



## SUREVIN BPO SERVICES LIMITED

Our Company was incorporated on June 18, 2007 as Surevin BPO Services Private Limited under the provisions of the Companies Act, 1956 with Certificate of Incorporation issued by the Registrar of Companies Madhya Pradesh and Chattisgarh on June 18, 2007 with Registration Number 019623. Subsequently, our Company was converted into a public limited company pursuant to special resolution passed at the Extra Ordinary General Meeting of our Company held on September 02, 2016 and the name of our Company was changed to Surevin BPO Services Limited and a Fresh Certificate of Incorporation dated September 23, 2016 was issued by the Registrar of Companies, Gwalior, Madhya Pradesh now bearing CIN U74999MP2007PLC019623. For details of changes in name and registered office of our Company, please refer to the section titled "History and Certain Corporate matters" beginning on page 90 of this Red Herring Prospectus.

**Registered Office:** 40, Mandakini Housing Society, Behind Reliance Fresh, Kolar Road, Bhopal: 462036, Madhya Pradesh, India.

**Telephone:** +91 0755-4278897; **Contact Person:** Mr. Ashish Soni, Company Secretary & Compliance Officer;

**E-mail:** cs@surevin.com; **Website:** www.surevin.com; **Corporate Identity Number:** U74999MP2007PLC019623

### PROMOTERS OF THE COMPANY: MR. ABHISHEK GUPTA AND MRS. SONIKA GUPTA

**PUBLIC ISSUE OF 9,12,000 EQUITY SHARES OF A FACE VALUE OF ₹10 EACH (THE "EQUITY SHARES") OF SUREVIN BPO SERVICES LIMITED ("SBSL" OR THE "COMPANY") FOR CASH AT A PRICE OF ₹ [●] PER SHARE (THE "ISSUE PRICE"), AGGREGATING TO ₹ [●] LAKHS ("THE ISSUE"), OF WHICH, 48,000 EQUITY SHARES OF ₹10 EACH WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKERS TO THE ISSUE (AS DEFINED IN THE SECTION "DEFINITIONS AND ABBREVIATIONS") (THE "MARKET MAKER RESERVATION PORTION"). THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION I.E. ISSUE OF 8,64,000 EQUITY SHARES OF ₹ [●] EACH IS HERINAFTER REFERRED TO AS THE "NET ISSUE" AGGREGATING UP TO ₹ [●] LAKHS \*\* (THE "ISSUE"). THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 26.93% AND 25.51%, RESPECTIVELY OF THE POST ISSUE PAID-UP EQUITY SHARE CAPITAL OF THE COMPANY.**

THE FACE VALUE OF THE EQUITY SHARES IS ₹ 10 EACH. THE PRICE BAND AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGER ("BRLM") AND WILL BE ADVERTISED IN ALL EDITIONS OF THE ENGLISH NATIONAL NEWSPAPER BUSINESS STANDARD, ALL EDITIONS OF THE HINDI NATIONAL NEWSPAPER BUSINESS STANDARD AND BHOPAL EDITION OF THE RASHTRIYA HINDI MAIL, EACH WITH WIDE CIRCULATION, AT LEAST 5 (FIVE) WORKING DAYS PRIOR TO THE BID/ISSUE OPENING DATE WITH THE RELEVANT FINANCIAL RATIOS CALCULATED AT THE FLOOR PRICE AND THE CAP PRICE AND SHALL BE MADE AVAILABLE TO THE EMERGE PLATFORM OF NATIONAL STOCK EXCHANGE OF INDIA LIMITED ("NSE EMERGE", REFERRED TO AS THE "STOCK EXCHANGE") FOR THE PURPOSE OF UPLOADING ON THEIR WEBSITE.

In case of any revisions in the Price Band, the Bid/Issue Period will be extended by at least three additional Working Days after such revision of the Price Band, subject to the Bid/Issue Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Issue Period, if applicable, will be widely disseminated by notification to the Stock Exchange, by issuing a press release, and also by indicating the change on the website of the BRLM and the terminals of the Syndicate Members.

**THIS ISSUE IS BEING MADE IN TERMS OF CHAPTER XB OF THE SEBI (ICDR) REGULATIONS, 2009 (AS AMENDED) FOR FURTHER DETAILS, PLEASE REFER TO SECTION TITLED "ISSUE INFORMATION" BEGINNING ON PAGE 171 OF THIS RED HERRING PROSPECTUS**

In terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015, All potential investors may participate in the Issue through an Application Supported by Blocked Amount ("ASBA") process providing details about the bank account which will be blocked by the Self Certified Syndicate Banks ("SCSBs") for the same. For details in this regard, specific attention is invited to section titled "Issue Procedure" beginning on page 179 of this Red Herring Prospectus. In case of delay, if any in refund, our Company shall pay interest on the application money at the rate of 15% per annum for the period of delay.

**THE FACE VALUE OF THE EQUITY SHARES IS ₹10 EACH AND THE ISSUE PRICE IS [●] TIMES OF THE FACE VALUE.**

### RISK IN RELATION TO THE ISSUE

This being the first public issue of our Company, there has been no formal market for the Equity Shares of our Company. The face value of the Equity Shares is ₹10. The Floor Price is [●] times the face value and the Cap Price is [●] times the face value. The Issue Price (as determined by our Company, in consultation with the Book Running Lead Manager, and as stated in the section titled "Basis for Issue Price" beginning on page 62 of this Red Herring 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 or sustained trading in the Equity Shares of our Company or regarding the price at which the Equity Shares will be traded after listing.

### GENERAL RISK

Investment in equity and equity related securities involves 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 Issued 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 the contents of this Red Herring Prospectus. Specific attention of the investors is invited to the section titled "Risk Factors" beginning on page 13 of this Red Herring Prospectus.

### COMPANYS' ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Red Herring Prospectus contains all information with regard to our Company and the Issue, which is material in the context of this Issue; that the information contained in this Red Herring 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 Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

### LISTING

The Equity Shares Issued through the Red Herring Prospectus are proposed to be listed on the SME Platform of NSE. In terms of the Chapter XB of the SEBI (ICDR) Regulations, 2009, as amended from time to time, our Company has received an approval letter dated November 29, 2016 from NSE for using its name in this Offer Document for listing of our shares on the SME Platform of NSE. For the purpose of this Issue, the designated Stock Exchange will be the emerge platform of National Stock Exchange of India Limited ("NSE EMERGE").

### BOOK RUNNING LEAD MANAGER

### REGISTRAR TO THE ISSUE



**Hem Securities Ltd.**



#### HEM SECURITIES LIMITED

14/15, Khatau Building, 40, Bank Street,  
Fort Mumbai 400 001, India.

**Telephone:** +91 22 4906 0000

**Facsimile:** +91 22 2262 5991

**Email:** ib@hemsecurities.com

**Contact Person:** Mr. Anil Bhargava

**Website:** www.hemsecurities.com

**SEBI registration number:** INM000010981

#### SHAREX DYNAMIC (INDIA) PRIVATE LIMITED

Unit- 1, Luthra Industrial Premises, Safed Pool, Andheri Kurla Road,  
Andheri (East), Mumbai- 400 072

**Telephone:** +91-22 – 2851 5606/44

**Facsimile:** +91-22 – 2851 2885

**Email:** sharexindia@vsnl.com

**Investor grievance email:** sbssl.ipo@sharexindia.in

**Contact Person:** Mr. K.C. Ajitkumar

**Website:** www.sharexindia.com

**SEBI Registration Number:** INR000002102

### ISSUE PROGRAMME

**ISSUE OPENS ON: FRIDAY JULY 28 , 2017**

**ISSUE CLOSES ON: TUESDAY AUGUST 01, 2017**

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## SECTION I: GENERAL

### DEFINITIONS AND ABBREVIATIONS

This Red Herring Prospectus uses certain definitions and abbreviation which, unless the context otherwise indicates or implies, shall have the respective meanings given below. References to statutes, regulations, rules, guidelines and policies will be deemed to include all amendments and modifications thereto.

All references to "the Company", "Our Company", "we", "our", "us" or "Surevin BPO Services Limited" is to Surevin BPO Services Limited, a company incorporated under the previous Companies Act, 1956 and having its Registered Office at 40, Mandakini Housing Society, Behind Reliance Fresh, Kolar Road, Bhopal- 462036, Madhya Pradesh, India.

The words and expression used in this Red Herring Prospectus, but not defined herein, shall have the same meaning ascribed to such terms under the SEBI (ICDR) Regulations, the Companies Act, the SCRA, the Depositories Act and the rules and regulations made thereunder as the case may be. Notwithstanding the foregoing, the terms not defined but used in the sections titled "Statement of Tax Benefits"; "Financial Statements"; "Outstanding Litigation and Material Developments"; and "Main Provisions of Articles of Association" beginning on pages 65, 111, 146 and 222 respectively, shall have the meanings ascribed to such terms in these respective sections.

### Company Related Terms

Term	Description
Articles/ Articles of Association/ AoA	The articles of association of our Company, as amended
Audit Committee	Audit committee of our Company constituted in accordance with Regulation 18 of the SEBI Listing Regulations and Section 177 of the Companies Act, 2013
Auditor/ Statutory Auditor	The statutory auditor of our Company, being M/s. Sandeep Mukherjee & Associates, Chartered Accountant.
Banker to our Company	State Bank of India , Mahavir Nagar, Bhopal, Madhya Pradesh as disclosed in the section titled "General Information" beginning on page 35 of this Red Herring Prospectus
Board of Director(s)/the Board/our Board/ Director(s)	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 93 of this Red Herring Prospectus.
Equity Shares	The equity shares of our Company of face value of ₹10 each, fully paid-up, unless otherwise specified in the context thereof
Equity Shareholders	Persons/ Entities holding Equity Shares of Our Company.
Group Companies/ Entities	The companies included under the definition of "Group Companies" under the SEBI (ICDR) Regulations and identified by the Company in its Materiality Policy. For further details, please refer to section titled "Group Entities of Our Company" beginning on page 108 of this Red Herring Prospectus.
Key Managerial Personnel/ KMP	The key management personnel of our Company in terms of the SEBI (ICDR) Regulations and the Companies Act disclosed in section titled "Our Management" beginning on page 93 of this Red Herring Prospectus.
Listing Agreement	Unless the context specifies otherwise, this means the Equity Listing Agreement to be signed between our company and the NSE Emerge Platform of National Stock Exchange of India Limited.
Materiality Policy	The policy on identification of group companies, material creditors and material litigation, adopted by our Board on September 28, 2016, in accordance with the requirements of the SEBI (ICDR) Regulations.
Memorandum/ Memorandum of Association/ MoA	The memorandum of association of our Company, as amended
Peer Review Auditor	Independent Auditor having a valid Peer Review certificate in our case being M/s. Mansaka Ravi & Associates, Chartered Accountants
Promoters	The promoters of our Company being: (a) Mr. Abhishek Gupta; and (b) Mrs. Sonika Gupta; For further details, please refer to section titled "Our Promoters and Promoter Group of our Company" beginning on page 105 of this Red Herring Prospectus.
Promoter Group	Includes such persons and entities constituting the promoter group of our Company in

Term	Description
	terms of Regulation 2(1)(zb) of the SEBI (ICDR) Regulations and as disclosed under section titled "Our Promoters and Promoter Group of our Company" beginning on page 105 of this Red Herring Prospectus.
Registered Office	40, Mandakini Housing Society, Behind Reliance Fresh, Kolar Road, Bhopal- 462036, Madhya Pradesh, India
Restated Financial Information	Financial Information for the the Financial Years ended March 31, 2017, 2016, 2015, 2014 and 2013as restated in accordance with SEBI (ICDR) Regulations, comprises of (i) Financial Information as per Restated Summary Financial Statements and (ii) Other Financial Information.
RoC/ Registrar of Companies	The Registrar of Companies, Gwalior, Madhya Pradesh situated at 3 <sup>rd</sup> Floor, A -block, Sanjay Complex, Jayendra Ganj, Gwalior – 474 009, Madhya Pradesh, India.

#### Issue related terms

Term	Description
Acknowledgement Slip	The slip or document issued by the Designated Intermediary to a Bidder as proof of registration of the Bid.
Allot/ Allotment/ Allotted of Equity Shares	Unless the context otherwise requires, allotment of the Equity Shares pursuant to the transfer of the respective portion of the Issued Shares by Company pursuant to the Issue of the Equity Shares to the successful Bidders.
Allocation/ Allotment of Equity Shares	The Issue and allotment of the Equity Shares pursuant to the Issue to the successful Bidders.
Allotment Advice	Note or advice or intimation of Allotment sent to the Bidders who have been allotted Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchanges.
Allottee (s)	A Successful bidders (s) to whom the Equity Shares are being allotted.
Application Supported by Blocked Amount / ASBA	An application, whether physical or electronic, used by all applicants to make an application authorizing a SCSB to block the application amount in the ASBA Account maintained with the 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 can apply through ASBA process.</i>
ASBA Account	Account maintained by the ASBA Bidder/Investor with an SCSB which will be blocked by such SCSB to the extent of the Application Amount of the ASBA Bidder/Investor.
ASBA Application Location (s)/ Specified Cities	Locations at which ASBA Applications can be uploaded by the SCSBs, namely Mumbai, New Delhi, Chennai, Kolkata, Ahmedabad, Bangalore, Hyderabad and Pune.
Basis of Allotment	The basis on which the Equity Shares will be Allotted to successful Bidders under the Issue and which is described in the section titled "Issue Procedure - Basis of Allotment" beginning on page 179 of this Red Herring Prospectus.
Bid(s)	An indication to make an Issue during the Bid/Issue Period by a Bidder pursuant to submission of the Bid cum Application Form to subscribe for or purchase our Equity Shares of our Company at a price within the Price Band, including all revisions and modifications thereto, to the extent permissible under SEBI ICDR Regulations.
Bid Amount	The highest value of the optional Bids as indicated in the Bid-cum-Application Form and payable by the Bidder upon submission of the Bid in this Issue.
Bid Cum Application Form	The form in terms of which the Bidder shall make a Bid and which shall be considered as the application for the Allotment pursuant to the terms of the Red Herring Prospectus and the Prospectus.
Bid Lot	[●]
Bid/Issue Closing Date	The date on which the Designated Intermediaries shall not accept Bids for the Issue, which shall be published by our Company in All Editions of The English National Newspaper Business Standard, All Editions of The Hindi National Newspaper Business Standard and Bhopal Edition of The Rashtriya Hindi Mail.
Bid/ Issue Opening Date	The date on which the Designated Intermediaries shall start accepting Bids for the Issue, which shall be published by our Company in All Editions of The English National Newspaper Business Standard, All Editions of The Hindi National Newspaper Business Standard and Bhopal Edition of The Rashtriya Hindi Mail

Term	Description
Bid/Issue Period	The period between the Bid/Issue Opening Date and the Bid/ Issue Closing Date, inclusive of both days, during which prospective Bidders can submit their Bids, including any revisions thereof.
Bidding Centers	Centers at which the Designated Intermediaries shall accept the Bid cum Application Forms, i.e, Designated SCSB Branch for SCSBs, Specified Locations for Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs
Book Building Process/ Book Building Method	The book building route as provided under Schedule XI of the SEBI (ICDR) Regulations, 2009, in terms of which this Issue is being made.
Broker Centres	Broker centers notified by the Stock Exchanges where Bidders can submit the Bid cum Application Forms to a Registered Broker. The details of such Broker Centers, along with the names and contact details of the Registered Brokers are available on the websites of the Stock Exchange on the following link:- <a href="http://www.nseindia.com/Markets/PublicIssues/brokercentres">http://www.nseindia.com/Markets/PublicIssues/brokercentres</a>
BRLM / Book Running Lead Manager	Book Running Lead Manager to the Issue, in this case being Hem Securities Limited.
Business Day	Monday to Friday (except public holidays)
Cap Price	The higher end of the Price Band, in this case being [●] per Equity Share above which the Issue Price will not be finalized and above which no Bids will be accepted
CAN or Confirmation of Allocation Note	The note or advice or intimation sent to each successful bidders 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
Cut-off Price	Issue Price, which shall be any price within the Price Band finalised by our Company in consultation with the BRLM.
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 SCSBs	Such branches of the SCSBs which co-ordinate Applications under this Issue made by the Applicants with the Book Running Lead Manager, the Registrar to the Issue and the Stock Exchanges, a list of which is provided on <a href="http://www.sebi.gov.in">http://www.sebi.gov.in</a> or at such other website as may be prescribed by SEBI from time to time.
Demographic Details	The demographic details of the Bidders 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 Bidders, 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, 1966.
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 <a href="http://www.sebi.gov.in/sebiweb/home">http://www.sebi.gov.in/sebiweb/home</a> . 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 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. <a href="http://www.nseindia.com">www.nseindia.com</a>
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. <a href="http://www.nseindia.com">www.nseindia.com</a>
Designated Date	On the Designated Date, the SCSBs shall transfer the funds represented by allocation of



Term	Description
	Equity Shares into the Public Issue Account with the Bankers to the Issue.
Draft Red Herring Prospectus	The Draft Red Herring Prospectus dated September 30, 2016 issued in accordance with Section 32 of the Companies Act, 2013.
Designated Market Maker	Hem Finlease Private Limited
Designated Stock Exchange	Emerge Platform of National Stock Exchange of India Limited
DP	Depository Participant
DP ID	Depository Participant's Identity number.
Eligible NRI(s)	NRI(s) from such jurisdiction outside India where it is not unlawful to make an Issue or invitation under the Issue and in relation to whom this Red Herring Prospectus constitutes an invitation to subscribe for the Equity Shares Issued herein on the basis of the terms thereof
Escrow Agreement	Agreement entered into amongst the Company, Book Running Lead Manager, the Registrar and the Banker to the Issue to receive monies from the Bidders through the SCSBs Bank Account on the Designated Date in the Public Issue Account
FII / Foreign Institutional Investors	Foreign Institutional Investor (as defined under SEBI (Foreign Institutional Investors) Regulations, 1995, as amended) registered with SEBI under applicable laws in India.
First/Sole Bidder	The Bidder whose name appears first in the Bid cum Application Form or Revision Form.
Floor Price	The lower end of the Price Band, at or above which the Issue Price will be finalized and below which no Bids will be accepted.
General Information Document	The General Information Document for investing in public issues prepared and issued in accordance with the Circular (CIR/CFD/DIL/12/2013) dated 23 <sup>rd</sup> October, 2013, notified by SEBI read with 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 process.
Issue/ Issue Size / Public Issue/ IPO	This Public Issue of 9,12,000 Equity Shares of Rs. 10 each for cash at a price of ₹ [●] per equity share aggregating to ₹ [●] lakhs by Surevin BPO Services Limited.
Issue Price	The price at which the Equity Shares are being Issued by our Company under this Red Herring Prospectus being ₹ [●]
Issue Proceeds	The proceeds of the Issue as stipulated by the Company. For further information about use of the Issue Proceeds please refer to section titled "Objects of the Issue" beginning on page 56 of this Red Herring Prospectus
Market Making Agreement	The Market Making Agreement dated March 09, 2017 between our Company and Market Maker, HEM Finlease Private Limited
Market Maker Reservation Portion	The reserved portion of 48,000 Equity Shares of ₹10 each at an Issue Price of ₹ [●] each to be subscribed by Market Maker.
MOU/ Issue Agreement	The Memorandum of Understanding dated September 28, 2016 read with addendum to MoU dated March 22, 2017 between our Company and Book Running Lead Manager.
Mutual Fund(s)	Mutual fund (s) registered with SEBI pursuant to the SEBI (Mutual Funds) Regulations, 1996, as amended.
Net Issue	The Issue (excluding the Market Maker Reservation Portion) of up to 8,64,000 equity shares of face value ₹10 each of Surevin BPO Services Limited for cash at a price of ₹ [●] per Equity Share (the " <b>Issue Price</b> "), including a share premium of ₹ [●] per equity share aggregating up to ₹ [●] Lakhs.
Net Proceeds	The Issue Proceeds, less the Issue related expenses, received by the Company.
Non Institutional Investors or NIIs	All Bidders, including sub-accounts of FIIs registered with SEBI which are foreign corporate or foreign individuals, that are not QIBs or Retail Individual Investors and who have applied for Equity Shares for an amount of more than ₹2,00,000 (but not including NRIs other than Eligible NRIs)
NSE EMERGE	The SME platform of NSE, approved by SEBI as an SME Exchange for listing of equity shares Issued under Chapter X-B of the SEBI ICDR Regulations
Overseas Corporate Body / OCB	Overseas Corporate Body means and includes an entity defined in clause (xi) of Regulation 2 of the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCB's) Regulations 2003 and which was in existence on the date of the commencement of these Regulations and immediately prior to such commencement was eligible to undertake transactions pursuant to the general permission granted under the Regulations. OCBs are not allowed to invest in this Issue.

