law to address any conflicting situations, as and when they may arise.

Interest of our Promoter

The following is the interest of our Promoter in our Company:

Interest in promotion of Our Company

Our Promoters are interested in the promotion of our Company and also to the extent of their shareholding and shareholding of their relatives, from time to time, for which they are entitled to receive dividend payable, if any, and other distribution in respect of the Equity Shares held by them and their relatives. As on the date of this Prospectus, our Promoter, Mr Bhavan Dhimendra Vora together holds 23,34,600 Equity Shares in our Company i.e. 40.15 % of the pre issue paid up Equity Share Capital of our Company.

For further details, refer to Chapter titled **“Capital Structure”** and **“Our Promoter and Promoter Group”** & **“Our Group Companies”** on page 145 & 149 of this Prospectus.

Interest in the property of Our Company

Except as mentioned hereunder our promoter does not have any other interest in any property acquired by our Company in a period of two years before filing of this Prospectus

Sr. No.	Name of Promoter	Interest and nature of interest
1	Mr. Bhavan Dharendra Vora	Our Company has obtained Temporary Admin Office situated at 107, GIDC, POR, Ramangamdi, Vadodara, Gujarat-391243 on monthly rent of Rs. 1000/- from partnership firm of relatives on lease for a fixed term of 6 months with effect from November 1, 2015 which may be extended in case both the parties agreed to the same.

Further, we confirm that our Promoter does not have any interest in any transactions in the acquisition of land, construction of any building or supply of any machinery.

Other Interest

For transactions in respect of loans and other monetary transactions entered in past please refer **‘Annexure R’** on **“ Related Party Transactions”** on page 182 forming part of **“Financial Information of the Company”** of this Prospectus.

Further, our promoters may be interested to the extent of personal guarantees given by them in favour of the Company for the details of Personal Guarantee given by Promoters towards Financial facilities of our Company please refer to **“Statement of Financial Indebtedness”** and **“Annexure B (A)”** of Section **“Financial Information of our Company”** on page 190 and 153 respectively of this Prospectus.

Related Party Transactions



For the transactions with our Promoter Group entities please refer to section titled “*Annexure - R*” *Related Party Transactions*” on page 182 of this Prospectus.

Except as stated in “*Annexure - R*” *Related Party Transactions*” beginning on page 182 of this Prospectus, and as stated therein, our Promoter or any of the Promoter Group Entities do not have any other interest in our business.

Payment or Benefits to our Promoter and Promoter Group during the last 2 years:

For details of payments or benefits paid to our Promoter and promoter group, please refer to the paragraph “*Compensation of our Managing Director and Whole - time Directors*” in the chapter titled “*Our Management*” beginning on page 134 Also refer Annexure R on “*Related Party Transactions*” on page 182 forming part of “*Financial Information of the Company*” and Paragraph on “*Interest of Promoter*” on page 146 this Prospectus.

Companies/Ventures with which our Promoter has disassociated himself in the last three years

Our Promoter has not disassociated himself from any of the companies, firms or other entities during the last three years preceding the date of this Prospectus.

Other ventures of our Promoter

Save and except as disclosed in this section titled “*Our Promoter & Promoter Group*” and “*Our Group Companies*” beginning on page 145 and 149 respectively of this Prospectus, there are no ventures promoted by our Promoter in which he has any business interests/ other interests.

Litigation details pertaining to our Promoter

For details on litigations and disputes pending against the Promoter and defaults made by the Promoter please refer to the section titled “*Outstanding Litigations and Material Developments*” beginning on page 207 of this Prospectus.

OUR PROMOTER GROUP

In addition to the Promoters named above, the following natural persons are part of our Promoter Group:

1. Natural Persons who are part of the Promoter Group

As per Regulation 2(zb) (ii) of the SEBI (ICDR) Regulations, 2009, the Natural persons who are part of the Promoter Group (due to their relationship with the Promoters), other than the Promoters, are as follows:

Relationship with Promoter	Mr. Bhavan Dharendra Vora
Father	Dhirendra Jayantilal Vora
Mother	Kaushika Dharendra Vora
Spouse	Namita Bhavan Vora
Brother	Devang Dharendra Vora
Sister	-
Son	Rohan Bhavan Vora
Daughter	-
Spouse’s Father	Pravinbhai Manilal Shah
Spouse’s Mother	Jyotsnaben Pravinbhai Shah
Spouse’s Brother	Bhavesh Shah
Spouse’s Sister	Zarna Nihar Turakhia

2. Corporate Entities or Firms forming part of the Promoter Group

As per Regulation 2(zb) of the SEBI (ICDR) Regulations, 2009, the following entities would form part of our Promoter Group:



S.No.	Nature of Relationship	Entity
1	Any Body corporate in which 10% or more of the 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 relatives is a member	Anron Metalisers Private Limited
2	Any company in which a company mentioned in (1) above, holds 10% or more, of the equity share capital	-
3	Any HUF or Trust or firm in which the aggregate share of the Promoter and his immediate relatives is equal to or more than 10% of the total	Partnership firms: M/s. Advance Syntex HUFs: Bhavan D Vora HUF Dhirendra Jayantilal Vora HUF Sole Proprietorship Firm: DD Engineering Corporation

OTHER PERSONS INCLUDED IN PROMOTER GROUP:

Mrs. Darshana Devang Vora, Mr. Bhasker Panjivanbhai Parekh, Mrs. Bhavna Bhaskerbhai Parekh, Mr. Nandishkumar Vinodray Gandhi, Mrs. Varshaben Nandishbhai Gandhi, Mr. Mahesh Gandhi, Mrs Zarna Nihar Turakhia, Devang D Vora HUF are not relative within the meaning of regulation 2(1) (zb) of ICDR Regulations but is considered for the purpose of shareholding of the Promoter Group under Regulation 2(1) (zb) (v) of ICDR Regulations.

OUR GROUP COMPANIES

Below are the details of our Group Companies which are included in the list of related parties of the Company, under Accounting Standard 18 or other companies as considered material by our Board. Pursuant to a resolution of our Board dated March 12, 2016, for the purpose of disclosure in Prospectus, a company shall be considered material and disclosed as a Group Company' if (i) such company forms part of the Promoter Group of our Company in terms of Regulation 2(1)(z)(b) of the SEBI Regulations; and (ii) companies in which, the investment in the form of equity or loan by our Company exceeds 10% of the consolidated net worth of our Company for the last audited financial year; and (iii) where our Company has entered into one or more transactions with such company in the last audited financial year, cumulatively exceeding 10% of the total consolidated revenue of our Company for the last audited financial year.

Based on the above, our only Group Company is Anron Metalisers Private Limited.

As of the date of this Prospectus, none of our Group Company has any equity shares that are listed on any stock exchange. As of the date of this Prospectus, none of our Group Company has made any public or rights issue of securities in the three years immediately preceding the date of this Prospectus.

DETAILS OF OUR GROUP COMPANY

Anron Metalisers Private Limited:

Main Object	To carry on in India or elsewhere with or without collaboration the business to manufacture, produce, process, reprocess, pack, repack, press, engrave, develop, design, assemble, alter, repair, renovate, galvanise, paints, cut, clean, convert, fit, fabricate, erect, install, serve, improve, manipulate, decorate, adapt, test, explore, consult, market, distribute, by, sell, resell, purchase, import, export, indent, trade, to act as manufacture's, representatives and otherwise deal in plain and metalised polyester and plastic films and converting them into end products like magnetic tapes, metallic yarn (plastic zari yarn) glitter powder (zari powder), covering yarn, kasab and other plastic components and textile materials.		
Date of Incorporation	May 10, 2010		
CIN	U17297GJ2010PTC060619		
PAN Card no.	AAICA4804B		
Registered Office Address	6, Vishwajyot Society, Indira Gandhi Marg, Manjalpur, Vadodara – 390011, Gujarat		
Board of Directors*	Name	DIN	
	Mr. Bhavan Dharendra Vora	01613974	
	Mr. Devang Dharendra Vora	03009154	
	<i>(Rs. in Lacs, rounded off except per share data)</i>		
Audited Financial Information	For The Year Ended		
	March 31, 2015	March 31, 2014	March 31, 2013
Paid Up Equity Share Capital	1.00	1.00	1.00
Share Application Money pending allotment	15.00	0.00	0.00
Reserves and Surplus (excluding Revaluation Reserve and Less Miscellaneous Expenses, if any)	4.42	2.37	1.34
Net worth (ecluding share application money)	5.42	3.37	2.34
Income including other income and exceptional items	283.05	146.89	125.23
Profit/ (Loss) after tax	2.03	1.01	0.86
Earnings per share (face value of Rs. 10 each)	20.34	10.19	8.62
Net asset value per share (Rs)	54.29	33.78	23.41

*As on date of Prospectus



Shareholding Pattern as on the date of the Prospectus is as follows:

Sr.No.	Name of the Equity Shareholder	No. of Shares held	% age of Shareholding
1	Mr Bhavan Dhirendra Vora	5000	50.00
2	Mr. Devang Dhirendra Vora	5000	50.00
	Total	10,000	100.00

Nature and extent of interest of our Promoter:

Name	Number of Shares held	% age of Shareholding
Mr Bhavan Dhirendra Vora	5,000	50.00
Total	5,000	50.00

Additionally our promoter Mr. Bhavan Dhirendra Vora is also a director of the company.

Anron Metalisers 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. The Company is neither a sick company within the meaning of the Sick Industrial Companies (Special Provisions) Act, 1956 nor is under winding up. Anron Metalisers Private Limited does not have a negative net-worth in the immediately preceding year.

Litigations

For details on litigations and disputes pending against the Group Companies, if any, please refer to the section titled “*Outstanding Litigations and Material Developments*” on page 207 of this Prospectus.

Companies / Ventures with which the Promoter has disassociated himself in the last three years

Our promoter has not disassociated himself from any companies, firms or other entities during the last three years preceding the date of this Prospectus.

Undertaking / Confirmations

None of the Promoter or Promoter Group or Group Companies or persons in control of the Promoter has been

- (i) prohibited from accessing or operating in the capital market or restrained from buying selling or dealing in securities 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 our Promoters, person in control of our Company are or have 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 or any other authority.

Further neither Our Promoters, the relatives of individual Promoter (as defined under the Companies Act) nor our Group Companies have been declared as a willful defaulter by the RBI or any other governmental authority and there are no violations of securities laws committed by them or any entities they are connected with in the past and no proceedings pertaining to violation of securities laws are pending against them.

None of our Promoters, Promoter Group Entities or the Group Companies have become sick Companies under the SICA and no application has been made in respect of any of them, to the Registrar of Companies for striking off their names. Further no winding up proceedings have been initiated against the Promoters or the Group Companies.

Nature and Extent of Interest of our Group Company

(a) In the promotion of our Company

Our Group Company does not have any interest in the promotion of our Company or any business interest or other interests in our Company, except to the extent identified in section titled “*Related Party Transactions*” on page 182 of this Prospectus.



(b) **In the properties acquired or proposed to be acquired by our Company in the past 2 years before filing the Prospectus with Stock Exchange**

Our Group Company do not have any interest in the properties acquired or proposed to be acquired by our Company in the past 2 years before filing the Prospectus with Stock Exchange.

(c) **In transactions for acquisition of land, construction of building and supply of machinery**

Our Group Company is not interested in any transactions for the acquisition of land, construction of building or supply of machinery.

Common Pursuits/Conflict of interest

Except for our Group Company Anron Metalisers Private Limited and our promoter group entities M/s Advance Syntex and DD Engineering Corporation which are engaged in the similar line of business as on the date of this Prospectus, none of Our Group Companies/ Promoter Group Entities have any Common Pursuits. For details please refer to chapter titled “*Our Promoter & Promoter Group*” on page 145 of this Prospectus.

Related business transaction with the Group Company and their significance on the financial performance of the issuer:

For details relating to the business transactions with the Group Company and their significance on the financial performance of the issuer see the chapter titled “*Financial Information of the Company - Related Party Disclosures*” on page 182 of this Prospectus.

Sales / Purchase between our Company and Group Company:

For details relating to sales or purchases between our Company and our Group Company exceeding 10% of the sales or purchases of our Company see the chapter titled “*Financial Information of the Company – Annexure R- Related Party Transaction*” on page 182 of this Prospectus.

We shall adopt the necessary procedures and practices as permitted by law to address any conflicting situations, as and when they may arise.

Business Interests amongst our Company and Group Company

Except as mentioned under Related Party Transactions, “*Annexure R*” beginning on page 182 under Chapter titled “*Financial Information of the Company*” there is no business interest among Group Company.

Defunct /Struck-off Company

None of Promoters, Promoter Group and our Group Companies has remained defunct and no application has been made to Registrar of Companies for Striking off their name from the Register of Companies, during the five years preceding the date of filing this Prospectus.

Changes in Accounting Policies in the last three years

Except as mentioned under the paragraph Changes in Significant Accounting Policies under Chapter titled “*Financial Information of the Company*” beginning on page 153 of the Prospectus, there have been no changes in the accounting policies in the last three years.



DIVIDEND POLICY

Under the Companies Act, 2013 the Company can pay dividends upon recommendation by the Board of Directors and approval by the shareholders at the general meeting of our Company. The Articles of Association of our Company give our shareholders, the right to decrease, and not to increase, the amount of dividend recommended by the Board of Directors. The Articles of Association of our Company also gives the discretion to our Board of Directors to declare and pay interim dividends. No dividend shall be payable for any financial year except out of profits of our Company for that year or that of any previous financial year or years, which shall be arrived at after providing for depreciation in accordance with the provisions of Companies Act, 2013.

Our Company does not have any formal dividend policy for declaration of dividend in respect of the Equity Shares. The declaration and payment of dividend will be recommended by our Board of Directors and approved by the shareholders of our Company at their discretion and may depend on a number of factors, including the results of operations, earnings, Company's future expansion plans, capital requirements and surplus, general financial condition, contractual restrictions, applicable Indian legal restrictions and other factors considered relevant by our Board of Directors.

Our Company has not declared any dividend on the Equity Shares since incorporation. Our Company's corporate actions pertaining to payment of dividends in the past are not to be taken as being indicative of the payment of dividends by our Company in the future.



SECTION V – FINANCIAL INFORMATION OF THE COMPANY

AUDITOR’S REPORT ON STANDALONE RESTATED FINANCIAL STATEMENT

**Independent Auditors' report on Restated Financial Statements of Advance Syntex Limited
(As required by Section 26 of Companies Act, 2013 read with Rule 4 of Companies (Prospectus and Allotment of Securities)
Rules, 2014)**

To,

**The Board of Directors,
Advance Syntex Limited
233/2 & 238/2, GIDC,
Por Ramangamdi,
Vadodra, Gujarat**

Dear Sir,

1. Report on Restated Financial Statements

We have examined the Restated Financial Statements of **Advance Syntex Ltd. (formerly known as Advance Syntex Pvt Ltd.)** (hereinafter referred as “the Company”), the summarized statements of which annexed to this report have been prepared in accordance with the requirements of:

- i) Section 26 read with the applicable provisions within Rule-4 to 6 of Companies (Prospectus and Allotment of Securities) Rules, 2014 of Companies Act, 2013, As amended (hereinafter referred to as the “Act”) and
 - ii) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“the Regulation”) (“SEBI ICDR Regulations”) issued by the Securities and Exchange Board of India (SEBI) and amendments made thereto from time to time;
 - iii) The terms of reference to our engagements with the Company requesting us to examine financial statements referred to above and proposed to be included in 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 (Revised) Guidance Note on Reports in Company Prospectuses issued by the Institute of Chartered Accountants of India (“ICAI”)
 - v) In terms of Schedule VIII of the SEBI (ICDR) Regulations, 2009 and other provisions relating to accounts, We, **M/s V. J. AMIN & CO.**, Chartered Accountants, have been subjected to the peer review process of the Institute of Chartered Accountants of India (ICAI) and hold a valid certificate issued by the “Peer Review Board” of the ICAI.
2. The Restated Summary Statements and Financial information of the Company have been prepared by the management from the Audited Financial Statements of the Company for the financial period ended from 01st April 2015 to December 31, 2015, and the financial year ended March 31, 2011, March 31, 2012 March 31, 2013 March 31, 2014 and March 31, 2015, which have been approved by the Board of Directors.
 3. Financial Statements for the financial Period ended From 01st April 2015 to December 31, 2015 has been audited by M/s C.J. Patel & Co, Chartered Accountants, and for the financial year ended March 31, 2011, March 31, 2012, and March 31, 2013 March 31, 2014 March 31, 2015 have been audited by M/s K.J. Shah & Co., Chartered Accountants and accordingly reliance has been placed on the financial information examined by them for the said period/Years. The Financial Report included for these years is based solely on the report submitted by them.
 4. We have carried out re-audit of the financial statements for the period/year ended on December 31, 2015, and March 31, 2015 as required by SEBI regulations.



5. Financial Information as per Audited Financial Statements:

1. We have examined:
 - a. The attached Restated Statement of Assets and Liabilities of the company, as at December 31, 2015, March 31, 2015, March 31, 2014 March 31, 2013 March 31, 2012 and March 31, 2011 (Annexure I);
 - b. The attached Restated Statement of Profits and Losses of the Company for financial Period/Years ended on December 31, 2015, March 31, 2015, March 31, 2014, and March 31, 2013 March 31, 2012 March 31, 2011. (Annexure II);
 - c. The attached Restated Statement of Cash Flows of the Company for financial Period/Years ended on December 31, 2015, March 31, 2015, March 31, 2014, and March 31, 2013 March 31, 2012 March 31, 2011. (Annexure III);
 - d. The Significant Accounting Policies adopted by the Company and notes to the Restated Financial Statements along with adjustments on account of audit qualifications / adjustments / regroupings. (Annexure IV);

(Collectively hereinafter referred as “**Restated Financial Statements**” or “**Restated Summary Statements**”)

2. In accordance with the requirements of Act, ICDR Regulations, Guidance Note on the reports in Company Prospectus (Revised) issued by ICAI and the terms of our Engagement Letter, we further report that:
 - (i) The “**Restated Statement of Assets and Liabilities**” as set out in **Annexure I** to this report, of the Company as at December 31, 2015, March 31, 2015, March 31, 2014, March 31, 2013 March 31, 2012 and March 31, 2011 are prepared by the Company and approved by the Board of Directors. This Statement of Assets and Liabilities, as restated have been arrived at after making such adjustments and regroupings to the individual Financial Statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to the Restated Summary Statements as set out in **Annexure IV** to this Report.
 - (ii) The “**Restated Statement of Profit and Loss**” as set out in **Annexure II** to this report, of the Company for financial Period/Years ended on December 31, 2015, March 31, 2015, March 31, 2014, March 31, 2013 March 31, 2012 and March 31, 2011 are prepared by the Company and approved by the Board of Directors. This Statement of Profit and Loss, as restated have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to the Restated Summary Statements as set out in **Annexure IV** to this Report.
 - (iii) The “**Restated Statement of Cash Flow**” as set out in **Annexure III** to this report, of the Company for financial Period/Years ended on December 31, 2015, March 31, 2015, March 31, 2014, March 31, 2013 March 31, 2012 and March 31, 2011 are prepared by the Company and approved by the Board of Directors. This Statement of Cash Flow, as restated, have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Restated Summary Statements as set out in **Annexure IV** to this Report.

Based on the above and also as per the reliance placed by us on the audited financial statements of the company and Auditors Report thereon which have been prepared by Statutory Auditor of the Company for the year/period ended on December 31, 2015, March 31, 2015, March 31, 2014, March 31, 2013 March 31, 2012 and March 31, 2011, we are of the opinion that “**Restated Financial Statements**” or “**Restated Summary Statements**” have been made after incorporating:

- a) Adjustments for any material amounts in the respective financial years have been made to which they relate; and
- b) Extra-ordinary items that need to be disclosed separately in the Restated Summary Statements:-

On November 14, 2015, fire took place at Company’s unit : 233/2 & 238/2 GIDC Ramangamdi Dist.Vadodara and partially damaged the Gala No 233/2, Plant and Machinery, including Electrical Fittings, furniture and fixture, Office Equipment and stock, etc. The Company has lodged Claim of Rs. 77.19 Lacs dated February 03, 2016, which includes Plant & Machinery Rs.15.82 Lacs, Building of Rs.21.71 Lacs and stock of Rs. 39.66 Lacs. The Insurance Company has not yet sanctioned any ad-hoc claim. The company has Estimated Insurance recovery to the extent of 95% of the total loss and

accordingly shown as receivable from the insurance company and balance 5% as loss due to fire. The Company has shown loss due to fire amounting to Rs. 3.86 Lacs as extra ordinary item.

- c) Adjustments on account of the statutory audit qualifications, if any, have been adjusted and regrouped to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to the Restated Summary Statements as set out in **Annexure IV** to this Report.
- d) Adjustments in Financial Statements have been made in accordance with the correct accounting policies, which includes the impact of provision of gratuity made on actuarial valuation basis in the Restated Financial statements.
- e) There was no change in accounting policies, which needs to be adjusted in the “Restated Financial Statements” except for provision for Gratuity which has not been provided on the mercantile basis.
- f) There are no revaluation reserves, which need to be disclosed separately in the “**Restated Financial Statements**.”
- g) The Company has not paid any dividend on its equity shares till December 31, 2015.

6. Other Financial Information:

1. We have also examined the following financial information as set out in annexure prepared by the Management and as approved by the Board of Directors of the Company for the Period/Years ended on December 31, 2015, March 31, 2015, March 31, 2014, March 31, 2013, March 31, 2012 and March 31, 2011.

Restated Statement of Share Capital, Reserves And Surplus	Annexure-A
Restated Statement of Long Term And Short Term Borrowings	Annexure-B, B(A) and B(B)
Restated Statement of Deferred Tax (Assets) / Liabilities	Annexure-C
Restated Statement of Long Term Provisions	Annexure-D
Restated Statement of Trade Payables	Annexure-E
Restated Statement of Other Current Liabilities And Short Term Provisions	Annexure-F
Restated Statement of Fixed Assets	Annexure-G
Restated Statement of Non-Current Investments	Annexure-H
Restated Statement of Long-Term Loans And Advances	Annexure-I
Restated Statement of Inventory	Annexure-J
Restated Statement of Trade Receivables	Annexure-K
Restated Statement of Cash & Cash Equivalents	Annexure-L
Restated Statement of Short-Term Loans And Advances	Annexure-M
Restated Statement of Other Current Assets	Annexure-N
Restated Statement of Other Income	Annexure-O
Restated Statement of Turnover	Annexure-P
Restated Statement of Mandatory Accounting Ratios	Annexure-Q
Restated Statement of Related party transaction	Annexure-R
Restated Statement of Capitalization	Annexure-S
Restated Statement of Tax shelter	Annexure-T
Restated Statement of Contingent liabilities	Annexure-U

2. The Restated Financial Information contain all the disclosures required by the SEBI ICDR regulations and partial disclosures as required by Accounting Standards notified under the Companies Act, 1956 of India read with the General Circular 15/ 2013 dated September 13, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Act.
3. We have carried out Re-audit of the financial statements for the Period/Year ended on December 31, 2015, and March 31, 2015 as required by SEBI regulations. We have not audited any financial statements of the Company as of any date or for any period subsequent to December 31, 2015. Accordingly, we do not express any opinion on the financial position, results or cash flows of the Company as of any date or for any period subsequent to December 31, 2015.
4. The preparation and presentation of the Financial Statements referred to above are based on the Audited financial statements of the Company in accordance with the provisions of the Act and the Financial Information referred to above is the responsibility of the management of the Company.
5. In our opinion, the above financial information contained in Annexure I to III and Annexure A to U of this report read along with the Restated statement of Significant Accounting Policies and Notes as set out in Annexure IV are prepared after making adjustments and regrouping as considered appropriate and have been prepared in accordance with paragraph B, Part II of Schedule II of the Act, the SEBI Regulations, The Revised Guidance Note on Reports in Company Prospectus and



Guidance Note on Audit Reports/Certificates on Financial Information in Offer Documents issued by the Institute of Chartered Accountants of India (“ICAI”) to the extent applicable, as amended from time to time, and in terms of our engagement as agreed with you. We did not perform audit tests for the purpose of expressing an opinion on individual balances of account or summaries of selected transactions, and accordingly, we express no such opinion thereon.

6. Consequently the financial information has been prepared after making such regroupings and adjustments as were, in our opinion, considered appropriate to comply with the same. As result of these regroupings and adjustments, the amount reported in the financial information may not necessarily be same as those appearing in the respective audited financial statements for the relevant years.
7. The report should not in any way be construed as a re-issuance or re-dating of any of the previous audit report, nor should this constructed as a new opinion on any of the financial statements referred to herein.
8. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
9. Our report is intended solely for use of the management and for inclusion in the Offer Document in connection with the IPO-SME for Proposed Issue of Equity Shares of the Company and our report should not be used, referred to or adjusted for any other purpose without our written consent.

7. 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 judgment, 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.

8. 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 Restated Statement of Assets and Liabilities of the Company as at 31st March, 2011, 31st March, 2012, 31st March, 2013, 31st March 2014, 31st March, 2015 and December 31st 2015;
- b) In the case of the Restated Statement of Profit and Loss, of the profit of the Company for the Period/Years ended on that date; and
- c) In the case of the Restated Cash Flow Statement, of the cash flows of the Company for the Period/Years ended on that date.

For V. J. AMIN & CO.
Chartered Accountants
FRN 100335W

Sd/-

CA VIPUL M. DALAL
Partner
Membership No. 103667
Date: May 31, 2016
Place: Vadodara

ANNEXURE – I
RESTATED STATEMENT OF ASSETS AND LIABILITIES

(Amt in Rs.)

Particulars	As at					
	31-12-2015	31-03-2015	31-03-2014	31-03-2013	31-03-2012	31-03-2011
I. EQUITY AND LIABILITIES						
Shareholder's Funds						
Share Capital	58,146,600	38,764,400	34,860,100	28,760,100	20,240,100	14,880,000
Reserves and Surplus (excluding Revaluation Reserves, if any)	21,121,853	31,353,624	25,232,831	16,923,210	8,499,447	6,724,581
Share Application Money Pending Allotment	-	-	3,384,300	-	3,220,000	5,655,100
Non Current Liabilities						
Long term Borrowings	74,696,601	65,810,969	39,201,721	44,358,360	43,092,366	13,359,275
Deferred Tax Liabilities (Net)	3,456,681	6,015,825	10,672,294	9,789,963	8,688,152	3,248,696
Other Long Term Liabilities	-	-	-	-	-	-
Long term Provisions	343,130	306,381	255,715	96,784	49,594	42,361
Current Liabilities						
Short term Borrowings	148,776,386	111,048,241	84,426,825	82,799,879	66,910,795	34,107,972
Trade Payables	82,587,282	79,921,683	77,678,564	41,871,900	23,139,455	10,632,450
Other Current Liabilities	30,743,688	13,248,962	11,300,394	12,512,508	10,526,540	7,724,442
Short term Provisions	9,449,620	488,843	372,843	39,177	25,603	1,104,909
Total	429,321,842	346,958,928	287,385,587	237,151,882	184,392,052	97,479,786
II. ASSETS						
Non Current Assets						
Fixed assets						
(i) Tangible Assets	89,428,654	95,009,701	83,491,592	76,705,908	76,230,876	22,866,895
(ii) Intangible Assets	-	-	-	-	-	-
(iii) Capital Work In Progress	-	-	-	-	-	-
(iv) Intangible Assets Under Development	-	-	-	-	-	-
Deferred Tax Assets (Net)	-	-	-	-	-	-
Non Current Investments	-	-	-	-	-	-
Long term Loans and Advances	3,181,954	1,436,000	1,436,000	1,436,000	1,440,000	498,349
Current assets						
Inventories	136,508,393	92,200,275	107,911,174	109,093,577	66,734,558	31,661,536
Trade Receivables	148,738,559	128,500,092	82,831,409	41,098,306	34,812,911	19,813,725
Cash and Cash Equivalents	24,605,651	13,929,677	8,665,649	2,340,725	2,301,026	1,749,179
Short term Loans and Advances	19,415,184	15,209,697	2,320,931	6,394,312	2,872,680	20,890,101
Other Current Assets	7,443,448	673,486	728,831	83,054	-	-
Total	429,321,842	346,958,928	287,385,587	237,151,882	184,392,052	97,479,786

Note: The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexure IV, II and III.

ANNEXURE – II
RESTATED STATEMENT OF PROFIT AND LOSS

(Amt in Rs.)

Particulars	For the Period/Year ended					
	31-12-2015	31-03-2015	31-03-2014	31-03-2013	31-03-2012	31-03-2011
Revenue From Operations (Gross)	363,423,893	494,197,231	389,584,491	319,638,343	247,638,931	181,065,477
Less: Excise Duty	(23,114,753)	(22,024,663)	(28,111,389)	(23,259,007)	(16,324,470)	(15,092,993)
Other income	1,849,281	3,199,878	747,654	1,300,687	311,422	122,643
Total Revenue (A)	342,158,422	475,372,446	362,220,756	297,680,023	231,625,883	166,095,127
Expenses:						
Cost of Material Consumed	256,991,315	375,482,116	285,931,463	233,843,466	175,909,347	130,594,433
Purchases of Stock in Trade	-	-	-	-	-	-
Changes in inventories of finished goods, WIP and Stock-in-Trade	(24,634,317)	(5,706,981)	(1,545,608)	(11,114,844)	(5,078,326)	(3,946,544)
Employee benefits expense	4,777,873	5,434,537	5,451,595	6,275,950	5,530,734	4,273,126
Finance costs	29,799,800	24,851,762	17,358,696	13,484,403	11,101,682	6,532,907
Depreciation and amortization expense	16,312,819	23,502,022	4,265,912	3,910,233	2,662,747	1,095,076
Other expenses	45,745,990	49,536,942	39,267,646	39,372,694	32,285,130	21,587,234
Total Expenses (B)	328,993,481	473,100,398	350,729,704	285,771,902	222,411,314	160,136,232
Profit before exceptional and extraordinary items and tax (A-B) C	13,164,941	2,272,048	11,491,052	11,908,121	9,214,569	5,958,895
Exceptional/Prior Period item	-	-	-	-	-	-
Profit before extraordinary items and tax	13,164,941	2,272,048	11,491,052	11,908,121	9,214,569	5,958,895
Extraordinary item:-	-	-	-	-	-	-
Provision for Loss by Fire	385,968					
Profit Before Tax	12,778,973	2,272,048	11,491,052	11,908,121	9,214,569	5,958,895
Provision for Tax						
- Current Tax	5,397,310	432,939	2,299,100	2,382,547	1,755,836	1,104,780
- Deferred Tax Liability / (Asset)	(2,559,146)	(4,656,469)	882,331	1,101,811	5,439,457	164,079
Tax Adjustment (Earlier Years)	790,380	374,785	-	-	244,411	-
Restated profit after tax from continuing operations	9,150,429	6,120,793	8,309,621	8,423,763	1,774,865	4,690,036
Profit/ (Loss) from Discontinuing operation	-	-	-	-	-	-
Restated profit for the period	9,150,429	6,120,793	8,309,621	8,423,763	1,774,865	4,690,036
Balance brought forward from previous year	31,353,624	25,232,831	16,923,210	8,499,447	6,724,581	2,034,545
Accumulated Profit/ (Loss) carried to Balance Sheet	40,504,053	31,353,624	25,232,831	16,923,210	8,499,447	6,724,581
Note: The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, and cash flows appearing in Annexures IV, I and III.						

ANNEXURE - III
RESTATED CASH FLOW STATEMENT

PARTICULARS	31-12-2015	31-03-2015	31-03-2014	31-03-2013	31-03-2012	31-03-2011
	Amount in Rs.					
(A) CASH FLOW FROM OPERATING ACTIVITES						
Net Profit before taxes	12,778,973	2,272,048	11,491,052	11,908,121	9,214,569	5,958,895
Adjustments for:						
Profit on sale of fixed assets	-	-	-	-	-	-
Prior Period Income	-	-	-	-	-	-
TUF Interest Subsidy	1,737,368	1,072,056	476,901	439,884	178,493	120,685
Depreciation	16,312,819	23,502,022	4,265,912	3,910,233	2,662,747	1,095,076
Interest & Finance Charges	29,799,800	24,851,762	17,358,696	13,484,403	11,101,682	6,532,907
Operating Profit before Working Capital Changes	57,154,224	49,553,776	32,638,759	28,862,873	22,800,505	13,466,193
Adjustments for:						
(Increase)/Decrease in trade receivables	(20,238,467)	(45,668,683)	(41,733,103)	(6,285,395)	(14,999,186)	962,143
(Increase)/Decrease in inventories	(44,308,118)	15,710,899	1,182,403	(42,359,019)	(35,073,022)	(15,763,192)
(Increase)/Decrease in Short Term loans and advances	(10,975,448)	(12,833,422)	3,427,604	(3,604,686)	18,017,421	(18,430,699)
(Increase)/Decrease in Long Term loans and advances	(1,745,954)	-	-	4,000	(941,651)	-
Increase/(Decrease) in trade payables	2,665,599	2,243,119	35,806,664	18,732,445	12,507,005	(11,644,492)
Increase/(Decrease) in provisions	8,960,777	116,000	333,666	13,574	(1,079,306)	826,138
Increase/(Decrease) in other current liabilities	17,494,726	1,948,568	(1,212,114)	1,985,968	2,802,098	7,260,122
Increase/(Decrease) in other long term liabilities	(36,749)	(50,666)	(158,931)	(47,190)	7,233	42,361
	(48,110,135)	(38,432,853)	(2,035,949)	(31,465,923)	(18,759,408)	(36,747,619)
Cash flow from operating activities	9,044,089	11,120,923	30,602,810	(2,603,050)	4,041,097	(23,281,426)
Less: Tax paid	(6,187,690)	(807,724)	(2,299,100)	(2,382,547)	(2,000,247)	(1,214,064)
Cash flow from operating activity (A)	2,856,399	10,313,199	28,303,710	(4,985,597)	2,040,850	(22,067,362)
B. CASH FLOW FROM INVESTING ACTIVITY						
Purchase of tangible fixed assets	(10,731,772)	(35,020,131)	(11,051,596)	(5,115,255)	(56,026,727)	(4,439,690)
Purchase of long-term investments	-	-	-	-	-	-
Sale of tangible fixed assets	-	-	-	729,990	-	-
Sale of long term investments	-	-	-	-	-	-
TUF Interest Subsidy	1,737,368	1,072,056	476,901	439,884	178,493	120,685
Cash flow from investing activity (B)	(8,994,404)	(33,948,075)	(10,574,695)	(3,945,381)	(55,848,234)	(4,319,005)
C) CASH FLOW FROM FINANCING ACTIVITY						
Proceeds from issue of Share Capital	-	3,904,300	6,100,000	8,520,000	5,360,100	4,880,000
Proceeds from Share Application Money pending Allotment	-	(3,384,300)	3,384,300	(3,220,000)	(2,435,100)	5,655,100
Repayment of Long Term borrowings	8,885,632	26,609,248	(5,156,639)	1,265,994	29,733,091	7,630,407



Net Increase/(decrease) in working capital borrowings	37,728,145	26,621,416	1,626,946	15,889,084	32,802,823	15,520,866
Interest and Finance Charges paid	(29,799,800)	(24,851,762)	(17,358,696)	(13,484,403)	(11,101,682)	(6,532,907)
Cash flow from financing activity(C)	16,813,977	28,898,902	(11,404,089)	8,970,675	54,359,232	27,153,466
Net Increase/ (Decrease) in Cash & Cash Equivalents	10,675,972	5,264,026	6,324,924	39,698	551,847	767,099
Cash & Cash Equivalents at the beginning of the year	13,929,674	8,665,647	2,340,723	2,301,025	1,749,179	982,081
Cash & Cash Equivalents at the end of the year	24,605,648	13,929,674	8,665,647	2,340,723	2,301,025	1,749,179

Note:

Components of cash and cash equivalents:						
Particulars	31.12.2015	31.03.2015	31.03.2014	31.03.2013	31.03.2012	31.03.2011
Cash on hand	34,880	277,621	172,232	85,144	248,862	157,443
Balances with scheduled banks:						
In current accounts	12,264,915	393,301	747,274	25,662	11,306	18,579
In Deposit with current accounts	12,305,853	13,258,753	7,746,141	2,229,918	2,040,857	1,573,157
Cash and cash equivalents	24,605,648	13,929,674	8,665,647	2,340,723	2,301,025	1,749,179

1. The Cash Flow Statement has been prepared under indirect method as set out in Accounting Standard -3 on Cash Flow Statement, specified under the Companies Act, 1956 (which are deemed to be applicable as Section 133 of the Companies Act, 2013 ("the Act") read with Rule 7 of Companies (Accounts) Rules, 2014).

2. Figures in brackets represent outflow.

3. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexure I, II and IV.



ANNEXURE-IV

SIGNIFICANT ACCOUNTING POLICY AND NOTES TO THE RESTATED SUMMARY STATEMENTS

A. BACKGROUND

Company was originally incorporated as Advance Syntex Private Limited on September 21, 1990 under the provisions of Companies Act, 1956 with Registrar of Companies, Gujarat. Pursuant to Shareholders resolution passed at the Extra Ordinary General Meeting of the Company held on October 24, 2015, Company was converted into a public limited company and the name was changed to "Advance Syntex Limited" and subsequent to conversion a fresh Certificate of Incorporation dated November 23, 2015 was issued by the Registrar of Companies, Ahmedabad

Company is mainly engaged in manufacturing of Metalized Films (MF), Lacquered (Coated) Metalized Polyester Films (LMPF), glitter powder (Zari Powder) and Metallic Yarn (Polyester Badla).

B. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

1. BASIS OF PREPARATION OF FINANCIAL STATEMENTS

The Restated Summary Statement of Assets and Liabilities of the Company as on December 31, 2015, March 31, 2015, March 31, 2014, March 31, 2013, March 31, 2012 and March 31, 2011, and the Restated Summary Statement of Profit and Loss and Restated Summary Statements of Cash Flows for the period ended on December 31, 2015 and years ended March 31, 2015, March 31, 2014, March 31, 2013, March 31, 2012, and March 31, 2011 and the annexure thereto (collectively, the "**Restated Financial Statements**" or "**Restated Summary Statements**") have been extracted by the management from the Financial Statements of the Company for the period ended December 31, 2015 and years ended March 31, 2015, March 31, 2014, March 31, 2013, March 31, 2012 and March 31, 2011.

The financial statements are prepared and presented under the historical cost convention and evaluated on a going-concern basis using the accrual system of accounting in accordance with the accounting principles generally accepted in India (Indian GAAP) and the requirements of the Companies Act, 1956 (up to March 31, 2014), and notified sections, schedules and rules of the Companies Act 2013 (with effect from April 01, 2014), including the Accounting Standards as prescribed by the Companies (Accounting Standards) Rules, 2006 as per section 211(3C) of the Companies Act, 1956 (which are deemed to be applicable as Section 133 of the Companies Act, 2013 ("the Act") read with Rule 7 of Companies (Accounts) Rules, 2014).

Restated Standalone Summary Statements have been prepared specifically for inclusion in the offer document to be filed by the Company with the Securities and Exchange Board of India ('SEBI') in connection with its proposed Initial Public Offering.

2. USE OF ESTIMATES

The preparation of financial statements in conformity with Generally Accepted Accounting Principles (GAAP) requires the management of the Company to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to the contingent liabilities, if any, as at the date of the financial statements and reported amounts of income and expenses during the year. Examples of such estimates include provisions for doubtful debts, provision for income tax and the useful lives of fixed assets. The difference between the actual results and estimates are recognized in the period in which results are known or materialized.

3. FIXED ASSETS

Fixed assets are stated at historical cost less accumulated depreciation and impairment losses. Cost includes purchase price and all other attributable cost to bring the assets to its working condition for the intended use.

Subsequent expenditures related to an item of tangible asset are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance.

Projects under which assets are not ready for their intended use are shown as Capital Work-in-Progress. Cost includes cost of land, materials, construction, services, borrowing costs and other overheads relating to projects.

4. DEPRECIATION

Tangible Fixed Assets

Up to 31st March 2014, depreciation on fixed assets was provided as per Straight Line Method (SLM) at the rates and manner prescribed in Schedule XIV of the Companies Act, 1956.

With effect from 1st April, 2014 depreciation is provided as per Written Down Value Method (WDV) over remaining useful life of the assets according to useful life prescribed in Schedule II of the Companies Act, 2013. However there are some plants and machineries having effective useful life different from useful life mentioned in Schedule II of the companies Act, 2013. The useful life of such plants and machineries were taken as per life determined by the Chartered Engineer.

5. BORROWING COSTS

Borrowing cost includes interest and amortization of ancillary costs incurred in connection with the arrangement of borrowings. Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur.

6. IMPAIRMENT OF ASSETS

The company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the company estimates the asset's recoverable amount. An asset's (including goodwill) recoverable amount is the higher of an asset's net selling price and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

(ii) After impairment, depreciation/ amortization is provided on the revised carrying amount of the asset over its remaining useful life.

7. INVESTMENTS

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments.

On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties.

Current investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

8. INVENTORIES

Inventories are stated at cost or net realizable value whichever is lower.

9. REVENUE RECOGNITION

- ii. Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured.

- iii. Sale is recognized on dispatch to goods from point of sales.
- iv. Other income is accounted for on accrual basis in accordance with Accounting Standards (AS) 9- “Revenue Recognition”.