Term	Description
Other Investors	Investors other than Retail Individual Investors. These include individual Bidders other than retail individual investors and other investors including corporate bodies or institutions irrespective of the number of specified securities applied for.
Payment through electronic means	Payment through NECS, NEFT, or Direct Credit, as applicable.
Person/ 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.
Price Band	Price band of a minimum price (Floor Price) of Rs. [●] and the maximum price (Cap Price) of Rs. [●] and includes revisions thereof. The Price Band for the Issue will be decided by our Company in consultation with the BRLM and the Minimum Bid Lot will be decided by our Company in consultation with the BRLM and will be advertised in All Editions of The English National Newspaper Business Standard, All Editions of The Hindi National Newspaper Business Standard and Bhopal Edition of The Rashtriya Hindi Mail, at least five Working Days prior to the Bid/Issue Opening Date, with the relevant financial ratios calculated at the Floor Price and at the Cap Price and shall be made available to the Stock Exchanges for the purpose of uploading on their website.
Pricing Date	The date on which our Company in consultation with the BRLM, finalizes the Issue Price
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 Kotak Mahindra Bank Limited under section 40 of the Companies Act, 2013 to receive monies from the SCSBs from the bank accounts of the ASBA Bidders on the Designated Date.
Qualified Institutional Buyers or QIBs	A Mutual Fund, Venture Capital Fund, Alternative Investment Fund and Foreign Venture Capital investor registered with the Board, a foreign portfolio investor other than Category III foreign portfolio investor, registered with the Board; 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 Rs. 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, systemically important non-banking financial companies.
Registered Brokers	Stock brokers registered with the stock exchanges having nationwide terminals, other than the Members of the Syndicate.
Registrar and Share Transfer Agents or RTAs	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/ Registrar to this Issue/RTI	Registrar to the Issue being Sharex Dynamic (India) Private Limited.
Reserved Category/ Categories	Categories of persons eligible for making application under reservation portion.
Retail Investors/RIIs	Individual Bidders or minors applying through their natural guardians, (including HUFs in the name of Karta and Eligible NRIs) who have applied for an amount less than or equal to ₹2 Lakhs in this Issue.
Self Certified Syndicate Bank(s) or SCSB(s)	Banks registered with SEBI, Issuing services in relation to ASBA, a list of which is available on the website of SEBI at <a href="http://www.sebi.gov.in/cms/sebi_data/attachdocs/1365051213899.html">http://www.sebi.gov.in/cms/sebi_data/attachdocs/1365051213899.html</a>
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 the National Stock Exchange of India Limited i.e NSE EMERGE
SME Platform	The SME Platform of National Stock Exchange of India Limited i.e. NSE EMERGE for

Term	Description
	listing equity shares Issued under Chapter XB of the SEBI ICDR Regulation which was approved by SEBI as an SME Exchange.
Specified Locations	Bidding centres where the Syndicate shall accept Bid cum Application Forms, a list of which is included in the Bid cum Application Form.
Sub-Syndicate Members	A SEBI registered member of NSE appointed by the BRLM, and/ or the Syndicate Member to act as a Sub-Syndicate Member in the Issue.
Syndicate Agreement	The Syndicate agreement dated March 09, 2017 entered into among the BRLM, the Syndicate Members and our Company in relation to the collection of Bids in this Issue
Syndicate Members	Intermediaries registered with the SEBI and permitted to carry out activities as an underwriter, in this case being Hem Securities Limited.
Syndicate or Members of the Syndicate	Collectively, the BRLM and the Syndicate Members
Transaction Registration Slip/ TRS	The slip or document issued by a member of the Syndicate or an SCSB (only on demand), as the case may be, to the Bidder, as proof of registration of the Application
Underwriters	Hem Securities Limited
Underwriting Agreement	The Underwriting Agreement dated March 09, 2017 entered into amongst the Underwriters and our Company.
Working Days	Any day, other than 2 <sup>nd</sup> and 4 <sup>th</sup> Saturday of the month, Sundays or public holidays, on which commercial banks in India are open for business, provided however, with reference to announcement of Price Band and Issue Period shall mean all days, excluding Saturdays, Sundays and public holidays on which commercial banks in Mumbai are open for business and the time period between the Issue Closing Date and the listing of the Equity Shares on the Stock Exchanges, shall mean all trading days of Stock Exchanges, excluding Sundays and bank holidays, as per the SEBI Circular SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016

### Conventional and General Terms

Term	Description
ACIT	Assistant Commissioner of Income Tax
AGM	Annual General Meeting
AIF(s)	The alternative investment funds, as defined in, and registered with SEBI under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012
Air Act, 1981	Air (Prevention and Control of Pollution) Act, 1981
Category I foreign portfolio investor(s)	FPIs who are registered as "Category I foreign portfolio investor" under the SEBI FPI Regulations
Category II foreign portfolio investor(s)	FPIs who are registered as "Category II foreign portfolio investor" under the SEBI FPI Regulations
Category III foreign portfolio investor(s)	FPIs who are registered as "Category III foreign portfolio investor" under the SEBI FPI Regulations
Client ID	The client identification number maintained with one of the Depositories in relation to demat account
Companies Act, 1956	Companies Act, 1956 ( <i>without reference to the provisions thereof that have ceased to have effect upon notification of the sections of the Companies Act, 2013</i> ) along with the relevant rules made thereunder
Companies Act/ Companies Act, 2013	Companies Act, 2013, to the extent in force pursuant to the notification of sections of the Companies Act, 2013, along with the relevant rules made thereunder
Competition Act	The Competition Act, 2002
Consolidated FDI Policy	Consolidated FDI Policy (Circular 1 of 2015) dated May 12, 2015 issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India, and any modifications thereto or substitutions thereof, issued from time to time.
CST Act	Central Sales Tax Act, 1956
Depository	A depository registered with SEBI under the Depositories Act, 1996
Depository Participant/ DP	A depository participant registered with SEBI under the Depositories Act
Depositories	NSDL and CDSL
Depositories Act	The Depositories Act, 1996



<b>Term</b>	<b>Description</b>
DP/ Depository Participant	A depository participant as defined under the Depositories Act
FCNR Account	Foreign currency non-resident account
FEMA	Foreign Exchange Management Act, 1999 read with rules and regulations thereunder
FEMA Regulations	Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations 2000
FII(s)	Foreign Institutional Investors as defined under the SEBI FPI Regulations.
Financial Year/ Fiscal/ Fiscal Year/ F.Y.	Period of twelve (12) months ended March 31 of that particular year, unless otherwise stated
Foreign Portfolio Investor or FPI	Foreign Portfolio Investors, as defined under the SEBI FPI Regulations and registered with SEBI under applicable laws in India.
FVCI	Foreign Venture Capital Investor, registered under the FVCI Regulations
FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000
Hazardous Waste Rules, 2008	Hazardous Wastes (Management, Handling and Transboundary Movement) Rules, 2008
Income Tax Act or the I.T. Act	The Income Tax Act, 1961
Ind AS	New Indian Accounting Standards notified by Ministry of Corporate Affairs on February 16, 2015, applicable from Financial Year commencing April 1, 2016
LLP Act	The Limited Liability Partnership Act, 2008
Notified Sections	The sections of the Companies Act, 2013 that have been notified by the Government as having come into effect prior to the date of this Red Herring Prospectus
NRE Account	Non-resident external account
NRO Account	Non-resident ordinary account
NSE	National Stock Exchange of India Limited
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 was eligible to undertake transactions pursuant to the general permission granted to OCBs under FEMA
RBI Act	Reserve Bank of India Act, 1934
SCRA	Securities Contracts (Regulation) Act, 1956
SCRR	Securities Contracts (Regulation) Rules, 1957
SEBI	The Securities and Exchange Board of India, constituted under the SEBI Act
SEBI Act	Securities and Exchange Board of India Act, 1992
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012
SEBI FII Regulations	Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000
SEBI (ICDR) Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended
SEBI (LODR) Regulations/ SEBI Listing Regulations	SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
SEBI VCF Regulations	The erstwhile Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996
Securities Act	U.S. Securities Act of 1933, as amended
State Government	The government of a state of the Union of India
STT	Securities Transaction Tax
Sub-account	Sub-accounts registered with SEBI under the SEBI FII Regulations other than sub-accounts which are foreign corporates or foreign individuals
VCFs	Venture Capital Funds as defined and registered with SEBI under the SEBI VCF Regulations

### Technical and Industry related terms

Term	Description
ARMs	Additional Revenue Measures
CapEx	Capital Expenditure
CPI	Consumer price index
CSO	Central Statistics Office
FOB	Freight On Board
GDP	Gross Domestic Product
GVA	Gross value added
HVI	High Volume Instrument
MAI	Market Access Initiative
MDA	Market Development Assistance
MoU	Memorandum of Understanding
MYEA	Mid-Year Economic Analysis
NER	North East Region
Sq. ft	Square feet
WEO	World Economic Outlook
WIL	Welspun India Limited
WPI	Wholesale Price Index

### General terms/ Abbreviations

Term	Description
₹ or Rs. or Rupees or INR	Indian Rupees
AGM	Annual General Meeting
AS/Accounting Standards	Accounting Standards issued by the Institute of Chartered Accountants of India.
A.Y.	Assessment year
BC	Before Christ
BPLR	Bank Prime Lending Rate
BSE	The BSE Limited
CAGR	Compounded annual growth rate
CARO	Companies (Auditor's Report) Order, 2003
CDSL	Central Depository Services (India) Limited
CEO	Chief Executive Officer
CIN	Corporate Identity Number
CLB	Company Law Board
CrPC	Criminal Procedure Code, 1973, as amended
CSR	Corporate Social Responsibility
DIN	Director Identification Number
DP ID	Depository participant's identification
ECS	Electronic Clearing System
EBITDA	Earnings before Interest, Tax Depreciation and Amortisation
EGM	Extraordinary General Meeting of the Shareholders of the Company
EPS	Earnings Per Share
ESOS	Employee Stock Option Scheme
FDI	Foreign direct investment
FIPB	Foreign Investment Promotion Board
GAAR	General anti avoidance rules
GIR	General index register
GoI/Government	Government of India
HNI	High Net worth Individual
HUF	Hindu Undivided Family
ICAI	Institute of Chartered Accountants of India
IFRS	International Financial Reporting Standards
Indian GAAP	Generally Accepted Accounting Principles in India
ISO	International Organization for Standardization
IT Act	The Income Tax Act, 1961, as amended

<b>Term</b>	<b>Description</b>
IT Rules	The Income Tax Rules, 1962, as amended
JV	Joint Venture
MCA	Ministry of Corporate Affairs, Government of India
MoU	Memorandum of understanding
N.A.	Not Applicable
NAV/ Net Asset Value	Net asset value being paid up equity share capital plus free reserves ( <i>excluding reserves created out of revaluation</i> ) less deferred expenditure not written off ( <i>including miscellaneous expenses not written off</i> ) and debit balance of profit and loss account, divided by number of issued Equity Shares
NECS	National Electronic Clearing Services
NEFT	National Electronic Fund Transfer
NoC	No Objection Certificate
No.	Number
NR	Non-resident
NSDL	National Securities Depository Limited.
NTA	Net Tangible Assets
p.a.	Per annum
PAN	Permanent Account Number
PAT	Profit After Tax
PBT	Profit before tax
PCB	Pollution Control Board
P/E Ratio	Price per earnings ratio
Pvt.	Private
RBI	Reserve Bank of India
RoC	Registrar of Companies
RONW	Return on Net Worth
RTGS	Real time gross settlement
SCN	Show Cause Notice
SCSB	Self-certified syndicate bank
UIN	Unique identification number
US	United States
U.S. GAAP	Generally Accepted Accounting Principles in the United States of America
VAT	Value added tax
YoY	Year on Year

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

### Certain Conventions

Unless otherwise specified or the context otherwise requires, all references to "India" in this Red Herring Prospectus are to the Republic of India, all references to the "U.S.", the "USA" or the "United States" are to the United States of America, together with its territories and possessions.

Unless stated otherwise, all references to page numbers in this Red Herring Prospectus are to the page numbers of this Red Herring Prospectus.

### Financial Data

Unless stated otherwise, the financial information in this Red Herring Prospectus is derived from our Restated Financial Statements (i) as of and for F.Y. ended March 31, 2017, 2016, 2015, 2014 and 2013 is prepared in accordance with Indian GAAP and the Companies Act, 1956, read with General Circular 8/2014 dated April 4, 2014 issued by the Ministry of Corporate Affairs and other applicable statutory and/ or regulatory requirements and (ii) as of and for F.Y. ended March 31, 2017, is prepared in accordance with Indian GAAP and the Companies Act, 2013. The above stated financial information is restated in accordance with the SEBI (ICDR) Regulations.

In this Red Herring Prospectus, all figures in decimals have been rounded off to the second decimal place and all percentage figures have been rounded off to two decimal places.

Indian GAAP differs in certain material respects from U.S. GAAP and IFRS. We have not attempted to quantify the impact of IFRS or U.S. GAAP on the financial data included in this Red Herring Prospectus, nor do we provide a reconciliation of the financial statements to those under U.S. GAAP or IFRS. Accordingly, the degree to which the financial information prepared in accordance with Indian GAAP, Companies Act and the SEBI (ICDR) Regulations included in this Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Accounting Standards and accounting practices, Indian GAAP, the Companies Act and the SEBI (ICDR) Regulations. Please refer to section titled "Risk Factors" beginning on page 13 - Significant differences could exist between Indian GAAP and other accounting principles, such as U.S. GAAP and IFRS, which may affect investors' assessments of our Company's financial condition" beginning on page 13 of this Red Herring Prospectus. Any reliance by persons not familiar with Indian accounting practices, Indian GAAP, the Companies Act and the SEBI (ICDR) Regulations on the financial disclosures presented in this Red Herring Prospectus should accordingly be limited. In making an investment decision, investors must rely upon their own examination of our Company, the terms of the Issue and the financial information relating to our Company. Potential investors should consult their own professional advisors for an understanding of these differences between Indian GAAP and IFRS or U.S. GAAP, and how such differences might affect the financial information contained herein.

Unless otherwise indicated, any percentage amounts, as set forth in this Red Herring Prospectus, including in the sections titled "Risk Factors"; "Our Business"; "Management's Discussion and Analysis of Financial Condition and Results of Operations" beginning on pages 13, 73 and 139 respectively, have been calculated on the basis of the restated audited financial statements of our Company included in this Red Herring Prospectus.

### Currency and Units of Presentation

All references to "Rupees", "Rs.", "INR" or "₹" are to Indian Rupees, the official currency of the Republic of India. Our Company has presented certain numerical information in this Red Herring Prospectus in "lakhs" units. One lakh represents 1,00,000. In this Red Herring Prospectus, any discrepancies in any table between the total and the sums of the amounts listed therein are due to rounding-off.

### Industry and Market Data

Unless stated otherwise, industry and market data used throughout this Red Herring Prospectus has been derived from industry publications. Industry publications generally state that the information contained in those publications has been obtained from sources believed to be reliable but that their accuracy and completeness are not guaranteed and their reliability cannot be assured. Although, we believe that the industry and market data used in this Red Herring Prospectus is reliable, neither we nor the Book Running Lead Manager nor any of their respective affiliates or advisors have prepared or verified it independently. The extent to which the market and industry data used in this Red Herring Prospectus is

meaningful depends on the reader's familiarity with and understanding of the methodologies used in compiling such data.

Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in the section titled "Risk Factors" beginning on page 13 of this Red Herring Prospectus. Accordingly, investment decisions should not be based on such information.

In accordance with the SEBI (ICDR) Regulations, we have included in the section titled "Basis for Issue Price" beginning on page 62 of this Red Herring Prospectus, information pertaining to the peer group entities of our Company. Such information has been derived from publicly available data of the peer group companies.

### **Exchange Rates**

This Red Herring Prospectus may contain conversions of certain other currency amounts into Indian Rupees that have been presented solely to comply with the SEBI ICDR Regulations. These conversions should not be construed as a representation that these currency amounts could have been, or can be converted into Indian Rupees, at any particular rate or at all.



## FORWARD LOOKING STATEMENTS

The Company has included statements in this Red Herring Prospectus which contain words or phrases such as "may", "will", "aim", "believe", "expect", "will continue", "anticipate", "estimate", "intend", "plan", "seek to", "future", "objective", "goal", "project", "should", "potential" and similar expressions or variations of such expressions, that are or may be deemed to be forward looking statements.

All statements regarding the expected financial condition and results of operations, business, plans and prospects are forward-looking statements. These forward-looking statements include statements as to the business strategy, the revenue, profitability, planned initiatives. These forward-looking statements and any other projections contained in this Red Herring Prospectus (*whether made by us or any third party*) are predictions and involve known and unknown risks, uncertainties and other factors that may cause the actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements or other projections. Important factors that could cause actual results, performance or achievements to differ materially include, but are not limited to, those discussed under the section titled "Risk Factors"; "Management's Discussion and Analysis of Financial Condition and Results of Operations"; "Industry Overview"; and "Our Business" beginning on pages 13, 139, 67 and 73 respectively of this Red Herring Prospectus.

The forward-looking statements contained in this Red Herring Prospectus are based on the beliefs of our management, as well as the assumptions made by and information currently available to our management. Although we believe that the expectations reflected in such forward-looking statements are reasonable at this time, we cannot assure investors that such expectations will prove to be correct. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements. If any of these risks and uncertainties materializes, or if any of the underlying assumptions prove to be incorrect, the actual results of operations or financial condition could differ materially from that described herein as anticipated, believed, estimated or expected. All subsequent written and oral forward-looking statements attributable to us are expressly qualified in their entirety by reference to these cautionary statements.

Certain important factors that could cause actual results to differ materially from our Company's expectations include, but are not limited to, the following:

1. General economic and business conditions in India and other countries;
2. Our revenues are significantly dependent upon that we are providing in Information Technology Sector such as Call Center, Document Digitalisation, Digital and Social Marketing, Software Product Engineering etc.;
3. Regulatory changes relating to the finance and capital market sectors in India and our ability to respond to them;
4. Changes in laws and regulations that apply to the Company;
5. Our business is subject to change in Information technology;
6. Any changes in regulations or applicable government incentives would adversely affect the Company's operations and growth prospects;
7. Our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks that have an impact on our business activities or investments;
8. The monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic and foreign laws, regulations and taxes and changes in competition in our industry;
9. Changes in the value of the Rupee and other currencies;
10. The occurrence of natural disasters or calamities; and
11. Change in political and social condition in India.

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. Our Company, the Book Running Lead Manager, or their respective affiliates do not have any obligation to, and do not intend 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 Book Running Lead Manager will ensure that investors are informed of material developments until the time of the grant of final listing and trading permissions with respect to Equity Shares being issued in this Issue, by the Stock Exchanges. Our Company will ensure that investors are informed of material developments in relation to statements about our Company in this Red Herring Prospectus until the Equity Shares are allotted to the investors.

## SECTION II: RISK FACTORS

Any investment in equity securities involves a high degree of risk. You should carefully consider all of the information in this Red Herring Prospectus, including the risks and uncertainties described below, before making an investment in our Equity Shares. To obtain a more complete understanding, you should read this section together with section titled "Our Business" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" beginning on pages 73 and 139 respectively, as well as the other financial and statistical information contained in this Red Herring Prospectus.

Any of the following risks, as well as the other risks and uncertainties discussed in this Red Herring Prospectus, could have an adverse effect on our business, financial condition, results of operations and prospects and could cause the trading price of our Equity Shares to decline, which could result in the loss of all or a part of your investment. The risks and uncertainties described in this section are not the only risks that we may face. Additional risks and uncertainties not known to us or that we currently believe to be immaterial may also have an adverse effect on our business, results of operations, financial condition and prospects.

This Red Herring 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 Red Herring Prospectus.

The financial and other related implications of risks concerned, wherever quantifiable, have been disclosed in the risk factors mentioned below. However, there are certain risk factors where the effect is not quantifiable and hence has not been disclosed in such risk factors. You should not invest in this Issuing 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 the Equity Shares.

The financial information in this section is, unless otherwise stated, derived from our Restated Financial Statements prepared in accordance with Indian GAAP, as per the requirements of the Companies Act 2013 and SEBI (ICDR) Regulations. The risk factors have been determined on the basis of their materiality. Some events may not be material individually but may be found to be material collectively, some events may have a material impact qualitatively instead of quantitatively and some events may not be material at present but may have material impacts in the future.

### **INTERNAL RISK FACTORS**

- Our Company has been involved in certain legal proceedings/ received few show cause notices, which may have financial implication on the business of our Company***

Our Company is involved in a number of legal proceedings, which are classified under various legal heads, as under:

Sr. No.	Nature of Cases	No. of outstanding cases	Amount involved
<b>(I) Proceedings against our Company</b>			
<b>Direct and Indirect Tax Liabilities</b>			
1.	Income Tax	4	13,21,550
2.	TDS	1	2,510
3.	Service Tax	1	15,46,890

For further details, please refer to section titled "Outstanding Litigation and Material Developments" beginning on page 146 of this Red Herring Prospectus.

- We derive a significant portion of our revenues from a limited number of clients. Any reduction or interruption in the business of a key customer or a substantial decrease in orders placed by a key customer may have an adverse impact on the revenues and operations of our Company.***

We are dependent on a few customers for our business. The loss of a major customer and/or reduction in any of our key customers' sales, resulting in lower demand for our services and any material delay, cancellation from any of our key customers would materially affect our business and financial condition. There is no assurance that we will be able to maintain historic levels of business from all the existing customers or to retain all the existing customers, or that we

will be able to replace our customer base in a timely manner or at all. In the event our existing customers do not continue to purchase our services, it may affect our revenues and the financial condition of our Company.

**3. *Our inability to effectively manage our rapid growth could have a material adverse effect on our operations, results of operations and financial condition.***

Since we were founded in June 2007, we have experienced rapid growth and significantly expanded our operations. Our total income has grown at a compound annual growth rate of 29.49 % from Rs. 541.10 Lakhs in fiscal 2013 to Rs. 1521.30 Lakhs in fiscal 2017. We intend to continue expansion in the foreseeable future to pursue existing and potential market opportunities. This rapid growth places significant demands on our management and operational resources. In order to manage growth effectively, we must implement and improve operational systems, procedures and internal controls, technology on a timely basis. If we fail to implement these systems, procedures and controls on a timely basis, or if there are weaknesses in our internal controls that would result in inconsistent internal standard operating procedures, we may not be able to service our clients' needs, hire and retain new employees, pursue new business or operate our business effectively. Failure to effectively transfer new client business to our service delivery centres, properly budget transfer costs or accurately estimate operational costs associated with new contracts could result in delays in executing client contracts, trigger service level penalties, give the client the right to terminate the contract for breach, or cause our profit margins not to meet our expectations or our historical profit margins. Our inability to execute our growth strategy, to ensure the continued adequacy of our current systems or to manage our expansion effectively could have a material adverse effect on our business, results of operations, financial condition and cash flows.

**4. *We may fail to attract and retain enough sufficiently trained employees to support our operations, as competition for highly skilled personnel is intense and we experience significant employee turnover rates.***

The BPO industry is highly labour intensive and our success depends to a significant extent on our ability to attract, hire, train and retain qualified employees, including our ability to attract employees with needed skills in the geographic areas in which we operate. The industry, including our Company, experiences high employee turnover. There is significant competition for professionals in India with skills necessary to perform the services we offer to our clients. Increased competition for these professionals, in the BPO industry or otherwise, could have an adverse effect on us. High attrition rates among our tenured employees, in particular, could result in a loss of domain and process knowledge, which could result in poor service quality and lead to breaches by us of our contractual obligations. Some of our contracts may be terminated by the client if certain of our key personnel working on the client project leave our employment and we are unable to find suitable replacements. A significant increase in the turnover rate among our employees in India, particularly among the highly skilled workforce needed to provide BPO services, would increase our recruiting and training costs and decrease our operating efficiency, productivity and profit margins and could lead to a decline in demand for our services. High turnover rates increase our expenditures and therefore impact our profit margins due to higher recruitment, training and retention costs as a result of maintaining larger hiring, training and human resources departments and higher operating costs due to having to reallocate certain business processes among our operating facilities where we have access to the skilled workforce needed for the business. Our ability to maintain and renew existing engagements and obtain new business will depend, in large part, on our ability to attract, train and retain personnel with skills that keep pace with the demand for outsourcing, evolving industry standards and changing client preferences. A lack of sufficiently qualified personnel could also inhibit our ability to establish operations in new markets and our efforts to expand geographically. Our failure either to attract, train and retain personnel with the qualifications necessary to fulfill the needs of our existing and future clients or to assimilate new employees successfully could have a material adverse effect on our business, results of operations, financial condition and cash flows.

**5. *Our selling cycle in relation to certain services Issued to clients may require significant investments of management time and capital resources in addition to significant commitments during the implementation cycle.***

The services we offer to our clients require significant investment of capital, resources and time by both our clients and us. Our potential clients may require us to provide pilot studies to assess the feasibility of integrating with our systems. Thereafter, they may choose to evaluate the quality of our services before deciding whether to engage us. Due to these processes, our selling cycle, which averages eight months, is subject to many risks and delays over which we have little or no control, including our clients' decision to choose our competitors over us or the timing of our clients' budget cycles and approval processes. In addition, implementing our services involves a significant commitment of resources over an extended period of time from both our clients and us. Our clients (including future clients) may not be willing or able to invest the time and resources necessary to implement our services, and we may fail to close sales with potential clients (on whom we would have devoted significant time and resources), which could

have a material adverse effect on our business, results of operations, financial condition and cash flows. Implementation processes, including integration of the client's systems with ours, are subject to a number of potential delays similar to those affecting our selling cycle. Revenues are recognized only on actual provision of services and the benefit of a client acquisition may be delayed in case of any delay in implementation or ramp up.

**6. *If we are not able to obtain, renew or maintain the statutory and regulatory permits and approvals required to operate our business it may have a material adverse effect on our business.***

We require certain statutory and regulatory permits, licenses and approvals to operate our business. Though we believe that we have obtained other 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. Also, few of our approvals are in the name of our previous name which is not yet changed. 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.

**7. *Our business is subject to a significant number of legal and tax regulations and there may be changes in legislation governing the rules implementing them or the regulator enforcing them. Changes in the operating environment, including changes in tax law, may impact the determination of our tax liabilities for any given year, which may have an adverse impact on our profitability.***

We are currently located in Madhya Pradesh and operate for services across India. Consequently, we are subject to the jurisdiction of various laws, tax authorities and regulations. The final determination of our tax liabilities involve the interpretation of local tax laws and related authorities in each jurisdiction as well as the significant reliance on estimates and assumptions regarding the scope of future operations and results achieved and the timing and nature of income earned and expenditures incurred. Changes in the operating environment, including changes in tax law, could impact the determination of our tax liabilities for any given year. Taxes and other levies imposed by the central or state governments in India that affect our industry include customs duties, excise duties, VAT, income tax, service tax and other taxes, duties or surcharges introduced from time to time

**8. *We operate in a highly competitive environment and if we are not able to compete effectively, our income and profitability will be adversely affected.***

The market for BPO services is rapidly evolving and is highly competitive. We expect that the competition we face will continue to intensify. We face competition from: (i) The BPO divisions of IT companies located in India, such as Infosys Technologies Limited and Wipro Technologies Limited; and (ii) Companies, including certain of our clients, that choose to perform their own business processes internally through business processing units established specifically for this purpose.

**9. *Our success depends largely on our senior management and our ability to attract and retain our key personnel.***

Our success depends on the continued services and performance of the members of our management team and other key employees. Competition for senior management in the industry is intense, and we may not be able to retain our existing senior management or attract and retain new senior management in the future. The loss of the services of our Promoters could seriously impair our ability to continue to manage and expand our business. Further, the loss of any other member of our senior management or other key personnel may adversely affect our business, results of operations and financial condition. We do not maintain 'key man' life insurance for our Promoters, senior members of our management team or other key personnel.

**10. *Our profitability will suffer if we are not able to maintain our asset usage levels and pricing and control our costs.***

Our profit margin, and therefore our profitability, is largely a function of our asset usage and the rates we are able to recover for our services. If we are not able to maintain the pricing for our services or appropriate asset usage, without corresponding cost reductions, our profitability will suffer. Our profitability is also a function of our ability to control our costs and improve our efficiency. As we increase the number of our employees and execute our strategies for growth, we may not be able to manage a significantly larger and more geographically diverse workforce, which could adversely affect our ability to control our costs or improve our efficiency. Similarly, any change in the mix of income from services could also impact our results, as certain of our services have much higher margins than others.

**11. Unauthorized disclosure of sensitive or confidential client and client's customer data, whether through a breach of our computer systems or otherwise, could expose us to protracted and/or costly litigation and cause us to lose clients.**

We are typically required to collect and store sensitive data in connection with our services. We take precautions to protect confidential client and client's customer data. However, if any person, including any of our employees, penetrates our network security or otherwise misappropriates sensitive data, we could be subject to significant liability claims from our clients or their own customers for breaching contractual v confidentiality provisions or privacy laws. Further, penetration of the network security of our data centers could have a negative impact on our reputation, which could harm our business.

**12. Our revenues are significantly dependent upon sales of our main services that are DMS, Inbound/Outbound, IT Infrastructure, Training and E-Commerce.**

Our core business is Business Process Outsourcing such as DMS/ Ecommerce Training etc. and we have an existing open end and ring spinning unit. Consequently, our income is significantly dependent on services that we provide and over the years, such services have emerged as the largest single contributor to our revenue and business. Our continued reliance on Services that we offer for a significant portion of our revenue exposes us to risks, including the potential reduction in the demand for such services in the future; increased competition; cost-effective technology; fluctuations in the price and availability of the man power; changes in regulations; and the cyclical nature of our customers' businesses. One or more such reasons may affect our revenues and income from services Issued and thereby adversely affects our business, profitability, cash flows and results of operations.

**13. We have experienced negative cash flows in previous years. Any operating losses or negative cash flows in the future could adversely affect our results of operations and financial conditions**

The details of Cash flows of our Company are as follows:

Particulars	For the year ended (in ₹)				
	31.03.2017	31.03.2016	31.03.2015	31.03.2014	31.03.2013
Net Cash used in Investing Activities	(49,45,178)	(42,74,645)	(104,09,008)	(20,75,900)	(73,54,572)
Net Cash from Financing Activities	13,33,336	(33,98,082)	(5,63,260)	(20,50,193)	12,93,149

Cash flow of a Company is a key indicator to show the extent of cash generated from operations to meet capital expenditure, pay dividends, repay loans and to make new investments without raising finance from external resources. Any operating losses or negative cash flows could adversely affect our results of operations and financial conditions. If we are not able to generate sufficient cash flows, it may adversely affect our business and financial operations. For more information, regarding Cash flows please refer to section titled "Financial Statements - Annexure III" beginning on page 111 of this Red Herring Prospectus.

**14. If we are unable to renew our existing leases or secure new leases for our existing or new stores, or offices on commercially acceptable terms, or if we fail to comply with the terms and conditions of our leases resulting in termination of our leases, it could have a material adverse effect on our business, financial condition and results of operations.**

We typically enter into lease agreements for approximately a period of 3 years for our stores. For details on the duration of existing leases for our stores, see "Our Business – Our Stores" on page 73. In the event that these existing leases are terminated or they are not renewed on commercially acceptable terms, we may suffer a disruption in our operations. If alternative premises are not available at the same or similar costs, size or locations, our business, financial condition and results of operations may be adversely affected. In addition, any adverse development relating to the landlord's title or ownership rights to such properties may entail incurring significant legal expenses and adversely affect our operations, a significant interest penalty for any delays in payment of rent and fixed price escalation clauses that provide for a periodic increase in rent. If our sales do not increase in line with our rent and costs, our profitability and results of operations could be adversely affected.

**15. Insurance coverage obtained by us may not adequately protect us against unforeseen losses.**

We maintain insurance coverage in accordance with our industry standards that we believe is adequate for our operations. Our insurance policies, however, may not provide adequate coverage in certain circumstances and are



subject to certain deductibles, exclusions and limits on coverage. The risk of fire hazard is increased due to increased automation. We have maintain burglary standard policy, standard fires and special perils policies in respect of the furniture, fixtures, fittings, electricals, computers, others goods and office equipment in our offices. In respect of our workforce, we maintain group mediclaim tailor made policy. We have obtained Health Insurance policy for some of our employees. We have also obtained General Insurance Policies with regards to the private car package policy of our Company. There can however be no assurance that the terms of our insurance policies will be adequate to cover any damage or loss suffered by us or that such coverage will continue to be available on reasonable terms or will be available in sufficient amounts to cover one or more large claims, or that the insurer will not disclaim coverage as to any future claim. A successful enforcement of one or more claims against us that exceeds our available insurance coverage or changes in our insurance policies, including premium increases or the imposition of a larger deductible or co-insurance requirement, could adversely affect our business, financial condition, cash flows and results of operations.

- 16. *The objects of the Issue for which funds are being raised have not been appraised by any bank or financial institution. The deployment of funds in the project 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.***

Our funding requirements and the deployment of the Net Issue proceeds are based on management estimates and have not been appraised by any bank or financial institution. It cannot be assured that these estimates are accurate. We may have to revise our management estimates from time to time and consequently our funding requirements may also change. Our estimates may exceed the value that would have been determined by third party appraisals and may require us to reschedule our projected expenditure, which may have a bearing on our expected revenues and earnings. Further, if the actual expenditure for the “*Objects of the Issue*” exceeds the estimates of our management, we may be required to raise additional debt, on terms that may not be totally favourable to our Company, which may in turn affect our profitability. Further, the deployment of the funds towards the “*Objects of the Issue*” is entirely at the discretion of our Board of Directors and is not subject to monitoring by external independent agency. However, the deployment of funds is subject to monitoring by our audit committee. However, 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 and other applicable compliances.

- 17. *We have not carried out an independent appraisal of our working capital requirements. Therefore, if our estimation is not accurate, we may be required to raise additional debt on terms that may not be totally favourable to us.***

Our working capital requirements are as per the management’s estimates and we have not independently appraised or evaluated our working capital requirements by any bank or financial institution. Further, the estimates of our working capital requirement are based on the experience of our management and Promoters. However, it cannot be assured that these estimates may be accurate. We may require more working capital in which case, we may be required to raise additional debt, on terms that may not be totally favourable to our Company, which may in turn adversely affect our profitability.

- 18. *The schedule of implementation envisaged by us may be delayed and as a result thereof, we may face operational delays. This may have an adverse effect on our business operations and our return on investments.***

The proposed schedule of implementation may be delayed by any reason whatsoever, including any delay in completion 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.

- 19. *Valuations in the software/information technology may not be sustained in future and current valuations may not be reflective of future valuations for the industry***

We are a pure play (voice and non-voice) outsourcing company in the BPO industry and we believe that our peers who are directly comparable listed company on the Indian Stock Exchanges are limited. Though the industry is booming at an exponential way valuations in the BPO industry may not be sustained in future and current valuations may not be reflective of future valuations for the industry.

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

In the last 12 (twelve) months we have issued and allotted certain equity shares at a price lower than the Issue Price which is as follows:

Bonus issue in the ratio of 1: 10 dated September 21, 2016 issued 22,50,000 Equity shares face value Rs.10/- per Equity Share for consideration other than cash.

The Equity Shares allotted to investors pursuant to this Issue is being priced significantly higher due to various reasons including better performance by the Company, better economic conditions and passage of time. For Further details of equity shares issued, please refer to the chapter titled “*Capital Structure*” beginning on page 44 of this Red Herring Prospectus.

**21. There may be potential conflict of interests between our company and other venture or enterprises promoted by our promoters or directors.**

The main objects of our Company and our promoter group Entity, Surevin Info Software Pvt. Ltd. allow them to have same/similar to business as carried out by our Company. Further we have not executed any Non-Compete Agreement with our promoter group Entity undertaking not to engage in businesses similar to that of our Company. Failure to adhere to the may have an adverse effect on our business operations and financial conditions.

**22. Our business is subject to volatility due to change in technology and vulnerable to failures of our information technology systems, which may contribute to fluctuations in our results of operations and financial condition.**

Our information technology systems are a critical part of our business and help us managing our core business requirements. Any technical failures associated with our information technology systems, including those caused by power failures and computer viruses and other unauthorized tampering, may cause interruptions in our ability to provide services to our patients and delay the collection of income. In addition, we may be subject to liability as the result of any theft or misuse of personal information stored on our systems. The occurrence of any of these events could result in interruptions, delays, the loss or corruption of data, or cessations in the availability of systems, any of which could have a material adverse effect on our financial position and results of operations and harm our business and reputation.

**23. We are subject to certain restrictive covenants under various debt facilities provided to us by our lenders and there can be no assurance that we will be able to comply with these financial or other covenants or that we will be able to obtain the consents necessary to take actions to grow our business**

We have availed loans and financial facilities amounting to 50.00 Lacs from the following banks namely State Bank of India (“our Lenders”). In respect of various agreements entered into by our Company with our Lenders and sanction letters issued by our Lenders to us, we are bound by certain restrictive covenants. These restrictive covenants require us to obtain the written consent from the lenders before making / effecting the following changes:

- ❖ Effect any adverse changes in Company’s capital structure.
- ❖ Formulate any scheme of amalgamation or merger or reconstruction.
- ❖ Implement any scheme of expansion, modernization, diversification, renovation or acquire any fixed assets during any any accounting year, except such schemes which have already been approved by the Bank.
- ❖ Enter into any borrowing or non-borrowing arrangements either secured or unsecured with any other Bank, financial institution, company or person.
- ❖ Invest by way of share capital in or lent or advance funds to or place deposits with any other Company/firm/concern (including group companies/associates)/persons. Normal trade credit or security deposit in the normal course of business or advance to employees can, however be extended.
- ❖ Undertake guarantee obligations on behalf of any other Company/firm/person.
- ❖ Effect any drastic change(s) in its management set-up.
- ❖ Enter into any contractual obligation of a long term nature or affecting the company financially to a significant extent.
- ❖ Undertake any trading activity other than the sale of products arising out of its own manufacturing operations.
- ❖ Sell or dispose off or create security or encumbrances on the assets charged to the Bank in favour of any other Bank, Financial institution, Company, firm, individual.

- ❖ Declare dividend for any year except out of profits relating to that year after meeting all the financial commitments to the bank making all due and necessary provisions and till the financial position improves at the estimated/projected levels given by them.

There can be no assurance that we will be able to comply with these financial or other covenants or that we will be able to obtain the consents necessary to take the actions we believe are necessary to operate and grow our business or which are in the interest of our shareholders.

**24. *Insufficient cash flows to meet required payments on our debts and working capital requirements could adversely affect our Company's operations and financial results***

The business of our Company requires a significant amount of working capital to finance the payments for Man-Power, Day to Day Expenses and term loans for establishment of office facilities and acquisition of equipments. The working capital requirements of our Company are also affected by the credit lines that our Company extends to its customers, in line with industry practice. Moreover, our Company may need to raise further term loans and working capital loans in the future to meet its capital expenditure and to satisfy its working capital requirements. There can be no assurance that our Company will continue to be successful in arranging adequate working capital and term loans for its existing or expanded operations on acceptable terms or at all, which could adversely affect our Company's operations and financial results.

**25. *Our operations are subject to high working capital requirements. Our inability to maintain sufficient cash flow, credit facilities and other sources of funding, in a timely manner, or at all, to meet requirement of working capital or pay out debts, could adversely affect our operations.***

Our business requires significant amount of working capital and major portion of our working capital is utilized towards debtors and inventories. We have been sanctioned working capital of Rs. 50 lakhs as on March 31, 2017 from the existing bankers. Our growing scale and expansion, if any, may result in increase in the quantum of current assets. Our inability to maintain sufficient cash flow, credit facility and other sourcing of funding, in a timely manner, or at all, to meet the requirement of working capital or pay out debts, could adversely affect our financial condition and result of our operations.

Further, we have high Debtors which may result in a high risk in case of non-payment by these Debtors. In the event we are not able to recover our dues from our Debtors, we may not be able to maintain our Sales level and thus adversely affecting our financial health.

**26. *We face substantial competition in the BPO services business, both from Indian and international companies, which may adversely affect our revenues***

We face significant competition from existing players and potential entrants in the BPO services business. We will face competition mainly from large vertically integrated and diversified companies as well as new companies. Some of our international competitors are larger than us and have greater financial resources. Increased competition could result in price reductions, decreased sales, lower profit margins or losses in market share, any of which could have an adverse effect on our business, results of operations and financial condition.

**27. *Our Promoter and Promoter Group will retain majority control over the Company after the Issue, which will allow them to influence the outcome of matters submitted to shareholders for approval.***

Upon completion of the Issue, our Promoter and Promoter Group will own 68.27 % of the post-issue Equity Share capital of the Company. As a result, the Promoter and Promoter Group will not have the ability to exercise significant influence over all matters requiring shareholders' approval, including the election of directors and approval of significant corporate transactions. The Promoter and Promoter Group will continue to have an effective veto power with respect to any shareholder action or approval requiring a majority vote. For further details of Promoters' shareholding, please refer to section titled "Capital Structure" beginning on page 44 of this Red Herring Prospectus.

**28. *We are dependent on our 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 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. Our success largely depends on the continued services and performance of our management and

other key personnel. The loss of service of our 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 qualified senior and mid-level managers. 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. For further details of our Directors and key managerial personnel, please refer to section titled "Our Management" beginning on page 93 of this Red Herring Prospectus.

**29. Third party industry and statistical data in this Red Herring Prospectus may be incomplete, incorrect or unreliable.**

Neither BRLM nor we have independently verified the data obtained from the official and industry publications and other sources referred in this Red Herring Prospectus and therefore, while we believe them to be true, there can be no assurance that they are complete or reliable. Such data may also be produced on different bases from those used in the industry publications we have referenced. The discussion of matters relating to India, its economy and our industry in this Red Herring Prospectus are subject to the caveat that the statistical and other data upon which such discussions are based may be incomplete or unreliable. Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect. While industry sources take due care and caution while preparing their reports, they do not guarantee the accuracy, adequacy or completeness of the data or report and do not take responsibility for any errors or omissions or for the results obtained from using their data or report. Accordingly, investors should not place undue reliance on, or base their investment decision on this information, please refer to section titled "Industry Overview" beginning on page 67 of this Red Herring Prospectus.


**30. We have certain contingent liabilities that have not been provided for in our financial statements, which, if they materialize, may adversely affect our results of operations, financial condition and cash flows.**

As of March 31, 2017, our contingent liabilities, as per Accounting Standards 29 – provisions, contingent liabilities and contingent assets, that have not been provided for are as set out in the table below:

<i>Particulars</i>	<i>Amount (Rs. In Lakhs)</i>
<b>Contingent Liabilities:</b>	
Bank Guarantee	35,10,000
Bank Guarantee	89,853
Bank Guarantee	38,280
Bank Guarantee	10,00,000
Income Tax/Service Tax/Excise demands/notices	69,20,395
<b>Total</b>	<b>1,15,58,528</b>

*For further details, please refer the "Financial Information" on page of 111 of this Red Herring Prospectus.*

**31. Trademark of our logo is not registered and we are in the process of seeking registration of trademark of our logo. There is no assurance that this application shall result in us being granted registration in a timely manner. Failure to protect our intellectual property may adversely affect our reputation, goodwill and business operations**

Our logo  is not registered we do not enjoy the statutory protections accorded to a registered trademark and are subject to the various risks arising out of the same, including but not limited to infringement or passing off our name and logo by a third party.

We have filed an application dated Septemebr 29, 2016 with the Trade Marks Registry, for registration of logo and corporate name under class 35 and class 41 of the Trade Marks Act. The application is pending before the Registrar of Trademarks as the same has been objected to by the concerned third party. For further details please refer to section titled "Government and Other Approvals" beginning on page 154 of this Red Herring Prospectus.

**32. *There have been some instances of delayed filing of records required to be filed by the Company with regulatory authorities***

There have been some instances of delayed filing by the Company in respect of the filings required to be made with regulatory authorities, including filings under Companies Act. Till date, the Company has not received any notices from any authorities, however, there can be no assurance that the regulator may not initiate proceedings against us or that we will be able to sufficiently defend against any action initiated by regulators in relation to regulatory compliances for all instances and periods. Any adverse order passed or penalty imposed by regulators on us may adversely affect our business and results of operations.