10. FOREIGN CURRENCY TRANSACTIONS

Transaction denominated in foreign currencies are normally recorded at the exchange rate prevailing at the time of the transaction and any income or expenses on account of exchange difference either on settlement or on translation is recognized in the Statement of profit and Loss except in case where they relate to acquisition of fixed assets in which case they are adjusted with the carrying cost of such assets.

11. ACCOUNTING FOR GOVERNMENT GRANTS

A. Grants/subsidy is recognized unless reasonably assured to be realized and the Company had complied with the conditions attached to the grant.

B. Grant/subsidy towards specific assets is treated as deferred income in the statement of profit and loss on rational basis over the useful life of the depreciable assets. Grant related to non depreciable asset is credited capital reserve unless it stipulates fulfillment of certain obligations.

C. Grants of revenue nature is recognized in the statements of profit and loss over the period to match with the related cost, which are intended to be compensated. Such grant is reduced from the related cost.

11. EMPLOYEE BENEFITS

Defined-contribution plans:

(i) The company operates one defined benefit plan for its employees, viz., gratuity liability. The costs of providing benefits under this plan are determined on the basis of actuarial valuation at each year-end. Actuarial valuation is carried out using the projected unit credit method made at the end of each reporting date. Actuarial gains and losses for the defined benefit plans are recognized in full in the period in which they occur in the statement of profit and loss.

(ii) Compensated absences which accrue to employees and which is expected to be utilized or encashed within the next 12 months from reporting date, is treated as short-term employee benefit. The company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date. As per Company policy, no leave are expected to be carried forward beyond 12 months from the reporting date.

12. SEGMENT ACCOUNTING

(i) Business Segment

(a) The business segment has been considered as the primary segment.

(b) The Company’s primary business segments are reflected based on principal business activities, the nature of service, the differing risks and returns, the organization structure and the internal financial reporting system.

(c) The Company’s primary business comprises of manufacturing of Company is mainly engaged in manufacturing of Metalized Films (MF), Lacquered (Coated) Metalized Polyester Films (LMPF), glitter powder (Zari Powder) and Metallic Yarn (Polyester Badla) and since it is the only reportable segment as envisaged in Accounting Standard 17 ‘Segment Reporting’. Accordingly, no separate disclosure for Segment reporting is required to be made in the financial statements of the Company.

(ii) Geographical Segment

The Company operates from one Geographical Segment namely “within India” and hence no separate information for geographic segment wise disclosure is required.

13. ACCOUNTING FOR TAXES ON INCOME



Tax expense comprises of current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

(i) Deferred income taxes reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted at the reporting date.

(ii) Deferred tax liabilities are recognized for all taxable timing differences. Deferred tax assets are recognized for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situations where the Company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits.

The carrying amount of deferred tax assets are reviewed at each reporting date. The company writes-down the carrying amount of a deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realized. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

14. CONTINGENT LIABILITIES AND PROVISIONS

Provisions are recognized only when there is a present obligation as a result of past events and when a reliable estimate of the amount of obligation can be made.

Contingent Liability is disclosed for

- a) Possible obligation which will be confirmed only by future events not wholly within the control of the Company or
- b) Present obligations arising from the past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.
- c) Contingent Assets are not recognized in the financial statements since this may result in the recognition of income that may never be realized.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation that the likelihood of outflow of resources is remote, no provision or disclosure is made.

15. EARNINGS PER SHARE:

In determining the Earnings Per share, the company considers the net profit after tax which does not include any post tax effect of any extraordinary / exceptional item. The number of shares used in computing basic earnings per share is the weighted average number of shares outstanding during the period.

The number of shares used in computing Diluted earnings per share comprises the weighted average number of shares considered for computing Basic Earnings per share and also the weighted number of equity shares that would have been issued on conversion of all potentially dilutive shares.

In the event of issue of bonus shares, the number of equity shares outstanding is increased without an increase in the resources. The number of Equity shares outstanding before the event is adjusted for the proportionate change in the number of equity shares outstanding as if the event had occurred at the beginning of the earliest period reported.

16. CASH FLOW:

Cash flows are reported using the 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 expenses associated with investing or financing cash flows. Cash flows from operating, investing and financing activities of the Company are segregated, accordingly.

C. CHANGES IN ACCOUNTING POLICIES IN THE PERIOD/YEARS COVERED IN THE RESTATED FINANCIALS

There is no change in significant accounting policies except for :-

- 1.) Provision for Gratuity which has been accounted on cash basis by the management rather than based on the actuarial valuation.
- 2.) **Change in Method of Depreciation:** Up to 31st March 2014, depreciation on fixed assets was provided as per Straight Line Method (SLM) at the rates and manner prescribed in Schedule XIV of the Companies Act, 1956.

With effect from 1st April, 2014 depreciation is provided as per Written Down Value Method (WDV) over remaining useful life of the assets according to useful life prescribed in Schedule II of the Companies Act, 2013. However there are some plants and machineries having effective useful life different from useful life mentioned in Schedule II of the companies Act, 2013. The useful life of such plants and machineries were taken as per life determined by the Chartered Engineer.

D. NOTES ON RESTATEMENTS MADE IN THE RESTATED FINANCIALS

1. The financial statements including financial information have been prepared after making such regroupings and adjustments, considered appropriate to comply with the same. As result of these regroupings and adjustments, the amount reported in the financial statements/information may not necessarily be same as those appearing in the respective audited financial statements for the relevant years.
2. The current maturities of the Secured Long Term Borrowings have been correctly reclassified as Short Term Borrowings and Long Term Borrowings, to that extent, Audited Balance Sheet figures has been restated.
3. Accounting of subsidy received/receivable from government has been considered in respective year only based on the actual realization of subsidy. Subsidy is recognized unless reasonably assured to be realized and the Company had complied with the conditions attached to the subsidy; therefore revenue subsidy after 31st December 2014 has not been accounted pending the realization thereof.
4. The Company does not have information as to which of its supplier are Micro small and Medium Enterprise registered under The Micro small and Medium Enterprise Development Act 2006. Consequently the liability, if any, of interest which would be payable under The Micro small and Medium Enterprise Development Act 2006, cannot be ascertained. However, the Company has not received any claims in respect of such interest and as such, no provision has been made in the books of accounts.
5. **Employee benefits:**

The Company has adopted the Accounting Standard 15 (revised 2005) on Employee Benefits as per an actuarial valuation carried out by an independent actuary. The disclosures as envisaged under the standard are as under:-

Particulars	31.12.2015	31.03.2015	31.03.2014	31.03.2013	31.03.2012	31.03.2011
1.The amounts recognised in the Balance Sheet are as follows:						
Present value of obligations Recognized	348,198	311,007	257,440	97,748	50,197	42,490
Accumulated Contribution made by the Employer Including of Interest benefit	-	-	-	-	-	-
Net Liability	348,198	311,007	257,440	97,748	50,197	42,490
2.The amounts recognised in the Profit & Loss A/c are as follows:						
Current Service Cost	57,193	71,717	83,031	41,108	27,313	42,490
Interest on Defined Benefit Obligation	17,842	20,595	7,820	4,016	3,399	-



Particulars	31.12.2015	31.03.2015	31.03.2014	31.03.2013	31.03.2012	31.03.2011
Actuarial Losses/(Gains) adjusted with benefit Paid Recognized in Year	-37,844	-38,745	68,841	2,427	-23,005	-
Past Service Cost	-	-	-	-	-	-
Total, Included in "Salaries, Allowances & Welfare" Net of Fresh Contribution Made	37,191	53,567	159,692	47,551	7,707	42,490
3.Changes in the present value of defined benefit obligation:						
Defined benefit obligation as at the beginning of the year/period	311,007	257,440	97,748	50,197	42,490	-
Service cost	57,193	71,717	83,031	41,108	27,313	42,490
Interest cost	17,842	20,595	7,820	4,016	3,399	-
Actuarial Losses/(Gains) adjusted with benefit Paid	-37,844	-38,745	68,841	2,427	-23,005	-
Past Service Cost	-	-	-	-	-	-
Defined benefit obligation as at the end of the year/period	348,198	311,007	257,440	97,748	50,197	42,490
Benefit Description						
Benefit type:	Gratuity Valuation as per Act					
Retirement Age:	60 Years	60 Years	60 Years	60 Years	60 Years	60 Years
Vesting Period:	5 Years	5 Years	5 Years	5 Years	5 Years	5 Years
The principal actuarial assumptions for the above are:						
Future Salary Rise:	5.00%	5.00%	5.00%	5.00%	5.00%	5.00%
Discount rate per annum:	8.00%	8.00%	8.00%	8.00%	8.00%	8.00%
Attrition Rate:	2%	2%	2%	2%	2%	2%
Mortality Rate:	IALM 2006-08 Ultimate			LIC 94-96 Ultimate		

6. Segment Reporting (AS 17)

The Company is required to disclose the information required by Accounting Standard- 17. No separate segments have, however, been reported as the company does not have more than one business Segments within the meaning of Accounting standard -17, which differ from each other in risk and reward.

7. Provisions, Contingent Liabilities and Contingent Assets (AS 29)

Contingent liabilities and commitments (to the extent not provided for). There are no contingent liabilities as on December 30, 2015 except as mentioned in Annexure -U, for any of the years covered by the statements.

8. Related Party Disclosure (AS 18)

Related party transactions are reported as per AS-18 of Companies (Accounting Standards) Rules, 2006, as amended, in the Annexure – R of the enclosed financial statements.

9. Accounting For Taxes on Income (AS 22)

Deferred Tax liability/Asset in view of Accounting Standard – 22: "Accounting for Taxes on Income" as at the end of the year/period is reported as under:

Particulars	31.12.2015	31.03.2015	31.03.2014	31.03.2013	31.03.2012	31.03.2011
Deferred Tax Liability						
Net WDV as Per Companies Act (Excluding Land)	86,168,399	9,17,49,446	8,14,22,082	7,46,36,398	7,41,61,366	2,07,97,385
Net WDV As per Income Tax Act	74,985,714	7,19,69,749	4,66,26,473	4,28,55,921	4,59,94,173	1,02,41,317
Timing Difference Due to Depreciation	11,182,685	1,97,79,697	3,47,95,609	3,17,80,477	2,81,67,193	1,05,56,068

Deferred Tax Liability(A)	3,697,331	61,11,926	1,07,51,843	98,20,167	87,03,663	32,61,825
Incremental Due to Depreciation	-2,414,595	-46,39,917	9,31,676	11,16,504	54,41,838	32,61,825
Deferred Tax Assets						
ROC Expenses	4,00,000					
Gratuity Expenses charged to Statement of Profit & Loss	37,191	53,567	1,59,692	47,551	7,707	42,490
DTA @ Normal Tax Rate	1,44,548	16,552	49,345	14,693	2,381	13,129
Cumulative Deferred Tax Assets	2,40,650	96,101	79,549	30,204	15,511	13,129
Deferred Tax Assets (B)	2,40,650	96,101	79,549	30,204	15,511	13,129
Cumulative Balance of Deferred Tax Liability (A-B)	34,56,676	60,15,825	1,06,72,294	97,89,963	86,88,152	32,48,696
Opening Deferred Tax Liability	60,15,825	1,06,72,294	97,89,963	86,88,152	32,48,696	30,84,617
Debited/(Credit) to Restated Statement of Profit and Loss	-25,59,146	-46,56,469	8,82,331	11,01,811	54,39,457	1,64,079
Tax at Normal Tax Rates	0.3306	0.309	0.309	0.309	0.309	0.309

10. Earnings Per Share (AS 20):

Earnings per Share have been calculated is already reported in the Annexure –Q of the enclosed financial statements.

11. MATERIAL ADJUSTMENTS [AS PER SEBI (ICDR) REGULATIONS, 2009]

Appropriate adjustments have been made in the 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 Company Act 1956, and as replaced by Company Act 2013 after 01st April 2014 and Accounting Standards.

The Summary of results of restatements made in the audited financial statements of the Company for the respective period / years and their impact on the profit / (losses) and assets and liabilities of the Company is as under.

Statement of adjustments in the Financial Statements

The reconciliation of Profit after tax as per audited results and the Profit after tax as per Restated Accounts is presented below in Table-1. This summarizes the results of restatements made in the audited accounts for the respective years/ period and its impact on the profit & losses of the company.

1. Statement of Profit and Loss after Tax

Table -1

	(Amount in Rs.)					
Particulars	31.12.2015	31.03.2015	31.03.2014	31.03.2013	31.03.2012	31.03.2011
Profit After Tax As per Audited Financial Statements	6,118,154	296,508	10,991,231	10,543,170	2,898,400	4,742,661
Adjustments:						
Deferred tax Liability Excess / (Short) Provided	38,37,355	4,874	(56,871)	28,691	(353,343)	13,129
Foreign Exchange Gain (Loss)	-3,49,917	1,501,317	(105,073)	244,436	(60,034)	(38,229)
Excess/(Short) Depreciation (net) Charged in Books	-3,16,004	36,039	(60,885)	(45,293)	14,206	0
Interest on Term Loan (Short) / Excess	-89,851	89,851		82,857	1,054,143	0
Income Tax (Short)/ Excess Provided	-4,45,100	4,330,566	(2,299,100)	(2,382,547)	(1,770,800)	14,965
Discount	-10	0	11	0	0	0
Adjustment made for Prior Period Expenses	3,95,801	(84,795)	-	-	-	-
Gratuity Expenses not provided in earlier	0	(53,567)	(159,692)	(47,551)	(7,707)	(42,490)



year						
Total Difference	30,32,274	5,824,285	(2,681,610)	(2,119,407)	(1,123,535)	(52,625)
Profit After Tax As per Restated Financial Statements	91,50,428	6,120,793	8,309,621	8,423,763	1,774,865	4,690,036

a) Adjustment on account of provision for Gratuity:

The Company did not provide gratuity in any of the earlier years. The same has been provided for the purpose of Restatement on the basis of Actuarial Report. **This has resulted in change in accounting policy.**

b) Adjustment on account of Change in method of Depreciation:

Up to March 2014, the Company was charging depreciation based on Straight Line Method (SLM) as per rates prescribed in Schedule XIV of Companies Act, 1956. Since the enactment of Companies Act 2013, the Company has shifted the Method of depreciation from SLM to WDV (Written Down Value). The same has resulted in change in accounting policy. During the process of restatement, the management of the Company has given effect of such changes in accounting policy in the Statement of Profit & Loss Account through charging the depreciation based on useful life given Schedule II of Companies Act 2013.

c) Adjustment on account of Provision of Deferred Tax:

During the process of Restatement, the deferred tax liability and asset has been recalculated because of change in depreciation, accounting of gratuity expenses as per actuarial valuation. The figures for earlier years have been adjusted in the respective year. Further difference in deferred tax liabilities as on 01.04.2010 i.e. Rs. 24,31,555/- has been adjusted from Free Reserves as on 01.04.2010.

d) Adjustment on account of Short /(Excess) recognition foreign Exchange gain/(Loss):

During the process of Restatement, the management has given effect of non/short recognition of foreign exchange gain/(loss). Effect of such changes has been given in Table -1.

e) Adjustment on account of Short /(Excess) Provision for Depreciation:

During the process of Restatement, the management has given effect of non/short provision of depreciation due to wrong calculation of Depreciation. Effect of such changes has been given in Table -1.

f) Adjustment on account of Short /(Excess) Provision for Finance Cost:

During the process of Restatement, the management has given effect of non/short provision of Interest on Borrowing. Effect of such changes has been given in Table -1.

12. Realizations:

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.

13. Contractual liabilities

All other contractual liabilities connected with business operations of the Company have been appropriately provided for.

14. 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.



15. Amounts in the financial statements

Amounts in the financial statements are rounded off to nearest rupee. Figures in brackets indicate negative values.

For V. J. AMIN & CO.
Chartered Accountants
FRN 100335W

CA VIPUL M. DALAL
Partner
Membership No. 103667
Date: May 31, 2016
Place: Vadodara

ANNEXURE – A
STATEMENT OF SHARE CAPITAL RESERVES AND SURPLUS

(Amt. in Rs.)

Particulars	As at					
	31-12-2015	31-03-2015	31-03-2014	31-03-2013	31-03-2012	31-03-2011
Share Capital						
Authorised Share Capital						
(Number of Equity shares of Rs.10 each)	8,000,000	4,000,000	3,500,000	3,000,000	3,000,000	3,000,000
Authorised Share Capital (in Rs.)	80,000,000	40,000,000	35,000,000	30,000,000	30,000,000	30,000,000
Issued, Subscribed and Paid up Share Capital						
(Number of Equity shares of Rs.10 each)	5,814,660	3,876,440	3,486,010	2,876,010	2,024,010	1,488,000
Share Capital (in Rs.)	58,146,600	38,764,400	34,860,100	28,760,100	20,240,100	14,880,000
Total	58,146,600	38,764,400	34,860,100	28,760,100	20,240,100	14,880,000
Reserves and Surplus						
A) Surplus in Profit and Loss account						
Opening Balance	31,353,624	25,232,831	16,923,210	8,499,447	6,724,581	4,466,100
Add: Restated profit/ (Loss) for the year	9,150,429	6,120,793	8,309,621	8,423,763	1,774,865	4,690,036
Less: Deffered Tax Liability (Transitional Provision)		-	-	-	-	2,431,555
Less: Bonus Shares Issued	19,382,200					
Total	21,121,853	31,353,624	25,232,831	16,923,210	8,499,447	6,724,581

Notes:-

1. Terms/rights attached to equity shares:
 - i. The company has only one class of shares referred to as equity shares having a par value of Rs.10/-each holder of equity shares is entitled to one vote per share.
 - ii. In the event of liquidation of the Company, the holders of equity shares shall be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. The amount distributed will be in proportion to the number of equity shares held by the shareholders.
2. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
3. Company does not have any Revaluation Reserve.
4. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures Annexures I, II, III and IV.
5. The reconciliation of the number of shares outstanding as at: -

Particulars	As at					
	31-12-2015	31-03-2015	31-03-2014	31-03-2013	31-03-2012	31-03-2011
Number of shares at the beginning	3,876,440	3,486,010	2,876,010	2,024,010	1,488,000	1,000,000
Add: Shares issued during the year	-	390,430	610,000	852,000	536,010	488,000
Add: Bonus shares issued during the year	1,938,220					
Number of shares at the end	5,814,660	3,876,440	3,486,010	2,876,010	2,024,010	1,488,000

6. The detail of shareholders holding more than 5% of Shares as at:-

Name of Share Holder	As at (No of Shares)					
	31-12-2015	31-03-2015	31-03-2014	31-03-2013	31-03-2012	31-03-2011
Mr. Bhavan D. Vora	2,334,600	1,556,400	1,032,500	1,032,500	966,000	959,000
Mr. Devang D. Vora	1,163,010	775,340	669,810	479,810	320,000	166,500
Mrs. Namita Vora	762,015	533,010	528,500	428,500	198,490	135,490
Mrs. Darshana D Vora	760,515	507,010	297,500	297,500	172,500	142,500
Mrs. Kaushikaben D. Vora	-	-	236,000	236,000	138,500	-
Mr. Suresh B. Kothari	-	-	200,010	-	-	-

ANNEXURE – B
STATEMENT OF LONG TERM AND SHORT TERM BORROWINGS

(Amt. in Rs.)

Particulars	As at					
	31-12-2015	31-03-2015	31-03-2014	31-03-2013	31-03-2012	31-03-2011
Long Term Borrowings						
From Banks/Financial Institutions (Secured)						
Term Loans	34,701,698	26,783,627	16,708,824	19,090,910	27,039,812	4,038,953
From Financial Institutions	-	-	-	-	-	-
Loans and advances (Unsecured)						
From Financial Institutions	31,717,859	20,098,239	18,302,779	11,139,393	8,341,652	6,760,327
From Promoters/Directors/Related Parties	8,277,043	18,929,103	4,190,118	7,641,057	1,025,902	809,996
From others	-	-	-	6,487,000	6,685,001	1,750,000
Total	74,696,601	65,810,969	39,201,721	44,358,360	43,092,366	13,359,275
Current portion of long-term borrowings, included under Other current liabilities						
Term Loans and Car Loan	21,347,381	7,563,636	7,563,636	6,363,636	6,760,000	-
Short Term Borrowings						
From Banks (Secured)						
Term Loans	-	-	-	-	-	-
Cash Credit	148,776,386	111,048,241	84,426,825	82,799,879	66,910,795	34,107,972
From Others (Unsecured)						
Total	148,776,386	111,048,241	84,426,825	82,799,879	66,910,795	34,107,972
The above amount includes:						
Secured Borrowings	204,825,465	145,395,504	108,699,285	108,254,425	100,710,607	38,146,925
Unsecured Borrowings	39,994,902	39,027,342	22,492,897	25,267,450	16,052,554	9,320,322

Notes:

- The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
- The above statement should be read with the significant accounting policies and notes to restated summary, statements of assets and liabilities, profits and losses and cash flows appearing in Annexures I, II, III and IV.
- List of persons/entities classified as 'Promoters' and 'Promoter Group Companies' has been determined by the Management and relied upon by the Auditors. The Auditors have not performed any procedure to determine whether the list is accurate and complete.
- The terms and conditions and other information in respect of Secured Loans are given in Annexure -B (A)
- The terms and conditions and other information in respect of Unsecured Loans are given in Annexure - B (B).



ANNEXURE - B (A)
STATEMENT OF PRINCIPAL TERMS OF SECURED LOANS AND ASSETS CHARGED AS SECURITY

(Amount in Rs)

Name of Lender	Purpose	Sanctioned Amount	Rate of interest	Securities Offered	Re-Payment Schedule	Moratorium	Outstanding amount as on 31.12.2015 as per Books
Axis Bank Limited	Cash Credit taken for Working Capital	120,000,000	Base Rate + 2.4%	Primary Security- Cash credit/ WCDL –Hypothecation of Current assets of the company (Present and Future). Collateral Security - Refer Note given below.	On Demand	Nil	68,193,401
Axis Bank Ltd	Foreign Currency Demand Loan – USD (sub limit of CC)	80000000	LIBOR + 4.5%	Primary Security- Cash credit/ WCDL –Hypothecation of Current assets of the company (Present and Future). Collateral Security - Refer Note given below	On Demand	180 days or upto validity period of facility	80,582,985
Siemens Financial Services Pvt Ltd – Loan I	Term Loan	385,000,000	13.60%	Hypothecation of assets	Repayable in 48 monthly installments at EMI of Rs. 887,863/- for 12 Installments and Remaining 36 installments of Rs. 1,112,313/-	Nil	36,662,945
Siemens Financial Services Pvt Ltd – Loan II	Term Loan	1,925,000	13.90%	Hypothecation of assets	Repayable in 42 installements and EMI of Equal Amounts	Nil	1,626,347
Reliance Capital Limited	Business Loan	21,000,000	15.50%	Primary Security- First charge by way of hypothecation on equipments. Secondary Security- Fixed Deposit (with lien mark in favour of RCL) of 12lacs for full tenure of loan (FD of 5lacs to be submitted before 15th September 2014. 3lacs before 15th October 2014 and 4lacs before 15th January 2015).	Repayable in 60 Instalments, and EMI of Rs.181729/- & step up inst of 2lacs for first five months & 339540 for remaining 55 months	Nil	17,759,787



I. Above financial assistance is further secured by personal guarantee of Directors Mr. Bhavan Vora, Mrs. Darshana Vora and relatives of Director Mr. Dhirendra Vora and Mr. Devang Vora

II. Credit facilities given by the Axis Bank is collaterally secured by way of :-

- 1) First Charge by way of hypothecation over entire unencumbered movable fixed assets of the Company (Present and Future)
- 2) EM of Leasehold factory land and building situated at plot no 149 RS no 59 & 60, Por, Ramangamdi, Vadodra admeasuring approx. 703 sq. Mt.
- 3) EM of Leasehold Factory land and building situated at C1B-233/2 & C1-238/2 GIDC Por, Ramangamdi, Vadodra admeasuring approx 1406 sq mt.
- 4) EM of Leasehold factory land and building situated at plot no 104, Por, Ramangamdi, Vadodra admeasuring approx 1406 sq. Mt.
- 5) Lien of NSC's having present value of 4.17 lacs held in the name of Bhavan Vora & Devang Vora as existing with Dena Bank.
- 6) FDR of 15lacs under lien with Axis bank in the name of the company.
- 7) Negative lien on the agriculture land situated at Revenue Survey No 901, block Survey No 1222 of Village Por, Dist Vadodra standing in the name of Jyotiben Natvarlal Shah. Borrower to undertake that mortgage in favour of Axis Bank on the above mentioned agriculture land will be created within 30 days from the date of approval for conversion to non agriculture land.
- 8) FDR of 0.25 cr as existing with Dena Bank, to be kept till security perfection. The same shall be released post security perfection in all aspects subject to maintaining overall collateral cover of 36.55% (excluding the above land to be mortgage by 31 january 2016 and movable Fixed assets and including cash margin on NFB limits)

ANNEXURE - B (B)
STATEMENT OF TERMS & CONDITIONS OF UNSECURED LOANS

A. Details of Unsecured Loans outstanding as at the end of 31.12.2015 from Directors and body corporates

Name of Lender	Purpose	Rate of interest	Re-Payment Schedule	Moratorium	Outstanding amount as on 31.12.2015 as per Books (In Rs.)
Mr. Bhavan D Vora	Business Loan	Nil	On Demand	NIL	6,537,014
Mrs. Darshana D Vora	Business Loan	Nil	On Demand	NIL	1,740,028
Khusboo Markfin Ltd	Business Loan	14%	On Demand	NIL	1,518,814
Krimish Infotech Pvt. Ltd	Business Loan	12%	On Demand	NIL	2,678,088
Sub Total					12,473,944

B. Unsecured Loan from Financial Institutions:

Name of Lender	Purpose	Sanctioned Amount (in Rs.)	Rate of interest	Re-Payment Schedule	Moratorium	Outstanding amount as on 31.12.2015 as per Books (In Rs.)
Capital First Limited	Auto Loan	4,000,000	18.25%	Repayable in 36 Instalments and EMI of 145,112/-	NIL	3,655,116
Kotak Mahindra Prime Ltd.	Car Loan	1,180,000	11.62%	Repayable in 60 Instalment, and EMI of Rs.26,025/-	NIL	101,196
Religare Finvest Limited	Business Loan	5,000,000	18.5%	Repayable in 36 Instalments, and EMI of 182,019/-	NIL	5,000,000
Tata Capital Financial Services Limited	Business Loan	4,000,000	17.17%	Repayable in 36 Instalments and EMI of 144,140/-	NIL	3,857,763
Fullerton India Family Ltd.	Business Loan	3,060,000	19.50%	Repayable in 49 instalments (including pre EMI Instalment) of which 1st instalment of Rs.9,812 and 47 Instalments of EMI is Rs. 92,332/- and last instalments is Rs.92,206/-	NIL	2,448,923
ICICI Bank	Personal Loan	3,000,000	18.00%	Repayable in 36 Instalments and EMI of 108,548/-	NIL	2,933,761
HDB Financial Ltd	Personal Loan	2,500,000	19%	Repayable in 36 Instalments of EMI of Rs.91640 /-	NIL	2,447,943
Magma Fincorp Limited	Business Loan	2,500,000	17.50%	Repayable in 36 Instalments, and EMI of Rs. 109,047/- .	NIL	2,906,896
Shriram City Union Finance	Business Loan	1,500,000	20.00%	Repayable in 30 Instalments and EMI of 63,944/-	NIL	304,188

Bajaj Finance Limited	Business Loan	2,020,000	19.50%	Repayable in 36 Instalments, and EMI of 74,557/-	NIL	1,155,508
Ratnakar Bank Limited	Business Loan	3,500,000	18.50%	Repayable in 37 Instalments of which 1st instalment of Rs. 8,870/- and remaining 36 instalments of Rs. 1,27,413	NIL	2,709,660
Sub Total						27,520,954
Grand Total						39,994,902

ANNEXURE – C
STATEMENT OF DEFERRED TAX (ASSETS) / LIABILITIES

(Amt. inRs.)

Particulars	As at					
	31-12-2015	31-03-2015	31-03-2014	31-03-2013	31-03-2012	31-03-2011
Opening Balance (A)						
Opening Balance of Deferred Tax (Asset) / Liability	6,015,825	10,672,294	9,789,963	8,688,152	3,248,696	3,084,617
Current Year Provision (B)						
(DTA) / DTL on Depreciation	(2,414,595)	(4,639,917)	931,676	1,116,504	5,441,838	177,208
(DTA) / DTL on provision for Gratuity	144,548	16,552	49,345	14,693	2,381	13,129
Closing Balance of Deferred Tax (Asset) / Liability (A+B)	3,456,681	6,015,825	10,672,294	9,789,963	8,688,152	3,248,696

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 Annexures I, II, III and IV.

ANNEXURE – D
STATEMENT OF LONG TERM PROVISIONS

(Amt. in Rs.)

Particulars	As at					
	31-12-2015	31-03-2015	31-03-2014	31-03-2013	31-03-2012	31-03-2011
Provision for Employee Benefits						
Gratuity Provision	343,130	306,381	255,715	96,784	49,594	42,361
Other Provision	-	-	-	-	-	-
TOTAL	343,130	306,381	255,715	96,784	49,594	42,361

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 Annexures I, II, III and IV.

ANNEXURE – E
STATEMENT OF TRADE PAYABLES

(Amt. in Rs.)

Particulars	As at					
	31-12-2015	31-03-2015	31-03-2014	31-03-2013	31-03-2012	31-03-2011
Trade Payables						

For Goods & Services:-						
Micro, Small and Medium Enterprises	-	-	-	-	-	-
Others	82,587,282	79,921,683	77,678,564	41,871,900	23,139,455	10,632,450
Total	82,587,282	79,921,683	77,678,564	41,871,900	23,139,455	10,632,450

Notes:

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures I, II, III and IV.
3. The Company is in process to compile the information from its suppliers to adhere with the disclosure requirements pertaining to amount due to entities covered under Micro, Small and Medium Enterprises as defined in the Micro, Small, Medium Enterprises Development Act, 2006.

ANNEXURE – F
STATEMENT OF OTHER CURRENT LIABILITIES AND SHORT TERM PROVISIONS

(Amt. in Rs.)

Particulars	As at					
	31.12.2015	31.03.2015	31.03.2014	31.03.2013	31.03.2012	31.03.2011
Other Current Liabilities						
Current maturities of long-term borrowings						
- Term Loan/Car Loan	21,347,381	7,563,636	7,563,636	6,363,636	6,760,000	
Advance From Customers	9,101,283	5,151,443	3,436,366	5,589,697	3,437,867	7,298,978
Statutory Dues	295,025	533,883	300,392	559,175	328,673	297,678
Other Payables	-	-	-	-	-	127,783
Total	30,743,688	13,248,962	11,300,394	12,512,508	10,526,540	7,724,442
Short term Provisions						
Provision for Employees Benefit	5,068	4,626	1,725	964	603	129
Provision for Income Tax (Net of Advance Tax and TDS)	5,810,536	431,471	-	-	-	1,104,780
Provision for Expenses	3,634,016	52,746	371,118	38,213	25,000	0
Total	9,449,620	488,843	372,843	39,177	25,603	1,104,909

Notes:

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures I, II, III and IV.

ANNEXURE – G
STATEMENT OF FIXED ASSETS

(Amt. in Rs.)

Particulars	As at					
	31.12.2015	31.03.2015	31.03.2014	31.03.2013	31.03.2012	31.03.2011
(i) Tangible Assets						
Furniture & Fixtures	328,231	385,193	615,619	346,389	300,995	262,479
Computer	41,069	1,056	7,301	107,348	207,395	129,511
Electrical Installation	669,347	274,523	1,037,231	979,888	1,030,795	1,061,579
Factory Building	20,660,333	19,402,834	10,889,584	10,852,117	10,964,575	9,330,757
Office Equipment	89,109	112,528	466,634	337,719	307,260	287,623
Plant and Machinery	63,894,713	71,088,675	66,905,933	60,273,957	59,372,166	8,973,652

Vehicles	485,598	484,637	1,499,780	1,738,980	1,978,180	751,784
Land	3,260,255	3,260,255	2,069,510	2,069,510	2,069,510	2,069,510
Total	89,428,654	95,009,701	83,491,592	76,705,908	76,230,876	22,866,895
Intangible Assets	-	-	-	-	-	-
Capital Work-in-Progress	-	-	-	-	-	-
Intangible assets under development	-	-	-	-	-	-
Grand Total	89,428,654	95,009,701	83,491,592	76,705,908	76,230,876	22,866,895

Notes:

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures I, II, III and IV.

ANNEXURE – H
STATEMENT OF NON-CURRENT INVESTMENTS

(Amt. in Rs.)

Particulars	As at											
	31.12.2015		31.03.2015		31.03.2014		31.03.2013		31.03.2012		31.03.2011	
	No. of Shares/ Units	Amount	No. of Shares/ Units	Amount	No. of Shares/ Units	Amount	No. of Shares/ Units	Amount	No. of Shares/ Units	Amount	No. of Shares/ Units	Amount
Non Current Investment (Other Than Trade, at Cost)	-	-	-	-	-	-	-	-	-	-	-	-
Investments in Equity	-	-	-	-	-	-	-	-	-	-	-	-
Total	-	-	-	-	-	-	-	-	-	-	-	-
Aggregate Value of Quoted Investment	-	-	-	-	-	-	-	-	-	-	-	-
Aggregate Value of Un Quoted Investment	-	-	-	-	-	-	-	-	-	-	-	-

Notes:

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures I, II, III and IV.

ANNEXURE – I
STATEMENT OF LONG-TERM LOANS AND ADVANCES

(Amt. in Rs.)

Particulars	As at					
	31.12.2015	31.03.2015	31.03.2014	31.03.2013	31.03.2012	31.03.2011
Unsecured, Considered Good unless otherwise stated						
Security Deposit	3,181,954	1,436,000	1,436,000	1,436,000	1,440,000	498,349



Other Advances	-	-	-	-	-	-
Total	3,181,954	1,436,000	1,436,000	1,436,000	1,440,000	498,349

Notes:

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures I, II, III and IV.
3. List of persons/entities classified as 'Promoters' and 'Group Companies' has been determined by the Management and relied upon by the Auditors. The Auditors have not performed any procedure to determine whether the list is accurate and complete.

ANNEXURE – J
STATEMENT OF INVENTORIES

(Amt. in Rs.)

Particulars	As at					
	31-12-2015	31-03-2015	31-03-2014	31-03-2013	31-03-2012	31-03-2011
Raw Material	82,211,522	62,537,721	83,955,601	86,683,613	55,749,162	24,421,273
Packing Material	-	-	-	-	-	249,608
Finished Goods	50,128,678	27,178,728	19,157,384	17,879,186	8,847,492	5,967,187
Consumable items, Stores & Spares Parts	4,168,192	2,483,826	4,798,189	4,530,779	2,137,904	1,023,468
Total	136,508,393	92,200,275	107,911,174	109,093,577	66,734,558	31,661,536

Note:

Inventory has been physically verified by the management of the Company at the end of respective year.

ANNEXURE – K
STATEMENT OF TRADE RECEIVABLES

(Amt. in Rs.)

Particulars	As at					
	31.12.2015	31.03.2015	31.03.2014	31.03.2013	31.03.2012	31.03.2011
Outstanding for a period exceeding six months (Unsecured and considered Good)						
From Directors/Promoters/Promoter Group/Associates/ Relatives of Directors/ Group Companies	4,336,599	-	-	-	-	-
Others	-	1,831,872	1,406,258	1,798,109	2,014,649	2,478,246
Outstanding for a period not exceeding 6 months (Unsecured and considered Good)						
From Directors/Promoters/Promoter Group/Associates/ Relatives of Directors/ Group Companies.	22,269,742	14,115,082	25,615,836	8,341,290	5,500,801	227,266
Others	122,132,218	112,553,138	55,809,315	30,958,907	27,297,461	17,108,213
Total	148,738,559	128,500,092	82,831,409	41,098,306	34,812,911	19,813,725

Notes:

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures I, II, III and IV.
3. List of persons/entities classified as 'Promoters' and 'Group Companies' has been determined by the Management and relied upon by the Auditors. The Auditors have not performed any procedure to determine whether the list is accurate and complete.

ANNEXURE – L
STATEMENT OF CASH & CASH EQUIVALENTS

(Amt. in Rs.)

Particulars	As on					
	31-12-2015	31-03-2015	31-03-2014	31-03-2013	31-03-2012	31-03-2011
Cash in Hand (As Certified by Management)	34,880	277,621	172,232	85,144	248,862	157,443
Balances with Banks						
- In Current Accounts	12,264,915	393,301	747,274	25,662	11,306	18,579
- In Bank Deposits	12,305,856	13,258,756	7,746,143	2,229,920	2,040,858	1,573,157
Total	24,605,651	13,929,677	8,665,649	2,340,725	2,301,026	1,749,179

Notes:

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures I, II, III and IV.

ANNEXURE – M
STATEMENT OF SHORT-TERM LOANS AND ADVANCES

(Amt. in Rs.)

Particulars	As On					
	31-12-2015	31-03-2015	31-03-2014	31-03-2013	31-03-2012	31-03-2011
Unsecured, Considered Good unless otherwise stated						
Advance Recoverable in Cash or Kind	-	4,370,284	543,551	3,762,164	32,188	18,573,589
Sundry Deposits		-	-	-	96,600	-
Other Advances	12,228,156	943,987	658,614	1,000,579	508,291	-
Balance with Revenue Authorities	7,187,028	9,895,427	1,118,766	1,631,569	2,235,601	2,316,512
Total	19,415,184	15,209,697	2,320,931	6,394,312	2,872,680	20,890,101

Notes:

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures I, II, III and IV.
3. List of persons/entities classified as 'Promoters' and 'Promoter Group Companies' has been determined by the Management and relied upon by the Auditors. The Auditors have not performed any procedure to determine whether the list is accurate and complete.

ANNEXURE – N
STATEMENT OF OTHER CURRENT ASSETS

(Amt. in Rs.)

Particulars	As at					
	31-12-2015	31-03-2015	31-03-2014	31-03-2013	31-03-2012	31-03-2011
Prepaid Expenses	110,018	673,486	728,831	65,914	-	-
Insurance Claim Receivable	7,333,430					
Others	-	-	-	17,140	-	-
Total	7,443,448	673,486	728,831	83,054	-	-

Notes:

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures I, II, III and IV..

ANNEXURE – O
STATEMENT OF OTHER INCOME

(Amt. in Rs.)

Particulars	For the year ended					
	31-12-2015	31-03-2015	31-03-2014	31-03-2013	31-03-2012	31-03-2011
Related and Recurring Income:						
Misc. Income	111,914	184,945	252,831	616,367	-	1,958
Net Gain On Foreign Exchange Transactions	-	1,942,877	-	244,436	132,929	-
Interest On Bank FD & Others	1,737,368	1,072,056	476,901	439,884	178,493	120,685
Related and Non Recurring Income:						
Insurance Claim Received	-	-	17,922	-	-	-
Total	1,849,281	3,199,878	747,654	1,300,687	311,422	122,643

Notes:

1. The classification of other income as recurring/not-recurring, related/not-related to business activity is based on the current operations and business activity of the Company as determined by the management.
2. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
3. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures I, II, III and IV.

ANNEXURE – P
STATEMENT OF TURNOVER

(Amt. in Rs.)

Particulars	For the year ended					
	31-12-2015	31-03-2015	31-03-2014	31-03-2013	31-03-2012	31-03-2011
(i) Net Turnover of Products Manufactured by the Issuer Company (Net of Excise Duty)	338,523,498	463,165,190	332,714,864	272,725,804	215,847,460	163,435,515
(ii) Turnover of Products Traded by the Issuer Company	-	-	-	-	-	-
*(iii) Turnover in respect of Products not Normally dealt in by the Issuer Company but included in (ii) above	-	-	-	-	-	-
Other Operating Income						
Compensation Income	-	-	2,558,953	-	-	-
Duty Drawback	-	-	-	-	940,339	-
Rendering of Job Work Services	1,664,643	9,007,378	26,199,285	23,653,532	14,526,662	2,536,969
Freight Receivable	121,000	-	-	-	-	-
Total	340,309,140	472,172,568	361,473,102	296,379,336	231,314,461	165,972,484

*As per information provided to us by the Issuer, there is no such item.

ANNEXURE – Q
STATEMENT OF MANDATORY ACCOUNTING RATIOS

(Amt. in Rs.)

Particulars	For the year ended					
	31.12.2015	2014-15	2013-14	2012-13	2011-12	2010-11
Net Worth (A)	79,268,453	70,118,024	60,092,931	45,683,310	28,739,547	21,604,581
Restated Profit after tax	9,150,429	6,120,793	8,309,621	8,423,763	1,774,865	4,690,036
Less: Prior Period Item	0	0	0	0	0	0
Adjusted Profit after Tax (B)	9,150,429	6,120,793	8,309,621	8,423,763	1,774,865	4,690,036
Number of Equity Share outstanding as on the End of Year/Period (C)	5,814,660	3,876,440	3,486,010	2,876,010	2,024,010	1,488,000
Weighted average no of Equity shares at the time of end of the year after considering bonus issue and fresh issue of shares(D)	5,814,660	5,652,070	4,627,371	3,464,349	2,883,981	1,987,332
Current Assets (G)	336,711,234	250,513,227	202,457,994	159,009,974	106,721,175	74,114,541
Current Liabilities (H)	271,556,977	204,707,729	173,778,626	137,223,464	100,602,393	53,569,773
Face Value per Share (in Rs.)	10.00	10.00	10.00	10.00	10.00	10.00
Restated Basic and Diluted Earning Per Share (Rs.) (B/D) Refer Note 1 given below	1.57	1.08	1.80	2.43	0.62	2.36
Return on Net worth (%) (B/A)	11.54%	8.73%	13.83%	18.44%	6.18%	21.71%
Net asset value per share (A/C)	13.63	18.09	17.24	15.88	14.20	14.52
Net assets value per share (effect of bonus issue of equity shares) (A/D)	13.63	12.06	11.49	10.59	9.47	9.68
Current Ratio (G/H)	1.24	1.22	1.17	1.16	1.06	1.38

Notes:

1) The ratios have been computed as below:

- (a) Basic earnings per share (Rs.) - : Net profit after tax as restated for calculating basic EPS / Weighted average number of equity shares outstanding at the end of the period or year
- (b) Diluted earnings per share (Rs.) - : Net profit after tax as restated for calculating diluted EPS / Weighted average number of equity shares outstanding at the end of the period or year for diluted EPS
- (c) Return on net worth (%) - : Net profit after tax (as restated) / Net worth at the end of the period or year
- (d) Net assets value per share - : Net Worth at the end of the period or year / Total number of equity shares outstanding at the end of the period or year
- (e) Net assets value per share (effect of split and bonus issue of equity shares) - : Net Worth at the end of the period or year / Total number of equity shares outstanding at the end of the period or year (after split and bonus issue)
- 2) Weighted average number of equity shares is the number of equity shares outstanding at the beginning of the period/year adjusted by the number of equity shares issued during period/year multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the period/year.
- 3) Net worth for ratios mentioned in note 1(c) and 1(d) is = Equity share capital + Reserves and surplus (including, Securities Premium, General Reserve and surplus in statement of profit and loss).
- 4) The Company has declared bonus shares in the ratio of 1:2 dated 12/10/2015 to all existing shares holders. Accordingly, the number of equity shares considered for computation of basis and diluted earnings per share for the year ended March 31, 2015, March 31,2014, March 31,2013, March 31,2012, March 31, 2011 and period ended September 30,2015 have been adjusted for the impact of bonus issue.
- 5) The figures disclosed above are based on the standalone restated summary statements of the Group.
- 6) The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.

ANNEXURE – R
STATEMENT OF RELATED PARTY TRANSACTION

(Amt. in Rs.)

a)	Names of the related parties with whom transaction were carried out during the years and description of relationship:	
1)	Company/entity owned or significantly influenced by directors, KMP or relatives of directors/KMP	1. Anron Metalisers Private Limited 2. D.D. Engineering Corporation - (Proprietorship Firm of Promoter (Mr. Bhavan Dharendra Vora) 3. Aneree Corporation - (Partnership Firm of Namita B Vora (wife of promoter), Darshana D Vora (mother of promoter) and Devang D Vora (Brother of promoter) 4. Earth Enterprises - (Partnership Firm of Devang D Vora, Kaushika D Vora and Jyotiben P Shah) 5. Advance Syntex - (Partnership firm between Mr. Bhavan Dharendra Vora and Mrs. Kaushika Dharendra Vora) 6. Midas International – (Sole proprietorship of Mr. Dharendra Jayantilal Vora, father of promoter) 7. Devang Enterprises (Sole proprietorship of Mrs. Kaushika Dharendra Vora, mother of promoter) 8. Bhavan D Vora HUF 9. Devang D Vora HUF 10. Dharendra J Vora HUF 11. Praful Ramanlal Pandya (HUF) - HUF of Mr. Praful Ramanlal Pandya, Non Executive Director 12. Subh Enterprises (Sole Proprietorship of Mr. Praful Ramanlal Pandya)
2)	Key Management Personnels	1. Mr. Bhavan Dharendra Vora - Promoter and Whole time Director 2. Mrs. Darshana Devang Vora - Whole Time Director
3)	Directors of the Company	1. Mr. Bhavan Dharendra Vora - Whole time Director 2. Mr. Nandish Vinubhai Gandhi - Non Executive Director 3. Mrs. Darshana Devang Vora - Whole Time Director 4. Mr. Praful Ramanlal Pandya - Non Executive Director 5. Mr. Harendrasinh M. Atodaria - (Director till 31.03.2013)
4)	Relatives of Key Management Personnels/Director:	1. Mr. Dharendra Jayantilal Vora - Father of Mr. Bhavan Dharendra Vora 2. Mrs. Kaushika Dharendra Vora - Mother of Mr. Bhavan Dharendra Vora 3. Mrs. Namita Bhavan Vora - Wife of Mr. Bhavan Dharendra Vora 4. Mr. Devang Dharendra Vora - Brother of Mr. Bhavan Dharendra Vora 5. Mrs. Varsha Nandishbhai Gandhi - Wife of Mr. Nandish Vinubhai Gandhi 6. Mr. Mahesh Vinubhai Gandhi - Brother of Mr. Nandish Vinubhai Gandhi

1. Transaction with Companies/Entity owned or Significantly influenced by Director/KMP or relatives of directors/KMP							
Sr. No.	Nature of Transaction	Year ended on					
		31-12-2015	31-03-2015	31-03-2014	31-03-2013	31-03-2012	31-03-2011
A	Anron Metalisers Private Limited						
	Sales of Goods (Net)	927,031	21,914,777	9,725,481	5,781,809	143,609	88,240
B	D.D. Engineering Corporation - (Proprietorship Firm of Promoter (Mr. Bhavan Dharendra Vora)						
	Purchases of Goods	99,706	-	-	-	-	-
	Sales of Goods	2,768,459	1,379,986	220,450	40,000	-	88,240

	Loan Taken	-	-	-	-	-	30,000
	Loan Repaid	-	-	-	-	-	30,000
C	Aneree Corporation - (Partnership Firm of Namita B Vora (wife of promoter), Darshana D Vora (mother of promoter) and Devang D Vora (Brother of promoter))						
	Rendering of Services - Service Charges	3,383,250	1,037,658				
	Sales of Goods	910,737	15,739,025	2,668,550	3,741,588	-	432,156
	Purchase of Goods	4,083,900					
	Loan taken/repaid						
	Loan Taken	3,317,677	-	-	1,000,000	-	-
	Loan Repaid	2,000,000	-	900,000	100,000	-	-
	Closing Balance {Cr./Dr}	1,689,891	8,283,240	1,664,967	1,306,698	-	-
D	Earth Enterprises - (Partnership Firm of Devang D Vora, Kaushika D Vora and Jyotiben P Shah)						
	Receiving of Services - Job Work/	7,916,730	13,908,786	7,091,795	7,896,113	6,426,172	2,471,448
	Sales of Goods	29,674,940	45,538,004	61,555,564	30,327,650	29,822,701	10,699,064
	Rendering of Services - Service Charges	30,603,314	6,004,210	29,317,149	27,662,209	17,107,247	
	Loan taken/repaid						
	Opening Balance {Cr./Dr}	-	-	-	-	-	-
	Loan Taken	-	-	-	-	-	9,488,138
	Loan Repaid	-	-	-	-	-	9,488,138
	Closing Balance {Cr./Dr}	-	-	-	-	-	-
E	Advance Syntex - (Partnership firm between Mr. Bhavan Dharendra Vora and Mrs. Kaushika Dharendra Vora)						
	Sales of Products	4,503,063	-	185,000	393,260		1,089,744
	Loan taken/repaid						
	Opening Balance {Cr./Dr}	-	-	-	-	-	-
	Loan Taken	-	-	-	40,000	79,899	2,000,000
	Loan Repaid	-	-	-	40,000	79,899	2,000,000
	Closing Balance {Cr./Dr}	-	-	-	-	-	-
F	Midas International – (Sole proprietorship of Mr. Dharendra Jayantilal Vora, father of promoter)						
	Sales of Products	-	20,067	-	-	-	88,240

G	Devang Enterprises (Sole proprietorship of Mrs. Kaushika Dharendra Vora, mother of promoter)						
	Sales of Products	5,728,149	33,708	774,385	0	0	206,813
	Loan taken/repaid						
	Opening Balance {Cr./ (Dr)}	-	-	-	-	-	-
	Loan Taken	-	12,865	-	-	-	-
	Loan Repaid	-	12,865	-	-	-	-
	Closing Balance {Cr./ (Dr)}	-	-	-	-	-	-
H	Bhavan D Vora HUF						
	Sales of Products	500,000	-		-	-	181,995
	Receipts of Share Application Money	-	-	500,000	-	-	50,000
	Loan taken/repaid						
	Opening Balance {Cr./ (Dr)}	-	-	-	-	40,000	-
	Loan Taken	90,000	-	-	-	38,000	40,000
	Loan Repaid	90,000	-	-	-	78,000	
	Closing Balance {Cr./ (Dr)}	-	-	-	-	-	40,000
I	Devang D Vora HUF						
	Sales of Products	-	-	-			416,383
	Receipts of Share Application Money	-	-	-	900,000	30,000	70,000
	Loan taken/repaid						
	Opening Balance {Cr./ (Dr)}	-	-	-	-	78,873	-
	Loan Taken	-	-	-	-	1,127	-
	Loan Repaid	-	-	-	-	80,000	-
	Closing Balance {Cr./ (Dr)}	-	-	-	-	-	-
J	Dhirendra J Vora HUF						
	Loan taken/repaid						
	Opening Balance {Cr./ (Dr)}	-	-	-	-	-	-
	Loan Taken	-	-	-	-	-	30,000
	Loan Repaid	-	-	-	-	-	30,000
	Closing Balance {Cr./ (Dr)}	-	-	-	-	-	-
K	Praful Ramanlal Pandya (HUF) - HUF of Mr. Praful Ramanlal Pandya, Non Executive Director						

	Receipts of Share Application Money	-	-	-	-	-	100
	Loan taken/repaid						
	Opening Balance {Cr./Dr}	-	-	-	-	-	49,442
	Loan Taken	-	-	-	-	-	-
	Loan Repaid	-	-	-	-	-	49,442
	Closing Balance {Cr./Dr}	-	-	-	-	-	-
L	Subh Enterprises (Sole Proprietorship of Mr. Praful Ramanlal Pandya)						
	Purchase of Goods	-	2,357,959	-	2,103,491	5,566,098	613,291
2. Transaction with Key Management Personnel/Directors of the Company							
A	Mr. Bhavan Dharendra Vora - Promoter and Whole time Director						
	Director Remuneration	1,350,000	1,400,000	1,399,800	2,100,000	1,902,800	967,200
	Allotment of Shares						2,300,000
	Receipt of Share Application money	-	-	-	-	665,000	70,000
	Opening Balance {Cr./Dr}	12,230,809	690,118	5,121,985	5,331	607,689	1,078,906
	Loan Taken	710,046	12,408,159	1,088,859	5,334,881	2,160,800	3,113,684
	Loan Repaid	7,753,840	867,468	5,520,727	218,227	2,763,158	3,584,901
	Closing Balance {Cr./Dr}	5,187,014	12,230,809	690,118	5,121,985	5,331	607,689
	Interest Given on Unsecured Loan	1,052	8,266	-	-	-	-
	Note: Reimbursement of Expenses incurred on behalf of Company has been accounted as Loan taken						
B	Mrs. Darshana Devang Vora - Whole Time Director						
	Allotment of Shares	-	-	-	-	-	650,000
	Receipt of Share Application money	-	400,000	835,000	600,000	650,000	200,000
	Loan taken/repaid						
	Opening Balance {Cr./Dr}	5,290,028	3,500,000	-	-	-	-
	Loan Taken	1,950,000	2,890,028	-	-	-	-
	Loan Repaid	5,500,000	1,100,000	-	-	-	-
	Closing Balance {Cr./Dr}	1,740,028	5,290,028	-	-	-	-
C	Mr. Nandish Vinubhai Gandhi - Non Executive Director						
	Receipt of Share Application money					200,000	70,000



D	Mr. Praful Ramanlal Pandya - Non Executive Director						
	Retainership Fees	135,000	91,000	160,000	15,000	130,000	0
E	Mr. Harendrasinh M. Atodaria - (Director till 31.03.2013)						
	Director Remuneration	-	-	-	293,200	297,600	297,600
	Consultancy fees	-	-	29,410	-	-	-
	Opening Balance {Cr./ (Dr)}	-	-	-	-	-	-
	Loan Taken	-	-	-	-	35,000	-
	Loan Repaid	-	-	-	-	35,000	-
	Closing {Cr./ (Dr)}	-	-	-	-	-	-
3.	Transaction with Relatives of Key Management Personnel						
A	Mr. Dhirendra Jayantilal Vora - Father of Mr. Bhavan Dhirendra Vora						
	Receiving of Services	-	-	-	-	50,000	350,000
	Opening Balance {Cr./ (Dr)}	-	-	(3,907)	(119,739)	14,589	29,589
	Loan Taken	-	9,867	71,359	120,832	426,501	0
	Loan Repaid	-	9,867	67,452	5,000	560,829	15,000
	Closing {Cr./ (Dr)}	-	-	-	(3,907)	(119,739)	14,589
B	Mrs. Namita B Vora - Spouse of Mr. Bhavan D Vora						
	Receiving of Services - Retainership Fee	-	-	15,000	-	500,000	-
	Allotment of Shares	-	-	-	-	-	480,000
	Receipt of Share Application money	-	120,000	1,000,000	1,000,000	-	150,000
	Loan taken/repaid						
	Opening Balance {Cr./ (Dr)}	-	-	600,000	600,000	-	-
	Loan Taken	500,000	175,000	-	-	-	-
	Loan Repaid	500,000	175,000	600,000	-	-	-
	Closing {Cr./ (Dr)}	-	-	-	600,000	-	-
C	Mrs. Kaushika Dhirendra Vora (K D Vora) – (Mother of Mr. Bhavan Vora)						
	Receipts of Share Application Money	-	-	-	800,000	175,000	1,000,000
D	Mr. Devang Dhirendra Vora – (Brother of Mr. Bhavan Vora)						



Receipts of Share Application Money	-	-	2,055,300	1,000,000	-	-
Allotment of Equity Shares	-	-	-	-	-	1,450,000
Receipts of Share Application Money	-	-	-	-	-	1,535,000
Loan taken/repaid						
Opening Balance {Cr./(Dr)}	-	(286,600)	1,022,977	1,020,570	2,240	-
Loan Taken	-	286,600	286,600	102,407	2,169,884	-
Loan Repaid	-	-	1,596,177	100,000	1,151,554	-
Closing Balance {Cr./(Dr)}	-	-	(286,600)	1,022,977	1,020,570	-

Notes:

- The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
- The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.
- List Company/entity owned or significantly influenced by directors/ KMP, Key Management Personnels, and Relative of Key Management Personnels have been determined by the Management and relied upon by the Auditors. The Auditors have not performed any procedure to determine whether the list is accurate and complete.

ANNEXURE – S
STATEMENT OF CAPITALISATION

(Amt. in Rs.)

Particulars	Pre-Issue 31-12-2015	Post -Issue
Debt		
Short Term Debt	148,776,386	148,776,386
Long Term Debt	96,043,981	96,043,981
Total Debt	244,820,368	244,820,368
Shareholders' Fund (Equity)		
Share Capital	58,146,600	79,146,600
Reserves & Surplus	21,121,853	21,821,853
Less: Miscellaneous Expenses not w/off	0	0
Total Shareholders' Fund (Equity)	79,268,453	100,968,453
Long Term Debt/Equity	1.21	0.95
Total Debt/Equity	3.09	2.42

Notes:

- Short term Debts represent which are expected to be paid/ payable within 12 months and excludes installment of term loans repayable within 12 months.
- Long term Debts represent debts other than Short term Debts as defined above but includes installment of term loans repayable within 12 months grouped under other current liabilities
- The figures disclosed above are based on restated statement of Assets and Liabilities of the Company as at 30/09/2015.
- The Company has issued Bonus shares in the ratio 1:2 by Capitalising Free Reserves Account on 12/10/2015
- For calculation of post issue Capitalization Statement, The figure of Short term/long term debt as appearing on 30/09/2015 has only been considered. No verification of accounts post 30/09/2015 has been done by us. Issue Related Expenses of Rs. 35.00 Lacs approx has been deducted from Reserves and Surplus.

ANNEXURE - T
STATEMENT OF TAX SHELTER

(Amt. in Rs.)

Particulars	As at					
	31-12-2015	31-03-2015	31-03-2014	31-03-2013	31-03-2012	31-03-2011
Profit before taxes (as restated) (A)	12,778,973	2,272,048	11,491,052	11,908,121	9,214,569	5,958,895
Tax Rate Applicable % (B)	33.06%	32.45%	32.45%	32.45%	30.90%	30.90%
Tax Impact (C) (A*B)	4,225,112	737,166	3,728,272	3,863,590	2,847,302	1,841,299
Adjustments:						
Permanent Differences (D)						
Expenses Related to Increase in Authorized Share Capital	-	-	-	-	-	200,000
Donation	-	-	-	-	-	4,000
Prior period expenses	-	-	-	-	-	5,000
Total Permanent Differences	-	-	-	-	-	209,000
Timing Difference						
Difference between Tax Depreciation and Book Depreciation	8,597,010	15,017,667	(2,991,311)	(3,613,284)	(16,474,123)	(573,490)
Provision for Gratuity	37,191	53,567	159,692	47,551	7,707	42,490
Total Timing Differences	8,634,201	15,071,234	(2,831,619)	(3,565,733)	(16,466,416)	(531,000)
Brought Forward Losses	-	-	(8,655,311)	(8,015,094)	-	(1,286,536)
Net Adjustment (F) = (D+E)	8,634,201	15,071,234	(11,486,930)	(11,580,827)	(16,466,416)	(1,608,536)
Tax Expenses/ (Saving) thereon (F*B)	2,854,726	4,889,862	(3,726,934)	(3,757,399)	(5,088,123)	(497,038)
Tax Liability, After Considering the effect of Adjustment (C +G)	7,079,838	5,627,028	1,337	106,191	0	1,344,261
MAT Credit Utilized	1,682,527	5,194,089	1,337	106,191	0	239,482
Tax Liability, After Considering the effect of MAT Credit	5,397,310	432,939	0	0	0	1,104,779
Book Profit as per MAT *	12,778,973	2,272,048	11,491,052	11,908,121	9,214,569	5,958,895
MAT Rate	20.39%	19.06%	20.01%	20.01%	19.06%	18.54%
Tax liability as per MAT (I*J)	2,605,486	432,939	2,299,101	2,382,547	1,755,836	1,104,779
Current Tax being Higher of H or K	5,397,310	432,939	2,299,101	2,382,547	1,755,836	1,104,779
Deferred Tax	(2,559,146)	(4,656,469)	882,331	1,101,811	5,439,457	164,079
MAT Credit Entitlement	-	1,682,527	6,876,616	4,578,853	2,302,496	546,660
Total Tax expenses (L+M+N)	2,838,164	(4,223,530)	3,181,432	3,484,358	7,195,293	1,268,858

* MAT refers to Minimum Alternative Tax as referred to in section 115 JB of the Income Tax Act, 1961

Notes:

1. The aforesaid statement of tax shelters has been prepared as per the restated unconsolidated summary statement of profits and losses of the Company. The permanent/timing differences have been computed considering the acknowledged copies of the income-tax return of respective years stated above. The changes in the tax liability and the interest thereon arising on account of assessment proceedings, notices, appeals etc has been adjusted in the tax liability of the year to which the liability pertains.

2. The figures for the period ended September 30, 2015 are based on the provisional computation of Total Income prepared by the

Company
3.The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures I, II, III and IV .

ANNEXURE – U
RESTATED SUMMARY STATEMENT OF CONTINGENT LIABILITIES

(Amt. in Rs.)

Particulars	As at					
	31-12-2015	31-03-2015	31-03-2014	31-03-2013	31-03-2012	31-03-2011
Contingent liabilities in respect of:						
Claims against the company not acknowledged as debts	-	-	-	-	-	-
Guarantees given on Behalf of the Company	-	-	-	-	-	-
Guarantees given on Behalf of the Subsidiary Company	-	-	-	-	-	-
Other moneys for which the company is contingently liable-						
VAT Demand (FY 2009-10)	588,725	2,050,240	2,050,240	-	-	-
CST Demand (FY 2009-10)	359,779	359,779	359,779	-	-	-
VAT Demand (FY 2010-11)	562,575	-	-	-	-	-
CST Demand (FY 2010-11)	3,053,188	-	-	-	-	-
Income Tax Demand (A.Y. 2011-12)	137,090	-	-	-	-	-
Commitments (to the extent not provided for)	-	-	-	-	-	-
Estimated amount of contracts remaining to be executed on capital account and not provided for	-	-	-	-	-	-
Uncalled liability on shares and other investments partly paid	-	-	-	-	-	-
Other commitments						
Total	4,701,357	2,410,019	2,410,019	-	-	-

Notes:

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures I, II, III and IV.

STATEMENT OF FINANCIAL INDEBTEDNESS

To,

The Board of Directors,
Advance Syntex Ltd,
233/2 & 238/2, GIDC,
Por Ramangamdi,
Vadodra, Gujarat

Dear Sir,

The principal terms of loans and assets charged as security as on 31st March, 2016 is as given below:

A. Secured Loan

(Rs. in lakhs)

STANDALONE STATEMENT OF PRINCIPAL TERMS OF SECURED LOANS AND ASSETS CHARGED AS SECURITY

Name of Lender	Purpose	Sanction Amount/Takeover amount	Rate of interest p.a.	Securities offered	Re-payment	Moratorium	Outstanding amount as on 31/03/2016 as per Books
Axis Bank Ltd	Cash Credit Limit	1200.00	Base Rate +2.4%	<p>Primary Security- Cash credit/ WCDL – Hypothecation of Current assets of the company (Present and Future).</p> <p>Collateral Security- First charge by way of hypothecation over entire unencumbered movable fixed assets of the company. Leasehold factory land and building situated at plot no 149 RS no 59 & 60, Por, Ramangamdi, Vadodra admeasuring approx. 703 sq. Mt.</p> <p>Leasehold Factory land and building situated at C1B-233/2 & C1-238/2 GIDC Por, Ramangamdi, Vadodra admeasuring approx 1406 sq mt.</p> <p>Leasehold factory land and building situated at plot no 104, Por, Ramangamdi, Vadodra admeasuring approx 1406 sq. Mt.</p> <p>Lien of NSC's having present value of 4.17 lacs held in the name of Bhavan Vora & Devang Vora as existing with Dena Bank.</p> <p>FDR of 15lacs under lien with Axis bank in the name of the company.</p> <p>Negative lien on the agriculture land situated at Revenue Survey No 901, block Survey No 1222 of Village Por, Dist Vadodra standing in the name of Jyotiben Natvarlal Shah. Borrower to undertake that mortgage in favour of Axis Bank on the above mentioned agriculture land will be created within 30 days from the date of approval for conversion to non agriculture land.</p>	On Demand	Nil	563.60



				FDR of 0.25 cr as existing with Dena Bank, to be kept till security perfection. The same shall be released post security perfection in all aspects subject to maintaining overall collateral cover of 36.55% (excluding the above land to be mortgage by 31 january 2016 and movable Fixed assets and including cash margin on NFB limits) Personal Guarantee: Mr Bhavan Vora, Mrs Darshana Vora, Dhirendra Vora and Mr Devang Vora.			
Axis Bank Ltd	Foreign Currency Demand Loan – USD (sub limit of CC)	800.00	LIBOR + 4.5%	Same as CC Limit	On Demand	180 days or upto validity period of facility	2.00
Axis Bank Ltd	Foreign Currency Demand Loan – Euro (sub limit of CC)	800.00	LIBOR + 4.5%	Same as CC Limit	On Demand	180 days or upto validity period of facility	800.00
Siemens Financial Services Pvt Ltd	Term Loan – I	385.00	13.60%	Hypothecation of assets	Repayable in 48 monthly installments at EMI of Rs. 887,863/- for 12 Installments and Remaining 36 installments of Rs. 1,112,313/-.	30 days from the date of disbursement.	352.30
Siemens Financial Services Pvt Ltd	Term Loan - II	19.25	13.90%	Hypothecation of assets	Repayable in 42 monthly Instalments, and EMI of Equal Amounts.	30 days from the date of disbursement.	15.07
Reliance Capital limited	Term Loan	210.00	15.50%	Hypothecation on equipments. Fixed Deposit (With lien mark in favour of RCL) of 12 lacs for full tenure of loan.	Repayable in 60 Insatallments and EMI of Rs.381729/- for 5 Installment and Remaining 55	Nil	168.73



					installments of Rs. 521269/-		
Sub-total (A)							1901.70

B. Un Secured Loan

Name and Relationship of Lender	Purpose	Sanction Amount/Takeover amount	Rate of Interest	Repayment	Outstanding Amount in Lacs as per Books as on 31/03/2016
Fullerton India Family Ltd	Business Loan	30.60	19.50%	Repayable in 49 instalments (including pre EMI Instalment) of which 1st instalment of Rs.9812 and 47 Instalments of EMI is Rs. 92332/- and last instalments is Rs.92206/-	22.89
ICICI Bank	Personal Loan	30.00	18%	Repayable in 36 Instalments and EMI of 108548/-	27.30
Tata Capital Financial Service	Business Loan	40.00	17.17%	Repayable in 36 Instalments and EMI of 144140/-	35.87
Shriram City Union Finance	Business Loan	15.00	20%	Repayable in 30 Instalments and EMI of 63944/-	1.25
Shriram City Union Finance	Business Loan	15.00	19.00%	Repayable in 30 Instalments and EMI of 63,199/-	14.59
The Ratnakar Bank	Business Loan	35.00	18.5%	Repayable in 37 Instalments of which 1 st instalment of Rs. 8870/- and remaining 36 instalments of Rs. 1,27,413	24.48
Capital First Ltd	Auto Loan	40.00	18.25%	Repayable in 36 Instalments and EMI of 145112/-	33.82
Bajaj Finance Ltd	Business Loan	20.20	19.50%	Repayable in 36 Instalments, and EMI of 74557/-	19.90
Religare Finvest Ltd	Business Loan	50.00	18.50%	Repayable in 36 Instalments, and EMI of 182019/- .	46.80
Magma Fincrop Limited	Business Loan	30.00	17.5%	Repayable in 36 Instalments, and EMI of Rs. 109047/- .	27.04
Khushboo Markin Ltd.	Business Loan	15.00	14%	Repayable on Demand	15.02
Krimish Infotech Pvt Ltd	Business Loan	26.00	12%	Repayable on Demand	26.53
HDB Finance Ltd	Personal Loan	25.00	19.00%	Repayable in 36 Instalments of EMI of Rs.91640 /-	22.86
Kotak Mahindra Prime Ltd.	Car Loan	11.80	11.62%	Repayable in 60 Instalment, and EMI of Rs.26025/-	0.27
Bhavan Dhirendra Vora	Business Loan	N/A	N/A	Repayable on Demand	52.58
Darshana Vora	Business Loan	N/A	N/A	Repayable on Demand	15.40
Sub Total (B)					386.60
Grand Total (A+B)					2288.30

Apart from general restrictive covenants prevailing in Banking Industry, specific restrictive covenants attached to secured loan are as under:-

1. The borrower to route entire banking business transactions through axis Bank only including Forex business.
2. During the currency of the Bank's credit facility(s), the borrower will not carry out below transactions without the Bank's prior Permission in writing:
 - i. Conclude any fresh Secured borrowing arrangement with any other Bank or Financial Institutions, borrower or otherwise, not *create* any further charge over their fixed assets without Bank's prior approval in writing;
 - ii. Undertake any expansion or fresh project or acquire fixed assets except for routine business needs.
 - iii. Invest by way of share capital in or lend or advance funds to or place deposits with any other concern.
 - iv. Formulate any scheme of amalgamation with any other borrower or reconstruction, acquire any borrower;
 - v. Undertake guarantee obligations on behalf of any other borrower/firm/concern/company or any third party, except in ordinary course of business.
 - vi. Declare dividend for any year except out of profits relating to that year after making all the due and necessary provisions provided that no default had occurred in any repayment obligation and Bank's permission is obtained;
 - vii. make any repayment of the loans and deposits and discharge other liabilities except those shown in the funds flow statement submitted from time to time:
 - viii. Make any substantial change in their management set-up.
3. The borrower should not induct, as a director, any person whose name appears in the list of defaulters/willful defaulters list of RBI/CRISIL. In case such a person is already a director, it would take expeditions and effective steps for removal of that person from the directorship.
4. In Case of loan taken from Reliance Capital Limited (RCL), it is stipulated that borrower shall not sell, transfer, assign, lease, gift, mortgage or otherwise create any third party right on the fixed assets charged to RCL without prior approval of RCL in the writing.
5. The borrower shall not undertake any new project or expansion or make any investment or additional borrowings/ lease during the tenor of Bank's assistance without prior written approval of the Axis Bank.
6. The borrower to close the current account maintained with HDFC Bank and submit the closure letter/statement evidencing closure of such account within 90 days from the date of disbursement. Borrower to use Current account maintained with Indian Bank exclusively for the purpose of tax payments.
7. The loan shall be utilized for the purpose for which it is sanctioned (Working Capital), there it should not be utilized for the purpose of
 - a) Subscription to or purchase of shares/debentures
 - b) Extending loans to subsidiary companies/associates or for making inter corporate deposits
 - c) Any Speculative purpose
8. The borrower should not pay any consideration by way of commission, brokerage, fee or in any other form to guarantors directly or indirectly.

For V. J. AMIN & CO.
Chartered Accountants
FRN 100335W

CA VIPUL M. DALAL
Partner
Membership No. 103667
Date: May 31, 2016
Place: Vadodara

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 Prospectus. You should also read the section entitled “**Risk Factors**” beginning on page 14 and “**Forward Looking Statements**” beginning on page 13, 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 stub period ending on 31 December 2015 and fiscal years ended March 31, 2011, 2012, 2013, 2014 and 2015, including the schedules and notes thereto and the reports thereto, which appear in the section titled “**Financial Information of the Company**” on Page No. 153 of the 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, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. 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 as Advance Syntex Private Limited on September 21, 1990 under the provisions of Companies Act, 1956 with Registrar of Companies, Gujarat. Our Company is mainly engaged in manufacturing of Metalized Films (MF), Lacquered (Coated) Metalized Polyester Films (LMPF), glitter powder (Zari Powder) and Metallic Yarn (Polyester Badla). Glitter Powder and Metallic Yarn are manufactured through Job Work of LMPF produced by our Company. We also produce modified resins, which is used as raw material in manufacturing of LMPF. Further, we are also engaged in the sale of polyester films (also known as BOPET films) and Biaxially Oriented Polypropylene Films (also known as BOPP films) after carrying of slitting operations on them.

Additionally, we also provide services of coating of Metalized Films on job work basis. The products of our Company are used in textiles, flexible packaging, lamination, printing, decorations, advertising, paints, inks, craft glue, glass bangles, synthetic leather, floor tiles, walls, cosmetics (such as nail polish, eye-liner, hair gel, lipstick etc.) and various other products. Our entire products are sold under the brand name of “MIDAS”, which is registered under the Trademarks Act, 1999.

Presently, Our manufacturing activities are undertaken at three different units with total combined area of above 3100 sq. mtrs and installed production capacity of 16 Lakhs Kg p.a. for LMPF, 36 Lakhs Kg p.a. for Metalized Films and 0.60 Lakhs Kg p.a. for Resins. Below are the details of our our manufacturing Units:-

1. Unit: 1 located at 233/2 & 238/2, GIDC, POR Ramangamdi, Vadodara - 391243, Gujarat, India
2. Unit: 2 located at 104, GIDC, POR Ramangamdi, Vadodara, - 391243, Gujarat, India
3. Unit: 3 located at 149, GIDC, POR Ramangamdi, Vadodara, - 391243, Gujarat, India

Our total revenue (as restated) increased from Rs. 16.61 crores in F.Y 2010-11 to Rs. 47.54 crores in F.Y. 2014-15, representing a CAGR of 23.41%.

For details relating to our industry, industry production figures, past trends, future prospects etc., please refer to Chapter titled “**Industry Overview**” beginning on page 91 of this Prospectus.

Our Company has achieved the following distinct accomplishments in recent years:-

- Certificate for Best MSME Award 2011 by Government of Gujarat (Industries & Mines Department) for Outstanding Performance in Growth in Production & Profit in the Category of Medium Enterprise for manufacturing of Lacquered Polyester Film & Metalized Polyester Film in the state of Gujarat for the year 2011, given on 12th January, 2013 at Vibrant Gujarat Summit, Gandhinagar.
- SKOCH Order of Merit Certificate for Qualifying Amongst India's Best SMEs – 2014, given on 21st March, 2014, at New Delhi.

- Certificate from Federal Bank Ltd. and Dun & Bradstreet India for being featured in “Dun & Bradstreet’s premier publication” as “Leading SME of India 2014”.
- Certificate of Excellence from Small & Medium Business Development Chamber of India (SME Chamber of India) in recognition of exemplary achievement in “Manufacturing Sector”, given on 16th September, 2014 at Mumbai.
- Bank of India (BOI) India SME – 100 Award for 2013 year.
- India SME 100 Award from Ministry of Micro, Small and Medium Enterprises and India SME Forum for scoring in the Top 100 in the overall evaluation of financial & Non financial parameters constituted for the India SME 100 Awards, given on 28th April, 2016

Our Location:

Registered Office	233/2 & 238/2, GIDC, POR Ramangamdi, Vadodara, - 391243, Gujarat, India
Factories	Unit: 1 - 233/2 & 238/2, GIDC, POR Ramangamdi, Vadodara - 391243, Gujarat, India
	Unit: 2 - 104, GIDC, POR Ramangamdi, Vadodara, - 391243, Gujarat, India
	Unit: 3 - 149, GIDC, POR Ramangamdi, Vadodara, - 391243, Gujarat, India
Branch Office	6, Priti Building, Nutan Prashant Co-operative Housing Society, S.N. Road, Tambe Nagar, Mulund(West), Mumbai – 400-080 Maharashtra
Temporary Admin Office	107, GIDC, POR, Ramangamdi, Vadodara, Gujarat-391243

Our Products and its features:-

S. No.	Products	Features and Applications
1.	Metalized Films (MF)	<ul style="list-style-type: none"> • Types of Metalized Films:- Polyester (BOPET), BOPP, CPP and LDPE Films • Thickness :- 6 microns to 400 microns • Available in different sizes depending on the Customer’s requirement • Applications: - Metallized BOPET Films are used for Flexible, packaging, metallic yarn, sequins for textiles, decoratives etc. Metallized BOPP films are used for flexible packaging, gift wraps and decoratives <p>Metalizing enhances the barrier properties of films, making suitable for uses where moisture and aroma retention are especially important, such as snacks foods, industrial applications etc.</p>
2.	Slitted Films	<ul style="list-style-type: none"> • Types of Slitted Films:- Polyester (BOPET) and BOPP films • BOPET films are used for its high tensile strength, transparency, reflectivity, gas and aroma barrier properties, electrical insulation and chemical and dimensional stability. Uses of BOPET Films includes flexible food packaging, barrier films, vaccum insulation panels, hot stamping foil, photo resist films, insulation materials etc. <p>BOPP Fims are widely used as a packaging material for packaging products such as snack foods, fresh produce and confectionery. It is easy to coat, print and laminate to give the required appearance and properties for use as a packaging material.</p>
3.	Epoxy Resins	<ul style="list-style-type: none"> • High mechanical and electrical strength • Accurate Composition • Enhanced Shelf Life • Applications: - Used in manufacturing of Lacquered (Coated) Metalized Polyester Film and Zari threads.
4.	Lacquered (Coated) Metalized Polyester Film (LMPF)	<ul style="list-style-type: none"> • Types of LMPF available:- One Side LMPF, Both Side LMPF, Holographic LMPF • Available in various colours and sizes depending upon the application. • Thickness of LMPF depends upon type of LMPF used. Generally it is between 12 to 130 Microns. • Applications:- Used in manufacturing of glitter powder, metallic yarn, packaging and other decorative products
5.	Glitter Powder (Zari Powder)	<ul style="list-style-type: none"> • Available in various forms such as, Polyester Glitter, Formaldehyde Free & Solvent Resistant Glitter, Neons & Electrics Glitter, Rainbow/Irridescent Glitter, Holographic Glitter and Aluminium Glitter) • Available in square, rectangular and hexagonal shape.



		<ul style="list-style-type: none"> • Standard size ranges from 0.002” Hex to 0.1” Hex, 0.004” sq. to 0.048” sq., 0.2 MM * 1.55 MM rec etc. • Applications:- Textiles (printing on fabrics, velvet, textiles etc.) Construction Materials (Paints, Tiles, Flooring etc) Interior Decoration (Flooring Materials, Picture Frames, Wallpapers, Table Cloth) Accessories (Cosmetics Products, Pens, Bangles, Greeting Cards, Candles etc) Injection Molding (Containers, Cosmetic cases, PVC Acryl, etc)
6.	Metallic Fibres	<ul style="list-style-type: none"> • Thickness: 12 microns and 24 microns • Available in various colours and sizes • Applications:- Used in making of upholstery fabrics (lace, brocade), interior decoration items (curtains, sofa covers etc), Automotive textiles, hosiery products etc.
7.	Metallic Yarns (Polyester Badla)	<ul style="list-style-type: none"> • Available in thickness of 12, 23 and 30 microns • Available in various colours and sizes • Applications:- Used in Weaving, Knitting, Embroidery, Laces etc.

OUR COMPETITIVE STRENGTHS

We believe that the following are our primary competitive strength:

1. Facility for In-house production of raw materials required in manufacturing of Lacquered (Coated) Metalized Polyester Film (LMPF):

Our Company has in-house facility for production of raw materials required to manufacture Lacquered (Coated) Metalized Polyester Film (LMPF). The major raw materials required to produce LMPF are Metalized Polyester Film and resins, which are produced in house by us. This enables us to maintain high quality production standards and also helps us in minimizing production time and bringing cost effectiveness.

2. Quality Products:

We believe in providing our customers the best possible quality products. The scale of operations and experience of our Promoter in the business enables our Company to produce quality products. Our Company believes that quality products enable it to compete with the other players in the market. Our Company also believes that the investment in technology shall allow it to provide quality products to its customers and differentiate it from other competitors. Since, our Company is dedicated towards quality products, processes and inputs; we get repetitive orders from our clients, as we are capable of meeting their quality standards.

3. Management Expertise:

Our Promoter Mr. Bhavan Dharendra Vora, is engaged in manufacturing business, which also form part of Board of Directors of our Company, have a proven background and rich experience of more than 20 years in our industry. Also, our Company is managed by a team of experienced personnel. The team comprises of personnel having operational and business development experience. We believe that our management team’s experience and their understanding of our industry will enable us to continue to take advantage of both current and future market opportunities. It is also expected to help us in addressing and mitigating various risks inherent in our business, including significant competition, the global economic crisis.

4. Existing customer relationship:

We believe that we constantly try to address customer needs around a variety of products. Our existing customer relationships help us to get repeat business from our customers. This has helped us maintain a long term working relationship with our customers and improve our customer retention strategy. We have existing customer relationship with companies for a long time which gets us repeat orders. We believe that our existing relationship with our customers represents a competitive advantage in gaining new customers and increasing our business.

5. Existing relationship with suppliers:-

We have acquired raw materials from several suppliers and have contacts with them for a long time. We believe that our strong relationships with suppliers will enable us to continue to grow our business. Due to our long time relationships with our suppliers, we get quality and timely supplies of raw materials. This enables us to manage our inventories and supply quality products on timely basis to our customers. This in turn has enabled us to generate repeat business.

OUR BUSINESS STRATEGY: -

We intend to pursue the following principal strategies to leverage our competitive strengths and grow our business:

1. Increasing Operational efficiency

Our Company intends to improve operating efficiencies to achieve cost reductions so to have a competitive edge over the competitors. We believe that this can be done through continuous process improvement, customer service and technology development.

2. Maintain and expand long-term relationships with clients

Our Company believes that business is a by-product of relationship. The business model is based on client relationships that are established over period of time. Our Company believes that a long-term client relationship with large clients fetches better dividends. Long-term relations are built on trust and continuous maintaining of the requirements of the customers. It forms basis of further expansion for our Company, as we are able to monitor a potential product/ market closely.

3. Leveraging of our marketing skills and relationships

This is a continuous process in our organization and the skills we impart in our people gives importance to clients. We aim to do this by leveraging our marketing skills & relationships and further enhancing customer satisfaction. We plan to increase our customers by meeting orders in hand on time, maintaining our client relationship and renewing our relationship with existing buyers.

4. Continue to build-up a professional organization

We have a team of professionals to look after production, commercial and marketing divisions of our Company. We believe in transparency, flow of information, and commitment to the work among our work force and with our valuable customers, suppliers, investors, government authorities, banks, financial institutions etc. Over a period of time, we have been able to build-up an image that can be matched with our competitors. We will consistently put efforts among its group of experienced employees to transform them into an outstanding team of empowered professionals which helps in further accelerating the wheels of development of the Organization.

5. Optimal Utilization of Resources:-

Our Company constantly endeavors to improve our service process, and will increase manufacturing process to optimize the utilization of resources. We have invested significant resources, and intend to further invest in our activities to develop customized systems and processes to ensure effective management control. We regularly analyze our existing policies to be carried out for operations of our Company which enables us to identify the areas of bottlenecks and correct the same. This helps us in improving efficiency and putting resources to optimal use.

Sales and Marketing:-

The efficiency of the marketing and sales network is important success factor of our Company. Our success lies in the strength of our relationship with our customers who have been associated with our Company for a long period. Our marketing team along with our promoter through their experience and good rapport with customers owing to timely and quality delivery of service plays an instrumental role in creating and expanding the sales network of our Company. In order to maintain good relation with our customers, our promoter and our marketing team regularly interacts with them and focuses on gaining an insight into the additional needs of our customers. Our prime consideration for customer selection is timely payments and consistency in purchases. Due to our presence across multiple segments, we have been able to maintain sufficient volumes and margins in our business.