**33. *We could be harmed by employee misconduct or errors that are difficult to detect and any such incidences could adversely affect our financial condition, results of operations and reputation.***

Employee misconduct or errors could expose us to business risks or losses, including regulatory sanctions and serious harm to our reputation. There can be no assurance that we will be able to detect or deter such misconduct. Moreover, the precautions we take to prevent and detect such activity may not be effective in all cases. Our employees and agents may also commit errors that could subject us to claims and proceedings for alleged negligence, as well as regulatory actions on account of which our business, financial condition, results of operations and goodwill could be adversely affected.

**34. *We face competition in our business from organized and unorganized players, which may adversely affect our business operation and financial condition.***

The market for our services is competitive on account of both the organized and unorganized players. Players in this industry generally compete with each other on key attributes such as quality of products, distribution network, skilled man power, pricing and timely delivery and quality of services. Some of our competitors may have longer industry experience and greater financial, technical and other resources, which may enable them to react faster in changing market scenario and remain competitive. Moreover, the unorganized sector Issues their products at highly competitive prices which may not be matched by us and consequently affect our volume of revenue 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.

**35. *Changes in technology may render our current technologies obsolete or require us to make substantial capital investments. Modernization and technology up gradation is essential to reduce costs and increase the output.***

Our technology 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 upgraded technology in form of High end IBM servers with latest configurations, High Efficient IP based Outbound Diallers, High-end version of In bound dialler and CRM suitable for BPO and that the chances of a technological innovation are very high in our sector. We shall continue to strive to keep our technology updated. In case of a new found technology in the BPO business, we may be required to implement new technology employed by us. Further, the cost in upgrading our technology is significant which could substantially affect our finances and operations. For further details, please refer to section titled "Our Business" beginning on page 73 of this Red Herring Prospectus.

## **EXTERNAL RISKS**

**36. *The Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 have effected significant changes to the existing Indian company law/ listing 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 Issuing 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 and SEBI (Listing Obligations and



Disclosure Requirements) Regulations, 2015, 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 be notified. Any increase in our compliance requirements or in our compliance costs may have an adverse effect on our business and results of operations.

**37. *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.

**38. *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.

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 our customers and our results of operations and financial condition may be materially and adversely affected.

**39. *Global economic downturn and adverse market conditions could cause our business to suffer. A slowdown in economic growth in India could cause our business to suffer***

The developed economies of the world viz. U.S., Europe, Japan and others are in midst of a downturn affecting their economic condition and markets general business and consumer sentiment has been adversely affected due to the global slowdown and there can be no assurance whether the developed economies or the emerging market economies will see good economic growth in the near future. Consequently, this has also affected the global stock and commodity markets. Our performance and growth is directly related to the performance of the Indian economy. The performance of the Indian economy is dependent among other things on the interest rate, political and regulatory actions, liberalization policies, commodity and energy prices etc. A change in any of the factors would affect the growth prospects of the Indian economy, which may in turn adversely impact our results of operations, and consequently the price of our Equity Shares.

**40. *Any downgrading of India's debt rating by an independent agency may harm our ability to raise debt financing.***

Any adverse revisions to India's credit ratings for domestic and international debt by international rating agencies may adversely affect 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 capital expenditure plans, business and financial performance.

**41. *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.***

Some parts of India have experienced communal disturbances, terrorist attacks and riots during recent years. If such events recur, our operational and marketing activities may be adversely affected, resulting in a decline in our income. The Asian region has, from time to time, experienced instances of civil unrest and hostilities among neighbouring countries. Since May 1999, military confrontations between countries have occurred in Kashmir. The hostilities between India and its neighbouring countries are particularly threatening because India and certain of its neighbours possess nuclear weapons. Hostilities and tensions may occur in the future and on a wider scale. Also, since 2003, there have been military hostilities and continuing civil unrest and instability in Afghanistan. There has also recently been hostility in the Korean Peninsula. In July 2006 and November 2008, terrorist attacks in Mumbai resulted in numerous casualties. 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 a material adverse effect on the market for securities of Indian companies, including our Equity Shares.

**42. *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.

**43. *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 effective from July 01, 2017. 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 Issue our products and services at discounted rates. This may affect our business and results of operations.

### Prominent Notes to Risk Factors

1. Public Issue of 9,12,000 equity shares of face value ₹10 each of Surevin BPO Services Limited for cash at a price of ₹ [●] per Equity Share (the "**Issue Price**"), including a share premium of ₹ [●] per equity share aggregating up to ₹ [●] Lakhs.
2. The Net Asset Value per Equity Share of our Company as per the Restated Financial Information as of March 31, 2017 is ₹19.17 per share. For further details, please refer to section titled "Financial Statements" beginning on page 111 of this Red Herring Prospectus.
3. The Net Worth of our Company as per the Restated Financial Information as of March 31, 2017 is ₹ 474.51 Lakhs. For further details, please refer to the section titled "Financial Statements" beginning on page 111 of this Red Herring Prospectus.
4. The average cost of acquisition per Equity Share of our Promoters is set out below:

Name of the Promoters	No. of Equity Share held	Average price per Equity Share (₹)
Mr. Abhishek Gupta	8,48,090	0.66
Mrs. Sonika Gupta	11,31,900	0.48

For further details, please refer to section titled "Capital Structure" beginning on page 44 of this Red Herring Prospectus.

5. There has been no change of name of our Company at any time during the last three (3) years.
6. There has been no financing arrangement whereby our Directors or any of their respective relatives have financed the purchase by any other person of securities of our Company other than in the ordinary course of the business of the financing entity during the six (6) months preceding the date of the Draft Red Herring Prospectus.
7. For details regarding the related party transactions and business interest, please refer to section titled "Financial Information - Annexure P - Related Party Transactions" beginning on page 136 of this Red Herring Prospectus.
8. There is no group company so no potential conflict of interest in addressing business opportunities and strategies in circumstances where the interest of our Company may be similar to that of the aforementioned group entity.
9. The details of transactions of our Company with related parties, nature of transactions and the cumulative value of transactions please refer to section titled "Financial Information - Annexure P - Related Party Transactions" beginning on page 136 of this Red Herring Prospectus.
10. Except as stated under the section section titled "Capital Structure" beginning on page 44 of this Red Herring Prospectus, our Company has not issued any Equity Shares for consideration other than cash.
11. For information on changes in the Company's name and Objects Clause of the Memorandum of Association of our Company, please refer to the section titled "History and Certain Corporate Matters" beginning on page 90 of this Red Herring Prospectus.
12. Except as disclosed in the sections titled "Capital Structure", "Our Promoters and Promoter Group", "Group Entities of our Company" and "Our Management" beginning on pages 44, 105, 108 and 93 respectively of this Red Herring Prospectus, none of our Promoters, Directors or Key Managerial Personnel has any interest in our Company.
13. Investors are free to contact the Book Running Lead Manager i.e. Hem Securities Limited for any clarification, complaint or information pertaining to the Issue. The Book Running 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.

## SECTION III: INTRODUCTION

### SUMMARY OF INDUSTRY

#### Introduction

#### Global Economic Overview

Since the Economic Survey and Budget were presented a year ago, the Indian economy has continued to consolidate the gains achieved in restoring macroeconomic stability. Inflation, the fiscal deficit, and the current account deficit have all declined, rendering India a relative haven of macro stability in these turbulent times. Economic growth appears to be recovering, albeit at varying speeds across sectors.

At the same time, the upcoming Budget and 2016-17 (FY2017) economic policy more broadly, will have to contend with an unusually challenging and weak external environment. Although the major international institutions are yet again predicting that global growth will increase from its current subdued level, they assess that risks remain tilted to the downside. This uncertain and fragile outlook will complicate the task of economic management for India.

The risks merit serious attention not least because major financial crises seem to be occurring more frequently. The Latin American debt crisis of 1982, the Asian Financial crisis of the late 1990s, and the Eastern European crisis of 2008 suggested that crises might be occurring once a decade. But then the rapid succession of crises, starting with Global Financial Crisis of 2008 and proceeding to the prolonged European crisis, the mini-crises of 2013, and the China provoked turbulence in 2015 all hinted that the intervals between events are becoming shorter.

This hypothesis could be validated in the immediate future, since identifiable vulnerabilities exist in at least three large emerging economies—China, Brazil, Saudi Arabia—at a time when underlying growth and productivity developments in the advanced economies are soft. More flexible exchange rates, however, could moderate full-blown eruptions into less disruptive but more prolonged volatility.

One tail risk scenario that India must plan for is a major currency re-adjustment in Asia in the wake of a similar adjustment in China; as such an event would spread deflation around the world. Another tail risk scenario could unfold as a consequence of policy actions—say, capital controls taken to respond to curb outflows from large emerging market countries, which would further moderate the growth impulses emanating from them.

In either case, foreign demand is likely to be weak, forcing India—in the short run—to find and activate domestic sources of demand to prevent the growth momentum from weakening. At the very least, a tail risk event would require Indian monetary and fiscal policy not to add to the deflationary impulses from abroad. The consolation would be that weaker oil and commodity prices would help keep inflation and the twin deficits in check. (*Source: Economic Survey 2015-16-Volume-I; [www.indianbudget.nic.in](http://www.indianbudget.nic.in)*)

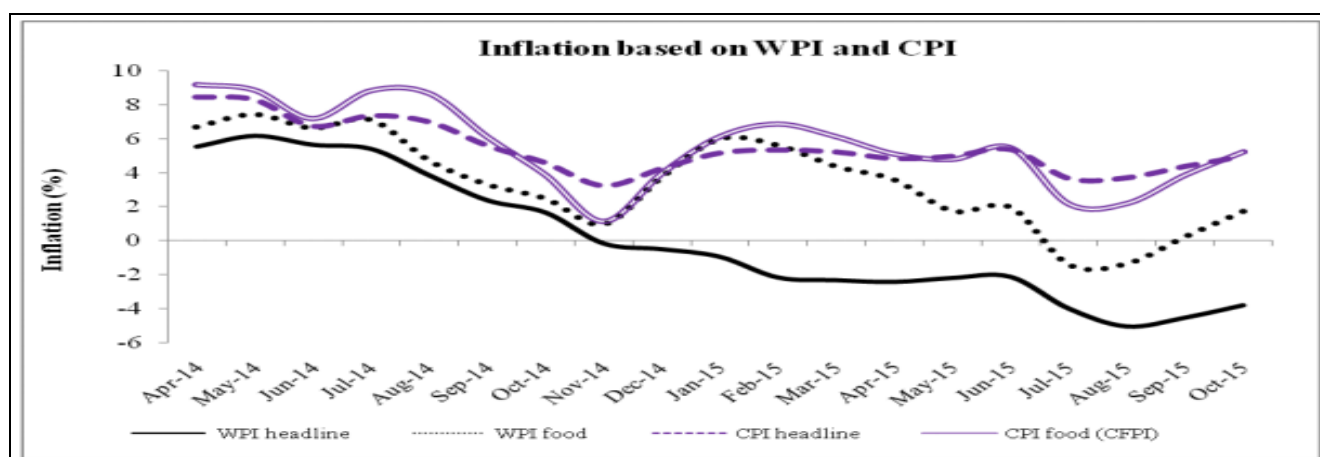
#### Indian Economy Overview

As per the Advance Estimates released by the Central Statistics Office (CSO), the growth rate of the gross domestic product (GDP) at constant market prices has been estimated at 7.6 per cent in 2015-16, which is higher than the growth of 7.2 percent growth recorded in the previous year. The growth of the gross value added (GVA) at constant basic prices has been estimated at 7.3 per cent in 2015-16—as opposed to 7.1 per cent in 2014-15—with agriculture and allied sectors, industrial sector and services sector growing at 1.1 per cent, 7.3 per cent and 9.2 per cent respectively. The growth of GDP at constant basic prices for the first, second and third quarters of 2015-16 has been estimated at 7.6 per cent, 7.7 per cent and 7.3 per cent respectively.

On the demand side, the growth in final consumption expenditure at constant (2011-12) prices is estimated to have remained strong at 6.9 per cent in 2015-16, as compared to 7.2 per cent in 2014-15. The growth in gross fixed capital formation at constant prices increased from 4.9 per cent in 2014-15 to 5.3 per cent in 2015-16. Exports and imports of goods and non-factor services declined (at constant prices) by 6.3 per cent each in 2015-16; the former mainly on account of the sluggishness in the global economy and the latter on account of decline in international petroleum and other commodity prices (*Source - <http://finmin.nic.in/reports/AnnualReport2015-16.pdf>*)

- As per the quarterly estimates of Gross Domestic Product (GDP) released by the Central Statistics Office (CSO) on 30th November 2015, the growth rate of GDP at constant (2011-12) market prices for the second quarter (Q2) (July-September) of 2015-16 is estimated at 7.4 per cent as compared to the growth of 7.0 per cent in Q1 of 2015-16, and 7.5 per cent in Q4 of 2014-15. Growth in the first half (H1) of 2015-16 works out to 7.2 per cent.

- The growth of Gross Value Added (GVA) at constant (2011-12) basic prices for agriculture & allied sectors, industry sector and services sector are estimated at 2.2 per cent, 6.8 per cent and 8.8 per cent respectively in Q2 of 2015-16 as compared to the corresponding rates of 2.1 per cent, 7.6 per cent and 10.4 per cent respectively in Q2 of 2014-15.
- Stocks of food grains (rice and wheat) held by FCI as on September 1, 2015 were 50.8 million tonnes, compared to 57.3 million tonnes as on September 1, 2014.
- Overall growth in the Index of Industrial Production (IIP) was 3.6 per cent in September 2015 as compared to 2.6 per cent in September 2014. On a cumulative basis, for the period April-September 2015-16, the IIP growth was 4.0 per cent as compared to the growth of 2.9 per cent during the same period of the previous year. Manufacturing sector grew by 2.6 per cent in September 2015 and 4.2 per cent in April-September 2015.
- Eight core infrastructure industries grew by 3.2 per cent in September 2015 as compared to growth of 2.6 per cent in September 2014. The cumulative growth of core industries during April-September 2015-16 is 2.3 per cent as compared to growth of 5.1 per cent during April-September 2014-15.
- The growth of money Supply (YoY) in October 2015 was 11.0 per cent, lower than 11.7 percent recorded in the corresponding period a year ago.
- Merchandise exports and imports declined by 17.5 per cent and 21.2 per cent (in US\$ terms) in October 2015 over October 2014. During April-October 2015, merchandise exports and imports declined by 17.6 per cent and 15.2 per cent respectively.
- Foreign exchange reserves stood at US\$ 353.6 billion in 30th October 2015 as compared to US\$ 350.3 billion in end-September 2015 and US\$ 341.6 billion in end-March 2015.
- The rupee appreciated against the US dollar, Pound sterling, Japanese yen and Euro by 1.8 percent, 1.9 per cent, 1.8 per cent and 1.8 per cent respectively in October 2015 over the previous month of September 2015.
  - The WPI inflation for all commodities reached to (-) 3.8 per cent in October 2015 from (-) 4.5 per cent in September 2015. The all India CPI inflation (New Series- Combined) increased to 5.0 per cent in October 2015 from 4.4 per cent in September 2015. The WPI inflation during April-October 2015 averaged (-) 3.5 per cent while inflation as per CPI (Combined) averaged 4.6 per cent during the period.
  - Gross tax revenue during April-September 2015-16 was ₹ 5,96,884 crore, recorded growth of 21.7 per cent over April-September 2014-15.



(Source: [http://finmin.nic.in/stats\\_data/monthly\\_economic\\_report/2015/indoct15.pdf](http://finmin.nic.in/stats_data/monthly_economic_report/2015/indoct15.pdf))

### The Indian Economy

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 21<sup>st</sup>-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 live 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.

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.

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>)

For further details, please refer to section titled "Industry Overview" beginning on page 67 of this Red Herring Prospectus.

## SUMMARY OF OUR BUSINESS

### Business Overview

We believe that we are one of the leading certified service providers of IT Solution & Business Services, Outsourcing Services, Digital Solutions and Marketing, Data Enrichment & Management Service, Skill Development & Training Program and HR Consultancy provider to our clients. With the right balance of technical expertise and vast industry knowledge we strive to create customer satisfaction considering the nature of work with an innovative approach maintaining integrity and confidentiality of the business. Currently we are mainly engaged in Outsourcing Services which includes Inbound and Outbound Call, Software Development and providing optical fibre cabling to Reliance, Idea and BSNL.

We have our business process outsourcing unit, located in the capital city of Madhya Pradesh, Bhopal which has a total carpet area of approximately 28000 sq. ft. wherein we have devoted 2000 sq. ft. to SQFT Separate Training Centre. We have a dedicated and talented team of professionals that comprise of experienced personals in the field of management and telecommunication. We are committed to satisfying customer needs by supplying products on time and continuously improving our products, systems, and services. In order to meet these requirements, we are adapting to ISO 9001:2008 and ISO/IEC 27001-2013 quality systems which is valid until May 29, 2018 and July 29, 2017 respectively.

We provide a comprehensive range of services to clients in each of our focus industries. The principal services that we provide in each industry are BFSI, Government Agencies, Telecom, Technology and media industries. We provide lifecycle management to our customers, technology and infrastructure services, back office services, HRO Services, Financial and Insurance Services, Telecom and Training etc.

Our total revenue increased from Rs. 541.10 Lacs in Fiscal 2013 to Rs. 1521.30 Lacs in Fiscal 2017, representing a CAGR of 29.49%. Further our PAT for Fiscal 2017 and 2016 are Rs. 151.97 Lacs and Rs. 177.45 Lacs respectively.

### Our Location:

<b>Registered Office of our Company</b>	40, Mandakini Housing Society, Behind Reliance Fresh, Kolar Road, Bhopal-462 036, Madhya Pradesh, India.
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### Associations /Certifications & Recognitions:

The high quality and consistency of our products has won the confidence of our customers.

### **Our Company has received following certifications:**

- ❖ ISO/IEC 27001-2013 certification by LMS Certifications Pvt. Ltd. The certificate is in recognition of the Company's Information Security System and is valid till July 29, 2017.
- ❖ ISO 9001:2008 certification by PC Management System Pvt. Ltd. in relation to providing Web Designing & hosting solutions, Software & I.T. Solutions, Data Entry & Storage, IVRS, Call Centre & BPO Services, Corporate Training, HR & Operation Management Support. The same is valid till May 29, 2018

### **Our Competitive Strengths**

The following are the key strengths which our Company believes enable it to be competitive in its business:

1. **Established brand:** We are engaged in providing inbound & outbound teleservices to our clients and over the years we have established Surevin as a reliable brand in the state of Madhya Pradesh wherein our clients trust us for our Quality, Consistency & Continuous Performance.
2. **Domain expertise and technical excellence:** We have a dedicated and workforce of 800+ professionals who are the strength & power of our organization. Our motivated workforce is doing their individual bit in achieving our cumulative goals successfully.
3. **Comprehensive range of service offering:** We have developed a comprehensive range of service offering in order to address the varied and expanding requirements of our clients. Our service cover certified service providers of IT Solution & Business Services, Outsourcing Services, Digital Solutions & Marketing, Data Enrichment &

Management Service, Skill Development & Training Program, and HR Consultancy provider, proprietary software asset based solutions and business process outsourcing. We believe that our comprehensive range of Issueings helps our clients achieve their business objectives and enable us to obtain additional business from existing clients as well as address a larger base of potential new clients.

4. ***Training & Development:*** Our strengths lie in continuously updating & upgrading our workforce but virtue of training & development. In this competitive marketplace we provide continuous training to our employee to acquire new skills, sharpen existing ones, perform better, increase productivity and be better leaders.
5. ***Rich Management Experience of 20 years:*** Our management has adequate and rich experience in the Information Technology business for more than a two decade. 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 the IT industry will enable us to continue to take advantage of both current and future market opportunities. Our Management's experience and knowledge enables us in addressing and mitigating various risks inherent in our business, including competition, reliance on independent contractors, the global economic crisis related effects and fluctuations in the prices.

For further details, please refer to section titled "Our Business" beginning on page 73of this Red Herring Prospectus.

### SUMMARY OF FINANCIAL INFORMATION

The following tables set forth the Restated Financial Statements as at and for the period ended March 31, 2017, 2016, 2015, 2014 and 2013 and are presented under section titled "Financial Statements" beginning on page 111 of this Red Herring Prospectus. The summary financial statements presented below should be read in conjunction with the Restated Financial Statements, the notes and annexures thereto and "Management's Discussion and Analysis of Financial Condition and Results of Operations" beginning on page 139 of this Red Herring Prospectus.

#### ANNEXURE-I RESTATED SUMMARY STATEMENT OF ASSETS AND LIABILITIES

(Amount in Rs.)

Particulars	As at				
	31/03/2017	31/03/2016	31/03/2015	31/03/2014	31/03/2013
<b>I. EQUITY AND LIABILITIES</b>					
Share Capital	24,750,000	2,250,000	2,250,000	2,250,000	2,250,000
Reserves and Surplus (excluding Revaluation Reserves, if any)	22,700,725	30,003,938	11,075,275	5,712,084	4,709,352
Money received against share warrants	-	-	-	-	-
Share Application Money Pending Allotment	-	-	-	-	-
<b>Non Current Liabilities</b>					
Long-term Borrowings	6,289,278	1,058,921	3,544,862	2,604,643	3,522,876
Deferred tax liabilities (Net)		-	-	95,970	-
Other Long Term Liabilities		-	-	-	-
Long-term Provisions	4,422,926	2,811,886	2,013,873	1,141,665	1,235,333
<b>Current Liabilities</b>					
Short-term Borrowings	4,446,609	6,848,773	11,604,040	10,819,326	6,564,225
Trade Payables	12,046,400	13,803,000	11,882,653	9,914,438	10,007,625
Other Current Liabilities	7,984,313	9,172,563	8,101,336	3,485,546	5,233,161
Short-term Provisions	2,014,565	15,766,227	8,221,076	477,889	21,704
<b>Total</b>	<b>84,654,816</b>	<b>81,715,309</b>	<b>58,693,115</b>	<b>36,501,562</b>	<b>33,544,276</b>
<b>II. Assets</b>					
<b>Non Current Assets</b>					
Fixed assets					
(i) Tangible Assets	12,185,123	13,037,577	11,528,729	10,298,843	11,427,655
(ii) Intangible Assets	1,502,374	2,437,173	3,046,644	2,030,645	2,176,974
(ii) Capital Work-In-Progress	-	-	-	-	-
(iv) Intangible Assets Under Development	-	-	-	-	-
Non Current Investments	110,000	10,000	10,000	10,000	10,000
Deferred Tax Assets (Net)	3,349,075	2,135,950	1,344,781	-	1,174,868
Long-term Loans and Advances	8,715,106	2,763,948	-	355,180	-
Other Non Current Assets	-	-	-	-	-
<b>Current assets</b>					
Current Investments	-	-	-	-	-
Inventories	-	-	-	-	-
Trade Receivables	43,619,180	35,581,951	18,459,710	9,154,719	8,451,828
Cash and Cash Equivalents	8,140,973	5,748,837	5,199,969	1,690,426	289,716
Short-term Loans and Advances	3,374,762	16,096,740	9,503,629	8,948,827	8,484,231
Other Current Assets	3,658,223	3,903,133	9,599,654	4,012,922	1,529,003
<b>Total</b>	<b>84,654,816</b>	<b>81,715,309</b>	<b>58,693,116</b>	<b>36,501,562</b>	<b>33,544,276</b>

**ANNEXURE-II**  
**RESTATED SUMMARY STATEMENT OF PROFIT AND LOSS**

(Amount in Rs.)

Particulars	For the Period/Year ended				
	31/03/2017	31/03/2016	31/03/2015	31/03/2014	31/03/2013
Revenue From Operations	152,129,510	152,108,497	105,274,679	60,446,881	54,110,059
Other income	696,041	777,791	494,270	316,049	405,119
<b>Total Revenue</b>	<b>A 152,825,552</b>	<b>152,886,288</b>	<b>105,768,949</b>	<b>60,762,930</b>	<b>54,515,178</b>
Expenses:					
Employee benefits expense	89,224,505	76,122,755	53,585,130	32,641,668	35,656,431
Administrative and other Expenses	28,149,801	39,230,225	29,293,886	20,367,618	20,514,386
Finance costs	744,002	687,208	1,503,479	1,131,960	1,052,491
Depreciation and amortization expense	7,240,273	7,177,658	8,044,871	3,374,250	2,714,468
Changes in inventory of Stock in Trade	-	-	-	-	-
<b>Total Expenses</b>	<b>B 125,358,581</b>	<b>123,217,846</b>	<b>92,427,366</b>	<b>57,515,496</b>	<b>59,937,776</b>
<b>Profit before exceptional and extraordinary items and tax (A-B)</b>	<b>C 27,466,971</b>	<b>29,668,442</b>	<b>13,341,583</b>	<b>3,247,434</b>	<b>(5,422,598)</b>
Exceptional/Prior Period item	(3,062,557)	(174,525)	(184,214)	(877,440)	(321,398)
Profit before extraordinary items and tax	24,404,414	29,493,917	13,157,369	2,369,994	(5,743,996)
Extraordinary item	-	-	-	-	-
Profit Before Tax	24,404,414	29,493,917	13,157,369	2,369,994	(5,743,996)
Provision for Tax					
- Current Tax	10,297,517	12,539,844	6,827,814	451,602	-
- Deferred Tax Liability / (Asset)	(1,213,125)	(791,169)	(1,440,751)	1,270,839	(988,438)
MAT Credit Entitlement	-	-	355,180	(355,180)	-
Income-tax for Earlier Years	123,235	-	89,480	-	-
<b>Restated profit after tax for the period from continuing operations</b>	<b>15,196,787</b>	<b>17,745,242</b>	<b>7,325,646</b>	<b>1,002,733</b>	<b>(4,755,558)</b>
Profit/ (Loss) from Discontinuing operation	-	-	-	-	-
Tax expenses of discontinuing operations	-	-	-	-	-
Restated profit for the period	<b>15,196,787</b>	<b>17,745,242</b>	<b>7,325,646</b>	<b>1,002,733</b>	<b>(4,755,558)</b>



**ANNEXURE-III**  
**RESTATED SUMMARY CASHFLOW STATEMENT**

(Amount in Rs.)

Particulars	For the Period/Year ended				
	31/03/2017	31/03/2016	31/03/2015	31/03/2014	31/03/2013
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>					
Net Profit before tax	24,404,414	29,493,917	13,157,369	2,369,994	(5,743,996)
<b>Adjustment for :</b>					
Less: Interest on Fixed Deposit	(515,673)	(452,531)	(480,527)	(23,209)	-
Less: Profit on sale of Fixed Assets	7,831	-	(13,743)		-
Add: Depreciation	7,240,273	7,177,658	8,044,871	3,374,250	2,714,468
Add: Provision of Gratuity	1,624,389	811,636	889,250	(89,085)	(412,537)
Add: Interest on Borrowed Fund & Finance Charges	700,583	687,208	1,503,479	1,131,960	1,052,491
Operating profit before working capital changes	33,461,816	37,717,888	23,100,699	6,763,910	(2,389,574)
<b>Adjustment for :</b>					
(Increase)/Decrease in Investment	-	-	-	-	-
(Increase)/Decrease in Trade Receivables	(8,037,229)	(17,122,241)	(9,304,991)	(702,891)	11,386,554
(Increase)/Decrease in Short Term loans and advances	2,424,461	(6,593,111)	(554,802)	(464,596)	229,032
(Increase)/Decrease in Other Current Assets	244,910	5,696,521	(5,586,732)	(2,483,919)	3,102,984
(Increase)/Decrease in Long Term loans and advances	(5,951,158)	(2,763,948)	-	-	-
Increase/(Decrease) in trade payables	(1,756,600)	1,920,347	1,968,215	(93,187)	1,066,249
Increase/(Decrease) in Long Term Liabilities	-	-	-	-	-
Increase/(Decrease) in Short Term Borrowings	(2,402,164)	(4,755,267)	784,714	4,255,101	(1,179,126)
Increase/(Decrease) in other current liabilities	(258,250)	(53,773)	4,615,790	(1,747,615)	(2,194,412)
	(15,564,941)	(23,671,472)	(8,077,806)	(1,237,107)	12,411,281
<b>Cash generated from / (used in) operations</b>	<b>17,896,875</b>	<b>14,046,416</b>	<b>15,022,892</b>	<b>5,526,806</b>	<b>10,021,707</b>
Income Tax paid/(refund)	11,892,897	5,824,821	541,082	-	3,929,215
Net cash generated from/(used in) operating activities - (A)	<b>6,003,978</b>	<b>8,221,595</b>	<b>14,481,810</b>	<b>5,526,803</b>	<b>6,092,492</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>					
Purchase of tangible fixed assets	(5,555,851)	(8,077,035)	(10,910,735)	(2,099,109)	(7,354,572)
Sale of Fixed Assets	95,000	-	21,200	-	-
(Increase)/Decrease in Current Investments	-	-	-	-	-
Interest Income from bank	515,673	452,531	480,527	23,209	-
Capital Subsidy from Government	-	3,349,859	-	-	-
Net cash (used in) Investing Activities - (B)	(4,945,178)	(4,274,645)	(10,409,008)	(2,075,900)	(7,354,572)
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>					
Proceeds from issue of Share Capital	-	-	-	-	1,150,000
Interest & Finance Charges	(700,583)	(687,208)	(1,503,479)	(1,131,960)	(1,052,491)
Repayment of Long Term borrowings	5,230,357	(2,485,941)	940,219	(918,233)	2,474,093
Purchase of Investments	(100,000)	-	-	-	-
Dividend /DDT Paid	(3,096,438)	(224,933)	-	-	(1,278,453)
<b>Net cash(used in) / from financing activities - (C)</b>	<b>1,333,336</b>	<b>(3,398,082)</b>	<b>(563,260)</b>	<b>(2,050,193)</b>	<b>1,293,149</b>

Particulars	For the Period/Year ended				
	31/03/2017	31/03/2016	31/03/2015	31/03/2014	31/03/2013
Net Increase/(decrease) in Cash & Cash Equivalents (A+B+C)	2,392,136	548,868	3,509,542	1,400,710	31,069
Cash and cash equivalents at the beginning of the year	5,748,837	5,199,969	1,690,426	289,716	258,647
Cash and cash equivalents at the end of the year	8,140,973	5,748,837	5,199,969	1,690,426	289,716
<b>Cash and cash equivalents at the end of year comprises :</b>					
<b>Components of cash and cash equivalents:</b>					
Particulars	3/31/2017	3/31/2016	3/31/2015	3/31/2014	3/31/2013
Cash on hand	16,469	25,930	59,460	58,733	51,292
Balances with scheduled banks:					
In current accounts	424,680	411,874	625,509	211,693	188,424
In fixed deposit accounts	7,699,824	5,311,033	4,515,000	1,420,000	50,000
Total Cash and cash equivalents	8,140,973	5,748,837	5,199,969	1,690,426	289,716

## THE ISSUE

The following is the summary of the Issue.

<b>A. Issue of Equity Shares <sup>(1)</sup></b>	Upto 9,12,000 Equity Shares of ₹10 each fully paid-up of our Company for cash at a price of ₹ [●] per Equity Share aggregating to ₹ [●] lakhs.
<b>Out of which:</b>	
<b>Market Maker Reservation Portion</b>	Upto 48,000 Equity Shares of ₹10 each fully paid-up of our Company for cash at a price of ₹ [●] per Equity Share aggregating to ₹ [●] lakhs.
<b>Net Issue to the Public <sup>(3)</sup></b>	Upto 8,64,000 Equity Shares of ₹10 each fully paid-up of our Company for cash at a price of ₹ [●] per Equity Share aggregating to ₹ [●] lakhs.
<b>Out of which:</b>	
<b>Allocation to Retail Individual Investors for upto ₹2.00 lakhs</b>	4,32,000 Equity Shares of ₹10 each fully paid-up of our Company for cash at a price of ₹ [●] per Equity Share aggregating to ₹ [●] lakhs.
<b>Allocation to other investors for above ₹2.00 lakhs</b>	4,32,000 Equity Shares of ₹10 each fully paid-up of our Company for cash at a price of ₹ [●] per Equity Share aggregating to ₹ [●] lakhs.
<b>Pre and Post-Issue Equity Shares</b>	
Equity Shares outstanding prior to the Issue	24,75,000 Equity Shares of ₹10 each
Equity Shares outstanding after the Issue	33,87,000 Equity Shares of ₹10 each
<b>Objects of the Issue</b>	Please refer to the section titled "Objects of the Issue" beginning on page 56 of this Red Herring Prospectus.

- (1) *This Issue is being made in terms of Chapter XB of the SEBI (ICDR) Regulations. For further details, please refer to section titled "Issue Information" beginning on page 171 of this Red Herring Prospectus.*
- (2) *The present Issue of 9,12,000 Equity Shares in terms of Red Herring Prospectus has been authorized pursuant to a resolution of our Board of Directors dated September 28, 2016 and by special resolution passed under Section 62(1) (c) of the Companies Act, 2013 at the Annual General Meeting of the members held on September 29, 2016.*
- (3) *Allocation to all categories shall be made on a proportionate basis subject to valid Bids received at or above the Issue Price. 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 Book Running Book Running Lead Manager and NSE. Such inter-se spill over, if any, would be affected in accordance with applicable laws, rules, regulations and guidelines.*
- (4) *The Issue is being made through Book Building method and hence, as per regulation 43, subregulation (4) of SEBI (ICDR) Regulations, at least 50% of the allocation of Net Issue will be available to Retail category and 50% to other than retail subject to valid Applications being received at the Issue Price.*

## GENERAL INFORMATION

Our Company was incorporated on June 18, 2007 as Surevin BPO Services Private Limited under the provisions of the Companies Act, 1956 with Certificate of Incorporation issued by the Registrar of Companies Madhya Pradesh and Chattisgarh on June 18, 2007 with Registration Number 019623. Subsequently, our Company was converted into a public limited company pursuant to special resolution passed at the Extra Ordinary General Meeting of our Company held on September 02, 2016 and the name of our Company was changed to Surevin BPO Services Limited and a Fresh Certificate of Incorporation dated September 23, 2016 was issued by the Registrar of Companies, Gwalior, Madhya Pradesh now bearing CIN U74999MP2007PLC019623. For details of changes in name and registered office of our Company, please refer to the section titled "History and Certain Corporate Matters" beginning on page 90 of this Red Herring Prospectus.

### Registered Office of our Company

**Surevin BPO Services Limited**  
 40, Mandakini Housing Society,  
 Behind Reliance Fresh,  
 Kolar Road, Bhopal,  
 Madhya Pradesh- 462036, India.  
 Telephone: +91 0755-4278897  
 CIN: U74999MP2007PLC019623  
 Website: [www.surevin.com](http://www.surevin.com)  
 Email id: cs@surevin.com

### Registrar of Companies

Our Company is registered at the Registrar of Companies, Gwalior, Madhya Pradesh.

### Designated Stock Exchange

National Stock Exchange of India Limited  
 Emerge Platform of NSE  
 Exchange Plaza, C-1, Block G,  
 Bandra Kurla Complex, Bandra (E),  
 Mumbai-400051, Maharashtra, India

For details in relation to the changes to the name of our Company, please refer to section titled "History and Certain Corporate Matters" beginning on page 90 of this Red Herring Prospectus.

### Board of Directors

Our Company's board comprises of the following Directors:

Name, Nature of Directorship and DIN*	Age	Residential Address
<b>Mr. Abhishek Gupta</b> Managing Director DIN No: 01260263	45 years	303, Garden Residence, Chuna Bhatti, Kolar Road, Bhopal-462003, Madhya Pradesh, India.
<b>Mrs. Sonika Gupta</b> Chairman and Non-Executive and Non Independent Director DIN No: 01527904	39 years	T-2, 303, Garden Residence, Chuna Bhatti, Kolar Road, Bhopal-462003, Madhya Pradesh, India.
<b>Mr. Sita Ram Gupta</b> Non-Executive and Non Independent Director DIN No: 07620362	74 years	94/13 Civil Lines, Behind Elite Takiz, Jhansi-28400, Uttar Pradesh, India.
<b>Mr. Ambreesh Tiwari</b> Non- Executive Independent Director DIN No: 01582960	49 years	Bungalow No. 6, The Oasis, Chuna Bhatti, Kolar Road, Bhopal- 462016.
<b>Mr. Awdhesh Shah</b> Non- Executive Independent Director DIN No: 00184656	40 years	H.I.G. HC-10, Abhiruchi Parisar, Old Subhash Nagar, Near Water Tank, Bhopal- 462023.

For further details of the Board of Directors, please refer to the section titled "Our Management" beginning on page 93 of this Red Herring Prospectus.

### Company Secretary and Compliance Officer

**Mr. Ashish Soni**

**Surevin BPO Services Limited**

40, Mandakini Housing Society,  
Behind Reliance Fresh, Kolar Road,  
Bhopal, Madhya Pradesh- 462036, India.

Telephone: +91 0755-4278897

Email id: cs@surevin.com

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 Bidder should give full details such as name of the sole or first Bidder, ASBA Form number, Bidder DP ID, Client ID, PAN, date of the ASBA Form, address of the Bidder, number of the Equity Shares applied for and the name and address of the Designated Intermediary where the ASBA Form was submitted by the Bidder.

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, Bidders may also write to the Book Running Lead Manager. All complaints, queries or comments received by Stock Exchange shall be forwarded to the Book Running Lead Manager, who shall respond to the same.**

### Chief Financial Officer of our Company

Our Company has appointed Mr. Pradeep Karambelkar as the Chief Financial Officer (CFO). His contact details are set forth hereunder:

**Mr. Pradeep Karambelkar**

40, Mandakini Housing Society,  
Behind Reliance Fresh, Kolar Road,  
Bhopal, Madhya Pradesh- 462036, India.

**Telephone:** +91 0755-4278897

**Email id:** [cfo@surevin.com](mailto:cfo@surevin.com)

### BOOK RUNNING LEAD MANAGER

**Hem Securities Limited**

14/15, Khatau Building  
40, Bank Street, Fort, Mumbai 400 001, India.

**Telephone:** +91 22 4906 0000

**Facsimile:** +91 22 2262 5991

**Email:** [ib@hemsecurities.com](mailto:ib@hemsecurities.com)

**Contact Person:** Mr. Anil Bhargava

**Website:** [www.hemsecurities.com](http://www.hemsecurities.com)

**SEBI registration number:** INM000010981

### REGISTRAR TO THE ISSUE

**Sharex Dynamic (India)Private Limited**

Unit- 1, Luthra Industrial Premises, Safed Pool, Andheri  
Kurla Road, Andheri (East),  
Mumbai- 400 072

**Telephone:** +91-22 – 2851 5606/44

**Facsimile:** +91-22 – 2851 2885

**Email:** [sharexindia@vsnl.com](mailto:sharexindia@vsnl.com)

**Investor grievance email:** [sbsl.ipo@sharexindia.in](mailto:sbsl.ipo@sharexindia.in)

**Contact Person:** Mr. K.C. Ajitkumar

**Website:** [www.sharexindia.com](http://www.sharexindia.com)

**SEBI Registration Number:** INR000002102

**PEER REVIEW AUDITORS**

### LEGAL COUNSEL TO THE ISSUE

**MV Kini**

Kini House, 6/39, Jangpura-B,  
New Delhi-110 014, India.

**Tel:** + 91-11-24371038/39/40, +91-9899016169

**Facsimile:** +91-11-24379484

**Email:** [rajranibhalla@gmail.com](mailto:rajranibhalla@gmail.com)

**Contact Person:** Mrs. Raj Rani Bhalla

### STATUTORY AUDITORS

**Sandeep Mukherjee & Associates**

Chartered Accountants  
B-62 First Floor, Jain Bhawan, Kasturba Nagar,  
Bhopal- 462024

**Telephone:** 91 0755- 4058558

**Email:** [yusuf@camukherjee.in](mailto:yusuf@camukherjee.in)

**Contact Person:** CA Yusuf Ali Saify

**Firm Registration No.:** 009942C

**Membership No.:** 419362

**SYNDICATE MEMBER**



**Mansaka Ravi & Associates,**  
Chartered Accountants  
434, , MahimaTrinitii mall, Swage Farm  
New Sanganer Road, Sodala, Jaipur-302019  
**Telephone:** 0141-4911031, +91-9829753254  
**Email:** ravi@ravimansaka.com  
**Contact Person:** Mr. Ravi Mansaka  
**Firm Registration No.:** 015023C  
**Membership No.:** 410816  
**Peer Review Certificate No.:** 008582

**Hem Finlease Private Limited**  
203, Jaipur Tower, M.I. Road,  
Jaipur – 302 001, Rajasthan, India  
**Telephone:** + 91 - 141 – 4051000, 5108133  
**Facsimile:** + 91 - 141 – 5101757  
**Website:** http://www.hemsecurities.com  
**Email:** hem@hemsecurities.com  
**Contact Person:** Mr. Anil Bhargava  
**SEBI Registration No:** INB231110033

#### **BANKERS TO OUR COMPANY**

**State Bank of India**  
Mahaveer Nagar Branch,  
E-3/113, Aera Colony,  
Bhopal India.  
**Telephone:** 0755-2422492  
**Email:** sbi.03867@sbi.co.in  
**Contact Person:** Mr. B L Patil  
**Website:** www.sbi.co.in

#### **BANKER TO THE ISSUE**

**Kotak Mahindra Bank Limited**  
Kotak Infiniti, 6th Floor Building no. 21,  
Infinity Park, Off Western Express Highway,  
General A K Vaidya Marg, Malad [E], Mumbai - 400097  
**Telephone:** + 91 – 7045919892  
**Email:** cmsipo@kotak.com  
**Website:** www.kotak.com  
**Contact Person:** Mr. Prashant Sawant  
**SEBI Registration No:** INB100000927

*M/s Mansaka Ravi & Associates is 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 valid peer reviewed certificate dated December 23, 2015 issued by the Institute of Chartered Accountants of India.*

Investors may contact our Company Secretary and Compliance Officer and / or the Registrar to the Issue and/ or the Book Running Lead Manager, in case of any pre-issue or post-issue related problems such as non-receipt of letters of Allotment, credit of allotted Equity Shares in the respective beneficiary account.

#### **Statement of *inter se* allocation of Responsibilities for the Issue**

Hem Securities Limited is the sole Book Running Lead Manager to the Issue and all the responsibilities relating to co-ordination and other activities in relation to the Issue shall be performed by them and hence a statement of inter-se allocation of responsibilities 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 <http://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 NSE i.e. [www.nseindia.com](http://www.nseindia.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 <http://www.nseindia.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 <http://www.nseindia.com>, as updated from time to time.

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](http://www.sebi.gov.in) and updated from time to time.

### **Experts**

Except for the Reports in the section "Financial Information" and the "Statement of Tax Benefits" Available to our Company and its shareholders beginning on pages 111 and 65 respectively of this Red Herring Prospectus, our Company has not obtained any expert opinions under the Companies Act. The term expert as used in the Red Herring Prospectus is not intended to be considered "expert" within the meaning of Section 11 of the U.S. Securities Act.

### **Brokers to the Issue**

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

### **Credit Rating**

As the Issue is of Equity Shares, credit rating is not required.

### **Trustees**

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

### **Debenture Trustees**

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

### **IPO Grading**

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

### **Monitoring Agency**

Since the issue size (excluding the size of offer for sale by selling shareholders) is less than 100.00 Crores the same is not required to appoint.