The Company's marketing strategy is poised towards maintaining a mutually fruitful relationship with its customers by continuous servicing and product refinement. Further, we intend to focus on increasing our Geographical reach by entering new markets and appointment of dealers and agents in developing markets.

Competition

Our Industry is fragmented consisting of large established players and small niche players. We face substantial competition for our products from other manufacturers in domestic market. Our competition varies for our products and regions. We compete with other manufacturers on the basis of product range, product quality, product designing and product price including factors, based on reputation, regional needs, and customer convenience. While these factors are key parameters in client's decisions matrix in purchasing goods; product designing, product range, product quality and product price is often the deciding factor in most of the dealings. Some of our major competitors are:-

- **Lakhotia Polyesters (India) Limited** :- For Lacquered(Coated) Metalized Polyester Film(LMPF), Glitter Powder and Metallic Yarn
- **Jindal Poly films Limited** :- For Metalized Films (MF) and Lacquered(Coated) Metalized Polyester Film (LMPF)
- **Uflex Limited** :- For Metalized Films (MF)
- **Vacmet India Limited**:- For Metalized Films (MF) and Lacquered(Coated) Metalized Polyester Film (LMPF)
- **Bharat Resins Limited**:- For Epoxy resins
- **Icilon Industries, Surat**:- For Metallic Yarn and Glitter Powder

Key factors affecting our results of Operation: Following are the key factors affecting our results of operations:

1. Disruption in our manufacturing facilities.
2. General economic and business conditions in the markets in which we operate and in the local, regional and national economies;
3. Changes in laws and regulations relating to the industries in which we operate;
4. Exchange rate fluctuations;
5. Loss of one or more significant customers
6. Disruption in supply of Raw Materials.
7. Increased in prices of Raw Material
8. Occurrence of Environmental Problems & Uninsured Losses.
9. Increased competition in industries/sector in which we operate
10. Our ability to successfully implement our growth strategy and expansion plans;
11. Our ability to meet our capital expenditure requirements;
12. Fluctuations in operating costs;
13. Our ability to attract and retain qualified personnel;
14. Changes in technology;
15. 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;
16. Occurrence of natural disasters or calamities affecting the areas in which we have operations;
17. Conflicts of interest with affiliated companies, the promoter group and other related parties; and
18. The performance of the financial markets in India and globally; and
19. Any adverse outcome in the legal proceedings in which we are involved.

Our Significant Accounting Policies:

Our significant accounting policies are described in the section entitled "*Financial Information of the Company*" on page 153 of this Prospectus.

Change in accounting policies in previous 3 (three) years

Except as mentioned in chapter "*Financial Information of the Company*" on page 153 of this Prospectus, there has been no change in accounting policies in last 3 (three) years.

Significant developments subsequent to the last financial year

In the opinion of the Board of Directors of our Company, there have not arisen any circumstances since the date of the last financial statements disclosed in this Prospectus that materially or adversely affect the operations or profitability of the Company or the Value of its assets or its ability to pay its liability within next twelve months except below changes occurred after Balance Sheet date:-



1. Increase in the authorized share capital of the Company from Rs. 4,00,00,000/- divided into 40,00,000 Equity Shares of Rs.10/- each to Rs.8,00,00,000 /- divided into 80,00,000/-Equity Shares of Rs. 10/-each vide shareholders Resolution dated October 12,2015.
2. Company has allotted 19,38,220 bonus shares in the ratio of 1:2 to existing shareholders by capitalization of Rs. 1,93,82,200 from Reserve & Surplus of the Company vide shareholder resolution dated October 12,2015.
3. Company was converted from Private Limited to Public Limited Company vide shareholders Resolution dated October 24, 2015 and further received the Certificate of Incorporation dated November 23, 2015 upon conversion to Public Limited Company.
4. We have passed a special resolution in shareholders meeting dated December 24, 2015 authorizing the Board of Directors to raise funds by making an Initial Public Offering.
5. We have appointed Mr. Himesh Ochhlal Shah as Non Executive Independent Director of the Company with effect from December 24, 2015 for a period of five years.
6. We have appointed Mr. Rajesh Asalraj Jain as Non Executive & Independent Director of the Company with effect from December 24, 2015 for a period of five years.
7. We have appointed Mr. Sanjeev Manickchand Rakhecha as Independent Director of the Company with effect from December 24, 2015 for a period of five years.
8. We have appointed Mr. Bhasker Pranjivanbhai Parekh as Non Executive Director of the Company with effect from December 24, 2015 for a period of five years.
9. We have changed the designation of Mr. Bhavan Dharendra Vora from Whole – Time Director to Managing Director in shareholders meeting dated December 24, 2015 for a period of five years w.e.f. December 24, 2015.
10. We have changed the designation of Mrs. Darshana Devang Vora from Non Executive Director to Whole-Time Director in shareholders meeting dated January 25, 2016 for a period of five years w.e.f. January 25, 2016.
11. We have appointed Mr. Farhad Shamsuddin Wasanwala as Chief Financial Officer of the Company with effect from December 31,2015.
12. We have appointed Ms. Lakshita Sabnani as Company Secretary & Compliance officer of the Company with effect from January 25, 2016.
13. Our Company has constituted an Audit Committee (“Audit Committee”), vide Board Resolution dated March 12, 2016, as per the applicable provisions of the Section 177 of the Companies Act, 2013 and also to comply with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 applicable upon listing of the Company’s Equity shares on SME platform of BSE (“BSE SME”).
14. Our Company has formed the Stakeholders Relationship Committee vide Board Resolution dated March 12, 2016.
15. Our Company has formed the Nomination and Remuneration Committee vide Board Resolution dated March 12, 2016
16. We have designated Mr. Sanjeev Manickchand Rakhecha as Chairman of the Company with effect from March 12, 2016.

Summary of the Results of Operations

The following table sets forth financial data from restated profit and loss account for the period April 1, 2015 to December 31, 2015 and Financial Year ended on March 31, 2015, 2014, 2013 and 2012 the components of which are also expressed as a percentage of total income for such periods.



Particulars (For the Year ended)	31 st December 2015	% of Total Income	31 st March 2015	% of Total Income	31 st March 2014	% of Total Income	31 st March 2013	% of Total Income	31 st March 2012	% of Total Income
Revenue from Operation (Net)	340,309,140	99.46	472,172,568	99.33	361,473,103	99.79	296,379,336	99.56	231,314,461	99.87
Other Income	1,849,281	0.54	3,199,878	0.67	747,654	0.21	1,300,687	0.44	311,422	0.13
Total Revenue/Income	342,158,422	100.00	475,372,446	100.00	362,220,756	100.00	297,680,023	100.00	231,625,883	100.00
Expenditure:										
Cost of Material consumed	256,991,315	75.11	375,482,116	78.99	285,931,463	78.94	233,843,466	78.56	175,909,347	75.95
Purchases of Traded Goods	0	0.00	0	0.00	0	0.00	0	0.00	0	0.00
Changes in inventories of finished goods and Work-in-progress	(24,634,317)	(7.20)	(5,706,981)	(1.20)	(1,545,608)	(0.43)	(11,114,844)	(3.73)	(5,078,326)	(2.19)
Employee benefits expense	4,777,873	1.40	5,434,537	1.14	5,451,595	1.51	6,275,950	2.11	5,530,734	2.39
Finance costs	29,799,800	8.71	24,851,762	5.23	17,358,696	4.79	13,484,403	4.53	11,101,682	4.79
Depreciation and amortization expense	16,312,819	4.77	23,502,022	4.94	4,265,912	1.18	3,910,233	1.31	2,662,747	1.15
Other expenses	45,745,990	13.37	49,536,942	10.42	39,267,646	10.84	39,372,694	13.23	32,285,130	13.94
Total Expense	328,993,481	96.15	473,100,398	99.52	350,729,704	96.83	285,771,902	96.00	222,411,314	96.02
Profit before exceptional and extraordinary items and tax	13,164,941	3.85	2,272,048	0.48	11,491,052	3.17	11,908,121	4.00	9,214,569	3.98
Exceptional/Prior Period item	0	0.00	0	0.00	0	0.00	0	0.00	0	0.00
Extra-ordinary items:	0	0.00	0	0.00	0	0.00	0	0.00	0	0.00
Profit before tax	13,164,941	3.85	2,272,048	0.48	11,491,052	3.17	11,908,121	4.00	9,214,569	3.98
Current Tax	5,397,310	1.58	432,939	0.09	2,299,100	0.63	2,382,547	0.80	1,755,836	0.76
Deferred Tax Liability/ (Asset)	(2,559,146)	(0.75)	(4,656,469)	(0.98)	882,331	0.24	1,101,811	0.37	5,439,457	2.35
Tax Adjustment of prior years	790,380	0.23	374,785	0.08	0	0.00	0	0.00	244,411	0.11
Restated profit after tax from continuing operations	9,150,429	2.67	6,120,793	1.29	8,309,621	2.29	8,423,763	2.83	1,774,865	0.77
Restated profit after year for the year	9,150,429	2.67	6,120,793	1.29	8,309,621	2.29	8,423,763	2.83	1,774,865	0.77



KEY COMPONENTS OF OUR PROFIT AND LOSS STATEMENT

Revenue from Sale of Products: Revenue from operations mainly consist of manufacturing and sale of our products i.e. Metallised films, slitted films, epoxy resins, Lacquered coated metalized polyester films, glitter powder, metallic fibres and metallic yarns.

Other Income: Other income primarily comprises of interest income, foreign exchange gain, insurance claim and miscellaneous income.

Expenses: Our expenses majorly consist of cost of material consumed, employee benefits expense, finance costs, depreciation and amortization expense and other expenses.

Changes in inventories of Finished Goods, WIP and Stock-in-Trade: It includes inventory, WIP & finished goods of our products and stores and spare parts.

Employee Benefits Expense: Employee benefit expense includes Salaries and Wages, , Director's remuneration and provision for gratuity.

Finance Costs: Finance cost comprises of interest on Indebtedness and other borrowing costs.

Depreciation and Amortization Expense: In the restated financial statements, we have recognized depreciation and amortization expenses as per the method set forth in the Companies Act 2013 effective from April 01, 2014.

Other Expenses: Other expenses include power & fuel, job work charges, clearing & forwarding expenses, advertisement expenses, repair and maintenance, insurance charges etc.

FINANCIAL PERFORMANCE HIGHLIGHTS FOR THE PERIOD ENDED DECEMBER 31, 2015

Total Income:

Our total income for the period ended December 31, 2015 was ₹ 342,158,422. The revenue from manufacturing and operating activities was ₹ 340,309,140 which comprised of 99.46% our total income for the period ended December 31, 2015.

Total Expenses:

The total expenditure for the period ended December, 2015 was ₹328,993,481. The total expenditure represents 96.15% of the total revenue. The total expenses is represented by Cost of Material Consumed, Changes in Inventories of Finished goods, WIP and Stock in Trade, Employee Benefits Expense, Finance Costs, Depreciation and Amortization Expense and Other Expenses. The main constituent of total expenditure is Cost of Material consumed, which is ₹256,991,315.

Profit/(Loss) after tax:

Our restated net profit for the period ended December 31, 2015 was ₹ 9,150,429 representing 2.67% of the total revenue of our Company.

FINANCIAL PERFORMANCE HIGHLIGHTS FOR THE YEAR ENDED MARCH 31, 2015

Total Income:

Our total income during the period ended March 31, 2015 was ₹ 475,372,446. The revenue from manufacturing and operating activities was ₹472,172,568 which comprised 99.33% of our total income for the period ended March 31, 2015.

Total Expenses:

The total expenditure during the period ended March 31, 2015 was ₹ 473,100,398. The total expenditure represents 99.52% of the total revenue. The total expenses are represented by Cost of Material Consumed, Employee Benefits Expense, Finance Costs, Depreciation

and Amortization Expense and Other Expenses. The main constituent of total expenditure is Cost of Material Consumed, which is ₹ 375,482,116.

Profit/(Loss) after tax:

Our restated net profit during the period ended March 31, 2015 was ₹ 6,120,793 representing 1.29% of the total revenue of our Company.

COMPARISON OF THE FINANCIAL PERFORMANCE OF FISCAL 2015 WITH FISCAL 2014

Total Income:

During the year 2014-15 the total revenue of our Company was ₹ 475,372,446 as against ₹ 362,220,756 in the year 2013-14, representing an increase of 31.24% in comparison to previous year. This decrease was mainly due to increase of operations.

Other Income:

Other income of the Company for the year 2014-15 was ₹ 3,199,878 in comparison with ₹ 747,654 for F.Y. 2013-14.

Total Expenses:

The total expenditure for the year 2014-15 was ₹ 473,100,398 as compared to ₹ 350,729,704 representing an increase of 34.89% to the previous year. This was due to decrease in the material consumed during the year.

Cost of Material consumed:

The Cost of Material consumed for the year 2014-15 was ₹ 375,482,116 as compared to ₹ 285,931,463 representing an increase of 31.32% from the previous year 2013-14.

Changes in inventories of Finished goods, WIP and Stock-in-Trade:

The value of change in inventory was ₹ (5,706,981) in 2014-15 as compared ₹ (1,545,608) in 2013-14.

Employee Benefits Expense:

Employee Benefit Expenses for the year 2014-15 increased to ₹ 5,434,537 as against ₹ 5,451,595 of the previous year, representing a decrease of 0.31% to the previous year 2013-14.

Finance Costs:

Finance cost for the year 2014-15 increased to ₹24,851,762 as against ₹ 17,358,696 of the previous year. The increase is 43.17%.

Depreciation and Amortization Expense:

Depreciation for the year 2014-15 stood at ₹ 23,502,022 calculated as per companies Act. For the year 2013-14 the same was ₹ 4,265,912. The increase in depreciation was due to change in estimated useful life of plant & machinery.

Other Expenses:

Other expenses include power & fuel, job work charges, clearing & forwarding expenses, advertisement expenses, repair and maintenance, insurance charges etc. These expenses were for the year 2014-15 at ₹ 49,536,942 as against ₹ 39,267,646 during the previous financial year.

Profit/(Loss) Before Tax

Primarily due to the reasons described above, our profit before tax for F.Y. 2014-15 decreased to Rs 2,272,048 from ₹ 11,491,052 in fiscal year 2013-14 represents a decrease of 80.23% to the previous year.

Restated Profit/(Loss) After Tax

For the year 2014-15 the profit stood at Rs 6,120,793 as against the profit of ₹ 8,309,621 for the previous year 2013-14 representing a decrease of 26.34% to the previous year.

COMPARISON OF THE FINANCIAL PERFORMANCE OF FISCAL 2014 WITH FISCAL 2013

Total Income:

During the F.Y. 2013-14 the total income of the Company increased to ₹ 362,220,756 as against previous financial year of ₹ 297,680,023 representing an increase of 21.68%. This increase was mainly due to increase in operations.

Other Income:

Other income of the Company for the year 2013-14 was ₹ 747,654 in comparison with ₹ 1,300,687 for F.Y. 2012-13.

Total Expenses:

Total expenditure for the F.Y. 2014 increased to ₹ 350,729,704 from ₹ 285,771,902 in FY 2013 an increase of 22.73%. This was due to increase in cost of material consumed, finance cost and other expenses.

Employee benefits expense:

The Employee Benefit Expenses comprises of Salaries and Wages, Director's remuneration and provision for gratuity. The said expense increased to ₹ 5,451,595 in the year F.Y 2014 from ₹ 6,275,950 in its previous year, i.e. an decrease of 13.14%.

Finance Costs:

Finance costs increased to ₹ 17,358,696 in F.Y 2014 as compared to F.Y 2013 in which it was ₹ 13,484,403.

Depreciation and amortization expense:

Depreciation and amortization expense for the FY 2014 stood at ₹ 4,265,913 against ₹ 3,910,233 compare to previous year FY 2013.

Other expenses:

Other expenses for the F.Y 2014 increased to ₹ 39,267,646 whereas it was ₹ 39,372,694 in previous financial year.

Net Profit before tax:

Net Profit before tax for the F.Y 2014 decreases to ₹ 11,491,052 as against ₹ 11,908,121 of the previous year. The decrease in profit was 3.50 % due to the increase in total expenses during the year.

Restated profit after tax:

The Restated profit after tax for the F.Y 2014 decrease to ₹ 8,309,621 as against ₹ 8,423,763 in the previous year, representing decrease of 1.36%

COMPARISON OF THE FINANCIAL PERFORMANCE OF FISCAL 2013 WITH FISCAL 2012

Total Income:

During the F.Y. 2013 the total income of the Company increased to ₹297,680,023 as against previous financial year of ₹ 231,625,883 representing an increase of 28.52%. This increase was mainly due to increase in revenue from sale of products.

Total Expenses:

Total expenditure for the F.Y. 2013 increase to ₹ 285,771,902 from ₹ 224,411,314 in FY 2012 an increase of 28.49%. This was due to surge in volume of business, which resulted in increase in expenses viz. Cost of material sold, employees benefit expenses, changes in inventory of Finished Goods and other expenses.

Employee benefits expense:

Employee benefits expense increased to ₹ 6,275,950 in the year F.Y 2013 from ₹ 5,530,734 in its previous year, i.e. an increase of 13.47%.

Finance Costs:

Finance costs increases to ₹ 13,484,403 in F.Y 2013 as compared to F.Y 2012 in which it was ₹ 11,101,682, representing increase of 21.46%

Depreciation and amortization expense:

Depreciation and amortization expense increased in FY 2013 to ₹ 3,910,233 from ₹ 2,662,747 compare to previous year FY 2012.

Other expenses:

Other expenses for the F.Y 2013 increases to ₹ 39,372,694 in comparison to ₹ 32,285,130 in previous financial year.

Net Profit before tax:

Net Profit before tax for the F.Y 2013 increases to ₹ 11,908,121 as against ₹ 9,214,569 of the previous year. The increase in profit was 29.23% due to the increased sales during the year.

Restated profit after tax:

The Restated profit after tax for the F.Y 2013 increases to ₹ 8,423,763 as against ₹ 1,774,865 in the previous year, and increase of 374.61%

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

Apart from the risks as disclosed under Section “*Risk Factors*” beginning on page 14 in the Prospectus, in our opinion, there has not been any unusual trend on account of our business activity. 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.



Other than as described in the Section titled “*Financial Information of the Company*”, and chapter titled “*Industry Overview*” and “*Management’s Discussion and Analysis of Financial Conditions and Results of Operations*”, beginning on pages 153, 91 and 194 respectively of this Prospectus, to our knowledge there are no Significant economic changes that materially affected or are 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 14 in the 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 in packaging industry, government policies, foreign exchange rates, and prices quoted by our suppliers.

5. *Total turnover of each major industry segment in which our Company operates*

The Company is in the business of manufacturing of Metallised films, slitted films, epoxy resins, Lacquered coated metalized polyester films, glitter powder, metallic fibres and metallic yarns. Relevant industry data, as available, has been included in the chapter titled “*Industry Overview*” beginning on page 91 of this Prospectus.

6. *The extent to which material increases in revenue or income from operations are due to increased volume, introduction of new products or services or increased prices*

Increases in revenues are by and large linked to increases in volume of business activity carried out by the Company

7. *Status of any publicly announced New Products or Business Segment*

Our Company has not announced any new product

8. *Seasonality of business*

Our Company’s business is not seasonal in nature.

9. *Dependence on few customers/ clients*

The percentage of contribution of our Company’s Top Customers/Clients & Top Suppliers for the period ended December 31, 2015 is as follows:

S. No.	Particulars	Amount (in lakhs)	As a % of Total Turnover/Total Purchase
1.	Sales from Top 10 Customers (%)	1594.87	46.87%
2.	Purchase from Top 5 Suppliers (%)	2049.54	73.02%

10. *Competitive conditions*

Competitive conditions are as described under the Chapters “*Industry Overview*” and “*Our Business*” beginning on pages 91 and 99, respectively of the Prospectus.

11. *Details of material developments after the date of last balance sheet i.e. December 31, 2015*

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.

SECTION VI: LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS

Except as described below, there are no outstanding litigations, suits, civil or criminal prosecutions, proceedings before any judicial, quasi-judicial, arbitral or administrative tribunals, including pending proceedings for violation of statutory regulations or alleging criminal or economic offences or tax liabilities or any other offences (including past cases where penalties may or may not have been awarded and irrespective of whether they are specified under paragraph (i) of Part I of Schedule XIII of the Companies Act) against our Company, Promoter, Group Companies and Directors as of the date of this Prospectus that would have a material adverse effect on our business. There are no defaults, non-payments or overdue of statutory liabilities, institutional/ bank dues and dues payable to holders of debentures or fixed deposits and arrears of cumulative preference shares that would have a material adverse effect on our business.

The Company has a policy for identification of Material Outstanding Dues to Creditors in terms of the SEBI(ICDR) Regulations,2009 as amended for creditors where outstanding due to any one of them exceeds 5% of consolidated trade payables as per the last audited financial statements of the Issuer.

Further, Our Company has a policy for identification of Material Litigation in terms of the SEBI (ICDR) Regulations,2009 as amended for disclosure of all pending litigation involving the Issuer, its directors, promoters and group companies, other than criminal proceedings, statutory or regulatory actions and taxation matters where the monetary amount of claim by or against the entity or person in any such pending matter(s) is in excess of 1% of the profit after tax of our Company as per the last audited financial statement and such pending cases are material from the perspective of the Issuer's business, operations, prospects or reputation.

PART 1: CONTINGENT LIABILITIES OF OUR COMPANY

Particulars	Amount (in Rs.)
Contingent liabilities in respect of:	
Other moneys for which the company is contingently liable- :	
VAT Demand (A.Y. 2010-11)	588,725
CST Demand (A.Y. 2010-11)	359,779
VAT Demand (A.Y. 2011-12)	562,575
CST Demand (A.Y. 2011-12)	3,053,188
Income Tax Demand (A.Y. 2011-12)	137,090
Total	4,701,357

PART 2: LITIGATION RELATING TO OUR COMPANY

FILED AGAINST OUR COMPANY

1. Litigation Involving Criminal Laws

NIL

2. Litigation Involving Actions by Statutory/Regulatory Authorities

NIL

3. Litigation involving Tax Liabilities

i. Direct Tax Liabilities:

Sr. No.	Type of Direct Tax	No. Of cases	Amount in dispute* (in Rs.)
1.	Income-tax	2	1,37,090/-
2.	TDS Defaults	1	3,08,652/-

Assessment Year 2014-15

The Company received a notice dated August 28, 2015 under Section 143(2) of the Income Tax Act, 1961, for being selected under Computer Assisted Scrutiny Selection (CASS). The Company was required to attend the office of Dy. Commissioner of Income Tax Circle-1 (1) (1), Vadodara on September 11, 2015 at 11.25 A.M. either in person or through duly authorised representative and produce at said time any documents, accounts and any other evidence in support of return filed by the Company. The Company has responded vide letter dated September 11, 2015 informing appointment of its authorised representative, M/s. K.J. Shah & Co., Chartered Accountants and requested for detailed list of points on which further information is required to be submitted. The matter is still pending before the IT Department for disposal.

Assessment Year 2011-12

On the income tax website, a demand dated December 13, 2013 of Rs. 1,37,090 is visible for Assessment Year 2011-12 u/s 154 of the Income Tax Act, 1961, which is uploaded by CPC. The matter is still pending for disposal.

TDS Defaults

On TRACES (TDS Reconciliation Analysis and Correction Enabling System) website, there is a total demand of Rs. 3,08,652 against the Company on account of short deduction of Rs. 34,345, short payment of Rs. 83,540, interest on payment default under section 201 of Rs. 1,43,167, interest on deduction default u/s 201 of Rs. 5,469 late filing fee under section 234E of Rs. 40,200 and interest under section 220(2) of Rs. 1,931 for the period upto financial year 2015-16.

ii. Indirect Taxes Liabilities

Sr. No.	Type of Indirect Tax	No. Of cases	Amount in dispute* (in Rs.)
1.	VAT Cases	3	1,151,300
2.	CST Cases	2	3,277,063

a. VAT Cases

- The Company received a notice dated July 08, 2015 for audit assessment u/s 34(2) of Gujarat VAT Act, 2003 for the period from April 01, 2013 to March 31, 2014 for the purpose of verification of claim of tax credit/exemption/refund/deduction/concession/rebate of genuineness of declaration/evidence furnished in support of self assessment of the annual returns furnished by them in respect of the Financial year 2013-14. The Commercial Tax Officer has directed the Company to produce books of accounts and evidences in support of the return filed by them on July 31, 2015. The assessment of the said case is under process and the matter is still pending before the concerned authorities.
- The Company received an assessment order dated 26.02.2014 passed by Assistant Commercial Tax Commissioner, Vadodara for the FY 2009-10 under Section 34 of Gujarat Value Added Tax Act, 2003 for demand of Rs. 20,50,240. The Company had deposited an amount of Rs. 2,05,000 on 24.04.2014 and filed an appeal on 03.05.2014 against the said order before Dy. Commercial Tax Commissioner, Dispute-5, Vadodara (Appellate Authority) for giving proportional concession in interest u/s 42(6). The Appellate Authority has partially allowed the appeal vide order dated 19.03.2015 and condoned the penalty of Rs. 9,68,817 thereby giving a total relief of Rs. 14,61,515 from the original demand. As against the initially assessed amount of Rs. 20,50,240 the said demand has been modified to Rs. 5,88,725 which the Company has been directed to pay. Aggrieved by the said order the Company has filed second appeal before Gujarat Value Added Tax Tribunal, Ahmedabad and the matter is still pending before the concerned authorities.



3. An assessment order dated 07.03.2015 under Section 32/34/35 of the Gujarat Value Added Tax Act, 2003 for the financial year 2010-11 was passed against the Company directing to pay total tax of Rs. 1,74,713, interest of Rs. 1,25,793 and penalty of Rs. 2,62,070, aggregating to Rs. 5,62,575. Aggrieved by the said order the Company has filed an appeal before Appellate Authority and the said matter is pending for disposal.

b. Central Sales Tax Cases

1. The Company received an assessment order dated 26.02.2014 passed by Assistant Commercial Tax Commissioner, Vadodara for the F.Y. 2009-10 under Section 9(2) of Central Sales Tax Act, 1956 for demand of Rs. 3,59,779 raised under Central Sales Tax(Gujarat) Rules, 1970. The Company filed an appeal on 03.05.2014 against the said order before Dy. Commercial Tax Commissioner, Dispute-5, Vadodara (Appellate Authority). The Appellate Authority partially allowed the appeal vide order dated 19.03.2015 and condoned the penalty giving a total relief of Rs. 1,35,901. As against the initially assessed amount of Rs. 3,59,779 the said demand was modified to Rs. 2,23,875. Against the said order Company filed second appeals numbering 440 & 441 of 2015, before the Gujarat Value Added Tax Tribunal, Ahmedabad (Tribunal) which were admitted vide order dated 17.08.2015, on payment of Rs. 50,000 in terms of earlier order dated 17.07.2015 of the Tribunal and will be taken up for regular hearing in due course. The said appeals are pending before the Tribunal for disposal.
2. The Company received a notice dated March 08, 2015 for F.Y. 2010-11 for assessment under Central Sales Tax Act, 1956 under Rule 9(a) of Central Sales Tax (Gujarat) Rules, 1970 ('CST Act') for the period April 01, 2010 to March 31, 2011. The Commercial Tax Officer has finalised the assessment against the Company and directed the Company to pay tax of Rs. 10,91,133, penalty of Rs. 14,22,293 and interest of Rs. 6,82,700 aggregating to Rs. 31,96,126 out of which tax of Rs. 1,42,938 has been already paid by the Company.

The notice further directs the Company to pay a total amount of Rs. 30,53,188 into Govt. Treasury within 35 days from the date of service of the said notice and to produce the receipt challan before Assistant Sales Commissioner not later than 5 days from the date of payment, failing which the said sum together with further penalty under section 45(5) of Gujarat Sales Tax Act, 1969 read with Section 9(2) of Central Sales Tax Act, 1956 will be recovered from the Company as an arrear of Land Revenue. Aggrieved by the said order, the Company filed an appeal on May 15, 2015 to Deputy Commercial Tax Commissioner Division 5, Vadodara requesting for a stay of the recovery proceedings. The matter is still pending for disposal.

Other Pending Litigations

NIL

B. CASES FILED BY OUR COMPANY

1. Litigation Involving Criminal Laws

a. Our Company had filed a criminal case no. 40488 of 2010 (old no. 7092/2010) for bouncing of cheques issued in respect of purchase of lacquer coated Aluminum Metalized Polyester film supplied by the Company to Jay Mata Textile, Prop. Firm of P.S. Bhupati, vide Invoice no. 229 dated June 16, 2010 and no. 346 dated July 22, 2010 respectively amounting to Rs. 67260 and Rs. 54,208. The party had issued two Cheques of Textile Cooperative Bank Ltd, Bangalore dated August 07, 2010 numbering 019263 and 019262 for amounts of Rs. 75,000 and Rs. 25,000 respectively. The Company deposited the said cheques on August 07, 2010 which were returned on August 12, 2010 by the Bank, with reason being "Funds Insufficient". The Company gave legal notice dated August 25, 2010 to the party to make payment within 15 days, which was not made by the party. Accordingly Criminal Complaint was filed under Section 138 of the Negotiable Instruments Act, 1881. However vide order dated September 30, 2014 the accused was acquitted having been found not guilty. However the accused was directed to furnish surety bond and bail bond of Rs. 5000 each during the appeal. Our Company filed Criminal Appeal no. 401 of 2015 against P.S. Bhupati and State of Gujarat against the order dated September 30, 2014 passed by District Court, Vadodara. Hon'ble High Court was pleased to issue "Rule" in the appeal on March 04, 2015. Further the Hon'ble Court was pleased to condone the delay of 10 days as per the application and leave to appeal was granted as Hon'ble court felt that the judgement and order was bad in the eye of law. Appeal was admitted and ordered to be numbered and bailable warrant was issued on the accused-respondent no.1 in the sum of Rs, 10,000 returnable on April 27, 2015. The matter is pending for final hearing in Gujarat High Court.

b. Our Company had filed a criminal complaint no. 1297/011 under Section 138 of the Negotiable Instruments Act, 1881 against Vishal Shah, Director of Padmawati Jari situated at Plot No. 35, Balaji Society No.2, Near Kuta Bhawan, Udhna Magdalla Road, Surat, for a

recovery of Rs. 1,38,556 in respect of polyester badla supplied by the Company to Padmawati Jari vide Invoice No 699 dated November 30, 2010. The party issued two Cheques of The Surat People's Co-Op. Bank Ltd, Surat numbering 834492 and 834494 of Rs 50,000 each dated November 25, 2010 and December 31, 2010 respectively. The Company deposited the said cheques on January 23, 2011 which were returned by the Bank, with reason being "Payment Stopped by Drawer". Company gave legal notice dated 05.02.2011 to the party to make payment within 15 days, which was not made by the party. In the case, Civil Court Vadodara had issued a notice on 10.04.2012 fixing the date of appearance of the noticee on 06.07.2012. The matter is still pending before the Court for service of summons to the accused.

2. Litigation Involving Actions by Statutory/Regulatory Authorities

NIL

3. Litigation involving Tax Liabilities

(i) Direct Tax Liabilities

NIL

(ii) Indirect Taxes Liabilities

NIL

4. Other Pending Litigations

The Company filed a summary suit numbering 12/2013 in January 2013 in the Court of Hon'ble Civil Judge (S.D.) Court At Vadodara against Surya Poly Film Private Limited, having its registered office at Block No.70, Plot No. 8, Karjan, Taluka - Mandvi, Surat, Mr. Pappu Suriya, Managing Director and Mr. Rahul Suriya, Director of the Company for non-payment of Rs. 5,87,049 along with its running and future interest @ 24% thereon till realisation. The suit was in respect of Metallised Polyester Film which was purchased from the Company by defendant for which Company raised a bill No. EX-354 dated August 01, 2012 amounting to Rs. 11,02,127 and out of which defendant have made part payment of Rs. 5,58,562 and Rs. 5,43,565 remained unpaid. On April 16, 2013 the defendant company filed an application for leave to defend the Suit. On June 21, 2013, the Company filed counter affidavit against the defendants' application for leave to defend, praying that the defendants be granted only conditional leave, to deposit full suit amount together with running and future interest. The matter is pending before the Hon'ble Court for order on application for granting leave to defend.

PART 3: LITIGATION RELATING TO OUR DIRECTORS

LITIGATION AGAINST OUR DIRECTORS

1. Litigation Involving Criminal Laws

NIL

2. Litigation Involving Actions by Statutory/Regulatory Authorities

NIL

3. Litigation involving Tax Liabilities

(i) Direct Tax Liabilities

NIL.

(ii) Indirect Taxes Liabilities

NIL



4. Other Pending Litigations

NIL

A. LITIGATION FILED BY OUR DIRECTORS

1. Litigation Involving Criminal Laws

NIL

2. Litigation Involving Actions by Statutory/Regulatory Authorities

NIL

3. Litigation involving Tax Liabilities

(i) Direct Tax Liabilities

NIL

(ii) Indirect Taxes Liabilities

NIL

4. Other Pending Litigations

NIL

PART 4: LITIGATION RELATING TO OUR PROMOTERS

A. LITIGATION AGAINST OUR PROMOTERS

1. Litigation Involving Criminal Laws

NIL

2. Litigation Involving Actions by Statutory/Regulatory Authorities

NIL

3. Litigation involving Tax Liabilities

(i) Direct Tax Liabilities

NIL

Indirect Taxes Liabilities

NIL

4. Other Pending Litigations

NIL

B. LITIGATION FILED BY OUR PROMOTERS



1. Litigation Involving Criminal Laws

NIL

2. Litigation Involving Actions by Statutory/Regulatory Authorities

NIL

3. Litigation involving Tax Liabilities

(i) Direct Tax Liabilities

NIL

(ii) Indirect Taxes Liabilities

NIL

4. Other Pending Litigations

NIL

PART 5: LITIGATION RELATING TO OUR GROUP COMPANIES

A. LITIGATION AGAINST OUR GROUP COMPANIES

1. Litigation involving Criminal Laws

NIL

2. Litigation Involving Actions by Statutory/Regulatory Authorities

NIL

3. Litigation involving Tax Liabilities

(i) Direct Tax Liabilities

NIL

(ii) Indirect Taxes Liabilities

NIL

4. Other Pending Litigations

NIL

B. LITIGATION FILED BY OUR GROUP COMPANIES

1. Litigation involving Criminal Laws

NIL

2. Litigation Involving Actions by Statutory/Regulatory Authorities

NIL

3. Litigation involving Tax Liabilities

(i) Direct Tax Liabilities

NIL

(ii) Indirect Taxes Liabilities

NIL

4. Other Pending Litigations

NIL

PART 6: AMOUNTS OWED TO SMALL SCALE UNDERTAKINGS AND OTHER CREDITORS

The Board of Directors of our Company considers dues exceeding 5% of our Company's consolidated trade payables as per the last audited financial statements, to small scale undertakings and other creditors as material dues for our Company.

As on December 31, 2015, there are 2 creditors to each of whom our Company owes amounts exceeding 5% of our Company's consolidated trade payables and the aggregate outstanding dues to them being approximately Rs 46,897,218/- (Rupees Four Crores Sixty Eight Lakhs Ninety Seven Thousand Two Hundred Eighteen Only)

Further, our Company has not received any intimation from suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosure, if any, in relation to amount unpaid as at the year end together with interest payable as required under the said Act have not been furnished.

Therefore, as on December 31, 2015, our Company owes amounts aggregating to Rs. 82,587,282 (Rupees Eight Crores Twenty Five Lakhs Eighty Thousand Two Hundred Eighty Two Only) approximately towards 151 creditors, which may or may not include small scale undertakings.

There are no disputes with such entities in relation to payments to be made to them. The details pertaining to amounts due towards such creditors are available on the website of our Company at the following link: www.midasglitter.com

PART 7: MATERIAL DEVELOPMENTS OCCURRING AFTER LAST BALANCE SHEET DATE

Except as disclosed in Chapter titled "*Management's Discussion & Analysis of Financial Conditions & Results of Operations*" beginning on page 194, there have been no material developments that have occurred after the Last Balance Sheet Date.

GOVERNMENT AND OTHER APPROVALS

The following statement sets out the details of licenses, permissions and approvals obtained by the Company under various Central and State Laws for carrying out its business:

Except for certain pending approvals mentioned under this heading, we have received the necessary consents, licenses, permissions and approvals from Government of India and other regulatory authorities for our business and except as disclosed in this Prospectus no further material approvals are required for carrying on our business operations. 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 75 of this Prospectus. Unless otherwise stated, these approvals are all valid as of the date of this Prospectus. It must be distinctly understood that, in granting these approvals, the Government of India, the RBI or any other regulatory authority 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.

APPROVALS FOR THE ISSUE

Sr. No.	Name of the Approvals
1	Our Company has received in- principle approval from the SME Platform of BSE dated May 03, 2016 for using the name of the Exchange in its offer document for listing of Equity Shares on SME Platform.
2	Our Board of Directors have, pursuant to a resolution passed at its meeting held on November 30, 2015 authorized the Issue, subject to the approval of the shareholders of our Company under Section 62(1) (c) 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(1) (c) of the Companies Act, 2013 at the Extra Ordinary General Meeting of shareholders held on December 24, 2015
4	A copy of resolution passed at the meeting of Board of Directors held on March 18, 2016 for approving Draft Prospectus and June 22, 2016 Approving Prospectus.

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	CIN No. U17119GJ1990PTC014406	Registrar of Companies, Gujarat	September 21, 1990	Perpetual
2.	Fresh Certificate of Incorporation consequent upon conversion of company and change of name	CIN No. U17119GJ1990PLC014406	Registrar of Companies, Ahmedabad	November 23, 2015	Perpetual
Taxation Registration					
3.	PAN No. (Permanent Account Number)	AABCA9332K	Commissioner of Income Tax, Baroda	-	Valid until Cancelled
4.	TAN (Taxpayers Account Number)*	BRDA00641E	Income Tax Department	-	Valid until Cancelled
5.	Central Sales Tax (TIN) Branch Office:-6 Priti, Nutan Prashant CHS Ltd, Tambe Nagar , S .N Road, Mulund (West), Mumbai	27140533080C	Sales Tax Officer, Mumbai	Date of Issue: March 16, 2016 Valid From: April 1, 2006	Valid until cancelled
6.	Central Sales Tax 233/2 & 238/2, G I D C Estate , POR Ramangamdi, Vadodara Additional Place of Business: 149, GIDC Por,	24691601488	Commercial Tax Officer, Div. 6, Vadodara	Date of Issue: July 13, 1993 Valid From February, 26, 1993 Additional Place of Business	Valid until cancelled



	<i>Ramangamdi Vadodara</i>			Issue date: April 1, 2011	
7.	VAT Registration Number (Gujarat Value Added Tax)233/2 & 238/2, G I D C, POR, Ramangamdi, Vadodara <i>Additional Place of Business:</i> 149, GIDC Por, Ramangamdi Vadodara 104, Por,Ramangamdi Vadodara, Gujarat **	24191601488	Commercial Tax Officer, Division 6, Vadodara	Date of Issue: June 20, 2002 Effective date: July 01, 2002 <i>Additional Place of Business:-</i> 1. Issue date: April 1, 2011 2.Effective date: September 1, 2015	Perpetual
8.	VAT Registration for Branch Office:-6 Priti, Nutan Prashant CHS Ltd, Tambe Nagar , S .N Road, Mulund (West), Mumbai	27140533080V	Sales Tax Officer, Mumbai	Date of Issue: March 16, 2016 Valid From: April 1, 2006	Valid until cancelled
9.	Central Excise Registration 233/2 & 238/2, G I D C, POR Ramangamdi, Vadodara	AABCA9332KXM001	Assistant Commissioner of Central Excise	November,30, 2009	Valid till activity carried on or certificate is surrendered or revoked or suspended
10.	Central Excise Registration 104, Por-Ramangamdi Industrial Estate, Vadodara, Gujarat	AABCA9332KEM002	Deputy/Assistant Commissioner of Central Excise	October 12,2015	Valid till activity carried on or certificate is surrendered or revoked or suspended
11.	Service Tax 233/2 & 238/2, G I D C Estate , POR Ramangamdi, Vadodara	AABCA9332KSD002	Superintendent of Service Tax Unit I Division Makarpura Vadodara - II	April 06, 2010	Valid until cancelled
12.	Service Tax Plot No. 104, G.I.D.C. Industrial Estate, POR – Ramangamdi, Dist. Vadodara	AABCA9332KSD003	Superintendent of Service tax, range – II, Vadodara – II	December 16, 2015	Valid until cancelled



13.	Importer- Exporter Code (IEC) 233/2 & 238/2, GIDC Por, Ramangamdi, Vadaodara-391243	3401000047	Foreign Trade Development Officer	April 12, 2001	Perpetual
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*We do not possess copy of our TAN certificate issued to us by the Income Tax authorities, therefore date of issue is not identifiable, and however our TAN details are available on Income Tax website.

**We have electronically placed request for addition of our factory located at 104, POR, Ramangamdi, Vadodara in Gujarat Commercial Sales Tax Department as additional place of business vide application receipt no. 9EA00021425 dtd 14-09-2015. However, we are yet to receive amended VAT Registration certificate.

Other Approvals- For Manufacturing Unit located at 233/2 & 238/2, POR, G I D C, Ramangamdi, Vadodara-390001, Gujarat

S.No	Nature of Registration/License	Registration/License No.	Issuing Authority	Date of issue	Date of Expiry
1	Factory License	263/17292/2008 License No. 3442	Joint Director, Industrial Safety And Health, Baroda	October 22, 2011	December 31, 2016
2	Consent to Establish (NOC) under Section 25 of Water (Prevention and Control of Pollution) Act 1974, the Air Act 1981 and the Environment (Protection) Act 1986 for change of fuel in existing Hot Air Generator.	GPCB/CCA-VRD-1217/ID-13721/343254	Gujarat Pollution Control Board	Januray 30, 2016	January 15, 2021
3	Entrepreneurs' Memorandum	24-019-12-03309 For Manufacture of Lacquer Coated Polyester Film, Glitter Powder, Metallic Yarn, Polyester Badla	District Industries Center, Vadodara Category: Small	November 23, 2010	Valid until Cancelled
4	Examination Report of Lifting Machines, Ropes and Lifting Tackles under Rule 60 of the Gujarat Factories Rules, 1963	ASPL/03 Electrical Stacker Model No- F10013 SWL: 1000 Kg Make- Force Equipment	D. Patel Associates, Vadodara	August 05, 2015	August 04, 2016
5	Examination Report of Lifting Machines, Ropes and Lifting Tackles under Rule 60 of the Gujarat Factories Rules, 1963	ASPL/04 Chain Pulley Block SWL: 2 Ton Make- INDEF	D. Patel Associates, Vadodara	August 05, 2015	August 04, 2016
6	Examination Report of Lifting Machines, Ropes and Lifting Tackles under Rule 60 of the Gujarat Factories Rules, 1963	ASPL/05 EOT Crane SWL: 2 Ton Lift: 4 Mtr Make- INDEF Wire Rope- 12 mm	D. Patel Associates, Vadodara	August 05, 2015	August 04, 2016
7	Examination Report of Lifting Machines, Ropes and Lifting Tackles under Rule 60 of the Gujarat Factories Rules, 1963	ASPL/06 Wire Rope Hoist SWL: 1 Ton Lift: 4 Mtr Make- A-One, Wire	D. Patel Associates, Vadodara	August 05, 2015	August 04, 2016



		Rope- 08mm			
8	Examination Report of Lifting Machines, Ropes and Lifting Tackles under Rule 60 of the Gujarat Factories Rules, 1963	ASPL/07 Pallet Stracker SWL: 1500 Kg. Make- Force Equipment	D. Patel Associates, Vadodara	August 05, 2015	August 04, 2016
9	The Plastics Export Promotion Council Registration- Cum – Membership Certificate	PLEPC/A/640/2014-15	Director (Exhibitions) The Plastics Export Promotion Council	April 11, 2014	March 31, 2019, subject to payment of yearly membership subscription.
10	Consolidated Consent and Authorisation under Sec. 25 of The Water (Prevention and Control of Pollution) Act, 1974 and Sec. 21 of Air (Prevention and Control of Pollution) Act, 1981 and Authorization under rule 3(c)& 5(5)of the Hazardous Waste (Management, Handling and Transboundary Movement) Rules'2008 framed under the E(P)Act-1986.	AWH-19193	Gujarat Pollution Control Board	March 12, 2016	March 31, 2020
11	Certificate of Registration under Legal Metrology Act, 2009	VC No. 278054 VC No. 278052 VC No. 264744	Junior Inspector, Legal Metrology Divison, Vadodara -2	December 02, 2015 (VC No. 278054 & 278052) October 13, 2015 (VC No. 264744)	December 02, 2016 (VC No. 278054 & 278052) October 13, 2016 (VC No. 264744)

Other Approvals- For Manufacturing Unit located at 104, POR Ramangamdi, GIDC Industrial Estate, Vadodara-391243, Gujarat

1.	Consolidated Consent and Authorisation under Sec. 25 of The Water (Prevention and Control of Pollution) Act, 1974 and Sec. 21 of Air (Prevention and Control of Pollution) Act, 1981 and Rule 3 (C) & 5(5) of the Hazardous Waste (Management, Handling and Transboundary Movement) Rules, 2008 framed under E (P) Act, 1986	AWH- 72993 For Manufacturing of Lacquered Polyester Film upto 70000 Kg/ Month	Gujarat Pollution Control Board	July 03, 2015	July 02, 2020
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Other Approvals- For Manufacturing Unit located at 149, POR, Ramangamdi, GIDC Industrial Estate, Vadodara- 391243, Gujarat						
1	Factory License	654/24222/2011 License No. 9891	Joint Director, Industrial Safety And Health, Baroda	December 04, 2014	December 31, 2017	
2	Entrepreneurs' Memorandum Number	24/019/12/03309 For Manufacture of Lacquer Coated Polyester Film, Glitter Powder, Metallic Yarn, Polyester Badla	District Industries Center, Vadodara Category: Small	November 23, 2010	-	
3	Consolidated Consent and Authorisation under Sec. 25 of The Water (Prevention and Control of Pollution) Act, 1974 and Sec. 21 of Air (Prevention and Control of Pollution) Act, 1981 and Rule 5(5) of the Hazardous Waste (Management, Handling and Transboundary Movement) Rules, 2008 as amended framed under the Environment (Protection) Act, 1986	AWH- 51143 For Manufacturing of Epoxy Varnish upto 5,000 Kg/ Month	Gujarat Pollution Control Board	December 10, 2012	September 04, 2017	

APPROVALS/LICENSES/PERMISSIONS APPLIED FOR


In addition to the above, following are the licenses/approvals/registrations that the company has applied or renew but not procured as on date of this prospectus:-

S.No.	Nature of Registration/ License	Unit	Date of Application	Issuing Authority
1.	Registration under Bombay Shops and Establishments Act	6, Priti Building, Nutan Prashant Co-operative Housing Society, S.N. Road, Tambe Nagar, Mulund(West), Mumbai – 400-080 Maharashtra	November 26, 2015	Brihanmumbai Mahanagar Palika, Shop & Establishment
2.	Addition of place of business under Gujarat Commercial Sales Tax (VAT)	Addition of place of business:- 104, POR Ramangamdi, Maneja POR, Vadodara-391243, Gujarat Application Receipt No.: 9EA00021425	September 14, 2015	Commercial Tax Officer, Vadodara
3	Factory Licence	104, POR Ramangamdi, Vadodara-391243, Gujarat	November 30 -2015	Joint Director, Industrial Safety and Health, Baroda

Intellectual Property:


Trademarks registered in the name of the Company

Set forth below is the trademark registered in the name of our company. Under the Trademarks Act, 1999:

S. No	Brand Name/ Trademark	Class	Nature of Trademark	Owner	Application No. & Date	Date of Grant	Expiry Date
1.	MIDAS	20		Advance Syntex Private Limited	1830195 17/06/2009	23/02/2015 Vide Certificate No. 1201218	17/06/2019



Trademark not registered:-

S. No	Brand Name/ Trademark	Class	Nature of Trademark	Owner	Application No. & Date	Date of Grant	Expiry Date
1.	Advance Syntex Limited	-		-	-	-	-

Domain Name

S.No	Domain Name and ID	Sponsoring Registrar and IANA ID	Registrant Name, Organization, ID and Address	Creation Date	Registry Expiry Date
1	www.midasglitter.com 37800939_DOMAIN_ COM-VRSN	PDR LTD. IANA ID- 303	Bhavan Vora Advance Syntex Private Limited 233/2-238/2 G I D C POR, RAMANGAMDI DIST VADODARA 391243	14-10-2000	14-10-2016

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Issue

The Board of Directors has, pursuant to a resolution adopted at its meeting held on November 30, 2015 on authorized the Issue, subject to the approval of the shareholders of our Company under Section 62(1) (c) of the Companies Act, 2013, and such other authorities as may be necessary.

The shareholders of our Company have, pursuant to a resolution under Section 62(1) (c) of the Companies Act, 2013 at an Extra Ordinary General Meeting held on December 24, 2015 authorized the further issue of Equity Shares.

Our Company has obtained in-principle approval from the SME Platform of BSE for using its name in the Prospectus pursuant to letter dated May 3, 2016. BSE is the Designated Stock Exchange.

Prohibition by the SEBI

Our Company, our Promoters, our Promoter Group, our Directors, Group Companies have not been prohibited from accessing the capital market for any reason or restrained from buying, selling or dealing in securities, under any order or directions by the SEBI or any other regulatory or government authorities.

None of our Directors are associated with the securities market and there are no violations of securities laws committed by any of them in the past or pending against them, nor have any companies with which our director was associated have been debarred or prohibited from accessing the capital markets under any order or direction passed by the SEBI or any other authority.

Prohibition by RBI or other Government Authorities

Neither our Company, our Promoter, our Directors, Group Entities, the relatives (as defined under the Companies Act, 2013) of Promoter or the person(s) in control of our Company have been identified as a wilful defaulter by the RBI or other governmental authority and there has been no violation of any securities law committed by any of them in the past and no such proceedings are pending against any of them except as details provided in the chapter "*Outstanding Litigations And Material Development*" beginning on page 207 of the Prospectus.

Eligibility for the Issue

Our Company is not ineligible in terms of Regulations 4(2) of SEBI ICDR Regulations for this 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:

1. In accordance with Regulation 106(P) of the SEBI (ICDR) Regulations, this issue is 100% underwritten and that the LM to the Issue Shall underwrites minimum 15% of the Total Issue Size. For further details pertaining to said underwriting please refer to section titled "*General Information – Underwriting*" beginning on page 41 of this Prospectus.
2. 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 (50), otherwise, the entire application money will be refunded forthwith. If such money is not repaid within eight (8) Working 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 (8) Working Days, be liable to repay such application money, with an interest at the rate as prescribed under the Companies Act 2013.

3. In accordance with Regulation 106(O) the SEBI (ICDR) Regulations, we have not filed any 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 this 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.
4. In accordance with Regulation 106(V) of the SEBI (ICDR) Regulations, we hereby confirm that we have entered into an agreement with the LM and a Market Maker to ensure compulsory Market Making for a minimum period of three (3) 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 section titled "**General Information – Details of the Market Making Arrangements for this Issue**" beginning on page 41 of this 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, the provisions of Regulations 6(1), 6(2), 6(3), 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 laid down under circular dated April 1, 2015 (<http://www.bsesme.com/static/getlisted/criteriaisting.aspx?expandable=0>), which states as follows:

1. Net Tangible Assets of at least ₹3 Crores as per the latest audited financial results (as restated).
2. Net worth (excluding revaluation reserves) of at least ₹ 3 crores as per the latest audited financial results (as restated).
3. Track record of distributable profits in terms of sec. 123 of Companies Act, 2013 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 ₹ 5 Crores.
4. Distributable Profit, Net Tangible Assets and Net worth of the Company as per the restated financial statements for the stub period of 9 months ended on December 30, 2015 and year ended as on March 31, 2015, 2014 and 2013 is as set forth below:-

(Amt in Rs.)

Particulars	As at			
	For 9 months period ended December 31, 2015	March 31, 2015	March 31, 2014	March 31, 2013
Distributable Profit*	9,150,429	6,120,793	8,309,621	8,423,763
Net Tangible Assets**	82,725,134	76,133,849	74,149,524	55,473,273
Net Worth***	79,268,453	70,118,024	63,477,231	45,683,310

* Distributable Profit has been calculated as per Sec 123 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 ₹ 3 crore.

*** Net worth includes shares capital and Reserves(Excluding Revaluation Reserve) 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 ₹ 3 Crores.

5. The Post Issue paid up capital of our Company shall be at least ₹ 3 Crore. As detailed in chapter "**Capital Structure**" of this Prospectus our Company will have a post issue capital of ₹ 7,91,46,600 (Rupees Seven Crores Ninety One Lakhs Forty Six thousand Six Hundred).
6. Our Company shall mandatorily facilitate trading in demat securities and will enter into an agreement with both the depositories. The Company has entered into agreement with the Central Depository Services Limited (CDSL) dated February 23, 2016 and dated February 23, 2016 with National Securities Depository Limited for establishing connectivity.
7. Our Company has a website i.e. www.midasglitter.com



8. Our Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR).
9. There is no winding up petition against our Company that has been admitted by the Court or a liquidator has not been appointed of competent Jurisdiction against the Company.
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.
11. No material regulatory or disciplinary action has been taken by any stock exchange or regulatory authority in the past three years against the Company.

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.

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 exemption 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 JUNE 22, 2016 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 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 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 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 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 PROSPECTUS WITH THE BOARD TILL THE DATE OF COMMENCEMENT OF LOCK-IN PERIOD AS STATED IN THE 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 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 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.
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 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 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/7/2015 DATED OCTOBER 30, 2015.
17. WE CERTIFY THAT PROFITS FROM RELATED PARTY TRANSACTIONS HAVE ARISEN FROM LEGITIMATE BUSINESS TRANSACTIONS.-

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.- NOTED FOR COMPLIANCE

4. WE CONFIRM THAT AGREEMENTS HAVE BEEN ENTERED INTO WITH THE DEPOSITORIES FOR DEMATERIALISATION OF THE SPECIFIED SECURITIES OF THE ISSUER.
5. WE CERTIFY THAT AS PER THE REQUIREMENTS OF FIRST PROVISIO 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 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.

Note:

The filing of this 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 Prospectus.

All legal requirements pertaining to the Issue will be complied with at the time of registration of the Prospectus with the Registrar of Companies, Ahmedabad 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.	Issue name	Issue size (Rs in Cr.)	Issue Price (Rs.)	Listing date	Opening Price on listing date	+/- % change in closing price, [+/- % change in closing benchmark]- 30 th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90 th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180 th calendar days from listing
1	Captain Pipes Ltd.	4.40	40.00	December 11, 2014	41.90	2.5% [-2.23%]	-5.00% [4.50%]	0% [-1.50%]
2.	O.P. Chains Ltd.	2.035	11.00	April 22, 2015	11.25	40.91% [-2.29%]	38.63% [-0.39%]	36.36% [-1.88%]
3.	Junction Fabrics and Apparels Ltd	1.60	16.00	July 10, 2015	17.50	14.06% [-0.54%]	3.125% [-7.39%]	3.125% [-7.52%]
4.	Loyal Equipments Ltd.	3.24	18.00	July 16, 2015	20.05	5.56% [-3.28%]	-9.72 [-5.42%]	8.06% [-12.73%]
5.	Emkay Taps and Cutting Tools Limited	15.55	330.00	August 13, 2015	334.00	-1.21% [-5.79%]	-1.51% [6.35%]	0% [-9.48%]
6.	Universal Autofoundry Limited	3.24	15.00	September 04, 2015	16.00	5% [7.28%]	73.33% [3.74%]	100% [-1.50%]
7.	Bella Casa Fashion & Retail Limited	3.43	14.00	October 15, 2015	14.30	72.85% [-5.18%]	86.43% [-8.62%]	64.29% [-8.17%]
8.	Vishal Bearing Limited	3.24	25.00	October 15, 2015	26.00	22.00% [-4.69%]	16.40% [-8.62%]	16% [8.17%]
9.	Cawasji Behramji Catering Services Limited	1.862	14.00	October 19, 2015	15.25	103.57% [-5.48%]	142.86% [-11.61%]	125% [-9.82%]
10.	Raghav Ramming Mass Limited	7.48	39.00	April 13, 2016	41.00	3.85% [0.64%]	NA	NA

Source: Price Information www.bseindia.com & www.nseindia.com, Issue Information from respective Prospectus.


Summary statement of Disclosure:

Financial Year	Total no. of IPOs	Total amount of funds raised (Rs. Cr.)	No. of IPOs trading at discount- 30 th calendar days from listing			No. of IPOs trading at Premium- 30 th calendar days from listing			No. of IPOs trading at discount- 180 th calendar days from listing			No. of IPOs trading at Premium- 180 th calendar days from listing		
			Over 50%	Betwe en 25- 50%	Less than 25%	Over 50%	Betwe en 25- 50%	Less than 25%	Over 50%	Betwe en 25- 50%	Less than 25%	Over 50%	Betwe en 25- 50%	Less than 25%
2013-14	3 ⁽¹⁾	10.66	-	-	1	1	1	-	-	-	-	2	-	1
2014-15	7 ⁽²⁾	38.25	-	-	-	2	-	5	-	-	-	3	-	4
2015-16	8 ⁽³⁾	34.20	-	-	1	2	2	3	-	-	-	3	1	4
2016-17	1 ⁽⁴⁾	7.48	-	-	-	-	-	1	-	-	-	-	-	-

(1) The scrips of Samruddhi Realty Limited, Captain Polyplast Limited and Tentiwal Wire Products Limited were listed on April 12, 2013, December 11, 2013 and December 31, 2013 respectively.

(2) The scrips of R&B Denims Limited, Bansal Roofing Products Limited, Atishay Infotech Limited, Dhabriya Polywood Limited, Vibrant Global Capital Limited, ADCC Infocad Limited and Captain Pipes Limited were listed on April 22, 2014, July 14, 2014, October 16, 2014, October 17, 2014, October 21, 2014, October 22, 2014, and December 11, 2014 respectively.

(3) The scrips of O.P. Chains Limited, Junction Fabrics and Apparels Limited, Loyal Equipments Limited, Emkay Taps & Cutting Tools Limited, Universal Autofoundry Limited, Bella Casa Fashion and Retail Limited, Vishal Bearings Limited and Cawasji Behramji Catering Services Limited were listed on April 22, 2015, July 10, 2015, July 16, 2015, August 13, 2015, September 4, 2015, October 15, 2015, October 15, 2015 and October 19, 2015 respectively. (4) The scrips of Raghav Ramming Mass Limited was listed on April 13, 2016, it has not completed 90 days from the listing date.

Note:

- BSE SENSEX and CNX NIFTY has been considered as the benchmark index.
- Prices on BSE/NSE are considered for all of the above calculations.
- In case 30th /90th /180th day is not a trading day, closing price on BSE/NSE of the next trading day has been considered.
- In case 30th /90th /180th day, scrips are not traded then last trading price has been considered.
- As per SEBI Circular No. CIR/CFD/DIL/7/2015 dated October 30, 2015, the above table should reflect max. 10 issues (initial public offerings managed by the lead manager. Hence, disclosures pertaining to recent 10 issues handled by lead manager are provided.

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

Caution - Disclaimer from our Company and the Lead Manager

Our Company, our Directors and the LM accept no responsibility for statements made otherwise than in this Prospectus or in the advertisement or any other material issued by or at our instance and anyone placing reliance on any other source of information, including our Company's website www.midasglitter.com would be doing so at his or her own risk.

The LM accepts no responsibility, save to the limited extent as provided in the MOU entered between the LM (Hem securities Limited) and our Company on January 25, 2016 and the Underwriting Agreement dated January 25, 2016 entered into between the Underwriters and our Company and the Market Making Agreement dated January 25, 2016 entered into among the Market Maker and our Company.



All information shall be made available by our Company 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 centres or elsewhere.

Neither our Company nor any member of the Syndicate is liable to the Applicants for any failure in down loading the Applications due to faults in any software/hardware system or otherwise

The Lead Manager and their respective associates and affiliates may engage in transactions with, and perform services for, our Company, our Promoter Group, Group Entities, or our affiliates or associates in the ordinary course of business and have engaged, or may in future engage, in commercial banking and investment banking transactions with our Company, our Promoter Group, Group Entities, and our affiliates or associates, for which they have received and may in future receive compensation.

Note:

Investors who 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 the Equity Shares in the Issue.

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 majors, HUFs, companies, corporate bodies and societies registered under applicable laws in India and authorized to invest in shares, Indian mutual funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, cooperative banks (subject to RBI permission), or trusts under applicable trust law and who are authorized under their constitution to hold and invest in shares, public financial institutions as specified in Section 2(72) of the Companies Act, 2013, VCFs, state industrial development corporations, insurance companies registered with the Insurance Regulatory and Development Authority, provident funds (subject to applicable law) with a minimum corpus of ₹ 2,500.00 Lakhs and pension funds with a minimum corpus of ₹ 2,500.00 Lakhs, and permitted non-residents including FIIs, Eligible NRIs, multilateral and bilateral development financial institutions, FVCIs and eligible foreign investors, 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 our Company. This Prospectus does not, however, constitute an offer to sell or an invitation to subscribe for Equity 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 this 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 jurisdiction of the competent court(s) in Vadodara, Gujarat, 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. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and this Prospectus may not be distributed in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company from the date hereof or that the information contained herein is correct as of any time subsequent to this date.

Disclaimer Clause of the SME Platform of BSE

BSE Ltd. ("BSE") has given vide its letter dated May 03, 2016, permission to our Company to use its name in this offer document as one of the stock exchanges on which our 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 Prospectus has been cleared or approved by the 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 Bids 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

A copy of this Prospectus shall not be filed with the SEBI, nor will SEBI issue any observation on the Prospectus in term of Regulation 106(M) (3) of the SEBI (ICDR) Regulations. However, a copy of the Prospectus shall be filed with SEBI at the SEBI Western Regional Office, SEBI Unit No.: 002 Ground Floor SAKAR I Near. Gandhigram Railway Station , Opposite Nehru Bridge, Ashram Road, Ahmedabad-380009, Gujarat for their record purpose only.

A copy of the Prospectus, along with the documents required to be filed under Section 32 of the Companies Act, 2013 would be delivered for registration to the Registrar of Companies situated at ROC Bhavan, Opp Rupal Park Society, Behind Ankur Bus Stop, Naranpura, Ahmedabad-380013

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 been 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 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 eight (8) 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 (8) days, be liable to repay such application money, with interest at the rate 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 six (6) 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 to action under section 447 of the Companies, Act 2013

Consents

Consents in writing of the (a) the Directors, the Promoters, the Company Secretary & Compliance Officer, Chief Financial Officer, Statutory Auditor, Peer Review Auditor, the Banker(s) to the Company; (b) Lead Manager, Registrar to the Issue, Banker(s) to the Issue, Legal Advisor to the Issue, Underwriter(s) 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, as required under Sections 32 of the Companies Act, 2013 and such consents will 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. C. J. PATEL & CO. Statutory Auditor, M/s. V. J. Amin & Co., Chartered Accountants, 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 dated May 31, 2016 relating to the possible tax benefits and on restated financial statements dated May 31, 2016 which may be available to the Company and its shareholders, 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 this Prospectus.

Experts Opinion

Except for the reports in the section “*Financial Information of our Company*” and “*Statement of Tax Benefits*” on page 153 and page 83 of this Prospectus from the Peer Review Auditors and Statutory Auditor respectively, our Company has not obtained any expert opinions. However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act 1933.

Expenses of the Issue

The total expenses of the Issue are estimated to be approximately ₹ 35.00 Lacs, which is 13.89% of the Issue size. The estimated Issue related expenses include Issue Management Fee, underwriting and management fees SCSB’s commission/ Selling commission, fees, 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:-

S. No.	Particulars	Amount (₹ in Lacs)	Percentage of Total Estimated Issue Expenditure (%)	Percentage of Issue Size (%)
1.	Payment to Merchant Banker including underwriting and selling commissions, brokerages, payment to other intermediaries such as Legal Advisors, Registrars, Bankers etc and other out of pocket expenses	28.50	81.43	11.31
2.	Printing, Stationery and postage expenses and Advertising & Marketing expenses	3.50	10.00	1.39
3.	Regulatory fees and Other expenses	3.00	8.57	1.19
4.	Total Estimated Issue Expenses	35.00	100.00	13.89

*Included Commission/ processing fees for SCSB’s, Brokerage and Selling commission of Registered Brokers, RTA and CDP’s Fees, Brokerage and Selling Commission payable to the LM

The total fees payable to the Lead Manager will be as per the (i) Memorandum of Understanding dated January 25, 2016 with the Lead Manager Hem Securities Limited, (ii) the Underwriting Agreement dated January 25, 2016 with Underwriter Hem Securities Limited and (iii) the Market Making Agreement dated January 25, 2016 with Market Maker Hem Securities Limited, a copy of which is



available for inspection at our Registered Office from 10.00 am to 5.00 pm on Working Days from the date of the Prospectus until the Issue Closing Date.

Fees Payable to the Registrar to the Issue

The fees payable to the Registrar to the Issue for processing of applications, data entry, printing of refund orders, preparation of refund data on magnetic tape and printing of bulk mailing register will be as per the agreement between our Company and the Registrar to the Issue dated November 05, 2015, a copy of which is available for inspection at our Company's 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 it to make refunds in any of the modes described in this Prospectus or send allotment advice by registered post/speed post/under certificate of posting.

Particulars regarding Public or Rights Issues during the last five (5) years

Our Company has not made any previous public or rights issue in India or Abroad in the five (5) years preceding the date of this Prospectus.

Previous issues of Equity Shares otherwise than for cash

Except as stated in the chapter titled "*Capital Structure*" beginning on page 48 of this prospectus, we have not made any previous issues of shares for consideration otherwise than for cash.

Underwriting Commission, brokerage and selling commission on Previous Issues

Since this is the initial public offering of our Company's Equity Shares, no sum has been paid or has been payable as commission or brokerage for subscribing for or procuring or agreeing to procure subscription for any of the Equity Shares since our incorporation.

Particulars in regard to our Company and other listed companies under the same management within the meaning of Section 370 (1B) of the Companies Act, 1956 which made any capital issue during the last three years:

No company under the same management within the meaning of Section 370(1B) of the Companies Act 1956 / Section 186 of Companies Act, 2013 has made any public issue or rights issue during the last three (3) years.

Performance vis-a-vis objects - Last Three Issues

There has not been any previous public issue of our Equity Shares.

Performance vis-a-vis objects - Last Issue of Group/Associate Companies

All of our Group Companies/Associate Companies are unlisted and have not made a public issue of Shares. None of the Group Companies or associates of our Company are listed on any stock exchange

Promise Versus Performance of Our Company

Our Company is an "Unlisted Issuer" in terms of SEBI (ICDR) Regulations, and this issue is an "Initial Public Offering" in terms of the SEBI (ICDR) Regulations. Therefore, data regarding promise Versus performance is not applicable to us.

Outstanding Debentures or Bond Issues or Redeemable Preference Shares

Our Company does not have any outstanding debentures or bonds or Preference Redeemable Shares as on the date of filing this Prospectus.

Outstanding Convertible Instruments



Our Company does not have any outstanding convertible instruments as on the date of filing this Prospectus.

Option to Subscribe

Equity Shares being offered through the Prospectus can be applied for in dematerialized form only.

Stock Market Data of the Equity Shares

Our Company is an “Unlisted Issuer” in terms of the SEBI (ICDR) Regulations and this being an initial public offering of the Equity Shares of our Company in terms of the SEBI (ICDR) Regulations. Thus there is no stock market data available for the Equity Shares of our Company.

Mechanism for Redressal of Investor Grievances

The Agreement amongst the Registrar to the Issue, our Company provides for retention of records with the Registrar to the Issue for a period of at least three (3) 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, application number, number of Equity Shares applied for, amount paid on application, Depository Participant, and the bank branch or collection centre where the application was submitted.

All grievances relating to the ASBA process may be addressed to the SCSBs, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount paid on application and the relevant Designated Branch or the collection centre of the SCSBs where the Application Form was submitted by the ASBA Applicants.

The Applicant should give full details such as name of the sole/ first Applicant, Application Form number, Applicant DP ID, Client ID, PAN, date of the Application Form, address of the Applicant, number of the Equity Shares applied for and the name and address of the Designated Intermediary where the Application Form was submitted by the Applicant. Further, the investor shall also enclose the Acknowledgement Slip from the Designated Intermediaries in addition to the documents or information mentioned hereinabove.

Disposal of Investor Grievances by our Company

Our Company estimates that the average time required by our Company or the Registrar to the Issue for the redressal of routine investor grievances shall be fifteen (15) Working Days from the date of receipt of the complaint. In case of complaints that are not routine or where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Our Company has constituted Shareholder’s and Investors Grievance Committee in the meeting of our Board of Directors held on December 31st, 2015. For further details on the Shareholder’s and Investor’s Grievance Committee, please refer to section titled “**Our Management**” beginning on page 130 of this Prospectus.

Our Company has appointed Lakshita Sabnani, Company Secretary, as the Compliance Officer to redress complaints, if any, of the investors participating in the Issue. Contact details for our Company Secretary and Compliance Officer are as follows:

Ms. Lakshita Sabnani,

Advance Syntex Limited

233/2 & 238/2 GIDC, POR Ramangamdi, Dist Vadodara-391243, Gujarat, India.

Tel No: +91- 265- 2831850

Fax No.: +91-265-2831848

E-mail: cs@midasglitter.com

Website: www.midasglitter.com

Investors can contact the Compliance Officer or the Registrar in case of any pre-Issue or post-Issue related problems such as non-receipt of letters of allocation, credit of allotted Equity Shares in the respective beneficiary account or refund orders, etc.



Pursuant to the press release no. PR. No. 85/2011 dated June 8, 2011, SEBI has launched a centralized web based complaints redressal 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 Prospectus and hence there are no pending investor complaints as on the date of this 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

Except as mentioned below, there have been no changes in our Company’s auditors in the last three (3) years.

- Resignation of M/s K.J. Shah & Co. dated January 31, 2016 from Statutory Auditor of our Company.
- Appointment of M/s C.J Patel & Co. dated February 15, 2016 as Statutory Auditor of our Company.
- Appointment of M/s. V. J. Amin & Co. as peer review auditor in addition to the existing auditors.

Capitalization of Reserves or Profits

Save and Except as disclosed under section titled "*Capital Structure*" beginning on page 48 of this Prospectus, our Company has not capitalized its reserves or profits at any time during the last five (5) years.

Revaluation of Assets

Our Company has not revalued its assets in five (5) years preceding the date of this Date of 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 83 of this Prospectus.

Purchase of Property

Other than as disclosed in Section "*Our Business*" on page 99 of the 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 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 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

Except as stated in this prospectus, 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 “*Our Management*” beginning on page 130 and “*Related Party Transactions*” beginning on page 182 of the Prospectus, none of the beneficiaries of loans and advances and sundry debtors are related to the Directors of our Company.

SECTION VII – ISSUE RELATED INFORMATION

TERMS OF THE ISSUE

The Equity Shares being offered are subject to the provisions of the Companies Act, 2013, SCRR, 1957, SEBI (ICDR) Regulations, 2009 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, the FIPB, the 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 Rs. 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 November 30, 2015 and was approved by the Shareholders of the Company by passing Special Resolution at the Extra Ordinary General Meeting held on December 24, 2015 in accordance with the provisions of Section 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 Articles of Association of the Company**" on page 281 of this 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per the recommendation by our Board of Directors and approved by our 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 in relation to dividends, please refer to section titled "**Dividend Policy**" and "**Main Provisions of the Articles of Association**" on pages 152 and 281 respectively of this Prospectus.

Face Value and Issue Price

The Equity Shares having a Face Value of ₹ 10.00 each are being offered in terms of this Prospectus at the price of ₹ 12/- per Equity Share (including a premium of ₹ 2.00 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 80 of this 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 SEBI ICDR Regulations

Our Company shall comply with all requirements of the SEBI ICDR Regulations. Our Company shall comply with all disclosure 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 receive Annual Reports & notices to members;
- 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; subject to any statutory or preferential claims being satisfied;
- Right of free transferability subject to applicable law, including any RBI rules and regulations
- 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, Memorandum and Articles of Association of our Company and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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 281 of this Prospectus.

Minimum Application Value, Market Lot and Trading Lot

As per the provisions of the Depositories Act, 1996 and Section 29 of the Companies Act, 2013 the Equity Shares to be allotted must be in Dematerialized 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 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 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 is 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 the Issue shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Issue and the entire application monies may be unblocked forthwith.

Joint Holders

Where 2 (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 applicant, or the 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 90 (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	THURSDAY, JUNE 30, 2016
ISSUE CLOSSES ON	MONDAY, JULY 04, 2016

Minimum Subscription

This Issue is not restricted to any minimum subscription level. This Issue is 100% underwritten and the details of the same have been disclosed.

As per section 39 of the new Companies Act, if the “**stated minimum amount**” has not been subscribed and the sum payable on Bid is not received within a period of 30 days from the date of the Prospectus, the application money has to be returned within such period as may be prescribed.

If our Company does not receive the subscription of 100% of the Issue through this Offer Document including devolvement of Underwriters within 60 (sixty) days from the date of closure of the issue, our Company shall forthwith unblocked the entire subscription amount received. If there is a delay beyond 8 (eight) days after our Company becomes liable to pay the amount, our Company shall pay interest prescribed under section 73 of the Companies Act, 2013 and applicable law.

The minimum number of allottees in this Issue shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Issue and the entire application monies may be unblocked forthwith.

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 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 Platform of BSE.



Restrictions 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 Promoters' minimum contribution in the Issue as detailed in the section titled "**Capital Structure**" beginning on page 48 of this 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 transfer and transmission of shares/ debentures and on their consolidation / splitting except as provided in the Articles of Association. For further details please refer sub-heading "**Main Provisions of the Articles of Association of the Company**" on page 281 of this Prospectus.

New Financial Instruments

There are no new financial instruments such as deep discounted bonds, debenture, warrants, secured premium notes, etc. issued by our Company.

Application by Eligible NRIs, FPIs registered with SEBI or VCFs, AIFs registered with SEBI and QFIs

It is to be understood that there is no reservation for Eligible NRIs, FPIs or QFIs or VCFs or AIFs registered with SEBI. Such Eligible NRIs, QFIs, FPIs or VCFs or AIFs registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation subject to SEBI and RBI regulations.

As per the extent 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, FIIs 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. Overseas Corporate Bodies (OCBs) have been derecognized as a class of investor in India with effect from September 16, 2003. However erstwhile OCBs which are incorporated outside India and are not under adverse notice of the RBI can make fresh investments under the FDI Scheme as incorporated non-resident entities, with the prior approval of the Government of India, if the investment is through the Government Route; and with the prior approval of the Reserve Bank, if the investment is through the Automatic Route.

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 Equity Shares in Dematerialized 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.

Migration to Main Board

In accordance with the BSE Circular dated November 26, 2012, our Company will have to be mandatorily listed and traded on the SME Platform of the BSE for a minimum period of two years from the date of listing and only after that it can migrate to the Main Board of the BSE as per the guidelines specified by SEBI and as per the procedures laid down under Chapter XB of the SEBI (ICDR) Regulations. 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

OR

- If the Paid up Capital of the company is more than Rs. 10 crores but below Rs. 25 crores, we may still apply for migration to the Main Board if the same 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.

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 Platform for a minimum period of 3 (three) years from the date of listing of Shares offered through this prospectus 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**" beginning on page 41 of this Prospectus.

In accordance with the SEBI Circular No. CIR/MRD/DSA/31/2012 dated November 27, 2012, it has been 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 (2) Two way quotes till it reaches the upper limit threshold; thereafter it has the option to give only sell quotes. Two (2) 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 Vadodara, Gujarat, 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 U.S. Securities Act and applicable U.S. state securities laws. Accordingly, the Equity Shares are only being offered or sold only outside the United States in offshore transactions in reliance on Regulation S under the U.S. 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.

The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated herein above. Our Company and the Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of the 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.

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 234 and 242 of this Prospectus.

Following is the issue structure:

Public Issue of 21,00,000 Equity Shares of Face Value of Rs. 10/- each fully paid (The "Equity Shares") for cash at a price of Rs. 12/- per Equity Shares (including a premium of Rs. 2/- per equity share) aggregating to Rs. 252.00 Lakhs ("*the issue*") by our Company.

The Issue comprises a Net Issue to public of 19,80,000 Equity Shares ("*the net issue*"), a reservation of 1,20,000 Equity Shares for subscription by the designated Market Maker ("*the market maker reservation portion*")

Particulars of the Issue	Net Issue to Public*	Market Maker Reservation Portion
Number of Equity Shares available for allocation	19,80,000 Equity Shares of Face Value ₹ 10/-	1,20,000 Equity Shares of Face Value ₹ 10/-
Percentage of Issue Size available for allocation	94.29 % of the Issue Size (Minimum 50% to Retail Individual Investors and the balance to other investors).	5.71 % 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 " Issue Procedure - Basis of Allotment " on page 271 of this Prospectus.	Firm Allotment
Mode of Application	All the applicants shall make the application (Online or Physical) through ASBA Process Only	Through ASBA Process Only
Minimum Application Size	<u>For Other than Retails Individual Investors:</u> Such number of Equity Shares in multiples of 10,000 Equity Shares at an Issue price of ₹ 12 each, such that the Application Value exceeds ₹ 2,00,000/- <u>For Retail Individuals Investors:</u> 10,000 Equity Shares at an Issue price of ₹ 12 Each	1,20,000 Equity Shares of Face Value ₹ 10/-
Maximum Application Size	<u>For Other than Retails Individual Investors:</u> The maximum application size is the Net Issue to public subject to limits the investor has to adhere under the relevant laws and regulations applicable. <u>For Retail Individuals Investors:</u> Such number of Equity Shares in multiples of 10,000 Equity Shares such that the Application Value does not exceed ₹ 2,00,000/-.	1,20,000 Equity Shares of Face Value ₹ 10/-



Particulars of the Issue	Net Issue to Public*	Market Maker Reservation Portion
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 239 of this 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 Investors other than retail Individual Investors; and
- 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.

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 following:

- (i) 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; and
- (ii) The final RoC approval of this Prospectus after it is filed with the RoC.
- (iii) 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 Lead Manager, 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.

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 this Prospectus, which our Company will apply for only after Allotment; and (ii) the final RoC approval of the Prospectus.

ISSUE PROGRAMME

ISSUE OPENING DATE	THURSDAY, JUNE 30, 2016
ISSUE CLOSING DATE	MONDAY, JULY 04, 2016



Applications and any revisions to the same will be accepted only between 10.00 a.m. to 5.00 p.m. (Indian Standard Time) during the Issue Period at the Application Centres mentioned in the Application Form, .On the Issue Closing Date when applications will be accepted only between 10.00 a.m. to 4.00 p.m. (Indian Standard Time).

Due to limitation of time available for uploading the application on the Issue Closing Date, Applicants are advised to submit their applications one day prior to the Issue Closing Date and, in any case, not later than 1.00 p.m. IST on the Issue Closing Date. Any time mentioned in this Prospectus is IST. Applicants are cautioned that, in the event a large number of applications are received on the Issue Closing Date, as is typically experienced in public offerings, some applications may not get uploaded due to lack of sufficient time. Such applications that cannot be uploaded will not be considered for allocation under this Issue.

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”) **included below under section “-PART B – 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 2013 (to the extent notified), the Companies Act, 1956 (to the extent not repealed by the Companies Act, 2013), the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the SEBI ICDR Regulations as amended. The General Information Document has been updated to include reference to the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, SEBI Listing Regulations 2015 and 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.

Pursuant to the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements)(Fifth Amendment)Regulations, 2015, there have been certain changes in the issue procedure for initial public offerings including making ASBA Process mandatory for all investors, allowing registrar, share transfer agents, collecting depository participants and stock brokers to accept application forms. Further, SEBI, by its circular No. (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015, reduced the time taken for listing after the closure of an issue to six working days. These changes are applicable for all public issues which open on or after January 1, 2016.

Please note that the information stated/ covered in this section may not be complete and/or accurate and as such would be subject to modification/change. 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 this 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 this Prospectus.

PART A

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 Designated Intermediaries. In case of QIB Applicants, our 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. Applicants will not have the option of being Allotted Equity Shares in physical form. Further the Equity shares on allotment shall be traded only in the dematerialized segment of the Stock Exchange, as mandated by SEBI.

Application Form

Pursuant to SEBI Circular dated November 10, 2015 and bearing Reference No. CIR/CFD/POLICYCELL/11/2015 which shall be applicable for all public issues opening on or after January 01, 2016, all the investors can apply through ASBA Mode. The prescribed colour of the Application Form for various categories applying in this issue are as follows:

Category	Colour
Indian Public / eligible NRI's applying on a non-repatriation basis (ASBA)	White
Non-Residents including eligible NRI's, FPI's, FIIs, FVCIs, etc. applying on a repatriation basis (ASBA)	Blue



Applicants shall only use the specified Application Form for the purpose of making an Application in terms of this Prospectus. The Application Form shall contain information about the Applicant and the price and the number of Equity Shares that the Applicants wish to apply for. Application Forms downloaded and printed from the websites of the Stock Exchange shall bear a system generated unique application number.

Pursuant to SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 Dated November 10, 2015, an Investor, intending to subscribe to this Issue, shall submit a completed application form to any of the following Intermediaries (Collectively called “**Designated Intermediaries**”):

Sr. No.	Designated Intermediaries
1.	An SCSB, with whom the bank account to be blocked, is maintained
2.	A syndicate member (or sub-syndicate member)
3.	A stock broker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) (‘broker’)
4.	A depository participant (‘DP’) (whose name is mentioned on the website of the stock exchange as eligible for this activity)
5.	A registrar to an issue and share transfer agent (‘RTA’) (whose name is mentioned on the website of the stock exchange as eligible for this activity)

The aforesaid intermediary shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as proof of having accepted the application form, in physical or electronic mode, respectively.

The upload of the details in the electronic bidding system of stock exchange will be done by:

For Applications submitted by investors to SCSB:	After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange and may begin blocking funds available in the bank account specified in the form, to the extent of the application money specified.
For applications submitted by investors to intermediaries other than SCSBs:	After accepting the application form, respective Intermediary shall capture and upload the relevant details in the electronic bidding system of the stock exchange. Post uploading, they shall forward a schedule as per prescribed format along with the application forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Issue.

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.

Availability of Prospectus and Application Forms

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, 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?