However, as per the Regulation 18 (3) read with part C of schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Audit Committee of our Company would be monitoring the utilization of the proceeds of the Issue.

### **Appraising Entity**

None of the objects of the Issue for which the Net Proceeds will be utilised have been appraised by any agency

### **Book Building Process**

Book building, with reference to the Issue, refers to the process of collection of Bids on the basis of the Red Herring Prospectus within the Price Band. The Issue Price shall be determined by our Company in consultation with the BRLM, in accordance with the Book Building Process, after the Bid / Issue Closing Date. The principal parties involved in the Book Building Process are:

- Our Company;
- The Book Running Lead Manager in this case being Hem Securities Limited, the Syndicate Member(s) who are intermediaries registered with SEBI/ registered as brokers with NSE and eligible to act as Underwriters. The Syndicate Member(s) will be appointed by the BRLM;
- The Registrar to the Issue and;
- The Designated Intermediaries

In accordance with the SEBI Regulations, QIBs and Non-Institutional Bidders are not allowed to withdraw or lower the size of their Bids (in terms of the quantity of the Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders can revise or withdraw their Bids prior to the Bid/issue Closing Date.

We will comply with the SEBI ICDR Regulations and any other ancillary directions issued by SEBI for this Issue. In this regard, we have appointed Hem Securities Limited as the Book Running Lead Manager, respectively to manage the Issue and procure subscriptions to the Issue.

**The process of Book Building under the SEBI ICDR Regulations is subject to change from time to time and the investors are advised to make their own judgment about investment through this process prior to making a Bid or application in the Issue.**

For further details on the method and procedure for Bidding, please see section entitled “Issue Procedure” on page 183 of this Red Herring Prospectus.

**Illustration of Book Building and Price Discovery Process:** *(Investors should note that this example is solely for illustrative purposes and is not specific to the Issue)*

Bidders can bid at any price within the price band. For instance, assume a price band of ₹20 to ₹24 per equity share, issue size of 3,000 equity shares and receipt of five bids from bidders, details of which are shown in the table below. A graphical representation of the consolidated demand and price would be made available at the bidding centers during the bidding period. The illustrative book below shows the demand for the equity shares of the issuer company at various prices and is collated from bids received from various investors.

Bid Quantity	Bid Amount(₹)	Cumulative Quantity	Subscription
500	24	500	16.67%
1,000	23	1,500	50.00%
1,500	22	3,000	100.00%
2,000	21	5,000	166.67%
2,500	20	7,500	250.00%

The price discovery is a function of demand at various prices. The highest price at which the issuer is able to issue the desired number of shares is the price at which the book cuts off, i.e., ₹ 22.00 in the above example. The issuer, in consultation with the Book Running Lead Manager will finalize the issue price at or below such cut-off price, i.e., at or below ₹ 22.00. All bids at or above this issue price and cut-off bids are valid bids and are considered for allocation in the respective categories.

#### **Steps to be taken by the Bidders for Bidding:**

- 1) Check eligibility for making a Bid (see section titled —“*Issue Procedure*” on page 179 of this Red Herring Prospectus);
- 2) Ensure that you have a demat account and the demat account details are correctly mentioned in the Bid cum Application Form;
- 3) Ensure correctness of your PAN, DP ID and Client ID mentioned in the Bid cum Application Form. Based on these parameters, the Registrar to the Issue will obtain the Demographic Details of the Bidders from the Depositories.
- 4) Except for Bids on behalf of the Central or State Government officials, residents of Sikkim and the officials appointed by the courts, who may be exempt from specifying their PAN for transacting in the securities market, for Bids of all values ensure that you have mentioned your PAN allotted under the Income Tax Act in the Bid cum Application Form. The exemption for Central or State Governments and officials appointed by the courts and for investors residing in Sikkim is subject to the Depository Participants verification of the veracity of such claims of the investors by collecting sufficient documentary evidence in support of their claims
- 5) Ensure that the Bid cum Application Form is duly completed as per instructions given in the Red Herring Prospectus and in the Bid cum Application Form;

#### **BID / ISSUE PROGRAMME**

An indicative timetable in respect of the Issue is set out below:

Event	Indicative Date
Bid / Issue Opening Date	Friday, July 28, 2017
Bid / Issue Closing Date	Tuesday, August 01, 2017
Finalisation of Basis of Allotment with the Designated Stock Exchange	On or about Friday, August 04, 2017
Initiation of Allotment / Refunds / Unblocking of Funds	On or about Monday, August 04, 2017
Credit of Equity Shares to demat accounts of Allottees	On or about Monday, August 04, 2017
Commencement of trading of the Equity Shares on the Stock Exchange	On or about Wednesday, August 9, 2017

The above timetable is indicative and does not constitute any obligation on our Company or the BRLM. Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchange are taken within 6 Working Days of the Bid/issue Closing Date, the timetable may change due to various factors, such as extension of the Bid/Issue Period by our Company, revision of the Price Band or any delays in receiving the final listing and trading approval from the Stock Exchange. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws.

Bids and revision of Bids, shall be accepted **only between 10.00 a.m. and 5.00 p.m. (IST)** during the Bid/Issue Period as mentioned above at the Bidding centers and designated branches of SCSBs as mentioned in the Bid Cum Application Form. On the Bid/Issue Closing Date, the Bids and any revision in the Bids shall be accepted only between **10.00 a.m. and 3.00 p.m. (IST)** and shall be uploaded until (i) **4.00 p.m. (IST)** in case of Bids by QIB Bidders and Non-Institutional Bidders, and (ii) until **5.00 p.m. (IST)** or such extended time as permitted by the Stock Exchanges, in case of Bids by Retail Individual Bidders after taking into account the total number of applications received up to the closure of timings and reported by the BRLM to the Stock Exchanges. It is clarified that Bids not uploaded on the electronic bidding system would be rejected. Bids will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).

Due to limitation of time available for uploading the Bids on the Bid/ Issue Closing Date, the Bidders are advised to submit their Bids one day prior to the Bid/ Issue Closing Date and, in any case, no later than 3.00 p.m. (IST) on the Bid/ Issue Closing Date. All times mentioned in this Red Herring Prospectus are Indian Standard Times. Bidders are cautioned that in the event a large number of Bids are received on the Bid/ Issue Closing Date, as is typically experienced in public offerings, some Bids may not get uploaded due to lack of sufficient time. Such Bids that cannot be uploaded will not be considered for allocation under the Issue. Bids will be accepted only on Business Days. Neither our Company nor the Book Running Lead Manager or the Syndicate Member is liable for any failure in uploading the Bids due to faults in any software/hardware system or otherwise.

QIBs and Non-Institutional Investors shall neither withdraw nor revise their Bids so as to lower the size of their Bid at any stage after they have Bid for the Issue. QIBs and Non-Institutional Investors may revise their Bids upwards (in terms of quantity of Equity Shares or the Bid Amount) during the Bid/Issue Period. Such upward revision must be made using the Revision Form.

Our Company in consultation with the BRLM, reserves the right to revise the Price Band during the Bid/ Issue Period, provided that the Cap Price shall be less than or equal to 120% of the Floor Price and the Floor Price shall not be less than the face value of the Equity Shares. The revision in Price Band shall not exceed 20% on the either side i.e. the floor price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly.

In case of revision of the Price Band, the Bid/Issue Period will be extended for at least three additional working days after revision of Price Band subject to the Bid/ Issue Period not exceeding 10 working days. Any revision in the Price Band and the revised Bid/ Issue Period, if applicable, will be widely disseminated by notification to the Stock Exchange, by issuing a press release and also by indicating the changes on the websites of the Book Running Lead Manager and at the terminals of the Syndicate Member.

In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Bid Cum Application Form, for a particular Bidder, the details as per the Bid file received from the Stock Exchange may be taken as the final data for the purpose of Allotment. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical or electronic Bid Cum Application Form, for a particular ASBA Bidder, the Registrar to the Issue shall ask the relevant SCSBs / Syndicate Member / RTAs / DPs / Stock Brokers, as the case may be, for rectified data.

### Withdrawal of the Issue

Our Company in consultation with the Book Running Lead Manager, 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 withdraws the Issue anytime after the Issue Opening Date but before the allotment of Equity Shares, a public notice within two (2) 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 Book Running Lead Manager, through the Registrar to the Issue, will instruct the SCSBs to unblock the ASBA Accounts within one (1) working Day from the day of receipt of such instruction. If our Company withdraws 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 Red Herring 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 Red Herring Prospectus, which our Company will apply for only after Allotment; and (ii) the final RoC approval of the Prospectus.

### Underwriting

The Company and the Book Running Lead Manager to the Issue hereby confirm that the Issue is 100% Underwritten.

The Issue is 100% underwritten by the Book Running Lead Manager - Hem Securities Limited in the capacity of Underwriter to the Issue. Pursuant to the terms of the Underwriting Agreement dated March 09, 2017 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 NSE. The Details of the Underwriting commitments are as under:

(₹in Lakhs)

Name, Address, Telephone, Fax, and Email of the Underwriters	Indicated number of Equity Shares to be Underwritten	Amount Underwritten	% of the total Issue size Underwritten
<b>Hem Securities Limited</b> 203, Jaipur Tower, M.I. Road, Jaipur, Rajasthan Tel: 0141- 4051000; Fax: 0141-5101 757 Web: <a href="http://www.hemsecurities.com">www.hemsecurities.com</a> Email: <a href="mailto:underwriter@hemsecurities.com">underwriter@hemsecurities.com</a> Contact Person: Mr. Anil Bhargava SEBI Regn. No. INM000010981	9,12,000* Equity Shares of ₹10 being Issued at ₹ [●] each	[●]	100

\*Includes 48,000 Equity shares of the Market Maker Reservation Portion which are to be subscribed by the Market Maker in its own account in order to claim compliance with the requirements of Regulation 106 V (4) of the SEBI (ICDR) Regulations.

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 Market Making Arrangement for the Issue

Our Company has entered into Market Making Agreement dated March 09, 2017 with the following Market Maker fulfill the obligations of Market Making for this Issue:

<b>Name</b>	Hem Finlease Private Limited
<b>Address</b>	203, Jaipur Tower, M.I. Road, Jaipur – 302 001, Rajasthan, India
<b>Telephone</b>	+ 91 - 141 – 4051000, 5108133
<b>Facsimile</b>	+ 91 - 141 – 5101757
<b>E-mail</b>	hem@hemsecurities.com
<b>Website</b>	<a href="http://www.hemsecurities.com">http://www.hemsecurities.com</a>
<b>Contact Person</b>	Mr. Anil Bhargava
<b>SEBI Registration No.</b>	INB231110033
<b>Market Maker Registration No. (SME Segment of NSE)</b>	11100



The Market Maker shall fulfill the applicable obligations and conditions as specified in the SEBI (ICDR) Regulations and the circulars issued by the NSE 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. The spread (difference between the sell and the buy quote) shall not be more than 10% or as specified by 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 Issued by the Market Maker(s).
2. The prices quoted by Market Maker shall be in compliance with the Market Maker Spread Requirements and other particulars as specified or as per the requirements of NSE Emerge Platform and SEBI from time to time.
3. 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 Issue 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.
4. The Market Maker shall not sell in lots less than the minimum contract size allowed for trading on the EMERGE Platform (in this case currently the minimum trading lot size is [●] equity shares; however the same may be changed by the EMERGE Platform of NSE from time to time).
5. 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 two (2) way quotes.
6. There shall be no exemption/threshold on downside. However, in the event the Market Maker exhausts his inventory through market making process, NSE may intimate the same to SEBI after due verification.
7. Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker(s), for the quotes given by him.
8. There would not be more than five (5) 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.
9. On the first day of the listing, there will be pre the equity market hours. The circuits will apply from the first day of the listing on the discovered price during the pre open call auction.
10. 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.
11. The Market Maker(s) shall have the right to terminate said arrangement by giving a three (3) months notice or on mutually acceptable terms to the Book Running 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 Book Running 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. Further our Company and the Book Running 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 (5) or as specified by the relevant laws and regulations applicable at that particulars 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.

**12. Risk containment measures and monitoring for Market Makers:**

NSE SME Exchange will have all margins, which are applicable on the NSE main board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. NSE can impose any other margins as deemed necessary from time-to-time.

**13. Punitive Action in case of default by Market Makers:**

NSE 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 (Issuing 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.

**14. 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:**

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

**15. 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

Our Equity Share capital before the Issue and after giving effect to the Issue, as at the date of this Red Herring Prospectus, is set forth below:

(Rs. in Lakhs, except share data)

No.	Particulars	Aggregate Nominal Value (₹)	Aggregate Value at Issue Price (₹)
A.	<b>Authorized Share Capital</b>		
	35,00,000 Equity Shares of ₹10 each	350.00	--
B.	<b>Issued, Subscribed &amp; Paid-up Share Capital prior to the Issue</b>		
	24,75,000 Equity Shares of ₹10 each	247.50	--
C.	<b>Present Issue in terms of the Red Herring Prospectus</b> <sup>(2)</sup>		
	Fresh Issue of 9,12,000 Equity Shares of ₹10 each for cash at a price of ₹ [●] per share	91.20	[●]
	<b>Which Comprises</b>		
D.	<b>Reservation for Market Maker portion</b>		
	48,000 Equity Shares of ₹10 each at a premium of ₹ [●] per Equity Share	4.80	[●]
E.	<b>Net Issue to the Public</b>		
	8,64,000 Equity Shares of ₹10 each at a premium of ₹ [●] per Equity Share	86.40	--
	of which		
	4,32,000 Equity Shares of ₹10 each at a premium of ₹ [●] per Equity Share will be available for allocation for allotment to Retail Individual Investors of up to ₹2.00 lakhs	43.20	[●]
	4,32,000 Equity Shares of ₹10 each at a premium of ₹ [●] per Equity Share will be available for allocation for allotment to Other Investors of above ₹ 2.00 lakhs	43.20	[●]
F.	<b>Paid up Equity capital after the Issue</b>		
	33,87,000 Equity Shares of ₹10 each	338.70	[●]
G.	<b>Securities Premium Account</b>		
	Before the Issue		NIL
	After the Issue		[●]

\* The present Issue of 9,12,000 Equity Shares in terms of Red Herring Prospectus has been authorized pursuant to a resolution of our Board of Directors dated September 28, 2016 and by special resolution passed under Section 62(1) (c) of the Companies Act, 2013 at the Annual General Meeting of the members held on September 29, 2016.

#### Details of changes in Authorized Share Capital of our Company since incorporation

No.	Date of Shareholders approval	EGM/AGM/Postal Ballot	Authorised Share Capital (₹)	Details of change
1.	On Incorporation	--	1,00,000	Incorporated with an Authorised Share Capital of ₹1,00,000 comprising of 10,000 Equity Shares of ₹10 each.
2.	December 01, 2010	EGM	25,00,000	Increase in Authorised Share Capital from ₹1,00,000 comprising of 10,000 Equity Shares of ₹10 each to ₹25,00,000 comprising of 2,50,000 Equity Shares of ₹10 each.
3.	September 02, 2016	EGM	3,50,00,000	Increase in Authorised Share Capital from ₹25,00,000 comprising of 2,50,000 Equity Shares of ₹10 each to ₹3,50,00,000 comprising of 35,00,000 Equity Shares of ₹10 each.

## Notes to Capital Structure

### 1. Share capital history of our Company

#### (a) Equity share capital history of our Company

The following is the history of the equity share capital of our Company:

Date of Allotment	Number of Equity Shares	Face Value per Equity Share (₹)	Issue Price per Equity Share (₹)	Nature of Consideration (Cash/ Other than Cash)	Nature of allotment	Cumulative Number of Equity Shares	Cumulative Share Capital (₹)	Cumulative Share Premium (₹)
Upon Incorporation	10,000	10.00	10.00	Cash	Subscription to the MoA <sup>(1)</sup>	10,000	100,000	0.00
September 19, 2011	1,00,000	10.00	NA	Other than Cash	Bonus Issue (1:10) <sup>(2)</sup>	1,10,000	11,00,000	0.00
March 20, 2013	1,00,000	10.00	10.00	Cash	Further allotment <sup>(3)</sup>	2,10,000	21,00,000	0.00
March 31, 2013	15,000	10.00	10.00	Cash	Preferential allotment <sup>(4)</sup>	2,25,000	22,50,000	0.00
September 21, 2016	22,50,000	10.00	NA	Other than Cash	Bonus Issue (1:10) <sup>(5)</sup>	24,75,000	2,47,50,000	0.00
<b>Total</b>	<b>24,75,000</b>							<b>0.00</b>

#### Notes:

(1) Allotment on subscription to the Memorandum of Association

No.	Name of the allottee	Number of Equity Shares allotted
1.	Mr. Abhishek Gupta	5,100
2.	Mrs. Sonika Gupta	4,900
<b>Total</b>		<b>10,000</b>

(2) Bonus Issue (1:10) made out of capitalization of Free Reserve (Securities Premium + Profit and Loss) Account

No.	Name of the allottee	Number of Equity Shares allotted
1.	Mr. Abhishek Gupta	51,000
2.	Mrs. Sonika Gupta	49,000
<b>Total</b>		<b>1,00,000</b>

(3) Further allotment

No.	Name of the allottee	Number of Equity Shares allotted
1.	Mr. Abhishek Gupta	51,000
2.	Mrs. Sonika Gupta	49,000
<b>Total</b>		<b>1,00,000</b>

(4) *Preferential allotment*

No.	Name of the allottee	Number of Equity Shares allotted
1.	Ms. Archana Gupta	5,000
2.	Mr. Tushar Gupta	5,000
3.	Mr. Pankaj Gupta	5,000
<b>Total</b>		<b>15,000</b>

(5) *Bonus Issue (1:10) made out of capitalization of Free Reserve (Securities Premium + Profit and Loss) Account*

No.	Name of the Allottees	Number of Equity Shares allotted
1.	Mr. Abhishek Gupta	10,71,000
2.	Mrs. Sonika Gupta	10,29,000
3.	Ms. Archana Gupta	50,000
4.	Mr. Tushar Gupta	48,000
5.	Mr. Pankaj Gupta	50,000
6.	Mr. Sita Ram Gupta	1,000
7.	Mrs. Pushpa Gupta	1,000
<b>Total</b>		<b>22,50,000</b>

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

(c) **Issue of Equity Shares for Consideration other than cash and bonus issues:**

Our Company has not issued Equity shares for consideration other than cash as on the date of this Red Herring Prospectus. However, our Company has issued bonus shares, details of which are set out below:

Date of Allotment	Number of Equity Shares	Face Value (₹)	Issue Price (₹)	Reasons for Allotment	Benefits Accrued to our Company	Allottees	No. of Shares Allotted
September 19, 2011	1,00,000	10	--	Bonus Issue (1:10)	Capitalisation of accrued profits	Mr. Abhishek Gupta	51,000
						Mrs. Sonika Gupta	49,000
September 21, 2016	22,50,000	10	--	Bonus Issue (1:10)	Capitalisation of accrued profits	Mr. Abhishek Gupta	10,71,000
						Mrs. Sonika Gupta	10,29,000
						Ms. Archana Gupta	50,000
						Mr. Tushar Gupta	48,000
						Mr. Pankaj Gupta	50,000
						Mr. Sita Ram Gupta	1,000
Mrs. Pushpa Gupta	1,000						

3. We have not revalued our assets since inception and have not issued any Equity Shares (including bonus shares) by capitalizing any revaluation reserves.

4. Build-up of our Promoter's Shareholding, Promoter's Contribution and Lock-in

(a) **Build-up of our Promoter's shareholding in our Company**

The current promoters of our Company are (i) Mr. Abhishek Gupta; and (ii) Mrs. Sonika Gupta.

As on the date of this Red Herring Prospectus, our Promoters collectively hold 19,79,990 Equity Shares, which constitutes approximately 80.00 % of the issued, subscribed and paid-up Equity Share capital of our Company.

None of the Equity Shares held by our Promoters is subject to any pledge.

Set forth below is the build-up of the equity shareholding of our Promoters, since the incorporation of our Company.

i) **Mr. Abhishek Gupta**

Date of Allotment/ Acquisition/ Sale	Number of Equity Shares	Face Value (₹)	Issue/ Acquisition/ Sale Price per Equity Share (₹)	Nature of Consideration (Cash/ Other than Cash)	Nature of transaction	% of pre issue equity share capital	% of post issue equity share capital	Sources of funds
Upon Incorporation	5,100	10/-	10/-	Cash	Subscriber to MOA	0.21%	0.15%	Owned Fund
September 19, 2011	51,000	10/-	--	Other than cash	Bonus Issue	2.06%	1.51%	NA
March 20, 2013	51,000	10/-	10/-	Cash	Further Allotment	2.06%	1.51%	Owned Fund
September 21, 2016	10,71,000	10/-	--	Other than cash	Bonus Issue	43.27%	31.62%	NA
June 05, 2017	(3,30,000)	10/-	--	Gift	Transfer	(13.33%)	(9.74%)	NA
June 07, 2017	(10)	10/-	100/-	Cash	Transfer	(0.00%)	(0.00%)	NA
<b>Total</b>	<b>8,48,090</b>					<b>34.27%</b>	<b>25.04%</b>	

ii) **Mrs. Sonika Gupta**

Date of Allotment/ Acquisition/ Sale	Number of Equity Shares	Face Value (₹)	Issue/ Acquisition/ Sale Price per Equity Share (₹)	Nature of Consideration (Cash/ Other than Cash)	Nature of transaction	% of pre issue equity share capital	% of post issue equity share capital	Sources of funds
Upon Incorporation	4,900	10/-	10/-	Cash	Subscriber to MOA	0.20%	0.15%	Owned Fund
September 19, 2011	49,000	10/-	--	Other than cash	Bonus Issue	1.98%	1.45%	NA
March 20, 2013	49,000	10/-	10/-	Cash	Further Allotment	1.98%	1.45%	Owned Fund
September 21, 2016	10,29,000	10/-	--	Other than cash	Bonus Issue	41.58%	30.38%	NA
<b>Total</b>	<b>11,31,900</b>					<b>45.73%</b>	<b>33.42%</b>	

All the Equity Shares held by our Promoters were fully paid up as on the respective dates of acquisition of such Equity Shares. Our Promoters have confirmed to our Company and the Book Running Lead Manager that the Equity Shares held by our Promoters have been financed from their personal funds, as the case may be, and no loans or financial assistance from any bank or financial institution has been availed of by them for such purpose.