In addition to the category of Applicants as set forth under “Part B -General Information Document for Investing in Public Issues-Category of Investors Eligible to participate in an Issue” on page 257 of this Prospectus, the following persons are also eligible to invest in the Equity Shares under all applicable laws, regulations and guidelines, including:

- FPIs and sub-accounts registered with SEBI other than Category III foreign portfolio investor;
- Category III foreign portfolio investors, which are foreign corporates or foreign individuals only under the Non Institutional Investors category;
- Scientific and / or industrial research organizations authorized in India to invest in the Equity Shares.
- Any other persons eligible to apply in this Issue under the laws, rules, regulations, guidelines and policies applicable to them.

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 ₹ 2,00,000. In case of revision of Applications, the Retail Individual Applicants have to ensure that the Application Price does not exceed ₹ 2,00,000.

2. For Other than Retail Individual Applicants (Non-Institutional Applicants and QIBs):

The Application must be for a minimum of such number of Equity Shares that the Application Amount exceeds ₹2,00,000 and in multiples of 10,000 Equity Shares thereafter. An Application cannot be submitted for more than the Net 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 ₹ 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 this Prospectus.

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 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.

Participation by Associates /Affiliates of LM and the Syndicate Members

The LM and Syndicate Members, if any shall not be entitled to subscribe to this Issue in any manner except towards fulfilling their underwriting and market making obligations. However, associates/affiliates of the LM and Syndicate Members, if any may subscribe for Equity Shares in the Issue, either in the QIB Category or in the Non- Institutional Category as may be applicable to the Applicants, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients.

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. Investors will not have the option of getting allotment of specified securities in physical form. However, they may get the specified securities re-materialised subsequent to allotment.
- 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 Equity Shares that can be held by him/her/it under the relevant regulations/statutory guidelines and applicable law.

Application by Indian Public including eligible NRIs applying on Non-Repatriation Basis

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 HUFs, 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 Equity Shares exceeding the number of Equity Shares offered to the public. Eligible NRIs applying on a non-repatriation basis should authorize their SCSB to block their NRE/FCNR accounts as well as NRO accounts.

Applications by eligible NRIs/ FPI's on Repatriation Basis

Application Forms have been made available for eligible NRIs at our registered office and at the office of the Lead Manager to the Issue. Eligible NRIs applicants may please note that only such applications as are accompanied by payment in free foreign exchange shall be considered for Allotment under reserved category. The Eligible NRIs who intend to get the amount blocked in the Non Resident Ordinary (NRO) accounts shall use the form meant for Resident Indians and shall not use the forms meant for reserved category.

Under FEMA, general permission is granted to companies vide notification no. FEMA/20/2000 RB dated 03/05/2000 to issue securities to NRIs subject to the terms and conditions stipulated therein. 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 of allotment to NRIs 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 the permission of the RBI and subject to the Indian Tax Laws and regulations and any other applicable laws.

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 SEBI (Foreign Portfolio Investors) Regulations, 2014, 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:
 - ❖ Any transactions in derivatives on a recognized stock exchange;
 - ❖ Short selling transactions in accordance with the framework specified by the Board;
 - ❖ 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;
 - ❖ 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 or subscribing to the 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;
- 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 regulation, can be held in non-dematerialized form, if such shares cannot be dematerialized.
4. 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.
5. 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.
6. 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.
7. 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.
8. 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 SEBI (Foreign Portfolio Investors) Regulation, 2014 shall be deemed to have been issued under the corresponding provision of SEBI (Foreign Portfolio Investors) Regulation, 2014.

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.

An FII or its subaccount which holds a valid certificate of registration shall, subject to the payment of conversion fees, be eligible to continue to buy, sell or otherwise deal in securities till the expiry of its registration as a foreign institutional investor or sub-account, or until he obtains a certificate of registration as foreign portfolio investor, whichever is earlier.

Qualified foreign investor may continue to buy, sell or otherwise deal in securities subject to the provision of SEBI (Foreign Portfolio Investors) Regulation, 2014, for a period of one year from the date of commencement of aforesaid regulations, or until it obtains a certificate of registration as foreign portfolio investor, whichever is earlier.

Application by Mutual Funds

As per the Current regulations, the following restrictions are applicable for investments by Mutual Fund:

No mutual fund scheme shall invest more than 10% of its net asset value in the Equity Shares or equity related instruments of any single 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.

With respect to Applications by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Application Form. Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

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.

The Application made by Asset Management Companies or custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Applications are made.

Applications by Limited Liability Partnerships

In case of Applications made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the LLP Act, 2008 must be attached to the Application Form. Failing this, our Company reserves the right to reject any Application without assigning any reason thereof.

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. 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, 2010, as amended (the "IRDA Investment Regulations"), are broadly set forth below:

- (a) Equity shares of a company: The lesser of 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 10% of the respective fund in case of a life insurer or 10% of investment assets in case of general insurer or reinsurer (25% in case of Unit Linked Insurance Plans); and
- (c) The industry sector in which the investee company operates: 10% of the insurer's total investment exposure to the industry sector (25% in case of Unit Linked Insurance Plans).

Applications under Power of Attorney

In case of applications made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, FIIs, FPI's, Mutual Funds, insurance companies and provident funds with minimum corpus of Rs. 2,500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of Rs. 2,500 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, our Company reserves the right to accept or reject any application in whole or in part, in either case, without assigning any reason therefore.

With respect to the applications by VCFs, FVCIs and FPIs, a certified copy of the power of attorney or the relevant resolution or authority, as the case may belong with a certified copy of their SEBI registration certificate must be lodged along with the Application

Form. Failing this, our Company reserves the right to accept or reject any application in whole or in part, in either case, without assigning any reason therefore.

In the case of Applications made pursuant to a power of attorney by Mutual Funds, a certified copy of the power of attorney or the relevant resolutions or authority, as the case may be, along with the certified copy of their SEBI registration certificate must be submitted 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 therefore.

In the case of Applications made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by the IRDA 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 therefore.

In the case of Applications made by to the power of attorney by FIIs, a certified copy of the power of attorney the relevant resolution or authority, as the case may be along with the certified copy of SEBI registration certificate 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 thereof.

In the case of Applications made by provident funds, subject to applicable law, with minimum corpus of Rs. 2500 Lacs and pension funds with minimum corpus of Rs. 2500 Lacs, 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 any Application in whole or in part, in either case, without assigning any reason thereof.

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, our 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 this 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 this Prospectus.

Information for the Applicants:

1. Our Company and the Lead Managers shall declare the Issue Opening Date and Issue Closing Date in the Prospectus to be registered with the RoC and also publish the same in two national newspapers (one each in English and Hindi) and in a regional newspaper with wide circulation. This advertisement shall be in prescribed format.
2. Our Company will file the Prospectus with the RoC at least 3 (three) days before the Issue Opening Date.
3. Copies of the Application Form along with Abridge Prospectus and copies of the Prospectus will be available with the, the Lead Managers, the Registrar to the Issue, and at the Registered Office of our Company. Electronic Application Forms will also be available on the websites of the Stock Exchange,
4. Any applicant who would like to obtain the Prospectus and/ or the Application Form can obtain the same from our Registered Office.
5. Applicants who are interested in subscribing for the Equity Shares should approach Designated Intermediaries to register their applications.
6. Application Forms submitted directly to the SCSBs should bear the stamp of the SCSBs and/or the Designated Branch, or the respective Designated Intermediaries. Application Form submitted by Applicants whose beneficiary account is inactive shall be rejected.

7. The Application Form can be submitted either in physical or electronic mode, to the SCSBs with whom the ASBA Account is maintained, or other Designated Intermediaries (Other than SCSBs). SCSBs may provide the electronic mode of collecting either through an internet enabled collecting and banking facility or such other secured, electronically enabled mechanism for applying and blocking funds in the ASBA Account.
8. Applicants applying directly through the SCSBs should ensure that the Application Form is submitted to a Designated Branch of SCSB, where the ASBA Account is maintained. Applications submitted directly to the SCSBs or other Designated Intermediaries (Other than SCSBs), the relevant SCSB, shall block an amount in the ASBA Account equal to the Application Amount specified in the Application Form, before entering the ASBA application into the electronic system.
9. Except for applications by or on behalf of the Central or State Government and the Officials appointed by the courts and by investors residing in the State of Sikkim, the Applicants, or in the case of application in joint names, the first Applicant (the first name under which the beneficiary account is held), should mention his/her PAN allotted under the Income Tax Act. In accordance with the SEBI Regulations, the PAN would be the sole identification number for participating transacting in the securities market, irrespective of the amount of transaction. Any Application Form without PAN is liable to be rejected. The demat accounts of Applicants for whom PAN details have not been verified, excluding persons resident in the State of Sikkim or persons who may be exempted from specifying their PAN for transacting in the securities market, shall be “suspended for credit” and no credit of Equity Shares pursuant to the Issue will be made into the accounts of such Applicants.
10. The Applicants may note that in case the PAN, the DP ID and Client ID mentioned in the Application Form and entered into the electronic collecting system of the Stock Exchange Designated Intermediaries do not match with PAN, the DP ID and Client ID available in the Depository database, the Application Form is liable to be rejected.

Method and Process of Applications

1. The Designated Intermediaries shall accept applications from the Applicants during the Issue Period.
2. The Issue Period shall be for a minimum of three Working Days and shall not exceed 10 (ten) Working Days. The Issue Period may be extended, if required, by an additional three Working Days, subject to the total Issue Period not exceeding 10 (ten) Working Days.
3. During the Issue Period, Applicants who are interested in subscribing to the Equity Shares should approach the Designated Intermediaries to register their applications.
4. The Applicant cannot apply on another Application Form after applications on one Application Form have been submitted to the Designated Intermediaries. Submission of a second Application form to either the same or to another Designated Intermediaries will be treated as multiple applications and is liable to be rejected either before entering the application into the electronic collecting system or at any point prior to the allocation or Allotment of Equity Shares in this Issue.
5. Designated Intermediaries accepting the application forms shall be responsible for uploading the application along with other relevant details in application forms on the electronic bidding system of stock exchange and submitting the form to SCSBs for blocking of funds (except in case of SCSBs, where blocking of funds will be done by respective SCSBs only). All applications shall be stamped and thereby acknowledged by the Designated Intermediaries at the time of receipt.
6. Upon receipt of the Application Form, submitted whether in physical or electronic mode, the Designated Intermediaries shall verify if sufficient funds equal to the Application Amount are available in the ASBA Account, as mentioned in the Application Form, prior to uploading such applications with the Stock Exchange.
7. If sufficient funds are not available in the ASBA Account, the Designated Intermediaries shall reject such applications and shall not upload such applications with the Stock Exchange.
8. If sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Application Amount mentioned in the Application Form and will enter each application option into the electronic collecting system as a separate application and generate a TRS for each price and demand option. The TRS shall be furnished to the Applicant on request.

9. The Application Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment and consequent transfer of the Application Amount against the Allotted Equity Shares to the Public Issue Account, or until withdrawal/ failure of the Issue or until withdrawal/ rejection of the Application Form, as the case may be. 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 ASBA Accounts and for transferring the amount allocable to the successful Applicants to the Public Issue Account. In case of withdrawal/ failure of the Issue, the blocked amount shall be unblocked on receipt of such information from the Registrar to the Issue.

Terms of payment

The entire Issue price of 12.00 per share is payable on application. In case of allotment of lesser number of Equity Shares than the number applied, the Registrar shall instruct the SCSBs to unblock the excess amount paid on Application to the Applicants.

SCSBs will transfer the amount as per the instruction of the Registrar to the Public Issue Account, the balance amount after transfer will be unblocked by the SCSBs.

The applicants should note that the arrangement with Bankers to the Issue or the Registrar is not prescribed by SEBI and has been established as an arrangement between our Company, Banker to the Issue and the Registrar to the Issue to facilitate collections from the Applicants.

Payment mechanism

The applicants shall specify the bank account number in their Application Form and the SCSBs shall block an amount equivalent to the Application Amount in the bank account specified in the Application Form. The SCSB shall keep the Application Amount in the relevant bank account blocked until withdrawal/ rejection of the Application or receipt of instructions from the Registrar to unblock the Application Amount. However Non Retail Applicants shall neither withdraw nor lower the size of their applications at any stage. 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 SCSBs 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 finalization 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 rejection of the Application by the ASBA Applicant, as the case may be.

Please note that pursuant to SEBI circular CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 investors in the public issue can only invest through ASBA Mode.

Electronic Registration of Applications

1. The Designated Intermediaries will register the applications using the on-line facilities of the Stock Exchange.
2. The Designated Intermediaries will undertake modification of selected fields in the application details already uploaded before 1.00 p.m. of next Working Day from the Issue Closing Date.
3. The Designated Intermediaries shall be responsible for any acts, mistakes or errors or omissions and commissions in relation to,
 - (i) the applications accepted by them,
 - (ii) the applications uploaded by them
 - (iii) the applications accepted but not uploaded by them or
 - (iv) with respect to applications by Applicants, applications accepted and uploaded by any Designated Intermediary other than SCSBs, the Application form along with relevant schedules shall be sent to the SCSBs or the Designated Branch of the relevant SCSBs for blocking of funds and they will be responsible for blocking the necessary amounts in the ASBA Accounts. In case of Application accepted and Uploaded by SCSBs, the SCSBs or the Designated Branch of the relevant SCSBs will be responsible for blocking the necessary amounts in the ASBA Accounts.
4. Neither the Lead Managers nor our Company nor the Registrar to the Issue, shall be responsible for any acts, mistakes or errors or omission and commissions in relation to,
 - (i) the applications accepted by any Designated Intermediaries
 - (ii) the applications uploaded by any Designated Intermediaries or

(iii) the applications accepted but not uploaded by any Designated Intermediaries

5. The Stock Exchange will offer an electronic facility for registering applications for the Issue. This facility will be available at the terminals of Designated Intermediaries and their authorized agents during the Issue Period. The Designated Branches or agents of Designated Intermediaries can also set up facilities for off-line electronic registration of applications subject to the condition that they will subsequently upload the off-line data file into the online facilities on a regular basis. On the Issue Closing Date, the Designated Intermediaries shall upload the applications till such time as may be permitted by the Stock Exchange. This information will be available with the Lead Manager on a regular basis.
6. With respect to applications by Applicants, at the time of registering such applications, the Syndicate Members, DPs and RTAs shall forward a Schedule as per format given below along with the Application Forms to Designated Branches of the SCSBs for blocking of funds:

S. No.	Details*
1.	Symbol
2.	Intermediary Code
3.	Location Code
4.	Application No.
5.	Category
6.	PAN
7.	DP ID
8.	Client ID
9.	Quantity
10.	Amount

**Stock Exchanges shall uniformly prescribe character length for each of the above-mentioned fields*

7. With respect to applications by Applicants, at the time of registering such applications, the Designated Intermediaries shall enter the following information pertaining to the Applicants into the on-line system:
 - Name of the Applicant;
 - IPO Name;
 - Application Form Number;
 - Investor Category;
 - PAN (of First Applicant, if more than one Applicant);
 - DP ID of the demat account of the Applicant;
 - Client Identification Number of the demat account of the Applicant;
 - Number of Equity Shares Applied for;
 - Bank Account details;
 - Locations of the Banker to the Issue or Designated Branch, as applicable, and bank code of the SCSB branch where the ASBA Account is maintained; and
 - Bank account number.
8. In case of submission of the Application by an Applicant through the Electronic Mode, the Applicant shall complete the above-mentioned details and mention the bank account number, except the Electronic ASBA Application Form number which shall be system generated.
9. The aforesaid Designated Intermediaries shall, at the time of receipt of application, give an acknowledgment to the investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form in physical as well as electronic mode. The registration of the Application by the Designated Intermediaries does not guarantee that the Equity Shares shall be allocated / allotted either by our Company.
10. Such acknowledgment will be non-negotiable and by itself will not create any obligation of any kind.
11. In case of Non Retail Applicants and Retail Individual Applicants, applications would not be rejected except on the technical



grounds as mentioned in the Prospectus. The Designated Intermediaries shall have no right to reject applications, except on technical grounds.

12. The permission given by the Stock Exchanges to use their network and software of the Online IPO system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the Lead Manager are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of our company; our Promoter, our management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Prospectus, nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.
13. The Designated Intermediaries will be given time till 1.00 p.m. on the next working day after the Issue Closing Date to verify the DP ID and Client ID uploaded in the online IPO system during the Issue Period, after which the Registrar to the Issue will receive this data from the Stock Exchange and will validate the electronic application details with Depository's records. In case no corresponding record is available with Depositories, which matches the three parameters, namely DP ID, Client ID and PAN, then such applications are liable to be rejected.
14. The SCSBs shall be given one day after the Issue Closing Date to send confirmation of Funds blocked (Final certificate) to the Registrar to the Issue.
15. The details uploaded in the online IPO system shall be considered as final and Allotment will be based on such details for applications.

Allocation of Equity shares

- 1) The Issue is being made through the Fixed Price Process wherein 1,20,000 Equity Shares shall be reserved for Market Maker. 19,80,000 Equity shares will be allocated on a proportionate basis to Retail Individual Applicants, subject to valid applications being received from Retail Individual Applicants at the Issue Price. The balance of the Net Issue will be available for allocation on proportionate basis to Non Retail Applicants.
- 2) Under- subscription if any, in any category, would be allowed to be met with spill-over from any other category or combination of categories at the discretion of our Company in consultation with the Lead Managers and the Stock Exchange.
- 3) Allocation to Non-Residents, including Eligible NRIs, Eligible QFIs, FIIs and FVCIs registered with SEBI, applying on repatriation basis will be subject to applicable law, rules, regulations, guidelines and approvals.
- 4) In terms of SEBI Regulations, Non Retail Applicants shall not be allowed to either withdraw or lower the size of their applications at any stage.
- 5) Allotment status details shall be available on the website of the Registrar to the Issue.

Signing of Underwriting Agreement and Filing of Prospectus with ROC

- a) Our company has entered into an Underwriting Agreement dated January 25, 2016
- b) A copy of Prospectus will be filled with the RoC in terms of Section 26 of Companies Act, 2013.

Pre-Issue Advertisement

Subject to Section 30 of the Companies Act 2013, our Company shall, after registering the Prospectus with the RoC, publish a pre-Issue advertisement, in the form prescribed by the SEBI Regulations, in (i) English National Newspaper; (ii) Hindi National News paper and (iii) Regional Newspaper each with wide circulation.

Issuance of Allotment Advice

- 1) Upon approval of the Basis of Allotment by the Designated Stock Exchange.



- 2) The Lead Managers or the Registrar to the Issue will dispatch an Allotment Advice to their Applicants who have been allocated Equity Shares in the Issue.

The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract for the Allotment to such Applicant.

General Instructions

Do's:

- Check if you are eligible to apply;
- Read all the instructions carefully and complete the applicable Application Form;
- Ensure that the details about the Depository Participant and the beneficiary account are correct as Allotment of Equity Shares will be in the dematerialized form only;
- Each of the Applicants should mention their Permanent Account Number (PAN) allotted under the Income Tax Act, 1961;
- Ensure that the Demographic Details 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.
- Ensure that you have funds equal to the Application Amount in the ASBA account maintained with the SCSB before submitting the Application Form under the ASBA process to the respective member of the Syndicate (in the Specified Locations), the SCSBs, the Registered Broker (at the Broker Centres), the RTA (at the Designated RTA Locations) or CDP (at the Designated CDP Locations); Instruct your respective Banks to release the funds blocked in the ASBA Account under the ASBA process;
- 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;
- Ensure that the Application Forms are delivered by the applicants within the time prescribed as per the Application Form and the Prospectus;
- Ensure that you have requested for and receive a TRS;
- Ensure that you request for and receive a stamped acknowledgement of the Application Form for all your application options;
- All Investors submit their applications through the ASBA process only;
- Ensure that you receive an acknowledgement from the concerned Designated Intermediary, for the submission of your Bid cum Application Form; and
- The Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Don'ts:

- Do not apply for lower than the minimum Application size;
- Do not apply for a price different from the price mentioned herein or in the Application Form;
- Do not apply on another Application Form after you have submitted an application to the SCSBs, Registered Brokers of Stock Exchange, RTA and DPs registered with SEBI;
- Do not pay the Application Price in cash, by money order or by postal order or by stock invest;
- Do not send Application Forms by post, instead submit the Designated Intermediary only;
- Do not submit the Application Forms to any non-SCSB bank or our Company
- Do not apply on an Application Form that does not have the stamp of the relevant Designated Intermediary;
- Do not submit the application without ensuring that funds equivalent to the entire application Amount are blocked in the relevant ASBA Account;
- 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 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 in a colour prescribed for another category of Applicant; and
- Do not make Applications 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. Application Forms should bear the stamp of the Designated Intermediaries. ASBA Application Forms, which do not bear the stamp of the Designated Intermediaries, will be rejected.

SEBI, vide Circular No.CIR/CFD/14/2012 dated October 04, 2012 has introduced an additional mechanism for investors to submit Application forms in public issues using the stock broker ('broker) network of Stock Exchanges, who may not be syndicate members in an issue with effect from January 01, 2013. The list of Broker Centre is available on the websites of BSE i.e. www.bseindia.com and NSE i.e. www.nseindia.com With a view to broad base the reach of Investors by substantial), enhancing the points for submission of applications, SEBI vide Circular No.CIR/CFD/POLICY CELL/11/2015 dated November 10, 2015 has permitted Registrar to the Issue and Share Transfer Agent and Depository Participants registered with SEBI to accept the Application forms in Public Issue with effect from January 01, 2016. The List of ETA and DPs centres for collecting the application shall be disclosed is available on the websites of BSE i.e. www.bseindia.com and NSEi.e. www.nseindia.com

Applicant's Depository Account and Bank Details

Please note that, providing bank account details, PAN Nos, Client ID and DP ID in the space provided in the application form is mandatory and applications that do not contain such details are liable to be rejected.

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 as entered into the Stock Exchange online system, 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 Demographic Details would be used for all correspondence with the Applicants including mailing of the Allotment Advice. 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.

Submission of Application Form

All Application Forms duly completed shall be submitted to the Designated Intermediaries. The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively.

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 Designated Intermediary where the Application was submitted 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, etc.

Disposal of Application and Application Moneys and Interest in Case of Delay

The Company shall ensure the dispatch of Allotment advice, 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.

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 6 (Six) working days from Issue Closing Date.

In accordance with the Companies Act, the requirements of the Stock Exchange and the SEBI Regulations, the Company further undertakes that:

1. Allotment and Listing of Equity Shares shall be made within 6 (Six) days of the Issue Closing Date;
2. The Company will provide adequate funds required for dispatch of Allotment Advice to the Registrar to the Issue.

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."

Undertakings by Our Company

We undertake as follows:

- 1) That the complaints received in respect of the Issue shall be attended to by us expeditiously and satisfactorily;
- 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 6 (six) Working days of Issue Closing Date.
- 3) That if the Company do not proceed with the Issue, the reason thereof shall be given as a public notice to be issued by our Company within two days of the Issue Closing Date. The public notice shall be issued in the same newspapers where the pre-Issue advertisements were published. The stock exchange on which the Equity Shares are proposed to be listed shall also be informed promptly;
- 4) That the our Promoters' contribution in full has already been brought in;
- 5) That no further issue of Equity Shares shall be made till the Equity Shares offered through the Prospectus are listed or until the Application monies are unblocked on account of non-listing, under subscription etc. and
- 6) That if the Company withdraws the Issue after the Issue Closing Date, our Company shall be required to file a fresh offer document with the RoC/ SEBI, in the event our Company subsequently decides to proceed with the Issuer;

Utilization of Issue Proceeds

The Board of Directors of our Company 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 referred above shall be disclosed and continue to be disclosed till the time any part of the issue proceeds remains unutilized, under an appropriate head in our balance sheet of our company 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 separate head in the balance sheet of our company indicating the form in which such unutilized monies have been invested and
- 4) Our Company shall comply with the requirements of SEBI Listing Regulations, 2015 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.
- 6) The Lead Manager undertakes that the complaints or comments received in respect of the Issue shall be attended by our Company expeditiously and satisfactorily.

Equity Shares in Dematerialized Form with NSDL or CDSL

To enable all shareholders of our 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:

- a) Agreement dated February 23, 2016 between NSDL, the Company and the Registrar to the Issue;
 - b) Agreement dated February 23, 2016 between CDSL, the Company and the Registrar to the Issue;
- The Company's equity Shares bear an ISIN No. INE184U01012

PART B

GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES

This General Information Document highlights the key rules, processes and procedures applicable to public issues in accordance with the provisions of the Companies Act, 2013 (to the extent notified and in effect), the Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon the notification of the Companies Act, 2013), the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009. Applicants should not construe the contents of this General Information Document as legal advice and should consult their own legal counsel and other advisors in relation to the legal matters concerning the Issue. For taking an investment decision, the Applicants should rely on their own examination of the Issuer and the Issue, and should carefully read the Draft Prospectus/Prospectus before investing in the Issue

Section 1: Purpose of the General Information Document (GID)

This document is applicable to the public issues undertaken inter-alia through the Fixed Price Issues. The purpose of the “General Information Document for Investing in Public Issues” is to provide general guidance to potential Applicants in IPOs, on the processes and procedures governing IPOs, undertaken in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“**SEBI ICDR Regulations, 2009**”).

Applicants should note that investment in equity and equity related securities involves risk and Applicant should not invest any funds in the Issue unless they can afford to take the risk of losing their investment. The specific terms relating to securities and/or for subscribing to securities in an Issue and the relevant information about the Issuer undertaking the Issue; are set out in the Prospectus filed by the Issuer with the Registrar of Companies (“**RoC**”). Applicants should carefully read the entire Prospectus and the Application Form and the Abridged Prospectus of the Issuer in which they are proposing to invest through the Issue. In case of any difference in interpretation or conflict and/or overlap between the disclosure included in this document and the Prospectus, the disclosures in the Prospectus shall prevail. The Prospectus of the Issuer is available on the websites of stock exchanges, on the website(s) of the **LM(s)** to the Issue and on the website of Securities and Exchange Board of India (“**SEBI**”) at www.sebi.gov.in.

For the definitions of capitalized terms and abbreviations used herein Applicants may refer to the section “Glossary and Abbreviations”.

Section 2: Brief Introduction to IPOs on SME Exchange

2.1 Initial public offer (IPO)

An IPO means an offer of specified securities by an unlisted Issuer to the public for subscription and may include an Offer for Sale of specified securities to the public by any existing holder of such securities in an unlisted Issuer.

For undertaking an IPO, an Issuer is inter-alia required to comply with the eligibility requirements of in terms of either Regulation 26(1) or Regulation 26(2) of the SEBI ICDR Regulations, 2009 if applicable. For details of compliance with the eligibility requirements by the Issuer Applicants may refer to the Prospectus.

The Issuer may also undertake IPO under Chapter XB of SEBI (ICDR) regulations, wherein as per,

- Regulation 106M(1) : An issuer whose post-issue face value capital does not exceed ten crore rupees shall issue its specified securities in accordance with provisions of this Chapter.
- Regulation 106M(2) : An issuer whose post-issue face value capital is more than ten crore rupees and upto twenty five crore rupees, may also issue its specified securities in accordance with provisions of this Chapter.

The present Issue being made under Regulation 106 M (1) of Chapter XB of SEBI (ICDR) Regulation.

2.2 Other Eligibility Requirements

In addition to the eligibility requirements specified in paragraphs 2.1 an Issuer proposing to undertake an IPO is required to comply with various other requirements as specified in the SEBI ICDR Regulations, 2009, the Companies Act, 1956 and the Companies Act, 2013 as may be applicable (“the Companies Act), the Securities Contracts (Regulation) Rules, 1957 (the “**SCRR**”), industry-specific regulations, if any, and other applicable laws for the time being in force.

Following are the eligibility requirements for making an SME IPO under Regulation 106M (1) of Chapter XB of SEBI (ICDR) Regulation:

- a) In accordance with Regulation 106(P) of SEBI (ICDR) Regulation, Issue has to be 100% underwritten and the LM has to underwrite at least 15% of the total issue size.
- b) In accordance with regulation 106(R) of SEBI (ICDR) Regulation, total number of proposed allottees in the Issue shall be greater than or equal to fifty, otherwise the entire application money will be blocked forthwith. If such money is not repaid within eight days from the date the company becomes liable to repay it, than the 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 Section 40 of the Companies Act, 2013.
- c) In accordance with Regulation 106(O) the SEBI (ICDR) Regulation, Company is not required to file any Offer Document with SEBI nor has SEBI issued any observations on the Offer Document. The Lead Manager shall submit the copy of 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) Regulation, the LM has to ensure compulsory market making for a minimum period of three years from the date of listing of Equity Shares offered in the Issue.
- e) The Issuer shall have Net Tangible Assets of atleastRs. 3 crore as per the latest audited financial result.
- f) The Net worth (excluding revaluation reserves) of the Issuer shall be at least Rs. 3crore as per the latest audited financial result.
- g) The issuer should have a track record of distributable profits in terms of Section 123 of Companies Act, 2013 for two out of immediately preceding three financial years or it should have net worth of atleastRs. 5 crores.
- h) The post –issue paid up capital of the issuer shall be at least Rs. 3crore.
- i) The issuer shall mandatorily facilitate trading in demat securities
- j) The issuer should not been referred to Board for Industrial and Financial Reconstruction.
- k) No petition for winding up is admitted by a court of competent jurisdiction against the Issuer.
- l) No material regulatory or disciplinary action should have been taken by any stock exchange or regulatory authority in the past three years against the Issuer.
- m) The company should have a website
- n) There has been no change in the promoter(s) of the company in the 1 year preceding the date of filing application to BSE for listing on SME segment.

Issuer shall also comply with all the other requirements as laid down for such an Issue under Chapter X-B of SEBI (ICDR) Regulations and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

As per Regulation 106 (M) (3) of SEBI (ICDR) Regulation, 2009 the provisions of regulations 6(1), 6(2), 6(3) , 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 this Issue.

Thus the Company is eligible for the Issue in accordance with Regulation 106M(1) and other provision of Chapter XB of SEBI (ICDR) Regulations as the post –issue face value capital does not exceed Rs.2500 Lacs. Company also complies with the eligibility conditions laid by the SME Platform of BSE for listing of our Equity Shares.

2.3 Types of Public Issues – Fixed Price Issues and Book Built Issues

In accordance with the provisions of the SEBI ICDR Regulations, 2009, an Issuer can either determine the Issue Price through the Book Building Process (“**Book Built Issue**”) or undertake a Fixed Price Issue (“**Fixed Price Issue**”). An Issuer may mention Floor Price or Price Band in the RHP (in case of a Book Built Issue) and a Price or Price Band in this Daft Prospectus (in case of a fixed price Issue) and determine the price at a later date before registering the Prospectus with the Registrar of Companies.

The cap on the Price Band should be less than or equal to 120% of the Floor Price. The Issuer shall announce the Price or the Floor Price or the Price Band through advertisement in all newspapers in which the pre-issue advertisement was given at least five Working Days before the Bid/Issue Opening Date, in case of an IPO and at least one Working Day before the Bid/Issue Opening Date, in case of an FPO.

The Floor Price or the Issue price cannot be lesser than the face value of the securities.
Applicants should refer to the Prospectus or Issue advertisements to check whether the Issue is a Book Built Issue or a Fixed Price Issue.

2.4 Issue Period

The Issue may be kept open for a minimum of three Working Days (for all category of Applicants) and not more than ten Working Days. Applicants are advised to refer to the Application Form and Abridged Prospectus or Prospectus for details of the Issue Period. Details of Issue Period are also available on the website of Stock Exchange.

2.5 Migration To Main Board

SME Issuer may migrate to the Main Board of Stock Exchange from the SME Exchange at a later date subject to the following:

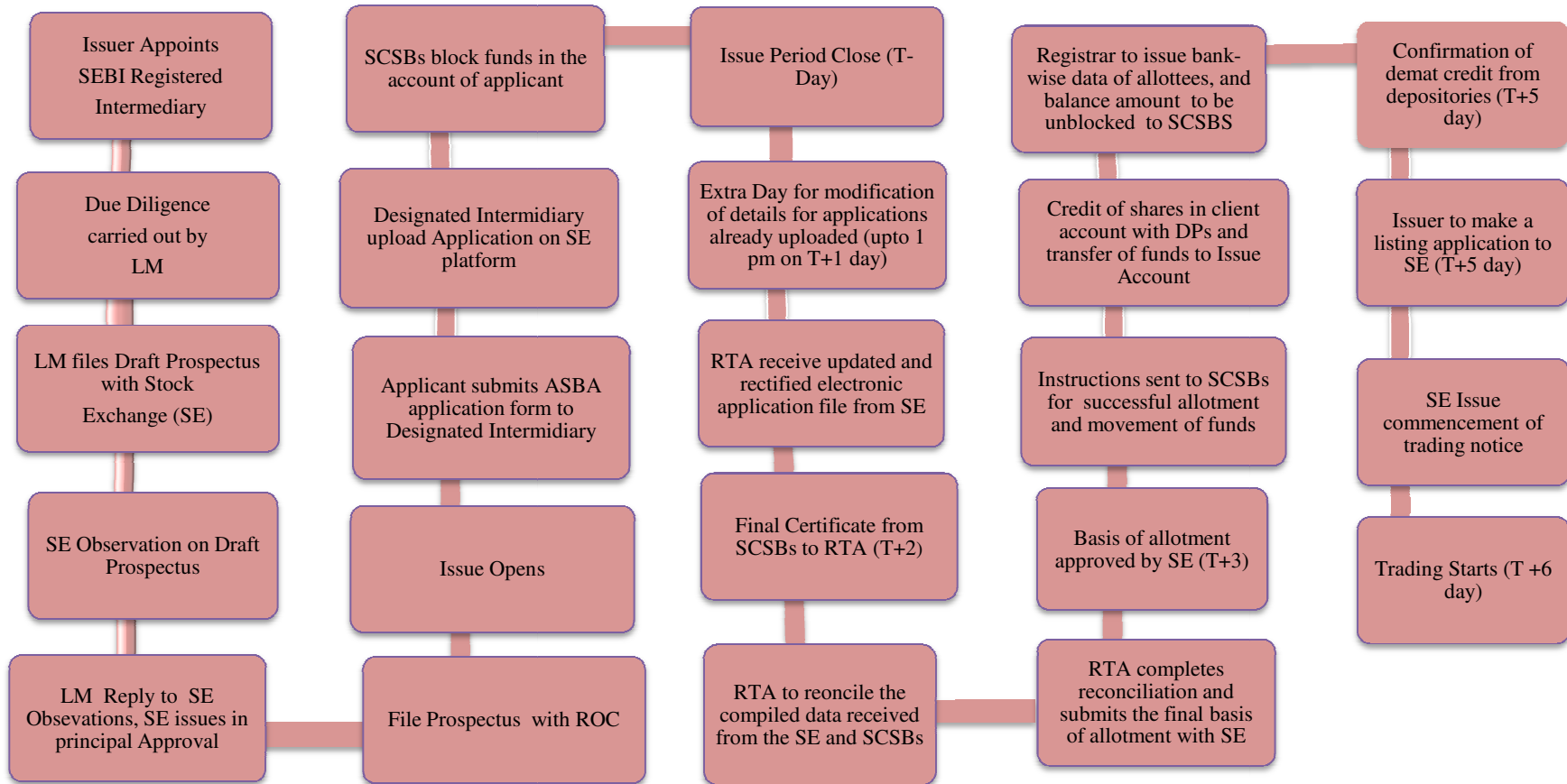
- a) If the Paid up Capital of the Company is likely to increase above Rs. 25 crores by virtue of any further issue of capital by way of rights, preferential issue, bonus issue etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other 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), The Company shall apply to SE for listing of its shares on its Main Board subject to the fulfillment of the eligibility criteria for listing of specified securities laid down by the Main Board.

OR

If the Paid up Capital of the company is more than 10 crores but below Rs. 25 crores, the Company may still apply for migration to the main board if the same 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.

2.6 Flowchart Of Timelines

A flow chart of process flow in Fixed Price Issues is as follows:





Section 3: Category of Investors Eligible to Participate in an Issue

Each Applicant should check whether it is eligible to apply under applicable law. Furthermore, certain categories of Bidders/Applicants, such as NRIs, FII's, FPIs and FVCIs may not be allowed to apply in the Issue or to hold Equity Shares, in excess of certain limits specified under applicable law. Applicants are requested to refer to the Prospectus for more details.

Subject to the above, an illustrative list of Applicants is as follows:

- Indian nationals resident in India who are competent to contract under the Indian Contract Act, 1872, in single or joint names (not more than three) or in the names of minors as natural / legal guardian;
- Hindu Undivided Families or HUFs, in the individual name of the Karta. The Bidder/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 may be considered at par with those from individuals;
- Companies, corporate bodies and societies registered under applicable law in India and authorized to invest in equity shares under their respective constitutional and charter documents;
- Mutual Funds registered with SEBI;
- Eligible NRIs on a repatriation basis or on a non-repatriation basis subject to applicable law; NRIs other than Eligible NRIs are not eligible to participate in this Issue.
- Indian Financial Institutions, scheduled commercial banks regional rural banks, co-operative banks (subject to RBI regulations and the SEBI ICDR Regulations, 2009 and other laws, as applicable);
- FPIs other than Category III foreign portfolio investors, VCFs and FVCIs registered with SEBI.
- Limited liability partnerships registered in India and authorized to invest in equity shares.
- State Industrial Development Corporations.
- 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 respective constitutions to hold and invest in equity shares;
- Scientific and/ or Industrial Research Organizations authorized to invest in equity shares.
- Insurance Companies registered with IRDA;
- Provident Funds and Pension Funds with minimum corpus of Rs. 2500 Lakhs and who are authorized under their constitution to hold and invest in equity shares;
- Multilateral and Bilateral Development Financial Institutions;
- National Investment Fund set up by resolution no F.No.2/3/2005-DDII dated November 23, 2005 of Government of India published in the Gazette of India;
- Insurance funds set up and managed by army, navy, air force of the Union of India or by Department of Posts, India;
- Any other person eligible to apply to this Issue, under the laws, rules, regulations, guidelines, and policies applicable to them and under Indian Laws.

As per the existing regulations, OCBs are not allowed to participate in an Issue.

Section 4: Applying in the Issue

Fixed Price Issue: Applicants should only use the specified cum Application Form either bearing the stamp of Designated Intermediaries as available or downloaded from the websites of the Stock Exchanges. Application Forms are available with the registered office of the Issuer, and office of the RTA and at the office of the LM. For further details regarding availability of Application Forms, Applicants may refer to the Prospectus.

Applicants should ensure that they apply in the appropriate category. The prescribed color of the Application Form for various categories of Applicants is as follows:

Category	Color of the Application
Resident Indian, Eligible NRIs applying on a non -repatriation basis	White
NRIs, FVCIs, FIIs, their Sub-Accounts (other than Sub-Accounts which are foreign corporate(s) or foreign individuals bidding under the QIB), FPIs on a repatriation basis	Blue



Securities Issued in an IPO can only be in dematerialized form in compliance with Section 29 of the Companies Act, 2013. Applicants will not have the option of getting the allotment of specified securities in physical form. However, they may get the specified securities rematerialized subsequent to allotment.

4.1 Instructions For Filing Application Form/ Application Form (Fixed Price Issue)

Applicants may note that forms not filled completely or correctly as per instructions provided in this GID, the Prospectus and Application Form are liable to be rejected.

Instructions to fill each field of the Application Form can be found on the reverse side of the Application Form. Specific instructions for filling various fields of the Resident Application Form and Non-Resident Application Form and samples are provided below. The samples of the Application Form for resident Applicants and the Application Form for non-resident Applicants are reproduced below:

TEAR HERE	COMMON BID CUM APPLICATION FORM	XYZ LIMITED - INITIAL PUBLIC ISSUE - R Address : _____ Contact Details: _____ CIN No _____	FOR RESIDENT INDIANS, INCLUDING RESIDENT QIBs AND ELIGIBLE NRI's APPLYING ON A NON-REPATRIATION BASIS																											
PLEASE FILL IN BLOCK LETTERS	LOGO TO, THE BOARD OF DIRECTORS XYZ LIMITED	FIXED PRICE GME ISSUE INE000000000	Bid cum Application Form No. _____																											
TEAR HERE	SYNDICATE MEMBER'S STAMP & CODE	BROKER/SCSB/DP/RTA STAMP & CODE	1. NAME & CONTACT DETAILS OF SOLE / FIRST BIDDER Mr. / Ms. _____ Address _____ Email _____ Tel. No (with STD code) / Mobile _____																											
TEAR HERE	SUB-BROKER'S / SUB-AGENT'S STAMP & CODE	ESCROW BANK/SCSB BRANCH STAMP & CODE	2. PAN OF SOLE / FIRST BIDDER _____																											
TEAR HERE	BANK BRANCH SERIAL NO.	SCSB SERIAL NO.	3. BIDDER'S DEPOSITORY ACCOUNT DETAILS <input type="checkbox"/> NSDL <input type="checkbox"/> CDSL For NSDL, enter 8 digit DP ID followed by 8 digit Client ID / For CDSL, enter 16 digit Client ID																											
TEAR HERE	4. BID OPTIONS (ONLY RETAIL INDIVIDUAL BIDDERS CAN BID AT "CUT-OFF")		5. CATEGORY <input type="checkbox"/> Retail Bidder <input type="checkbox"/> Non-Institutional Bidder <input type="checkbox"/> QIB																											
TEAR HERE	<table border="1" style="width:100%; border-collapse: collapse;"> <thead> <tr> <th rowspan="2">Bid Options</th> <th rowspan="2">No. of Equity Shares Bid (In Figures) (Bid must be in multiples of Bid Lot as advertised)</th> <th colspan="3">Price per Equity Share (₹) "Cut-off"</th> <th rowspan="2">"Cut-off" Price (₹) (6-1)</th> </tr> <tr> <th>Bid Price</th> <th>Retail Discount</th> <th>Net Price</th> </tr> </thead> <tbody> <tr> <td>Option 1</td> <td>8 7 6 5 4 3 2 1</td> <td>5 7 1 3 2 3 5 0 1 </td> <td>3 2 3 3</td> <td>5 0 1 </td> <td><input type="checkbox"/></td> </tr> <tr> <td>(OR) Option 2</td> <td></td> <td></td> <td></td> <td></td> <td><input type="checkbox"/></td> </tr> <tr> <td>(OR) Option 3</td> <td></td> <td></td> <td></td> <td></td> <td><input type="checkbox"/></td> </tr> </tbody> </table>		Bid Options	No. of Equity Shares Bid (In Figures) (Bid must be in multiples of Bid Lot as advertised)	Price per Equity Share (₹) "Cut-off"			"Cut-off" Price (₹) (6-1)	Bid Price	Retail Discount	Net Price	Option 1	8 7 6 5 4 3 2 1	5 7 1 3 2 3 5 0 1	3 2 3 3	5 0 1	<input type="checkbox"/>	(OR) Option 2					<input type="checkbox"/>	(OR) Option 3					<input type="checkbox"/>	6. INVESTOR STATUS <input type="checkbox"/> Individual(s) - IND <input type="checkbox"/> Hindu Undivided Family* - HUF <input type="checkbox"/> Bodies Corporate - CO <input type="checkbox"/> Banks & Financial Institutions - FI <input type="checkbox"/> Mutual Funds - MF <input type="checkbox"/> Non-Resident Indians - NRI (Non-Repatriation basis) <input type="checkbox"/> National Investment Fund - NIF <input type="checkbox"/> Insurance Funds - IF <input type="checkbox"/> Insurance Companies - IC <input type="checkbox"/> Venture Capital Funds - VCF <input type="checkbox"/> Alternative Investment Funds - AIF <input type="checkbox"/> Others (Please specify) - OTH <small>* HUF should apply only through Karvy (Application by HUF would be treated on par with Individual)</small>
Bid Options	No. of Equity Shares Bid (In Figures) (Bid must be in multiples of Bid Lot as advertised)	Price per Equity Share (₹) "Cut-off"			"Cut-off" Price (₹) (6-1)																									
		Bid Price	Retail Discount	Net Price																										
Option 1	8 7 6 5 4 3 2 1	5 7 1 3 2 3 5 0 1	3 2 3 3	5 0 1	<input type="checkbox"/>																									
(OR) Option 2					<input type="checkbox"/>																									
(OR) Option 3					<input type="checkbox"/>																									
TEAR HERE	7. PAYMENT DETAILS Amount paid (₹ in figures) _____ (₹ in words) _____		PAYMENT OPTION : FULL PAYMENT <input type="checkbox"/> PART PAYMENT <input type="checkbox"/>																											
TEAR HERE	ASBA Bank A/c No. _____ Bank Name & Branch _____																													
TEAR HERE	I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS BID CUM APPLICATION FORM AND THE ATTACHED AGREEMENT, PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES (GID) AND HEREBY AGREE AND CONFIRM THE "BIDDERS UNDERTAKING" AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE BID CUM APPLICATION FORM GIVEN OVERLEAF.																													
TEAR HERE	8A. SIGNATURE OF SOLE/ FIRST BIDDER _____ Date : _____	8B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS) I/We authorize the SCSB for use of ASBA in an necessary to make the Application in the line. 1) _____ 2) _____ 3) _____	BROKER / SCSB / DP / RTA STAMP (Acknowledging receipt of Bid in Stock Exchange system)																											
TEAR HERE	LOGO	XYZ LIMITED INITIAL PUBLIC ISSUE - R	Acknowledgement Slip for Bidder/SCSB/DP/RTA Bid cum Application Form No. _____ PAN of Sole / First Bidder _____																											
TEAR HERE	DPID / CLID _____	Amount paid (₹ in figures) _____ Bank & Branch _____	Stamp & Signature of SCSB Branch																											
TEAR HERE	ASBA Bank A/c No. _____ Received from Mr./Ms. _____ Telephone / Mobile _____ Email _____		Stamp & Signature of SCSB Branch																											
TEAR HERE	XYZ LIMITED - INITIAL PUBLIC ISSUE - R	No. of Equity Shares Bid Price Amount Paid (₹) ASBA Bank A/c No. _____ Bank & Branch _____	Stamp & Signature of Broker / SCSB / DP / RTA Name of Sole / First Bidder _____ Acknowledgement Slip for Bidder Bid cum Application Form No. _____																											



TEAR HERE

PLEASE FILL IN BLOCK LETTERS

COMMON BID CUM APPLICATION FORM	XYZ LIMITED - INITIAL PUBLIC ISSUE - NR	For Eligible NRI, FI, FVCI, applying on Restriction Basis
Address : _____ Contact Details: _____ CIN No _____		

LOGO TO, THE BOARD OF DIRECTORS XYZ LIMITED

FIXED PRICE GME ISSUE
INE0000000000

Bid cum Application Form No. _____

SYNDICATE MEMBER'S STAMP & CODE	BROKER/SCSB/DP/RTA STAMP & CODE	1. NAME & CONTACT DETAILS OF SOLE / FIRST BIDDER Mr. / Ms. _____ Address _____ Tel. No (with STD code) / Mobile _____ Email _____
SUB-BROKER'S / SUB-AGENT'S STAMP & CODE	ESCROW BANK/SCSB BRANCH STAMP & CODE	
BANK BRANCH SERIAL NO.	SCSB SERIAL NO.	

3. BIDDER'S DEPOSITORY ACCOUNT DETAILS NSDL CDSL

(For NSDL, enter 8 digit LP ID followed by 8 digit Client ID / For CDSL, enter 16 digit Client ID)

4. BID OPTIONS (ONLY RETAIL INDIVIDUAL BIDDERS CAN BID AT "CUT-OFF")					5. CATEGORY	
Bid Options	No. of Equity Shares Bid (In Figures) (Bid must be in multiples of Bid Lot as advertised)			Price per Equity Share (₹) "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures)		<input type="checkbox"/> Retail Investor Bidder <input type="checkbox"/> Non-Institutional Bidder <input type="checkbox"/> QIB
		Bid Price	Retail Discount	Net Price	'Cut-off' (Please tick)	
Option 1	8 7 6 5 4 3 2 1	5 7 1	5 7 1	5 7 1	<input type="checkbox"/>	
(OR) Option 2					<input type="checkbox"/>	
(OR) Option 3					<input type="checkbox"/>	

6. Investor Status	
<input type="checkbox"/> Non-Resident Indians (Repatriation basis)	NRI
<input type="checkbox"/> Foreign Institutional Investor	FI
<input type="checkbox"/> Foreign Venture Capital Investor	FVCI
<input type="checkbox"/> FI Sub Account Corporate/Individual	FI SA
<input type="checkbox"/> Others (Please Specify)	OTH

7. PAYMENT DETAILS PAYMENT OPTION : FULL PAY

Amount paid (₹ in figures) _____ (₹ in words) _____

ASBA Bank A/c No. _____

Bank Name & Branch _____

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS BID CUM APPLICATION FORM AND THE ATTACHED ANNOUNCEMENT PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES ("GID") AND HEREBY AGREE AND CONFIRM THE "BIDDERS UNDERTAKING" AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE BID CUM APPLICATION FORM GIVEN OVERLEAF.

8A. SIGNATURE OF SOLE / FIRST BIDDER	8B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS) <small>I/We authorize the SCSB to do all acts as are necessary to make the Application in the line</small>	BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Bid in Stock Exchange system)
Date : _____	1) _____ 2) _____ 3) _____	

TEAR HERE

LOGO	XYZ LIMITED INITIAL PUBLIC ISSUE - NR	Acknowledgement Slip for Broker/SCSB/DP/RTA	Bid cum Application Form No. _____
DPID / CIN ID _____		PAN of Sole / First Bidder _____	
Amount paid (₹ in figures) _____	Bank & Branch _____	Stamp & Signature of SCSB Branch	
ASBA Bank A/c No. _____			
Received from Mr./Ms. _____			
Telephone / Mobile _____	Email _____		

TEAR HERE

XYZ LIMITED - INITIAL PUBLIC ISSUE - NR	Option 1	Option 2	Option 3	Stamp & Signature of Broker / SCSB / DP / RTA	Name of Sole / First Bidder _____
No. of Equity Shares					Acknowledgement Slip for Bidder
Bid Price					
Amount Paid (₹)					
ASBA Bank A/c No. _____					Bid cum Application Form No. _____
Bank & Branch _____					

TEAR HERE

4.1.1 FIELD NUMBER 1: NAME AND CONTACT DETAILS OF THE SOLE/FIRST APPLICANT

Applicants should ensure that the name provided in this field is exactly the same as the name in which the Depository Account is held.

- a) **Mandatory Fields:** Applicants should note that the name and address fields are compulsory and e-mail and/or telephone number/mobile number fields are optional. Applicants should note that the contact details mentioned in the Application Form may be used to dispatch communications (including letters notifying the unblocking of the bank accounts of Applicants) in case the communication sent to the address available with the Depositories are returned undelivered or are not available. The contact details provided in the Application Form may be used by the Issuer,
- b) The Designated Intermediaries and the Registrar to the Issue only for correspondence(s) related to an Issue and for no other purposes.
- c) **Joint Applications:** In the case of Joint Applications, the Applications should be made in the name of the Applicant whose name appears first in the Depository account. The name so entered should be the same as it appears in the Depository records. The signature of only such first Applicant would be required in the Bid cum Application Form/Application Form and such first Applicant would be deemed to have signed on behalf of the joint holders. All communications may be addressed to such Applicant and may be dispatched to his or her address as per the Demographic Details received from the Depositories.
- d) **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:

- makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
 - 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
 - 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.”
- e) **Nomination Facility to Applicant:** Nomination facility is available in accordance with the provisions of Section 72 of the Companies Act, 2013. In case of allotment of the Equity Shares in dematerialized form, there is no need to make a separate nomination as the nomination registered with the Depository may prevail. For changing nominations, the Applicants should inform their respective DP.

4.1.2 FIELD NUMBER 2: PAN NUMBER OF SOLE/FIRST APPLICANT

- a) PAN (of the sole/ first Applicant) provided in the Application Form should be exactly the same as the PAN of the person(s) in whose name the relevant beneficiary account is held as per the Depositories’ records.
- b) PAN is the sole identification number for participants transacting in the securities market irrespective of the amount of transaction except for Applications on behalf of the Central or State Government, Applications by officials appointed by the courts and Applications by Applicants residing in Sikkim (“PAN Exempted Applicants”). Consequently, all Applicants, other than the PAN Exempted Applicants, are required to disclose their PAN in the Application Form, irrespective of the Application Amount. A Application Form without PAN, except in case of Exempted Applicants, is liable to be rejected. Applications by the Applicants whose PAN is not available as per the Demographic Details available in their Depository records, are liable to be rejected.
- c) The exemption for the PAN Exempted Applicants 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.
- d) Application Forms which provide the General Index Register Number instead of PAN may be rejected.

- e) Applications by Applicants whose demat accounts have been ‘suspended for credit’ are liable to be rejected pursuant to the circular issued by SEBI on July 29, 2010, bearing number CIR/MRD/DP/22/2010. Such accounts are classified as “Inactive demat accounts” and demographic details are not provided by depositories.

4.1.3 FIELD NUMBER 3: APPLICANTS DEPOSITORY ACCOUNT DETAILS

- a) Applicants should ensure that DP ID and the Client ID are correctly filled in the Application Form. The DP ID and Client ID provided in the Application Form should match with the DP ID and Client ID available in the Depository database, **otherwise, the Application Form is liable to be rejected.**
- b) Applicants should ensure that the beneficiary account provided in the Application Form is active.
- c) Applicants should note that on the basis of DP ID and Client ID as provided in the Application Form, the Applicant may be deemed to have authorized the Depositories to provide to the Registrar to the Issue, any requested Demographic Details of the Applicant as available on the records of the depositories. These Demographic Details may be used, among other things, for unblocking of ASBA Account or for other correspondence(s) related to an Issue.
- d) Applicants are, advised to update any changes to their Demographic Details as available in the records of the Depository Participant to ensure accuracy of records. Any delay resulting from failure to update the Demographic Details would be at the Applicants’ sole risk.

4.1.4 FIELD NUMBER 4: APPLICATION DETAILS

- a) The Issuer may mention Price in the Prospectus. However a Prospectus registered with RoC contains one price.
- b) Minimum and Maximum Application Size
- i. For Retails Individual Applicants
The Application must be for a minimum of 10,000 equity shares. As the application price payable by the retail individual applicants cannot exceed Rs. 200000 they can make Application for only minimum Application size i.e for 10,000 equity shares.
 - ii. 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. 200000 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 of Applications, the Non Institutional Applicants, who are individuals, have to ensure that the Application Amount is greater than Rs. 200000 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 prescribed law or regulation or as specified in this Prospectus.
- c) **Multiple Applications:** An applicant should submit only one Application Form. Submission of a second Application Form to either the same or to the Designated Intermediaries and duplicate copies of Application Forms bearing the same application number shall be treated as multiple applications and are liable to be rejected.
- d) Applicants are requested to note the following procedures may be followed by the Registrar to the issue to detect multiple applications:
- i. All applications may be checked for common PAN as per the records of the Depository. For Applicants other than Mutual Funds and PFI sub-accounts, applications bearing the same PAN may be treated as multiple applications by an Applicant and may be rejected.
 - ii. For applications from Mutual Funds and FPI sub-accounts, submitted under the same PAN, as well as Applications on behalf of the PAN Exempted Applicants, the Application Forms may be checked for common DP ID and Client ID. In any such applications which have the same DP ID and Client ID, these may be treated as multiple applications and may be rejected.
- e) The following applications may not be treated as multiple applications:



- i. Application by Reserved Categories in their respective reservation portion as well as that made by them in the Net Issue portion in public category.
- ii. Separate applications by Mutual Funds in respect of more than one scheme of the Mutual Fund provided that the Application clearly indicates the scheme for which the application has been made.
- iii. Application by Mutual Funds, and sub-accounts of FPIs (or FPIs and its sub-accounts) submitted with the same PAN but with different beneficiary account numbers, Client IDs, and DP IDs.

4.1.5 FIELD NUMBER 5: CATEGORY OF APPLICANTS

- a) The categories of Applicants identified as per the SEBI ICDR Regulations, 2009 for the purpose of Application, allocation and allotment in the Issue are RIIs, Individual applicants other than RIIs, and other investors (including corporate bodies or institutions, irrespective of the number of specified securities applied for).
- b) An Issuer can make reservation for certain categories of Applicants as permitted under the SEBI ICDR Regulations, 2009. For details of any reservations made in the Issue, Applicants may refer to the Prospectus.
- c) The SEBI ICDR Regulations, 2009, specify the allocation or allotment that may be made to various categories of Applicants in an Issue depending upon compliance with the eligibility conditions. For details pertaining to allocation and Issue specific details in relation to allocation Applicant may refer to the Prospectus.

4.1.6 FIELD NUMBER 6: INVESTOR STATUS

- a) Each Applicant should check whether it is eligible to apply under applicable law and ensure that any prospective allotment to it in the Issue is in compliance with the investment restrictions under applicable law.
- b) Certain categories of Applicants, such as NRIs, FIIs, FPIs and FVCIs may not be allowed to Apply in the Issue or hold Equity Shares exceeding certain limits specified under applicable law. Applicants are requested to refer to the Prospectus for more details.
- c) Applicants should check whether they are eligible to apply on non-repatriation basis or repatriation basis and should accordingly provide the investor status. Details regarding investor status are different in the Resident Application Form and Non-Resident Application Form.
- d) Applicants should ensure that their investor status is updated in the Depository records.

4.1.7 FIELD NUMBER 7: PAYMENT DETAILS

- a) All Applicants are required to use ASBA facility to block the full Amount (net of any Discount, as applicable) along-with the Application Form. If the Discount is applicable in the Issue, the RIIs should indicate the full Amount in the Application Form and the funds shall be blocked for Amount net of Discount. Only in cases where the Prospectus indicates that part payment may be made, such an option can be exercised by the Applicant.
- b) All categories of investors can participate in the Issue only through ASBA mechanism.
- c) Application Amount can not be paid in cash, through money order or through postal order or through stock invest.

4.1.7.1 Payment instructions for Applicants

- (a) Applicants may submit the Application Form either in physical mode or online mode to any Designated Intermediaries.
- (b) Applicants should specify the Bank Account number in the Application Form. The application form submitted by an applicant and which is accompanied by cash, demand draft, money order, postal order or any mode of payment other than blocked amounts in the ASBA Account maintained with an SCSB, may not be accepted.
- (c) Applicant should ensure that the Application Form is also signed by the ASBA Account holder(s) if the Applicant is not the ASBA Account holder;
- (d) Applicant shall note that for the purpose of blocking funds under ASBA facility clearly demarcated funds shall be available in the

account.

- (e) From one ASBA Account, a maximum of five Application Forms can be submitted.
- (f) Applicants applying through a member of the Syndicate should ensure that the Application Form is submitted to a member of the Syndicate only at the Specified Locations. Applicants should also note that Application Forms submitted to the Syndicate at the Specified Locations may not be accepted by the member of the Syndicate if the SCSB where the ASBA Account, as specified in the Application Form, is maintained has not named at least one branch at that location for the members of the Syndicate to deposit Application Forms (a list of such branches is available on the website of SEBI at <http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries>).
- (g) Applicants applying through a Registered Broker, RTA or CDP should note that Application Forms submitted to them may not be accepted, if the SCSB where the ASBA Account, as specified in Application Form, is maintained has not named at least one branch at that location for the Registered Brokers, RTA or CDP, as the case may be, to deposit Application Forms.
- (h) ASBA Applicant applying directly through the SCSBs should ensure that the Application Form is submitted to a Designated Branch of a SCSB where the ASBA Account is maintained.
- (i) Upon receipt of Application Form, the Designated Branch of the SCSB may verify if sufficient funds equal to the Application Amount are available in the ASBA Account, as mentioned in the Application Form.
- (j) If sufficient funds are available in the ASBA Account, the SCSB may block an amount equivalent to the Application Amount mentioned in the Application Form may upload the details on the Stock Exchange Platform.
- (k) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB may not upload such Applications on the Stock Exchange platform and such Applications are liable to be rejected.
- (l) Upon submission of a completed Application Form each Applicant may be deemed to have agreed to block the entire Application Amount and authorized the Designated Branch of the SCSB to block the Application Amount specified in the Application Form in the ASBA Account maintained with the SCSBs.
- (m) The Application Amount may remain blocked in the aforesaid ASBA Account until finalisation of the Basis of allotment and consequent transfer of the Application Amount against the Allotted Equity Shares to the Public Issue Account, or until withdrawal or failure of the Issue, or until withdrawal or rejection of the Application, as the case may be.
- (n) SCSBs applying in the Issue must apply through an Account maintained with any other SCSB; else their Application is liable to be rejected.

4.1.8 Unblocking of ASBA Account

- a) Once the Basis of Allotment is approved by the Designated Stock Exchange, the Registrar to the Issue may provide the following details to the controlling branches of each SCSB, along with instructions to unblock the relevant bank accounts and for successful applications transfer the requisite money to the Public Issue Account designated for this purpose, within the specified timelines: (i) the number of Equity Shares to be Allotted, if any, against each Application, (ii) the amount to be transferred from the relevant bank account to the Public Issue Account, for each Application, (iii) the date by which funds referred to in (ii) above may be transferred to the Public Issue Account, and (iv) details of rejected/ non allotment / partial allotment ASBA Application, if any, along with reasons for rejection and details of withdrawn or unsuccessful Application, if any, to enable the SCSBs to unblock the respective bank accounts.
- b) On the basis of instructions from the Registrar to the Issue, the SCSBs may transfer the requisite amount against each successful Application to the Public Issue Account and may unblock the excess amount, if any, in the ASBA Account.

In the event of withdrawal or rejection of the Application Form and for unsuccessful Application, the Registrar to the Issue may give instructions to the SCSB to unblock the Application Amount in the relevant ASBA Account within 6 Working Days of the Issue Closing Date.

4.1.8.1 Discount (if applicable)

- a) The Discount is stated in absolute rupee terms.
- b) RII, Employees and Retail Individual Shareholders are only eligible for discount. For Discounts offered in the Issue, Applicants may refer to the Prospectus.
- c) For the Applicants entitled to the applicable Discount in the Issue the Application Amount less Discount (if applicable) shall be blocked.

4.1.8.2 Additional Instructions for NRIs

The Non-Resident Indians who intend to block funds in their Non-Resident Ordinary (NRO) accounts shall use the form meant for Resident Indians (non-repatriation basis). In the case of Application by NRIs applying on a repatriation basis, blocking of funds in their NRO account shall not be accepted.

4.1.9 FIELD NUMBER 8: SIGNATURES AND OTHER AUTHORISATIONS

- a) Only the First Applicant is required to sign the Application Form. Applicants should ensure that signatures are in one of the languages specified in the Eighth Schedule to the Constitution of India.
- b) If the ASBA Account is held by a person or persons other than the Applicant, then the Signature of the ASBA Account holder(s) is also required.
- c) In relation to the Applications, signature has to be correctly affixed in the authorization/undertaking box in the Application Form, or an authorization has to be provided to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Amount mentioned in the Application Form.
- d) Applicants must note that Application Form without signature of Applicant and /or ASBA Account holder is liable to be rejected.

4.1.10 ACKNOWLEDGEMENT AND FUTURE COMMUNICATION

Applicants should ensure that they receive the acknowledgment duly signed and stamped by the Designated Intermediary, as applicable, for submission of the Application Form.

- a) All communications in connection with Applications made in the Issue should be addressed as under:
 - i. In case of queries related to Allotment, non-receipt of Allotment Advice, credit of allotted equity shares, unblocking of funds, the Applicants should contact the Registrar to the Issue.
 - ii. In case of Applications submitted to the Designated Branches of the SCSBs or Registered Brokers or Registered RTA/DP, the Applicants should contact the relevant Designated Branch of the SCSB or Registered Brokers or Registered RTA/DP, as the case maybe.
 - iii. Applicant may contact the Company Secretary and Compliance Officer or LM(s) in case of any other complaints in relation to the Issue.
- b) The following details (as applicable) should be quoted while making any queries -
 - i. Full name of the sole or Applicant, Application Form number, Applicants' DP ID, Client ID, PAN, number of Equity Shares applied for, amount paid on application.
 - ii. name and address of the Designated Intermediary, where the Application was submitted; or
 - iii. In case of ASBA Applications, ASBA Account number in which the amount equivalent to the Application Amount was blocked.

For further details, Applicant may refer to the Prospectus and the Application Form.

4.2 INSTRUCTIONS FOR FILING THE REVISION FORM

- a) During the Issue Period, any Applicant (other than QIBs and NIIs, who can only revise their application upwards) who has registered his or her interest in the Equity Shares at a particular number of shares is free to revise number of shares applied using revision forms available separately.
- b) RII may revise their applications till closure of the issue period or withdraw their applications until finalization of allotment.

- c) Revisions can be made in both the desired number of Equity Shares and the Bid Amount by using the Revision Form.
- d) The Applicant can make this revision any number of times during the Issue Period. However, for any revision(s) in the Application, the Applicants will have to use the services of the same Designated Intermediary through which such Applicant had placed the original Application.

A sample Revision form is reproduced below:

COMMON BID REVISION FORM	XYZ LIMITED - INITIAL PUBLIC ISSUE - R Address : _____ Contact Details: _____ CIN No _____	FOR RESIDENT INDIANS, INCLUDING RESIDENT QIBs, AND ELIGIBLE NRIs APPLYING ON A NON-REPATRIATION BASIS
LOGO	TO, THE BOARD OF DIRECTORS XYZ LIMITED	BOOK BUILT ISSUE ISIN : _____
		Bid cum Application Form No. _____
SYNDICATE MEMBER'S STAMP & CODE	BROKER/SCSB/DP/RTA STAMP & CODE	1. NAME & CONTACT DETAILS OF SOLE / FIRST BIDDER
		Mr./Ms. _____
		Address _____
		Tel. No. (with STD code) / Mobile _____
		2. PAN OF SOLE / FIRST BIDDER _____
BANK BRANCH SERIAL NO.	SCSB SERIAL NO.	3. BIDDER'S DEPOSITORY ACCOUNT DETAILS <input type="checkbox"/> NSDL <input type="checkbox"/> CDSL
<small>For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID</small>		
PLEASE CHANGE MY BID		
4 FROM (AS PER LAST BID OR REVISION)		
Bid Options:	No. of Equity Shares Bid (Bid must be in multiples of Bid Lot as advertised) (In Figures)	Price per Equity Share (₹) "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures)
	8 1 7 1 6 1 5 1 4 1 3 1 2 1 1	Bid Price Retail Discount Net Price "Cut-off" (Please tick)
Option 1		3 1 2 1 1 3 1 2 1 1 3 1 2 1 1
(OR) Option 2	1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	
(OR) Option 3		
5. TO (Revised Bid) (Only Retail Individual Bidders can Bid at "Cut-off")		
Bid Options:	No. of Equity Shares Bid (Bid must be in multiples of Bid Lot as advertised) (In Figures)	Price per Equity Share (₹) "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures)
	8 1 7 1 6 1 5 1 4 1 3 1 2 1 1	Bid Price Retail Discount Net Price "Cut-off" (Please tick)
Option 1		3 1 2 1 1 3 1 2 1 1 3 1 2 1 1
(OR) Option 2	1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	
(OR) Option 3		
6. PAYMENT DETAILS		
Additional Amount Paid (₹ in figures) _____ (₹ in words) _____		PAYMENT OPTION : FULL PAYMENT <input type="checkbox"/> PART PAYMENT <input type="checkbox"/>
ASBA Bank A/c No. _____		
Bank Name & Branch _____		
<small>THE SIGNATURE OF SOLE / FIRST BIDDER, AS FIRST BIDDER / SOLE / FIRST BIDDER, READ AND UNDERSTAND THE TERMS AND CONDITIONS OF THE ISSUE INCLUDING THE BIDDING PROCEDURE AND THE APPLICABLE REGULATIONS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES ("GID") AND HEREBY AGREE AND CONFIRM THE "BIDDERS UNDERTAKING AS GIVEN OVERLEAF" (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE BID REVISION FORM GIVEN OVERLEAF.</small>		
7A. SIGNATURE OF SOLE / FIRST BIDDER	7B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS)	BROKER / SCSB / DP / RTA STAMP (Acknowledging receipt of Bid in Stock Exchange system)
Date : _____	I/We authorize the SCSB to do all acts as are necessary to make the Application in the line	
	1) _____	
	2) _____	
	3) _____	
TEAR HERE		
LOGO	XYZ LIMITED BID REVISION FORM - INITIAL PUBLIC ISSUE - R	Acknowledgement Slip for Broker/SCSB/DP/RTA
		Bid cum Application Form No. _____
PAN of Sole / First Bidder _____		
DPID/CLID	Additional Amount Paid (₹)	Stamp & Signature of SCSB Branch
_____	_____	_____
ASBA Bank A/c No.	Bank & Branch	
_____	_____	
Received from Mr./Ms.	Telephone / Mobile	
_____	_____	
TEAR HERE		
XYZ LIMITED - BID REVISION FORM - INITIAL PUBLIC ISSUE - R	Stamp & Signature of Broker / SCSB / DP / RTA	Name of Sole / First Bidder
No. of Equity Shares		_____
Bid Price		
Additional Amount Paid (₹)		
ASBA Bank A/c No.		Acknowledgement Slip for Bidder
Bank & Branch		
		Bid cum Application Form No. _____

4.2.1 FIELDS 1, 2 AND 3: NAME AND CONTACT DETAILS OF SOLE/FIRST APPLICANT, PAN OF SOLE/FIRST APPLICANT & DEPOSITORY ACCOUNT DETAILS OF THE APPLICANT

Applicants should refer to instructions contained in paragraphs 4.1.1, 4.1.2 and 4.1.3.

4.2.2 FIELD 4 & 5: BID OPTIONS REVISION 'FROM' AND 'TO'

- a) Apart from mentioning the revised options in the Revision Form, the Applicant must also mention the details of the share applied for given in his or her Application Form or earlier Revision Form.
- b) In case of revision of Applications by RIIs, Employees and Retail Individual Shareholders, such Applicants should ensure that the Application Amount, should not exceed Rs.2,00,000/- due to revision and the application may be considered, subject to the eligibility, for allocation under the Non-Institutional Category.

4.2.3 FIELD 6: PAYMENT DETAILS

Applicant may Issue instructions to block the revised amount in the ASBA Account, to the Designated Branch through whom such Applicant had placed the original Application to enable the relevant SCSB to block the additional Application Amount, if any.

4.2.4 FIELDS 7: SIGNATURES AND ACKNOWLEDGEMENTS

Applicants may refer to instructions contained at paragraphs 4.1.8 and 4.1.9 for this purpose.

4.3 SUBMISSION OF REVISION FORM/APPLICATION FORM

Applicants may submit completed application form / Revision Form in the following manner:-

Mode of Application	Submission of Application Form
All Investor Applications	To the Designated Intermediaries

The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode respectively

SECTION 5: ISSUE PROCEDURE IN FIXED PRICE ISSUE

5.1 Applicants may note that there is no Bid cum Application Form in a Fixed Price Issue.

As the Issue Price is mentioned in the Fixed Price Issue therefore on filing of the Prospectus with the RoC, the Application so submitted is considered as the application form. Applicants may only use the specified Application Form for the purpose of making an Application in terms of the Prospectus which may be submitted through Designated Intermediary.

Applicants may submit an Application Form either in physical/ electronic form to Designated Intermediaries or the Designated Branches of the SCSBs authorizing blocking of funds that are available in the bank account specified in the Application Form only (“ASBA Account”). The Application Form is also made available on the websites of the Stock Exchanges at least one day prior to the Issue Opening Date.

In a fixed price Issue, allocation in the net offer to the public category is made as follows: minimum fifty per cent to Retail Individual Investors; and remaining to (i) individual investors other than Retail Individual Investors; and (ii) other Applicants including corporate bodies or institutions, irrespective of the number of specified securities applied for. The unsubscribed portion in either of the categories specified above may be allocated to the Applicants in the other category.

5.2 GROUNDS FOR TECHNICAL REJECTIONS

Applicants are advised to note that the Applications are liable to be rejected, inter-alia, on the following technical grounds:-

- Amount paid does not tally with the amount payable for the Equity shares applied for;
- In case of partnership firms, Application for Equity Shares made in the name 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 person.
- PAN not mentioned in the Application Form.
- GIR number furnished instead of PAN.
- Applications for lower number of Equity Shares than the minimum 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 this Prospectus as such, based on common PAN;



- In case of Applications under power of attorney or by limited companies, corporate, trust etc., relevant documents are not being submitted;
- Signature of sole Applicant is missing;
- Application Forms are not delivered by the Applicants within the time prescribed as per the Application Form, Issue Opening Date advertisement and Prospectus as per the instructions in the Prospectus and Application Forms;
- In case no corresponding record is available with the Depositories that matches the DP ID, the Client ID and the PAN;
- Applications for amounts greater than the maximum permissible amounts prescribed by the regulations;
- Applications by OCBs;
- Applications by US person other than in reliance on Regulation S or “ qualified institutional buyers” as defined in Rule 144A under the Securities Act;
- Application not duly signed by the sole applicant;
- Application by any person outside India if not in compliance with applicable foreign and Indian Laws;
- Application 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;
- Application by person not eligible to acquire equity shares of the company in terms of all applicable laws, rules, regulations, guidelines, and approvals.
- Application or revision thereof by QIB Applicants , Non Institutional Applicants where the Application Amount is in excess of Rs. 200000 received after 3.00 pm on the issue Closing date unless the extended time is permitted by BSE.
- Inadequate funds in the bank account to block the Application Amount specified in the Application Form/Application Form at the time of blocking such Application Amount in the bank account;
- Where no confirmation is received from SCSB for blocking of funds;
- Applications by Applicants not submitted through ASBA process;
- Applications not uploaded on the terminals of the Stock Exchanges; and
- Applications by SCSBs wherein a separate account in its own name held with any other SCSB is not mentioned as the ASBA Account in the Application Form.
- Details of ASBA Account not provided in the Application form

For details of instructions in relation to the Application Form, Applicants may refer to the relevant section of GID.

APPLICANT 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 EXCHANGE 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.

SECTION 6: ISSUE PROCEDURE IN BOOK BUILT ISSUE

This being the Fixed Price Issue this section is not applicable for this Issue.

SECTION 7: ALLOTMENT PROCEDURE AND BASIS OF ALLOTMENT

7.1 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:

- a) 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).
- b) 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).
- c) For applications where the proportionate allotment works out to less than 10,000 Equity Shares the allotment will be made as follows:
 - i. Each successful applicant shall be allotted 10,000 Equity Shares;



- ii. 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.
- d) 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.
- e) 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 this Prospectus.
- f) The above proportionate allotment of shares in an Issue that is oversubscribed shall be subject to the reservation for Retail Individual applicants as described below:
 - i. As per Regulation 43(4) of the SEBI (ICDR) Regulations, as the Retail Individual Investor category is entitled to more than fifty percent on proportionate basis, the retail individual investors shall be allocated that higher percentage.
 - ii. 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;
 - iii. The unsubscribed portion in either of the categories specified in (a) or (b) above may be available for allocation to the applicants in the other category, if so required.

'Retail Individual Investor' means an investor who applies for shares of value of not more than Rs. 2,00,000. 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 Offer 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.

7.2 DESIGNATED DATE AND ALLOTMENT OF EQUITY SHARES

- a) **Designated Date:** On the Designated Date, the SCSBs shall transfer the funds represented by allocation of Equity Shares into the Public Issue Account with the Bankers to the Issue.
- b) **Issuance of Allotment Advice:** Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Registrar shall upload the same on its website. On the basis of the approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the Allotment and credit of Equity Shares. Applicants **are advised to instruct their Depository Participant to accept the Equity Shares that may be allotted to them pursuant to the Issue.**

Pursuant to confirmation of such corporate actions, the Registrar will dispatch Allotment Advice to the Applicants who have been Allotted Equity Shares in the Issue.

- c) The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract.
- d) Issuer will ensure that: (i) the Allotment of Equity Shares; and (ii) initiate corporate action for credit of shares to the successful Applicants Depository Account will be completed within 5 Working Days of the Issue Closing Date. The Issuer also ensures the credit of shares to the successful Applicant's depository account is completed within 5 Working Days of the Issue Closing Date,

SECTION 8: INTEREST AND REFUNDS

8.1 COMPLETION OF FORMALITIES FOR LISTING & COMMENCEMENT OF TRADING

The Issuer may ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges are taken within 6 Working Days of the Issue Closing Date. The Registrar to the Issue may give instructions for credit to Equity Shares the beneficiary account with DPs, and dispatch the Allotment Advice within 6 Working Days of the Issue Closing Date.

8.2 GROUNDS FOR UNBLOCKING OF FUNDS

8.2.1 Non Receipt of Listing Permission

An Issuer makes an application to the Stock Exchange(s) for permission to deal in/list and for an official quotation of the Equity Shares. All the Stock Exchanges from where such permission is sought are disclosed in Prospectus. The Designated Stock Exchange may be as disclosed in the Prospectus with which the Basis of Allotment may be finalized.

If the permissions to deal in and for an official quotation of the Equity Shares are not granted by any of the Stock Exchange(s), the Issuer may forthwith initiate action to unblock the application amount from the Investors accounts. If such money is not repaid within the eight days after the Issuer becomes liable to repay it, then the Issuer and every director of the Issuer who is an officer in default may, on and from such expiry of eight days, be liable to repay the money, with interest at such rate, as prescribed under Section 73 of Companies Act, and disclosed in the Prospectus.

8.2.2 Minimum Subscription

This Issue is not restricted to any minimum subscription level. This Issue is 100% underwritten.

As per Section 39 of Companies Act, 2013 if the “stated minimum amount” has not been subscribed and the sum payable on application is not received within a period of 30 days from the date of the Prospectus, the application money has to be returned within such period as may be prescribed. If our company does not receive the 100% subscription of the offer through the Offer Document including devolvement of underwriters, if any, within sixty (60) days from the date of closure of the issue, our company shall forthwith unblock the entire application amount received. If there is a delay beyond eighty days after our company becomes liable to pay the amount, our company and every officer in default will, on and from the expiry of this period be jointly and severally liable to repay the money, with interest or other penalty as prescribed under SEBI Regulations, the Companies Act, 2013.

The minimum number of allottees in this Issue shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50 no allotment will be made pursuant to this Issue and the amounts in the ASBA Account shall be unblocked within 6 working days of closure of the issue.

Further in accordance with Regulation 106(Q) of the SEBI (ICDR) Regulations, our Company shall ensure that the minimum application size in terms of number of specified securities shall not be less than Rs.100000/- (Rupees One Lakh) per application.

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 without the applicable laws of such jurisdiction.

8.2.3 MINIMUM NUMBER OF ALLOTTEES

The Issuer may ensure that the number of prospective allottees to whom Equity Shares may be allotted may not be less than 50 failing which the entire application monies may be unblocked forthwith.

8.3 Mode of Unblocking of Funds

Within 6 Working Days of the Issue Closing Date, the Registrar to the Issue may give instructions to SCSBs for unblocking the amount in ASBA Account on unsuccessful Application and also for any excess amount blocked on Application.

8.3.1 Mode of making refunds for Applicants

The Registrar to the Issue may instruct the controlling branch of the SCSB to unblock the funds in the relevant ASBA Account for any withdrawn, rejected or unsuccessful ASBA applications or in the event of withdrawal or failure of the Issue.

8.4 Interest In Case Of Delay in Allotment

The Issuer may pay interest at the rate of 15% per annum if demat credits are not made to Applicants or instructions for unblocking of funds in the ASBA Account are not dispatched within the 6 Working days of the Issue Closing Date.

The Issuer may pay interest at 15% per annum for any delay beyond 6 working days from the Issue Closing Date, if Allotment is not made.

SECTION 9: GLOSSARY AND ABBREVIATIONS

Unless the context otherwise indicates or implies, certain definitions and abbreviations used in this document may have the meaning as provided below. References to any legislation, act or regulation may be to such legislation, act or regulation as amended from time to time.

Term	Description
Allotment/ Allot/ Allotted	The allotment of Equity Shares pursuant to the Issue to successful Applicants
Allottee	An Applicant to whom the Equity Shares are Allotted
Allotment Advice	Note or advice or intimation of Allotment sent to the Applicants who have been allotted Equity Shares after the Basis of Allotment has been approved by the designated Stock Exchanges
Application Form	The form in terms of which the Applicant should make an application for Allotment in case of issues other than Book Built Issues, includes Fixed Price Issue
Application Supported by Blocked Amount/ (ASBA)/ASBA	An application, whether physical or electronic, used by Applicants to make a Application authorizing an SCSB to block the Bid Amount in the specified bank account maintained with such SCSB
ASBA Account	Account maintained with an SCSB which may be blocked by such SCSB to the extent of the Application Amount of the ASBA Applicant
ASBA Application	An Application made by an ASBA Applicant
Applicant	Prospective Applicants in the Issue who apply through ASBA
Basis of Allotment	The basis on which the Equity Shares may be Allotted to successful Applicants under the Issue
Bid	An indication to make an offer during the Issue Period by a prospective Applicant pursuant to submission of Application Form or during the Anchor Investor Issue Period by the Anchor Investors, to subscribe for or purchase the Equity Shares of the Issuer at a price within the Price Band, including all revisions and modifications thereto.
Issue Closing Date	The date after which the SCSBs may not accept any application for the Issue, which may be notified in an English national daily, a Hindi national daily and a regional language newspaper at the place where the registered office of the Issuer is situated, each with wide circulation. Applicants may refer to the Prospectus for the Issue Closing Date
Issue Opening Date	The date on which the SCSBs may start accepting application for the Issue, which may be the date notified in an English national daily, a Hindi national daily and a regional language newspaper at the place where the registered office of the Issuer is situated, each with wide circulation. Applicants may refer to the Prospectus for the Issue Opening Date
Issue Period	Except in the case of Anchor Investors (if applicable), the period between the Issue Opening Date and the Issue Closing Date inclusive of both days and during which prospective Applicants (other than Anchor Investors) can submit their Application, inclusive of any revisions thereof. The Issuer may consider closing the Issue Period for QIBs one working day prior to the Issue Closing Date in accordance with the SEBI ICDR Regulations, 2009. Applicants may refer to the Prospectus for the Issue Period
Application Amount	The value indicated in the Application Form and payable by the Applicant upon submission of the Application (except for Anchor Investors), less discounts (if Applicable).
Application Form	The form in terms of which the Applicant should make an offer to subscribe for or purchase the Equity Shares and which may be considered as the application for Allotment for the purposes of the Prospectus, whether applying through the ASBA or otherwise.
Applicant	Any prospective investor (including an ASBA Applicant) who makes a Application pursuant to the terms of the Prospectus and the Application Form. In case of issues undertaken through the fixed price process, all references to a Applicant should be construed to mean an Applicant
Basis of Allotment	The basis on which the Equity Shares may be Allotted to successful Applicants under the Issue
Bid	An indication to make an offer during the Issue Period by a prospective Applicant pursuant to submission of Application Form or during the Anchor Investor Issue Period by the Anchor Investors, to subscribe for or purchase the Equity Shares of the Issuer at a price within the Price Band, including all revisions and modifications thereto.