As on the date of this Red Herring Prospectus, our Promoters do not hold any preference shares in our Company.

(b) **Details of Promoters' Contribution Locked-in for Three (3) Years**

Pursuant to Regulation 32 of the SEBI (ICDR) Regulations, an aggregate of at least 20% of the post-Issue Equity Share capital of our Company held by our Promoters shall be locked for a period of three (3) years from the date of Allotment.

All Equity Shares held by our Promoters are eligible for Promoters' contribution, pursuant to Regulation 33 of the SEBI (ICDR) Regulations.



All the Equity Shares of our Company held by our Promoters and the Promoter Group shall be held in dematerialized form prior to filing of the Prospectus with the RoC.

Our Promoters have consented to the inclusion of such number of the Equity Shares held by them, in aggregate, as may constitute 20% of the post-Issue capital of our Company as Promoters' contribution and the Equity Shares proposed to form part of Promoters' contribution subject to lock-in shall not be disposed of/ sold/ transferred by our Promoters for a period of three (3) years from the date of Allotment in the Issue.

Accordingly, Equity Shares aggregating to 20.02% of the post-Issue capital of our Company, held by our Promoters shall be locked-in for a period of three (3) years from the date of Allotment in the Issue as follows:

<b>Details of Promoter's Contribution</b>							
<b>Date on which the Equity Shares were Allotted/ Acquired</b>	<b>Nature of Consideration (Cash/Other Cash)</b>	<b>of than</b>	<b>Number of Equity Shares Allotted/ Acquired Transferred</b>	<b>Face Value (₹)</b>	<b>Issue Price (₹)</b>	<b>% of post-Issue share capital</b>	<b>Period of Lock-in</b>
<b>Mr. Abhishek Gupta</b>							
Upon Incorporation	Cash		5,100	10/-	10/-	0.15	Three (3) years from the date of allotment under the Issue
September 19, 2011	NIL		51,000	10/-	--	1.51	
March 20, 2013	Cash		51,000	10/-	10/-	1.51	
September 21, 2016	Other than Cash		2,32,000	10/-	--	6.85	
<b>Total (A)</b>			<b>3,39,000</b>			<b>10.01</b>	
<b>Mrs. Sonika Gupta</b>							
Upon Incorporation	Cash		4,9000	10/-	10/-	0.15	Three (3) years from the date of allotment under the Issue
September 19, 2011	NIL		49,000	10/-	--	1.45	
March 20, 2013	Cash		49,000	10/-	10/-	1.45	
September 21, 2016	Other than Cash		2,36,000	10/-	--	6.97	
<b>Total (B)</b>			<b>3,39,000</b>			<b>10.01</b>	
<b>Grand Total: (A)+(B)</b>			<b>6,78,000</b>			<b>20.02</b>	

The Promoters' contribution has been brought in to the extent of not less than the specified minimum lot and from the persons defined as 'promoters' under the SEBI (ICDR) Regulations.

The Equity Shares that are being locked-in are not ineligible for computation of Promoters' contribution under Regulation 33 of the SEBI (ICDR) Regulations. In this respect, we confirm the following:

- (i) the Equity Shares Issued for minimum Promoters' contribution have not been acquired in the three (3) years immediately preceding the date of this Red Herring Prospectus for consideration other than cash and revaluation of assets or capitalization of intangible assets, nor have resulted from a bonus issue out of revaluation reserves or unrealized profits of our Company or against Equity Shares which are otherwise ineligible for computation of Promoters' contribution; the minimum Promoters' contribution does not include any Equity Shares acquired during the one (1) year immediately preceding the date of this Red Herring Prospectus at a price lower than the price at which the Equity Shares are being Issued to the public in the Issue;
- (ii) no Equity Shares have been issued to our Promoters in the last one (1) year preceding the date of this Red Herring Prospectus no Equity Shares have been issued to our Promoters in the last one (1) year preceding the date of this Red Herring Prospectus 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.

- (iii) the Equity Shares held by our Promoters which are Issued for minimum Promoters' contribution are not subject to any pledge or any other form of encumbrance whatsoever; and all the Equity Shares of our Company held by the Promoters and the Promoter Group shall be held in dematerialized form prior to the filing of the Prospectus.

(c) **Details of Equity Shares Locked-in for one (1) year**

In terms of Regulation 36 and 37 of the SEBI (ICDR) Regulations, other than the Equity Shares Issued by the Promoters for the Minimum Promoter's Contribution, which will be locked-in as minimum Promoters' contribution for three (3) years, all the pre-Issue Equity Shares shall be subject to lock-in for a period of one (1) year from the date of Allotment.

The Equity Shares which are subject to lock-in shall carry inscription 'non-transferable' along with the duration of specified non-transferrable 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.

(d) **Other requirements in respect of lock-in**

In terms of Regulation 39 of the SEBI (ICDR) Regulations, locked-in Equity Shares for one (1) year held by our Promoters may be pledged only with scheduled commercial banks or public financial institutions as collateral security for loans granted by such banks or public financial institutions, provided that such pledge of the Equity Shares is one of the terms of the sanction of the loan. Equity Shares locked-in as Promoters' contribution can be pledged only if in addition to fulfilling the aforementioned requirements, such loans have been granted by such banks or financial institutions 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 our Promoters prior to the Issue may be transferred to any other person holding Equity Shares which are locked-in, subject to the continuation of the lock-in in the hands of transferees for the remaining period and compliance with the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended ("**Takeover Regulations**") and such transferee shall not be eligible to transfer them until the lock-in period stipulated in the SEBI (ICDR) Regulations has elapsed.

Further, in terms of Regulation 40 of SEBI (ICDR) Regulations, the Equity Shares held by our Promoters may be transferred to and among the Promoter Group or to new promoters or persons in control of our Company, subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with the Takeover Regulations and such transferee shall not be eligible to transfer them until the lock-in period stipulated in the SEBI (ICDR) Regulations has elapsed.

- (e) We further confirm that our Promoter's Contribution of 20 % of the post-Issue Equity Share capital does not include any contribution from Alternative Investment Fund.

(f) **Shareholding of our Promoters & Promoter Group**

The table below presents the shareholding of our Promoter and Promoter Group, who hold Equity Shares as on the date of filing of this Red Herring Prospectus:

Particulars	Pre-Issue		Post-Issue	
	Number of Shares	Percentage (%) holding	Number of Shares	Percentage (%) holding
<b>Promoters</b>				
Mr. Abhishek Gupta	8,48,090	34.27%	8,48,090	25.04%
Mrs. Sonika Gupta	1131900	45.73%	1131900	33.42%
<b>Total (A)</b>	<b>19,79,990</b>	<b>80.00%</b>	<b>19,79,990</b>	<b>58.46%</b>
<b>Promoter Group</b>				
Mr. Sita Ram Gupta	3,31,100	13.38%	3,31,100	9.78%
Mrs. Pushpa Gupta	1100	0.04%	1100	0.03%
<b>Total (B)</b>	<b>3,32,200</b>	<b>13.42%</b>	<b>3,32,200</b>	<b>9.81%</b>

Particulars	Pre-Issue		Post-Issue	
	Number of Shares	Percentage holding (%)	Number of Shares	Percentage holding (%)
<b>Total (A+B)</b>	<b>23,12,190</b>	<b>93.42%</b>	<b>23,12,190</b>	<b>68.27%</b>

As on the date of filing of this Red Herring Prospectus, our Promoters and members of the Promoter Group do not hold any preference shares in our Company.

5. Except as disclosed none of Equity Share has purchased / acquired or sold by our Promoter & Promoter Group and/or by our Directors and their immediate relatives within 6 (six) months immediately preceding the date of filing of this Red Herring Prospectus.

Date of Acquisition	Name of Shareholder	Party Category	Nature of Transactions	Issue Price / Transfer Price (in Rs.)*	Number of Shares Transacted
June 05, 2017	Mr. Abhishek Gupta	Promoter	Transfer of shares to Mr. Sitaram Gupta	Nil*	(3,30,000)
June 07, 2017	Mr. Abhishek Gupta	Promoter	Transfer of shares to Mrs. Shradha Karambelkar	100	(10)
June 05, 2017	Mr. Sitaram Gupta	Promoter Group	Acquisition by Transfer from Mr. Abhishek Gupta	Nil*	3,30,000
May 18, 2017	Ms. Archana Gupta	Promoter Group	Transfer of shares to Mr. Pankaj Gupta	Nil**	(55,000)

\*The said transfers has been made vide gift deed dated June 05, 2017

\*\*The said transfers has been made vide gift deed dated May 18, 2017

6. Shareholding Pattern of our Company

The table below presents the current shareholding pattern of our Company as on the date of this Red Herring Prospectus.

Category (I)	Category of shareholder (II)	Nos. of shareholders (III)	No. of fully paid up equity shares held (IV)	No. of Partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)			No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI) = (VII)+(X) As a % of (A+B+C2)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)	
								No of Voting Rights		Total as a % of (A+B+C)			No.	As a % of total Shares held (a)	No.	As a % of total Shares held (Sb)		
								Class eg: X	Class eg: Y									Total
A	Promoter & Promoter Group	4	23,12,190	-	-	23,12,190	93.42	23,12,190	Nil	23,12,190	Nil	Nil	93.42	-	-	-	-	23,12,190
B	Public	3	1,62,810	-	-	1,62,810	6.58	1,62,810	-	1,62,810	-	-	6.58	-	-	-	-	--
C	Non Promoter-Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
C1	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

Category (I)	Category of shareholder (II)	Nos. of shareholders (III)	No. of fully paid up equity shares held (IV)	No. of Partly paid up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)			No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI) = (VII)+(X) As a % of (A+B+C2)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)	
								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 (Sb)		
								Class eg: X	Class eg: y									Total
C2	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	<b>Total</b>	<b>7</b>	<b>24,75,000</b>	<b>Nil</b>	<b>Nil</b>	<b>24,75,000</b>	<b>100.00</b>	<b>24,75,000</b>	<b>Nil</b>	<b>24,75,000</b>	<b>Nil</b>	<b>Nil</b>	<b>100.00</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>23,12,190</b>

- We have entered into tripartite agreement with both depositories.
- 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 the Promoter and Promoter Group shall be in dematerialised prior to the filing of Prospectus with the RoC.
- Our Company will file the shareholding pattern of our Company, in the form prescribed under Regulation 31 of the Listing Regulation, one day prior to the listing of the Equity shares. The Shareholding pattern will be uploaded on the website of NSE before commencement of trading of such Equity Shares.

7. Except as set out below, none of the directors of our Company are holding any Equity Shares in our Company.

Particulars	Number of Shares	Percentage (%) holding
Mr. Abhishek Gupta	8,48,090	34.27
Mrs. Sonika Gupta	11,31,900	45.73
Mr. Sitaram Gupta	3,31,100	13.37
<b>Total</b>	<b>23,11,090</b>	<b>93.37</b>

8. The average cost of acquisition per Equity Share of our Promoters is set out below:

Name of the Promoters	No. of Equity Share held	Average price per Equity Share (₹)
Abhishek Gupta	8,48,090	0.66
Sonika Gupta	11,31,900	0.48

\*As certified by our Statutory Auditor vide their certificate dated June 14, 2017

9. None of the Equity Shares of our Company are subject to any pledge as on the date of this Red Herring Prospectus.

10. Except as set out below, none of the persons belonging to the category Public are holding more than 1% of the total number of shares as on the date of this Red Herring Prospectus.

Particulars	Number of Shares	Percentage (%) holding
Mr. Pankaj Gupta	1,10,000	4.44
Mr. Tushar Gupta	52,800	2.13
<b>Total</b>	<b>1,62,800</b>	<b>6.58</b>

11. Except Mr. Abhishek Gupta, Managing Director of our Company, none of the Key Managerial Personnel holds Equity Shares in our Company as on the date of this Red Herring Prospectus.

12. **Top Ten Shareholders of our Company.**

a. The top ten (10) shareholders of our Company as of the date of the filing of the Red Herring Prospectus. are as follows:

No.	Name of the Shareholder	Number of Equity Shares	Pre-issue Shareholding (%)
1.	Mr. Abhishek Gupta	8,48,090	34.27%
2.	Mrs. Sonika Gupta	11,31,900	45.73%
3.	Mr. Sita Ram Gupta	3,31,100	13.37%
4.	Mr. Pankaj Gupta	1,10,000	4.44%
5.	Mr. Tushar Gupta	52,800	2.13%
6.	Mrs. Pushpa Gupta	1,100	0.00%
7.	Mrs. Shraddha Karambelkar	10	0.00%
<b>Total</b>		<b>24,75,000</b>	<b>100.00%</b>

b. The top ten (10) shareholders of our Company as of ten (10) days prior to the filing of the Red Herring Prospectus are as follows:

No.	Name of the Shareholder	Number of Equity Shares	Shareholding (%)
1.	Mr. Abhishek Gupta	8,48,090	34.27%
2.	Mrs. Sonika Gupta	11,31,900	45.73%
3.	Mr. Sita Ram Gupta	3,31,000	13.37%
4.	Mr. Pankaj Gupta	1,10,000	4.44%
5.	Mr. Tushar Gupta	52,800	2.13%
6.	Mrs. Pushpa Gupta	1,100	0.04%
7.	Mrs. Shraddha Karambelkar	10	0.00%
<b>Total</b>		<b>24,75,000</b>	<b>100.00%</b>



- c. The top ten (10) shareholders of our Company as of two (2) years prior to the filing of the Red Herring Prospectus with the Stock Exchange are as follows:

No.	Name of the Shareholder	Number of Equity Shares	Shareholding (%)
1.	Mr. Abhishek Gupta	107100	47.60
2.	Mrs. Sonika Gupta	102900	45.73
3.	Ms. Archana Gupta	5000	2.22
4.	Mr. Tushar Gupta	5000	2.22
5.	Mr. Pankaj Gupta	5000	2.22
<b>Total</b>		<b>2,25,000</b>	<b>100.00</b>

13. Except as disclosed in point no 5 of this section and bonus allotment dated September 21, 2016, there has been no subscription to or sale or purchase of our Equity Shares, within the three (3) years immediately preceding the date of this Red Herring Prospectus, by our Promoters, Directors or Promoter Group which in aggregate equals or exceeds 1% of the pre-Issue Equity Share capital of our Company.
14. Our Company has not granted any options or allotted any Equity Shares under the ESOP Scheme as on the date of this Red Herring Prospectus.
15. Our Company has not issued and allotted Equity Shares in terms of scheme(s) approved under Section 391-394 of the Companies Act, 1956.
16. None of our Promoters, Promoter Group, our Directors and their relatives has entered into any financing arrangements or financed the purchase of the Equity shares of our Company by any other person during the period of six (6) months immediately preceding the date of filing of the Draft Red Herring Prospectus.
17. There will be no further issue of capital whether by the way of issue of bonus shares, preferential allotment, right issue or in any other manner during the period commencing from the date of the Prospectus until the Equity shares Issued have been listed or application money unblocked on account of failure of issue.
18. Our Company, its Directors, Promoter or the Book Running Lead Manager have not entered into any buy-back or standby arrangements for the purchase of the Equity Shares of our Company.
19. Our Company undertakes that there shall be only one (1) denomination for the Equity Shares of our Company, unless otherwise permitted by law. Our Company shall comply with such disclosure and accounting norms as specified by SEBI from time to time.
20. There are no outstanding warrants, options or rights to convert debentures, loans or other instruments into Equity Shares as on the date of this Red Herring Prospectus.
21. The Equity Shares are fully paid up and there are no partly paid-up Equity Shares as on the date of filing of this Red Herring Prospectus.
22. Our Company has not issued Equity Shares out of Revaluation Reserves.
23. Our Company shall comply with such disclosures and accounting norms as may be specified by NSE, SEBI and other regulatory authorities from time to time.
24. The Equity Shares issued pursuant to this Issue shall be fully paid-up.
25. Our Company has not made any public issue or rights issue of any kind or class of securities since its incorporation
26. As on date of this Red Herring Prospectus, our Company has 7 shareholders.
27. Our Company has not raised any bridge loans from any bank or financial institution as on the date of this Red Herring Prospectus, which are proposed to be repaid from the Net Proceeds. However, depending on its business requirements, our Company may consider raising bridge financing facilities, pending receipt of the Net Proceeds of the Issue.

28. Our Company, Directors, Promoters or members of our Promoter Group shall not make any payments, direct or indirect, discounts, commissions, allowances or otherwise under this Issue except as disclosed in this Red Herring Prospectus.
29. Our Company does not have any proposal or intention to alter the equity capital structure by way of split/consolidation of the denomination of the Equity Shares, or the issue of securities on a preferential basis or issue of bonus or rights or further public issue of securities or qualified institutions placement within a period of six (6) months from the date of opening of the Issue. However, if business needs of our Company so require, our Company may alter the capital structure by way of split / consolidation of the denomination of the Equity Shares / issue of Equity Shares on a preferential basis or issue of bonus or rights or public or preferential issue of Equity Shares or any other securities during the period of six (6) months from the date of opening of the Issue or from the date the application moneys are refunded on account of failure of the Issue, after seeking and obtaining all the approvals which may be required.
30. Our Company has not revalued its assets during the last five (5) financial years.
31. An over-subscription to the extent of 10% of the Issue can be retained for the purpose of rounding off to the nearest integer during finalizing the allotment, subject to minimum allotment, which is the minimum application size in this Issue. Consequently, the actual allotment may go up by a maximum of 10% of the Issue, as a result of which, the post-issue paid up capital after the Issue would also increase by the excess amount of allotment so made. In such an event, the Equity Shares held by the Promoter and subject to three (3) years lock- in shall be suitably increased; so as to ensure that 20% of the post Issue paid-up capital is locked in.
32. 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 Book Running Lead Manager and Designated Stock Exchange i.e. NSE EMERGE. Such inter-se spill over, if any, would be affected in accordance with applicable laws, rules, regulations and guidelines.
33. 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.
34. The unsubscribed portion in any reserved category (if any) may be added to any other reserved category.
35. The unsubscribed portion if any, after such inter se adjustments among the reserved categories shall be added back to the net Issue to the public portion.
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. This Issue is being made through Book Building method.
39. We shall ensure that transactions in Equity Shares by the Promoters and members of the Promoter Group, if any, between the date of registering this Prospectus with the RoC and the Issue Closing Date are reported to the Stock Exchanges within twenty four (24) hours of such transactions being completed.
40. 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 Book Building 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
41. Our Promoters and members of our Promoter Group will not participate in the Issue.
42. The Book Running Lead Manager and its associates do not hold any Equity Shares in our Company as on the date of filing this Red Herring Prospectus.
43. As per RBI regulations, OCBs are not allowed to participate in this Issue.

## SECTION IV: PARTICULARS OF THE ISSUE

### OBJECTS OF THE ISSUE

The Issue includes a fresh Issue of 9,12,000 Equity Shares of our Company at an Issue Price of Rs. [●]/- per Equity Share.

Our Company proposes to utilize the funds which are being raised through this Issue towards the below mentioned objects and gain benefits of listing on Emerge platform of NSE:

#### **The Objects of the Issue are:-**

- (a) To Meet Working Capital Requirement;
- (b) To meet the Issue Expenses
- (c) General Corporate Purpose

*(Collectively referred as the “Objects”)*

We believe that listing will enhance our corporate image and brand name and create a public market for Equity Share of our Company in India and will further enable us to avail future growth opportunities. Our Company is primarily engaged in BPO services. The main object clause and the ancillary object clause of the Memorandum of Association of our Company enable us to undertake our existing activities and the activities for which we are raising funds through the Issue. The existing activities of our Company are within the object clause of our Memorandum. The Fund requirement and deployment is based on internal management estimates and has not been appraised by any bank and financial institution.

#### **Requirement of Funds**

Our funding requirement is depend on a number of factors which may not be in the control of our management, changes in our financial condition and current commercial condition. Such factors may entail rescheduling and / or revising the planned expenditure and funding requirement and increasing or decreasing the expenditure for a particular purpose from the planned expenditure.

The following table summarizes the requirement of funds:

Sr. No.	Particulars	Amount (Rs. in Lacs)
1	To Meet Working Capital Requirement	[●]
2	Public Issue Expenses	[●]
3	General Corporate Purpose	[●]
	<b>Total-Gross Issue Proceeds*</b>	[●]
	Less:- Public Issue Expenses	[●]
	<b>Net Proceed</b>	[●]

*\*Our Company shall determine the fund requirement on finalization of Issue Price and thus inter se allocation of funds shall vary and will be updated in the Prospectus.*

**Utilisation of Net Issue Proceeds:** The Net Issue proceeds will be utilised to finance for following purpose.

Sr. No.	Particulars	Amt (Rs. in Lacs)	% of Gross Issue Proceed	% of Net Issue Proceed
1	To Meet Working Capital Requirement	[●]	[●]	[●]
2	General Corporate Purpose*	[●]	[●]	[●]
	Total	[●]	[●]	[●]

*\*To be finalized upon determination of the Issue Price. The amount shall not exceed 25% of the Gross Proceeds of the Issue*

**Means of Finance:** The above-mentioned fund requirement will be met from the proceeds of the Issue. We intend to fund the shortfall, if any, from internal accruals and/ or debt. Set forth below are the means of finance for the above-mentioned fund requirement:

Sr. No.	Particulars	Amount (in Rs. Lacs)
1	Net Issue Proceeds	[●]
	<b>Total</b>	<b>[●]</b>

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

The fund requirements are based on internal management estimates and have not been appraised by any bank or financial institution or any other independent agency. 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.