Term	Description
Issue Closing Date	The date after which the SCSBs may not accept any application for the Issue, which may be notified in an English national daily, a Hindi national daily and a regional language newspaper at the place where the registered office of the Issuer is situated, each with wide circulation. Applicants may refer to the Prospectus for the Issue Closing Date
Issue Opening Date	The date on which the SCSBs may start accepting application for the Issue, which may be the date notified in an English national daily, a Hindi national daily and a regional language newspaper at the place where the registered office of the Issuer is situated, each with wide circulation. Applicants may refer to the Prospectus for the Issue Opening Date
Issue Period	Except in the case of Anchor Investors (if applicable), the period between the Issue Opening Date and the Issue Closing Date inclusive of both days and during which prospective Applicants (other than Anchor Investors) can submit their Application, inclusive of any revisions thereof. The Issuer may consider closing the Issue Period for QIBs one working day prior to the Issue Closing Date in accordance with the SEBI ICDR Regulations, 2009. Applicants may refer to the Prospectus for the Issue Period
Application Amount	The value indicated in the Application Form and payable by the Applicant upon submission of the Application (except for Anchor Investors), less discounts (if applicable).
Application Form	The form in terms of which the Applicant should make an offer to subscribe for or purchase the Equity Shares and which may be considered as the application for Allotment for the purposes of the Prospectus, whether applying through the ASBA or otherwise.
Book Built Process/ Book Building Process/ Book Building Method	The book building process as provided under SEBI ICDR Regulations, 2009,
Broker Centres	Broker centres notified by the Stock Exchanges, where Applicants can submit the Application Form to a Registered Broker. The details of such broker centres, along with the names and contact details of the Registered Brokers are available on the websites of the Stock Exchanges.
Lead Manager/ LM	The Lead Manager to the Issue as disclosed in the Prospectus and the Application Form of the Issuer.
Business Day	Monday to Friday (except public holidays)
CAN/Confirmation of Allotment Note	The note or advice or intimation sent to each successful Applicant indicating the Equity Shares which may be Allotted, after approval of Basis of Allotment by the Designated Stock Exchange
Client ID	Client Identification Number maintained with one of the Depositories in relation to demat account
Collecting Depository Participant or CDP	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Applications at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
DP	Depository Participant
DP ID	Depository Participant's Identification Number
Depositories	National Securities Depository Limited and Central Depository Services (India) Limited
Demographic Details	Details of the Applicants including the Applicant's address, name of the Applicant's father/husband, investor status, occupation and bank account details
Designated Branches	Such branches of the SCSBs which may collect the Application Forms used by the ASBA Applicants applying through the ASBA and a list of which is available on http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries .
Designated CDP Locations	Such locations of the CDPs where Applicant can submit the Application Forms to Collecting Depository Participants. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Application Forms are available on the websites of the Stock Exchange i.e. www.bseindia.com

Term	Description
Designated RTA Locations	Such locations of the RTAs where Applicant can submit the Application Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept Application Forms are available on the websites of the Stock Exchange i.e. www.bseindia.com
Designated Date	The date on or after which funds are transferred by the SCSBs to the Public Issue Account of the Issuer.
Designated Stock Exchange	The designated stock exchange as disclosed in the Prospectus of the Issuer
Designated Intermediaries /Collecting Agent	Syndicate Members, Sub-Syndicate/Agents, SCSBs, Registered Brokers, Brokers, the CDPs and RTAs, who are authorized to collect Application Forms from the Applicants, in relation to the Issue
Discount	Discount to the Issue Price that may be provided to Applicants in accordance with the SEBI ICDR Regulations, 2009.
Draft Prospectus	The Draft Prospectus filed with Designated Stock Exchange in case of Fixed Price Issues and which may mention a price
Employees	Employees of an Issuer as defined under SEBI ICDR Regulations, 2009 and including, in case of a new company, persons in the permanent and full time employment of the promoting companies excluding the promoters and immediate relatives of the promoter. For further details Applicant may refer to the Prospectus
Equity Shares	Equity shares of the Issuer
FCNR Account	Foreign Currency Non-Resident Account
First Applicant	The Applicant whose name appears first in the Application Form or Revision Form
FII(s)	Foreign Institutional Investors as defined under the SEBI (Foreign Institutional Investors) Regulations, 1995 and registered with SEBI under applicable laws in India
Fixed Price Issue/Fixed Price Process/Fixed Price Method	The Fixed Price process as provided under SEBI ICDR Regulations, 2009, in terms of which the Issue is being made
FPIs	Foreign Portfolio Investors as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014
FPO	Further public offering
Foreign Venture Capital Investors or FVCIs	Foreign Venture Capital Investors as defined and registered with SEBI under the SEBI (Foreign Venture Capital Investors) Regulations, 2000
IPO	Initial public offering
Issue	Public Issue of Equity Shares of the Issuer including the Offer for Sale if applicable
Issuer/ Company	The Issuer proposing the initial public offering/further public offering as applicable
Issue Price	The final price, less discount (if applicable) at which the Equity Shares may be Allotted in terms of the Prospectus. The Issue Price may be decided by the Issuer in consultation with the Book Running Lead Manager(s)
Maximum RII Allottees	The maximum number of RIIs who can be allotted the minimum Application Lot. This is computed by dividing the total number of Equity Shares available for Allotment to RIIs by the minimum Application Lot.
MICR	Magnetic Ink Character Recognition - nine-digit code as appearing on a cheque leaf
Mutual Fund	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996
NECS	National Electronic Clearing Service
NEFT	National Electronic Fund Transfer
NRE Account	Non-Resident External Account
NRI	NRIs from such jurisdictions outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom the Prospectus constitutes an invitation to subscribe to or purchase the Equity Shares
NRO Account	Non-Resident Ordinary Account
Net Issue	The Issue less reservation portion

Term	Description
Non-Institutional Investors or NIIs	All Applicants, including sub accounts of FIIs registered with SEBI which are foreign corporate or foreign individuals and FPIs which are Category III foreign portfolio investors, that are not QIBs or RIBs and who have Applied for Equity Shares for an amount of more than Rs. 200,000 (but not including NRIs other than Eligible NRIs)
Non-Institutional Category	The portion of the Issue being such number of Equity Shares available for allocation to NIIs on a proportionate basis and as disclosed in the Prospectus and the Application Form
Non-Resident	A person resident outside India, as defined under FEMA and includes Eligible NRIs, FIIs, FPIs and FVCIs
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 trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA
Offer for Sale	Public offer of such number of Equity Shares as disclosed in the Prospectus through an offer for sale by the Selling Shareholder
Other Investors	Investors other than Retail Individual Investors in a Fixed Price Issue. These include individual applicants other than retail individual investors and other investors including corporate bodies or institutions irrespective of the number of specified securities applied for.
PAN	Permanent Account Number allotted under the Income Tax Act, 1961
Pricing Date	The date on which the Issuer in consultation with the Book Running Lead Manager(s), finalize the Issue Price
Prospectus	The prospectus to be filed with the RoC in accordance with Section 32 of the Companies Act, 2013 read with section 26 of Companies Act 2013 after the Pricing Date, containing the Issue Price, the size of the Issue and certain other information
Public Issue Account	An account opened with the Banker to the Issue to receive monies from the Escrow Account and from the ASBA Accounts on the Designated Date
QIB Category	The portion of the Issue being such number of Equity Shares to be Allotted to QIBs on a proportionate basis
Qualified Institutional Buyers or QIBs	As defined under SEBI ICDR Regulations, 2009
RTA	Registrar to the Issue and Share Transfer Agent
Registered Broker	Stock Brokers registered with the Stock Exchanges having nationwide terminals, other than the members of the Syndicate
Registrar to the Issue/RTI	The Registrar to the Issue as disclosed in the Prospectus and Application Form
Reserved Category/ Categories	Categories of persons eligible for making application/bidding under reservation portion
Reservation Portion	The portion of the Issue reserved for category of eligible Applicants as provided under the SEBI ICDR Regulations, 2009
Retail Individual Investors / RIIs	Investors who applies or bids for a value of not more than Rs. 200,000.
Retail Individual Shareholders	Shareholders of a listed Issuer who applies or bids for a value of not more than Rs. 200,000.
Retail Category	The portion of the Issue being such number of Equity Shares available for allocation to RIIs which shall not be less than the minimum bid lot, subject to availability in RII category and the remaining shares to be allotted on proportionate basis.
Revision Form	The form used by the Applicant in an issue through Book Building process to modify the quantity of Equity Shares and/or bid price indicates therein in any of their Application Forms or any previous Revision Form(s)
RoC	The Registrar of Companies
SEBI	The Securities and Exchange Board of India constituted under the Securities and Exchange Board of India Act, 1992
SEBI ICDR Regulations, 2009	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
Self Certified Syndicate Bank(s) or SCSB(s)	A bank registered with SEBI, which offers the facility of ASBA and a list of which is available on http://www.sebi.gov.in/cms/sebi_data/attachdocs/1316087201341.html



Term	Description
Specified Locations	Refer to definition of Broker Centers
Stock Exchanges/ SE	The stock exchanges as disclosed in the Prospectus of the Issuer where the Equity Shares Allotted pursuant to the Issue are proposed to be listed
Syndicate	The Book Running Lead Manager(s) and the Syndicate Member
Syndicate Agreement	The agreement to be entered into among the Issuer, and the Syndicate in relation to collection of the Bids in this Issue (excluding Application from ASBA Applicants)
Syndicate Member(s)/SM	The Syndicate Member(s) as disclosed in the Prospectus
Underwriters	The Lead Manager(s)
Underwriting Agreement	The agreement dated entered into between the Underwriters and our company.
Working Day	Any day, other than 2nd and 4th Saturday of the month, Sundays or public holidays, on which commercial banks in India are open for business, provided however, with reference to announcement Issue Period, "Working Days" shall mean all days, excluding Saturdays, Sundays and public holidays, which are working days for commercial banks in India.



RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. 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. Foreign investment is allowed up to 100% under automatic route in our Company.

India's current Foreign Direct Investment ("FDI") Policy issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, GOI ("DIPP") by circular 1 of 2014, with effect from April 17, 2014 ("Circular 1 of 2014"), consolidates and subsumes all previous press notes, press releases and clarifications on FDI issued by the DIPP. The Government usually updates the consolidated circular on FDI Policy once every Year and therefore, Circular 1 of 2014 will be valid until the DIPP issues an updated circular.

Subscription by foreign investors (NRIs/FPIs)

FPIs are permitted to subscribe to Equity Shares of an Indian Company in a public offer without the prior approval of the RBI, so long as the price of the Equity Shares to be issued is not less than the price at which the Equity Shares are issued to residents. , SEBI registered FPIs have been permitted to purchase shares of an Indian company through offer, subject to total FPI investment being within the individual FPI/sub account investment limit of 10 per cent subject to the total sectoral cap of all FPIs/sub-accounts put together being 24 per cent of the paid-up capital of the Indian 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 foreign direct investment ("FDI") Policy and the non-resident shareholding is within the sectoral limits under the FDI policy; and (ii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI. Investors are advised to refer to the exact text of the relevant statutory provisions 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 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, FPIs, foreign venture capital funds, multi-lateral and bilateral development financial institutions and any other foreign investor. All Non Residents, NRIs, FPIs 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.

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 under the U.S. Securities Act of 1933, as amended (U.S. 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 promulgated under the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities laws. Accordingly, the Equity Shares are only being



offered and sold only outside the United States in offshore transaction in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the Jurisdiction where those offers and sale occur. However 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 the 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 VIII – MAIN PROVISION OF THE ARTICLE OF ASSOCIATION

Pursuant to Schedule II of the Companies Act, and the SEBI ICDR Regulations, the Main provisions of the Articles of Association relating to voting rights, dividend, lien, forfeiture, restrictions on transfer and Transmission of equity shares or debentures, their consolidation or splitting are as provided below. Each provision below is numbered as per the corresponding article number in the articles of association and defined terms herein have the meaning given to them in the Articles of Association.

ARTICLE NO.	INTERPRETATION	HEADING
1	In these Articles unless there be something in the subject matter or context inconsistent therewith:	
	i. “The Act” means the Companies Act, 2013 and the applicable provisions of the Companies Act, 1956 and includes any statutory modification or re-enactment thereof for the time being in force.	The Act
	ii. “Articles” means Articles of Association of the Company as originally framed or altered from time to time	Articles
	iii. “Beneficial Owner” shall have the meaning assigned thereto by Section 2(1) (a) of the Depositories Act, 1996.	Beneficial Owner
	iv. “Board or Board of Directors” means the collective body of the Board of Directors of the Company.	Board or Board of Directors
	v. “Chairman” means the Chairman of the Board of the Directors of the Company.	Chairman
	vi. “The Company” means Advance Syntex Limited.	The Company
	vii. “Depositories Act, 1996” shall mean Depositories Act, 1996 and include any Statutory modification or re-enactment thereof for the time being in force.	Depositories Act 1996
	viii. “Depository” shall have the meaning assigned thereto by Section 2 (1) (e) of the Depositories Act, 1996.	Depository
	ix. “Directors” means the Directors appointed to the board for the time being of the Company.	Directors
	x. “Dividend” includes any interim dividend.	Dividend
	xi. “Document” means a document as defined in Section 2 (36) of the Companies Act, 2013.	Document
	xii. “Equity Share Capital” , with reference to any Company limited by shares, means all share capital which is not preference share capital	Equity Share Capital
	xiii. “KMP” means Key Managerial Personnel of the Company provided as per the relevant sections of the Act.	KMP
	xiv. “Managing Director” means a Director who by virtue or an agreement with the Company or of a resolution passed by the Company in general meeting or by its Board of Directors or by virtue of its Memorandum or Articles of Association is entrusted with substantial powers of management and includes a director occupying the position of managing director, by whatever name called	Managing Director
	xv. “Month” means Calendar month.	Month
	xvi. “Office” means the registered office for the time being of the Company.	Office
	xvii. “Paid-up share capital” or “share capital paid-up” means such aggregate amount of money credited as paid-up as is equivalent to the amount received as paid up in respect of shares issued and also includes any amount credited as paid-up in respect of shares of the company, but does not include any other amount received in respect of such shares, by whatever name called	Paid-up share capital
	xviii. “Postal Ballot” means voting by post or through any electronic mode	Postal Ballot
	xix. “Proxy” includes attorney duly constituted under the power of attorney to vote for a member at a General Meeting of the Company on poll.	“Proxy”
	xx. “Public Holiday” means a Public Holiday within the meaning of the Negotiable Instruments Act, 1881 (XXVI of 1881); provided that no day declared by the Central Government to be such a holiday shall be deemed to be such a holiday in relation to any meeting unless the declaration was notified before the issue of the notice convening such meeting.	Public Holiday
	xxi. “Registrar” means the Registrar of Companies of the state in which the Registered Office of the Company is for the time being situated and includes an Additional Registrar a Joint	Registrar

	Registrar, a Deputy Registrar or an Assistant Registrar having the duty of registering companies and discharging various functions under this Act.	
	xxii. “ Rules ” means the applicable rules as prescribed under the relevant sections of the Act for time being in force	Rules
	xxiii. “ SEBI ” means Securities & Exchange Board of India established under Section 3 of the Securities & Exchange Board of India Act, 1992.	SEBI
	xxiv. “ Securities ” means the securities as defined in clause (h) of Section 2 of the Securities Contracts (Regulation) Act, 1956 (42 of 1956)	Securities
	xxv. “ Share ” means share in the Share Capital of the Company and includes stock except where a distinction between stock and share is expressed or implied.	Share
	xxvi. “ Seal ” means the common seal of the Company.	Seal
	xxvii. “ Preference Share Capital ”, with reference to any Company limited by shares, means that part of the issued share capital of the Company which carries or would carry a preferential right with respect to— (a) payment of dividend, either as a fixed amount or an amount calculated at a fixed rate, which may either be free of or subject to income-tax; and (b) repayment, in the case of a winding up or repayment of capital, of the amount of the share capital paid-up or deemed to have been paid-up, whether or not, there is a preferential right to the payment of any fixed premium or premium on any fixed scale, specified in the memorandum or articles of the Company;	Preference Share Capital
	Words imparting the plural number also include, where the context requires or admits, the singular number, and vice versa. Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the Company. ‘In writing’ and ‘written’ includes printing, lithography and other modes of representing or reproducing words in a visible form.	
2.	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.	Share Capital
3	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.	
4	Subject to provisions of Section 54 of the Act read with Companies (Share Capital and Debentures) Rules, 2014, and any other applicable provisions of the Act or any law for the time being in force, the Company may issue Sweat Equity Shares on such terms and in such manner as the Board may determine.	Issue of Sweat Equity Shares
5	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 Debentures



6	<p>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 one month after the application for registration of transfer of transmission or within such other period as the conditions of issue shall be provided,—</p> <p>a. one certificate for all his shares without payment of any charges; or</p> <p>b. several certificates, each for one or more of his shares, upon payment of Rupees twenty for each certificate after the first</p> <p>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;</p> <p>iii. Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.</p> <p>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.</p>	Issue of Share Certificates
7	<p>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 twenty Rupees for each certificate.</p>	Issue of Share Certificates
8	<p>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.</p>	Issue of Share Certificates
9	<p>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.</p>	
10	<p>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.</p> <p>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.</p> <p>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.</p>	Power to pay Commission In connection with the Securities issued
11	<p>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.</p> <p>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.</p>	Variations of Shareholder's rights



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.	
13	Subject to the provisions of section 55 and 62, any preference shares may with the sanction of ordinary resolution, 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.	Issue of Preference Shares
14	<p>(1) Where at any time Company having Share Capital proposes to increase its subscribed capital by the issue of further Shares, such shares shall be offered:</p> <p>(a) to persons who, at the date of the offer, are holders of equity shares of the company in proportion, as nearly as circumstances admit, to the paid-up share capital on those shares by sending a letter of offer subject to the conditions specified in the relevant provisions of Section 62 of the Act.</p> <p>(b) to employees under a scheme of employees' stock option, subject to special resolution passed by company and subject to such other conditions as may be prescribed under the relevant rules of Section 62.</p> <p>(c) to any persons, if it is authorized by a special resolution, whether or not those persons include the persons referred to in clause (a) or clause (b), either for cash or for a consideration other than cash, if the price of such shares is determined by the valuation report of a registered valuer subject to such conditions as may be prescribed under the relevant rules of Section 62.</p> <p>(2) The notice shall be dispatched through registered post or speed post or through electronic mode to all the existing shareholders at least three days before the opening of the issue.</p> <p>(3) Nothing in this Article shall apply to the increase of the subscribed capital of company caused by the exercise of an option as a term attached to the debentures issued or loan raised by the company to convert such debentures or loans into shares in the company:</p> <p>Provided that the terms of issue of such debentures or loan containing such an option have been approved, before the issue of such debentures or the raising of loan, by a special resolution passed by the company in general meeting.</p>	Further Issue of shares
15	<p>i. The Company shall have a first and paramount lien—</p> <p>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</p> <p style="text-align: center;">or</p> <p>Every fully paid shares shall be free from all lien and that in the case of partly Paid shares the Issuer's lien shall be restricted to moneys called or payable at Fixed time in respect of such shares; and</p> <p>b. 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:</p> <p>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.</p> <p>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.</p>	Lien



16	<p>The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a lien:</p> <p>Provided that no sale shall be made—</p> <ol style="list-style-type: none"> 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. 	
17	<ol style="list-style-type: none"> 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. 	
18	<ol style="list-style-type: none"> 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. 	
19	<p>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:-</p> <ol style="list-style-type: none"> 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) <ol style="list-style-type: none"> (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 they 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 	Joint Holdings



	in Joint-names.	
20	<p>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:</p> <p>Provided that no call shall exceed one fourth of the nominal value of the shares or be payable at less than one month from the date fixed for the payment of the last preceding call.</p> <p>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.</p> <p>iii. A call may be revoked or postponed at the discretion of the Board.</p>	Calls on shares
21	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.	
22	The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.	
23	<p>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.</p> <p>ii. The Board shall be at liberty to waive payment of any such interest wholly or in part.</p>	
24	<p>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.</p> <p>ii. In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture</p> <p>iii. or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.</p>	
25	<p>The Board—</p> <p>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</p> <p>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.</p>	
26	<p>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.</p> <p>Provided however that any amount paid to the extent called – up, shall be entitled to proportionate dividend and voting right.</p>	
27	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.	
28	The provisions of these Articles relating to call on shares shall mutatis mutandis apply to any other securities including debentures of the company.	
29	<p>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.</p> <p>ii. Each share in the Company shall be distinguished by its appropriate number.</p> <p>iii. A Certificate under the Common Seal of the Company, specifying any shares held by any</p>	



	member shall be prima facie evidence of the title of the member of such shares.	
30	<ul style="list-style-type: none"> 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. 	
31	<p>The Board may, subject to the right of appeal conferred by section 58 of Companies Act, 2013 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-</p> <ul style="list-style-type: none"> 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. 	
32	<p>The Board shall decline to recognize any instrument of transfer unless—</p> <ul style="list-style-type: none"> 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. <p>Provided that, transfer of shares in whatever lot shall not be refused.</p> <ul style="list-style-type: none"> iii. 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), iv. 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; v. 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. 	
33	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.	
34	<p>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.</p> <p>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.</p>	
35	The provisions of these Articles relating to transfer of Shares shall mutatis mutandis apply to any other securities including debentures of the company.	
36	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 shares.	Register of Transfers



37	<p>i. The provisions of this Article shall apply notwithstanding anything to the contrary contained in any other Article of these Articles.</p> <p>a. The Company shall be entitled to dematerialise its securities and to offer securities in a dematerialised form pursuant to the Depository Act, 1996.</p> <p>b. Option for Investors:</p> <p>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.</p> <p>If a person opts to hold its Security with a Depository, the Company shall intimate such depository the details of allotment of the Security</p> <p>c. Securities in Depository to be in fungible form:-</p> <ul style="list-style-type: none"> ○ All Securities of the Company held by the Depository shall be dematerialised and be in fungible form. ○ 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. <p>d. Rights of Depositories & Beneficial Owners:-</p> <p>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.</p> <p>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.</p> <p>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.</p> <p>ii. 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.</p> <p>iii. 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.</p> <p>iv. 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.</p> <p>v. Nothing contained in the Act or these Articles regarding the necessity of having</p>	Dematerialisation of Securities
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	<p>distinctive numbers for Securities issued by the Company shall apply to Securities held with a Depository.</p> <p>vi. 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.</p> <p>vii. 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.</p>	
38	<p>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.</p> <p>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.</p>	Transmission of shares
39	<p>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—</p> <p style="margin-left: 40px;">a. to be registered himself as holder of the share; or</p> <p style="margin-left: 40px;">b. to make such transfer of the share as the deceased or insolvent member could have made.</p> <p>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.</p>	
40	<p>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.</p> <p>ii. If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.</p> <p>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.</p>	
41	<p>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:</p> <p>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.</p>	
42	The provisions of these Articles relating to transmission of shares shall mutatis mutandis apply to any other securities including debentures of the Company.	



	No fee shall be charged for requisition of transfer, transmission, probate, succession certificate and letter of admiration, Certificate of Death or marriage, power of attorney or similar other documents.	
43	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.	Forfeiture of shares
44	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.	
45	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.	
46	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.	
47	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.	
48	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.	
49	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	
50	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.	
51	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.	
52	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.	

53	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.	
54	The provisions of these articles relating to forfeiture of shares shall mutatis mutandis apply to any other securities including debentures of the Company.	
55	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.	Initial payment not to preclude forfeiture
56	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.	
57	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; i. convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination; ii. sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum; iii. 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.	Alteration of capital
58	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.	Conversion of Shares into Stock
59	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.	Reduction of Capital
60	The Company may issue share warrants subject to, and in accordance with, the provisions 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	Share Warrants



	<p>warrant and such fee as the Board may from time to time require, issue of a share warrant. 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 days from the time of deposit, as if his name were inserted in the register of members as the holder of the shares including in the deposited warrants.</p> <p>Not more than one person shall be recognized as depositor of the share warrant.</p> <p>The Company shall, on two days written notice, return the deposited share warrants to the depositor.</p> <p>Subject 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.</p> <p>The bearer of 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 holders of shares included in the warrant, and he shall be a member of the Company.</p> <p>The Board may from time to time, make rules as to the terms on which (if it shall think fit) a new share warrant of coupon may be issued by way of renewal in case of defacement, loss or destruction.</p>	
61	<ul style="list-style-type: none"> i. The Company in general meeting may, upon the recommendation of the Board, resolve— <ul style="list-style-type: none"> 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— <ul style="list-style-type: none"> 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. 	<p>Capitalisation of profits</p>
62	<ul style="list-style-type: none"> i. Whenever such a resolution as aforesaid shall have been passed, the Board shall— <ul style="list-style-type: none"> 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— <ul style="list-style-type: none"> 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 	

	<p>infractions; and</p> <p>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;</p> <p>iii. Any agreement made under such authority shall be effective and binding on such members.</p>	
63	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.	Buy-back of shares
64	All General Meetings other than annual general meeting shall be called extra-ordinary general meetings.	
65	<p>i. The Board may, whenever it thinks fit, call an extraordinary general meeting.</p> <p>ii. The General meeting including Annual general meeting shall be convened by giving notice of clear 21 days in advance as per section 101 of Companies Act 2013. The directors if they think fit may convene a General Meeting including Annual General Meeting of the company by giving a notice thereof being not less than three days if consent is given in writing or by electronic mode by not less than ninety-five per cent. of the members entitled to vote at such meeting.</p> <p>iii. 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.</p>	General Meeting
66	<p>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.</p> <p>ii.</p> <p>i. 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.</p> <p>ii. In any other case, the quorum shall be decided as under:</p> <p>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;</p> <p>b) thirty members personally present if the number of members as on the date of the meeting exceeds five thousand;</p>	
67	The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the Company.	Proceedings at general meetings
68	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.	
69	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.	
70	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.	
71	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.	
72	<p>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.</p> <p>ii. The demand for a poll may be withdrawn at any time by the person or persons who made the demand.</p>	Demand for poll
73	<p>i. A poll demanded on a question of adjournment shall be taken forthwith.</p> <p>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.</p>	Time of taking poll
74	<p>i. 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.</p> <p>ii. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.</p> <p>iii. 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.</p> <p>iv. 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.</p>	Adjournment of meeting
75	<p>Subject to any rights or restrictions for the time being attached to any class or classes of shares,—</p> <p>i. on a show of hands, every member present in person shall have one vote; and</p> <p>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.</p>	
76	A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.	
77	<p>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.</p> <p>ii. For this purpose, seniority shall be determined by the order in which the names stand in the register of members.</p>	Voting rights
78	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.	
79	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.	
80	Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.	
81	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.	



82	<p>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.</p> <p>ii.Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive</p>	
83	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.	
84	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 polls 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.	Casting Vote
85	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 Body Corporate
86	The Company shall comply with provisions of Section 111 of the Companies Act, 2013, relating to circulation of member's resolution.	Circulation of member's resolution
87	The Company shall comply with provisions of Section 115 of the Act relating to resolution requiring special notice.	Resolution requiring special notice
88	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	Resolutions passed at adjourned meeting
89	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.	Registration of resolutions and agreements
90	<p>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.</p> <p>ii.Each page of every such book shall be initialled or signed and the last page of the record of proceedings of each meeting in such books shall be dated and signed :</p> <p>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.</p> <p>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.</p> <p>C. In no case the minutes of proceedings of a meeting shall be attached to any such book as aforesaid by pasting or otherwise.</p> <p>D. The minutes of each meeting shall contain a fair and correct summary of the proceedings thereat.</p> <p>E. All appointments of officers made at any of the meetings aforesaid shall be included in the minutes of the meeting.</p> <p>F. In the case of a meeting of the Board of Directors or of a Committee of the Board, the minutes shall also contain:</p> <p>a. the names of the Directors present at the meetings, and</p>	Minutes of proceedings of general meeting and of Board and other meetings



	<p>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.</p> <p>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:</p> <ol style="list-style-type: none"> is or could reasonably be regarded, as defamatory of any person is irrelevant or immaterial to the proceedings; or is detrimental to the interests of the Company. <p>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.</p>	
91	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.	Minutes to be considered to be evidence
92	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.	Publication of reports of proceeding of general meetings
93	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.	Proxy
94	An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.	
95	<p>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:</p> <p>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.</p>	
96	<p>The first directors of the Company shall be:</p> <ol style="list-style-type: none"> Mrs. Kaushika Vora Shri Harendrasinh Atodaria 	Board of Directors
97	The Directors need not hold any "Qualification Share(s)".	
98	<p>Appointment of Senior Executive as a Whole Time Director 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 persons as a Whole Time Director of the Company for such a period and upon such terms and conditions as the Board may decide. The Senior Executive so appointed shall be governed by the following provisions:</p> <p>He shall be liable to retire by rotation as provided in the Act but shall be eligible for re-appointment. His re-appointment as a Director shall not constitute a break in his appointment as Whole Time Director. He shall be reckoned as Director for the purpose of determining and fixing the number of Directors to retire by rotation. He shall cease to be a Director of the Company on the happening of any event specified in Section 164 of the Act. 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 Managing Director(s) and / or the Board, shall exercise such powers and authorities subject to such restrictions and conditions and</p>	



	<p>/ or stipulations as the Managing Director(s) and /or the Board may, from time to time determine.</p> <p>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 such powers, authorities, duties and responsibilities conferred upon or vested in or entrusted to such whole time directors.</p>	
99	<p>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.</p> <p>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—</p> <p>a. in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or</p> <p>b. in connection with the business of the company</p>	
100	The Board may pay all expenses incurred in getting up and registering the company.	
101	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.	
102	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.	
103	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.	
104	<p>i. 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.</p> <p>ii. 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.</p>	
105	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.	<p>Retirement and Rotation of Directors</p>
106	The remaining Directors shall be appointed in accordance with the provisions of the Act.	
107	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.	
108	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.	
109	Subject to the provisions of the Act and these Articles, the retiring Director shall be eligible for reappointment.	
110	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.	
111	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	<p>Nominee Director</p>



	(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 places.	
112	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.	
113	The Nominee Directors so appointed shall hold the said office only so long as any money 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.	
114	The Nominee Directors 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 Directors 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 Directors 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 financial institution, the sitting fees in relation to such Nominee Directors shall accrue to such financial institution as the case may be and the same shall accordingly be paid by the Company directly to the Corporation.	
115	Provided also that in the event of the Nominee Directors being appointed as Wholetime Directors such Nominee Directors 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.	
116	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.	Removal of Directors
117	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.	
118	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.	
119	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	

	<p>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:</p> <p>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.</p>	
120	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.	
121	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.	
122	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.	
123	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.	
124	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.	Remuneration and sitting fees to Directors including Managing and whole time Directors
125	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 196, 197 & 198, 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.	
126	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,	Powers and duties of Directors: Certain powers to be exercised by the Board only at meeting.



	<p>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.</p> <p>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 (d), (e) and (f) to the extent specified in clauses (ii), (iii) and (iv) respectively on such condition as the Board may prescribe.</p> <p>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.</p> <p>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.</p> <p>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.</p> <p>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 this Article.</p>	
<p>127</p>	<p>i. The Board of Directors of the Company shall not except with the consent of the Company in general meeting :</p> <p>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</p>	<p>Restriction on powers of Board</p>



	<p>e) contribute to <i>bona fide</i> charitable and other funds, aggregate of which in any financial year, exceed five percent of its average net profits during the three financial years, immediately preceding.</p> <p>ii. Nothing contained in sub-clause (a) above shall affect:</p> <p>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</p> <p>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.</p> <p>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.</p> <p>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.</p>	
128	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.	
129	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.	General powers of the Company vested in Directors
130	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 and subject to the provisions of the Act and these Articles, it is hereby expressly declared that the Directors shall have the following powers:	Specific powers given to Directors
	<p>i. 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;</p> <p>ii. 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;</p> <p>iii. 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</p>	



	<p>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;</p> <p>iv. 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;</p> <p>v. 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;</p> <p>vi. 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;</p> <p>vii. 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;</p> <p>viii. 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;</p> <p>ix. 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;</p> <p>x. 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;</p> <p>xi. 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;</p> <p>xii. 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;</p> <p>xiii. To institute, conduct, defend, compound or abandon any legal proceedings by or</p>	
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	<p>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;</p> <p>xiv. 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.</p> <p>xv. 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.</p> <p>xvi. 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;</p> <p>xvii. 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;</p> <p>xviii. To decide and allocate the expenditure on capital and revenue account either for the year or period or spread over the years.</p> <p>xix. 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.</p> <p>xx. At any time and from time to time by power of attorney to appoint any person or</p>	
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	<p>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.</p> <p>xxi. 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;</p>	
131	<p>a) Subject to the provisions of the Act and of these Articles the Board shall have power to appoint from time to time one or more Directors as Managing Director or Managing Directors and/or Whole-time Directors 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), 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.</p> <p>b) 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.</p> <p>c) Subject to the provisions of Sections 197 & 198 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.</p>	<p>MANAGING DIRECTORS</p> <p>Power to appoint Managing or Whole-time Directors</p>
132	<p>a) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.</p> <p>b) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.</p>	
133	The quorum for meetings of Board/Committees shall be as provided in the Act or under the rules.	
134	<p>a) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.</p> <p>b) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.</p>	<p>Proceedings of the Board</p>
135	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.	
136	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.	

137	<p>a) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.</p> <p>b) 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.</p>	
138	<p>a) 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.</p> <p>b) 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.</p>	Delegation of Powers of Board to Committee
139	<p>a) A committee may elect a Chairperson of its meetings.</p> <p>b) 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.</p>	
140	<p>a) A committee may meet and adjourn as it thinks fit.</p> <p>b) 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.</p>	
141	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.	
142	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	
143	<p>Subject to the provisions of the Act,—</p> <p>a) 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;</p> <p>b) A director may be appointed as chief executive officer, manager, Company secretary or chief financial officer.</p>	
144	A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officers, 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 .	
145	<p>a) The Board shall provide for the safe custody of the seal.</p> <p>b) 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.</p>	The Seal
146	The Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.	Dividends and Reserve
147	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.	
148	<p>a) 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</p>	



	<p>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.</p> <p>b) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.</p>
149	<p>a) 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.</p> <p>b) 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.</p> <p>c) 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.</p>
150	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.
151	<p>a) 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.</p> <p>b) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.</p>
152	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.
153	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.
154	<p>No dividend shall bear interest against the Company.</p> <p>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;</p>
155	<p>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.</p> <p>The company shall transfer any money transferred to the unpaid dividend account of a company that remains unpaid or unclaimed for a period of seven years from the date of such transfer, to the Fund known as Investor Education and Protection Fund established under section 125 of the Act.</p>
156	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.
157	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.	
158	<p>a) 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.</p> <p>b) 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.</p>	Accounts
159	<p>Minutes Books of General Meetings</p> <p>a) The books containing the minutes of the proceedings of any general meeting of the Company shall;</p> <ol style="list-style-type: none"> i. be kept at the registered office of the Company, and ii. 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. <p>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.</p> <p>b) 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 Rs. 10/- (Ten Rupees only) for each page or part thereof.</p>	Inspection of Statutory Documents of the Company
160	<p>a) 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.</p> <p>b) The register of charges and instrument of charges, as per clause (i) above, shall be open for inspection during business hours—</p> <ol style="list-style-type: none"> 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, <p>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.</p>	Register of charges
161	<p>a) The first Auditor of the Company shall be appointed by the Board of Directors within 30 days 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.</p> <p>b) Appointment of Auditors shall be governed by provisions of Companies Act 2013 and rules made there under.</p> <p>c) 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.</p> <p>d) 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.</p>	Audit
162	<p>Subject to the provisions of Chapter XX of the Act and rules made there under—</p> <p>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</p>	Winding up



	<p>they shall consist of property of the same kind or not.</p> <p>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.</p> <p>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 others securities whereon there is any liability.</p>	
163	<p>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 Subject to the provisions of Chapter XX of the Act and rules made there under.</p>	Indemnity
164	<p>a. 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.</p> <p>b. No member shall be entitled to visit or inspect any works of the Company, without the permission of the Directors or to require discovery of or any information respecting any details of the Company's trading or business or any matter which is or may be in the nature of a trade secret, mystery of trade, secret or patented process or any other matter, which may relate to the conduct of the business of the Company and which in the opinion of the directors, it would be inexpedient in the interests of the Company to disclose.</p>	Secrecy

**SECTION IX: 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 our Company or contracts entered into more than two (2) years before the date of filing of the Prospectus) which are or may be deemed material have been entered or are to be entered into by our Company. These contracts, copies of which will be attached to the copy of the Prospectus, will be delivered to the Registrar of Companies, Ahmedabad or registration and also the documents for inspection referred to hereunder, may be inspected at the Administrative office of the Company located at 107, GIDC, POR Ramangamdi, Vadodara, - 391243, Gujarat, India from 11.00 a.m. to 5.00 p.m. on working days from the date of the Prospectus until the Issue Closing Date.

Material Contracts

1. Memorandum of Understanding dated January 25, 2016 between our Company and Hem Securities Limited as Lead Manager (LM) to the Issue.
2. Memorandum of Understanding dated November 05, 2015 executed between our Company and the Registrar to the Issue (Sharex Dynamic (India) Private Limited)
3. Banker to the Issue Agreement dated June 07, 2016 among our Company, the LM, Banker to the Issue and the Registrar to the Issue.
4. Market Making Agreement dated January 25, 2016 between our Company, the LM and Market Maker.
5. Underwriting Agreement dated January 25, 2016 between our Company, the LM and Underwriter.
6. Tripartite Agreement dated February 23, 2016 among CDSL, the Company and the Registrar to the Issue.
7. Tripartite Agreement dated February 23, 2016 among NSDL, the Company and the Registrar to the Issue.

Material Documents

1. Certificate of Incorporation dated September 21, 1990 issued by the Registrar of Companies, Dadra & Nagar Haveli, Gujarat. A certificate of registration dated June 29, 2015 pursuant to alteration of object clause, Fresh Certificate of incorporation dated November 23, 2015 issued by the Registrar of Companies, Ahmedabad consequent upon Conversion of the Company to Public Company.
2. Certified copies of the Memorandum and Articles of Association of the Company as amended.
3. Copy of the Board Resolution dated November 30, 2015 authorizing the Issue and other related matters.
4. Copy of the Shareholders' Resolutions dated December 24, 2015 authorizing the Issue and other related matters.
5. Copies of Audited Financial Statements of our Company for the period ended December, 2015 and years ended March 31, 2015, 2014, 2013, 2012 & 2011.
6. Peer Review Auditors Report dated May 31, 2016 on Restated Financial Statements of our Company for the period ended September, 2015 and years ended March 31, 2015, 2014, 2013, 2012 & 2011 and Stub Period ended December, 2015
7. Copy of the Statement of Tax Benefits dated May 31, 2016 from the Statutory Auditor.
8. Consents of the Lead Manager, Legal Advisor to the Issue, Registrar to the Issue, Market Maker, Underwriter, Escrow Collection Bank(s) and Refund Bank(s), Statutory Auditor of the Company, Peer Review Auditor, Promoters of our Company, Directors of our Company, Company Secretary and Compliance Officer, Chief Financial Officer, Bankers to our Company, as referred to, in their respective capacities.
9. Copy of Certificate from the Peer Review Auditors of our Company, M/s V.J. Amin & Co., Chartered Accountants dated May 31, 2016 regarding the Eligibility of the Issue.
10. Due Diligence Certificate from Lead Manager dated March 18, 2016 filed with BSE and dated June 22, 2016 filed with SEBI.
11. Approval from BSE vide letter dated May 03, 2016 to use the name of BSE in this Prospectus for listing of Equity Shares on the SME Platform of the BSE.

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 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 Prospectus are true and correct:

SIGNED BY THE DIRECTORS OF THE COMPANY:

<p>Sd/-</p> <p>Mr. Bhavan Dhirendra Vora <i>Managing Director</i> DIN: 01613974</p>	<p>Sd/-</p> <p>Mrs. Darshana Devang Vora <i>Whole Time Director</i> DIN: 06718711</p>
<p>Sd/-</p> <p>Mr. Sanjeev Manikchand Rakhecha <i>Chairman & Non-Executive Independent Director</i> DIN: 07356388</p>	<p>Sd/-</p> <p>Mr. Bhasker Pranjivanbhai Parekh <i>Non-Executive Director</i> DIN: 07348749</p>
<p>Sd/-</p> <p>Mr. Nandishkumar Vinodray Gandhi <i>Non-Executive Director</i> DIN: 00284688</p>	<p>Sd/-</p> <p>Mr. Praful Ramanlal Pandya <i>Non-Executive Director</i> DIN: 03381212</p>
<p>Sd/-</p> <p>Mr. Himesh Ochhavlal Shah <i>Non-Executive Independent Director</i> DIN: 07366133</p>	<p>Sd/-</p> <p>Mr. Rajesh Asalraj Jain <i>Non-Executive Independent Director</i> DIN: 07348669</p>

SIGNED BY -

<p>Sd/-</p> <p>Mr. Farhad Shamsuddin Wasanwala <i>Chief Financial Officer</i></p>	<p>Sd/-</p> <p>Ms. Lakshita Sabnani <i>Company Secretary and Compliance Officer</i></p>
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Place: Vadodara

Date: 22.06.2016