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 no. 13 of this Red-Herring Prospectus.

### Details of the use of the proceeds

#### 1. To Meet Working Capital Requirement

Our business is working capital intensive. We finance our working capital requirement from various banks / financial institutions and from our internal accruals. As on 31<sup>st</sup> March, 2017, the Company's working capital funding sanctioned from bank is of Rs. 50.00 Lacs (fund & non fund based). 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 Rs. 369.18 Lacs for FY 2017- 2018. On the basis of our existing working capital requirements our Board pursuant to their resolution dated July 14, 2017 has approved the business plan for Fiscal 2018 and the projected working capital requirements for Fiscal 2018 as stated below. We intend to meet our working capital requirements to the extent of Rs. [●] Lacs from the Net Proceeds of this Issue and the balance will be met from internal accruals and borrowings at an appropriate time as per the requirement.

Basis of estimation of working capital requirement and estimated working capital requirement:

Particulars	31.03.2017	31.03.2018
	Restated	Estimated
<b>A: Current Assets</b>		
Current Investments		
Inventories	-	-
Trade Receivables	436.19	440.00
Cash and Cash Equivalents	81.41	85.00
Short-term Loans and Advances	33.75	48.00
Other Current Assets	36.58	55.30
<b>Total (A)</b>	<b>587.93</b>	<b>628.30</b>
<b>B: Current Liabilities</b>		

Particulars	31.03.2017	31.03.2018
	Restated	Estimated
Trade Payables	120.46	145.00
Other Current Liabilities	79.84	83.57
Short-term Provisions	20.15	30.55
<b>Total (B)</b>	<b>220.45</b>	<b>259.12</b>
<b>Working Capital</b>	<b>367.48</b>	<b>369.18</b>
<b>Working Capital Requirement</b>		<b>369.18</b>
<b>Funding Pattern</b>		
Short-term Borrowings		50.00
<b>Internal Accruals</b>		[●]
<b>IPO Proceeds</b>		[●]

\*As on date, our company has sanctioned facilities consisting of an aggregate working capital facilities of Rs. 50.00 Lacs from State Bank of India.

#### Justification:

S. No.	Particulars
<b>Debtors</b>	We expect Debtors Holding days to be at 96 Days for FY 2017-18 based on increased Revenue from operation and better credit Management policies ensuring timely recovery of dues.
<b>Creditors</b>	Creditor's payments days to be 50 days for FY 2017-18. The trade payables are much in line with last year and as per Industry trends and company policy. There is an increase of about 4 days in 2017-18 compared to 2016-17

## 2. Public Issue Expense

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 Rs. [●] Lakhs which is [●] % 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:

(Rs. In Lacs)

Activity	Expenses
Fees payable to Merchant Banker , Registrar Fees, Legal Fees & Misc. Expenditure	[●]
Brokerage & Selling Commission	[●]
Printing and Stationery Expenses	[●]
Advertising and Marketing Expenses	[●]
Statutory Expenses	[●]
<b>Total Estimated Issue Expenses</b>	<b>[●]</b>

## 3. General Corporate Purpose

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

We confirm that any issue related expenses shall not be considered as a part of General Corporate Purpose. Further, we confirm that the amount for general corporate purposes, as mentioned in this Red Herring Prospectus, shall not exceed 25% of the amount raised by our Company through this Issue

#### 4. 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:

(Rs. In Lacs)			
Sr. No.	Particulars	Amount already Incurred	Amount to be deployed in F.Y. 2017-18
1	Working Capital Requirement	[●]	[●]
2.	Public Issue Expenses	[●]	[●]
3.	General Corporate Purpose	[●]	[●]
	<b>Total</b>	[●]	[●]

#### 5. Funds Deployed and Sources of Funds Deployed:

Our Statutory Auditor vide their certificate dated July 10, 2017 have confirmed that as on July 10, 2017, the following funds have been deployed for the proposed object of the Issue:

(Amount in Rs.)		
Sr. No.	Particulars	Amount deployed
1	Issue Expenses	12,12,650
	<b>Total</b>	<b>12,12,650</b>

#### 6. Sources of Financing for the Funds Deployed

Our Statutory Auditor, vide their certificate dated July 10, 2017 have also confirmed the amount deployed so far towards part of the Issue expenses has been financed through internal sources.

(Amount in Rs.)		
Sr. No.	Particulars	Amount deployed
1	Internal Accruals	12,12,650
	<b>Total</b>	<b>12,12,650</b>

#### Appraisal

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

#### 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 RedHerring 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 the Sebi Listing Regulations, 2015, our Company shall on half yearly basis disclose to the Audit Committee the appropriate recommendations to the Board to take up steps in this matter. On an annual basis, our Company shall prepare a statement of funds utilized for purposes other than stated in this Red Herring 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.



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### **Interim Use of Proceeds**

Our management, in accordance with the policies established by our Board of Directors, will have flexibility in deploying the proceeds received from the Issue. Pending utilization of the proceeds of the Issue for the purposes described above, our Company will temporarily invest the Net Proceeds in deposits with schedule commercial banks included in second schedule of Reserve Bank of India Act, 1934.

### **Variation in Objects**

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

### **Other Confirmations**

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

## BASIC TERMS OF THE ISSUE

### Authority for the Issue

The present Issue of 9,12,000 Equity Shares in terms of Red Herring Prospectus has been authorized pursuant to a resolution of our Board of Directors dated September 28, 2016 and by special resolution passed under Section 62(1) (c) of the Companies Act, 2013 at the Annual General Meeting of the members held on September 29, 2016.

### Ranking of Equity Shares

The Equity Shares being issued under the Issue shall be subject to the provisions of our Memorandum and Articles and shall rank pari-passu with the existing Equity Shares of our Company including rights in respect of dividends. The Allottees in receipt of Allotment of Equity Shares under this Issue will be entitled to dividends or any other corporate benefits, if any, declared by the Company after the date of Allotment. For further details, please refer to the chapter “Main Provisions of the Articles of Association” beginning on 222 of this Red Herring Prospectus.

### Terms of the Issue

The Equity Shares, now being Issued, are subject to the terms and conditions of this Red Herring 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.

<b>Face Value</b>	Each Equity Share shall have the face value of ₹10.00 each.
<b>Issue Price</b>	Each Equity Share is being issued at a price of ₹ [●] each and is [●] time of Face Value.
<b>Market Lot and Trading Lot</b>	The Market lot and Trading lot for the Equity Share is [●] and the multiple of [●]; subject to a minimum allotment of [●] Equity Shares to the successful bidders.
<b>Terms of Payment</b>	100% of the Issue price of ₹ [●] each shall be payable on Application. For more details please refer “Issue Procedure” on page 179 of this Red Herring Prospectus.
<b>Ranking of the Equity Shares</b>	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 “Main Provisions of Articles of Association” on page 222 of this Red Herring 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 on Underwriters within 60 (Sixty) days from the date of closure of the issue, our Company shall forthwith unblock 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 171 of this Red Herring 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" beginning on pages 13, 73 and page 111 respectively of the Red Herring 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 BRLM 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 ₹ [●] which is [●] times of the face value.

## QUALITATIVE FACTORS

- ❖ Established marketing set-up- The Company has a team of 6 people for their Business Development and Marketing. Company generally bid for the contracts of top leaders and win through their liasoning strategy. The Main focus area of the company is Software Development, Callcentre, Skill Development and Fiber. Usually company visits the the offices of clients through their and with liasoning they received the contracts.
- ❖ Scalable business model: The Company operates from four different locations in Bhopal which help the Company to acquire manpower at low cost which strategically gives advantage to the Company.
- ❖ Management expertise: The MD of our company is Bachlor of Engineering from University of Nagpur and he has more than 20 years of experience in the BPO industry. He has worked with some of the major players of the Industry. The KMPs of our company are efficient and has more than 15 years of Experience in the field of IT ,Consultancy services and BPO.

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 73 of this Red Herring Prospectus.

## QUANTITATIVE FACTORS

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

### 1. Basic & Diluted Earnings per share (EPS), as adjusted:

S. No	Period	Basic & Diluted (₹)	Weights
1.	FY 2014-15	2.96	1
2.	FY 2015-16	7.17	2
3.	FY 2016-17	6.14	3
	<b>Weighted Average</b>		<b>5.95</b>

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.
- v. Our Company has issued bonus shares of 22,50,000 Equity Shares of face value of Rs. 10/-each. Earning per share has been adjusted after bonus accordingly.

### 2. Price Earning (P/E) Ratio in relation to Price Band of ₹ [●] to ₹[●] :

S. No	Particulars	P/E Ratio on Cap Price	P/E Ratio on Floor Price
1	P/E ratio based on the Basic & Diluted EPS, as restated for FY 2016-17	[●]	[●]
2	P/E ratio based on the Weighted Average EPS, as restated for	[●]	[●]

	FY 2016-17		
	*Industry P/E		
	Lowest (Eclerx Services Ltd)		15.90
	Highest (Allsec Technologies Ltd)		20.83
	Industry Composite		24.65

\*Source: AceEquity dated July 06, 2017

### 3. Return on Net worth (RoNW)\*

S. No	Period	RONW (%)	Weights
1.	FY 2014-15	54.98	1
2.	FY 2015-16	55.02	2
3.	FY 2016-17	32.03	3
	<b>Weighted Average</b>		<b>43.51</b>

\*Restated Profit after tax/Net Worth

### 4. Minimum Return on Net Worth after Issue to maintain Pre-Issue basic & diluted EPS for the FY 2016-17

Particulars	Amount (in Rs.)
At Floor Price	[●]
At Cap Price	[●]

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

Sr. No.	As at	NAV (₹) Pre Bonus	NAV (₹) Post Bonus
1.	March 31, 2015	59.22	5.38
2.	March 31, 2016	143.35	13.03
3.	March 31, 2017	19.17	19.17
4.	NAV after Issue	[●]	
	<b>Issue Price*</b>	[●]	

\*Issue Price per Equity Share will be determined on conclusion of the Book Building Process.

**6. Comparison of Accounting Ratios with Industry Peers<sup>1</sup>** Currently there are no listed companies in the peer group company which are strictly comparable to us with respect to the industry in which we operate and the size of our Company.

Sr. No.	Name of Company	Face Value (₹)	EPS (₹) <sup>3</sup>	PE <sup>4</sup>	RoNW (%)	NAV per Share (₹)
1.	Surevin BPO Services Limited	10.00	6.14	[●]	32.03	19.17
<b>Peer Group*</b>						
2.	Allsec Technologies Ltd.	10.00	15.78	20.83	16.24	97.15
3.	Eclerx Services Ltd.	10.00	81.68	15.90	30.12	275.88

\*Source: AceEquity dated July 06, 2017

#### Notes:

1. Considering the nature and size of business of the Company, the peers are not strictly comparable. However, above Companies have been included for broad comparison.
2. The figures for Surevin BPO Services Limited are based on the restated results for the year ended March 31, 2017.
7. The face value of our shares is ₹ 10.00 per share and the Issue Price is of ₹ [●] per share is [●] times of the face value.
8. Our Company in consultation with the Book Running Lead Manager believes that the Issue Price of ₹ [●] 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 Issue Document to have more informed view about the investment.

Investors should read the above mentioned information along with sections titled "Our Business", "Risk Factors" and "Financial Information" beginning on pages 73, 13 and 111 respectively including important profitability and return ratios, as set out in "Annexure P" to the Financial Information of our Company beginning on page 111 of this Red Herring Prospectus to have a more informed view.

## STATEMENT OF TAX BENEFITS

The Board of Directors  
Surevin BPO Services Limited  
Plot No. 40, Mandakani Housing Society,  
Behind Reliance Fresh,  
Kolar Road, Bhopal

Dear Sirs,

**Sub: Statement of possible Special tax benefit ('the Statement') available to Surevin BPO Services Limited and its shareholders prepared in accordance with the requirements under Schedule VIII Part A Clause (VII) (L) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended (the 'Regulations')**

We hereby confirm that the enclosed annexure, prepared by Surevin BPO Services Limited ('the Company') states the possible special tax benefits available to the Company and the shareholders of the Company under the Income – tax Act, 1961 ('Act'), the Wealth Tax Act, 1957 and the Gift Tax Act, 1958, 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 Act. 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 may or may not choose to fulfil.

The amendments in Finance Act 2016 have been incorporated to the extent relevant in the enclosed annexure.

The benefits discussed in the enclosed Annexure cover only special tax benefits available to the Company and do not cover any general tax benefits available to the Company. Further, these benefits are not exhaustive and the preparation of the contents stated is the responsibility of the Company's management. We are informed that this statement is only intended to provide general information to the investors and hence 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.

Our views are based on the existing provisions of the Act and its interpretations, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions. Any such change, which could also be retroactive, could have an effect on the validity of our views stated herein. We assume no obligation to update this statement on any events subsequent to its issue, which may have a material effect on the discussions herein.

We do not express any opinion or provide any assurance as to whether:

- the Company or its shareholders will continue to obtain these benefits in future; or
- the conditions prescribed for availing the benefits, where applicable have been/would be met.

The enclosed annexure is intended solely for your information and for inclusion in the Red Herring Prospectus/ Prospectus or any other issue related material in connection with the proposed issue of equity shares and is not to be used, referred to or distributed for any other purpose without our prior written consent.

For **Sandeep Mukherjee & Associates**  
ICAI Firm Registration No: 009942C  
Membership No. 419362  
Place: Bhopal  
Date: June 15, 2017  
Encl: Annexure



**Annexure to the statement of possible Tax Benefits**

Outlined below are the possible special tax benefits available to the Company and its shareholders under the Income Tax Act, 1961 ('the Act')

- Special Tax Benefits available to the Company & its Subsidiaries under the Act:
- There are no special Tax benefits available to the Company & its subsidiaries under the Act.
- Special Tax Benefits available to the shareholders of the Company under the Act:
- There are no special Tax Benefits available to the shareholders of the Company.

**Notes:**

The above Statement of Possible Special 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. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant tax laws.

## SECTION V: ABOUT THE COMPANY AND THE INDUSTRY

### 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.*

#### Introduction

#### Global Economic Overview

Since the Economic Survey and Budget were presented a year ago, the Indian economy has continued to consolidate the gains achieved in restoring macroeconomic stability. Inflation, the fiscal deficit, and the current account deficit have all declined, rendering India a relative haven of macro stability in these turbulent times. Economic growth appears to be recovering, albeit at varying speeds across sectors.

At the same time, the upcoming Budget and 2016-17 (FY2017) economic policy more broadly, will have to contend with an unusually challenging and weak external environment. Although the major international institutions are yet again predicting that global growth will increase from its current subdued level, they assess that risks remain tilted to the downside. This uncertain and fragile outlook will complicate the task of economic management for India.

The risks merit serious attention not least because major financial crises seem to be occurring more frequently. The Latin American debt crisis of 1982, the Asian Financial crisis of the late 1990s, and the Eastern European crisis of 2008 suggested that crises might be occurring once a decade. But then the rapid succession of crises, starting with Global Financial Crisis of 2008 and proceeding to the prolonged European crisis, the mini-crises of 2013, and the China provoked turbulence in 2015 all hinted that the intervals between events are becoming shorter.

This hypothesis could be validated in the immediate future, since identifiable vulnerabilities exist in at least three large emerging economies—China, Brazil, Saudi Arabia—at a time when underlying growth and productivity developments in the advanced economies are soft. More flexible exchange rates, however, could moderate full-blown eruptions into less disruptive but more prolonged volatility.

One tail risk scenario that India must plan for is a major currency re-adjustment in Asia in the wake of a similar adjustment in China; as such an event would spread deflation around the world. Another tail risk scenario could unfold as a consequence of policy actions—say, capital controls taken to respond to curb outflows from large emerging market countries, which would further moderate the growth impulses emanating from them.

In either case, foreign demand is likely to be weak, forcing India—in the short run—to find and activate domestic sources of demand to prevent the growth momentum from weakening. At the very least, a tail risk event would require Indian monetary and fiscal policy not to add to the deflationary impulses from abroad. The consolation would be that weaker oil and commodity prices would help keep inflation and the twin deficits in check. (Source: *Economic Survey 2015-16-Volume-I*; [www.indianbudget.nic.in](http://www.indianbudget.nic.in))

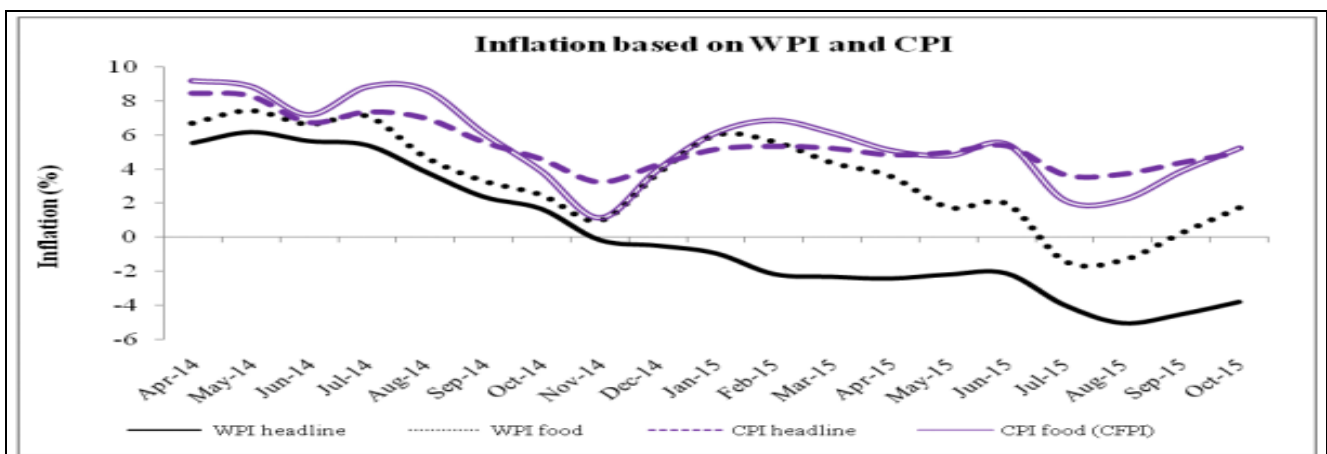
#### Indian Economy Overview

As per the Advance Estimates released by the Central Statistics Office (CSO), the growth rate of the gross domestic product (GDP) at constant market prices has been estimated at 7.6 per cent in 2015-16, which is higher than the growth of 7.2 percent growth recorded in the previous year. The growth of the gross value added (GVA) at constant basic prices has been estimated at 7.3 per cent in 2015-16—as opposed to 7.1 per cent in 2014-15—with agriculture and allied sectors, industrial sector and services sector growing at 1.1 per cent, 7.3 per cent and 9.2 per cent respectively. The growth of GDP at constant basic prices for the first, second and third quarters of 2015-16 has been estimated at 7.6 per cent, 7.7 per cent and 7.3 per cent respectively.

On the demand side, the growth in final consumption expenditure at constant (2011-12) prices is estimated to have remained strong at 6.9 per cent in 2015-16, as compared to 7.2 per cent in 2014-15. The growth in gross fixed capital formation at constant prices increased from 4.9 per cent in 2014-15 to 5.3 per cent in 2015-16. Exports and imports of

goods and non-factor services declined (at constant prices) by 6.3 per cent each in 2015-16; the former mainly on account of the sluggishness in the global economy and the latter on account of decline in international petroleum and other commodity prices. (Source - <http://finmin.nic.in/reports/AnnualReport2015-16.pdf>)

- As per the quarterly estimates of Gross Domestic Product (GDP) released by the Central Statistics Office (CSO) on 30th November 2015, the growth rate of GDP at constant (2011-12) market prices for the second quarter (Q2) (July-September) of 2015-16 is estimated at 7.4 per cent as compared to the growth of 7.0 per cent in Q1 of 2015-16, and 7.5 per cent in Q4 of 2014-15. Growth in the first half (H1) of 2015-16 works out to 7.2 per cent.
- The growth of Gross Value Added (GVA) at constant (2011-12) basic prices for agriculture & allied sectors, industry sector and services sector are estimated at 2.2 per cent, 6.8 per cent and 8.8 per cent respectively in Q2 of 2015-16 as compared to the corresponding rates of 2.1 per cent, 7.6 per cent and 10.4 per cent respectively in Q2 of 2014-15.
- Stocks of food grains (rice and wheat) held by FCI as on September 1, 2015 were 50.8 million tonnes, compared to 57.3 million tonnes as on September 1, 2014.
- Overall growth in the Index of Industrial Production (IIP) was 3.6 per cent in September 2015 as compared to 2.6 per cent in September 2014. On a cumulative basis, for the period April-September 2015-16, the IIP growth was 4.0 per cent as compared to the growth of 2.9 per cent during the same period of the previous year. Manufacturing sector grew by 2.6 per cent in September 2015 and 4.2 per cent in April-September 2015.
- Eight core infrastructure industries grew by 3.2 per cent in September 2015 as compared to growth of 2.6 per cent in September 2014. The cumulative growth of core industries during April-September 2015-16 is 2.3 per cent as compared to growth of 5.1 per cent during April-September 2014-15.
- The growth of money Supply (YoY) in October 2015 was 11.0 per cent, lower than 11.7 per cent recorded in the corresponding period a year ago.
- Merchandise exports and imports declined by 17.5 per cent and 21.2 per cent (in US\$ terms) in October 2015 over October 2014. During April-October 2015, merchandise exports and imports declined by 17.6 per cent and 15.2 per cent respectively.
- Foreign exchange reserves stood at US\$ 353.6 billion in 30th October 2015 as compared to US\$ 350.3 billion in end-September 2015 and US\$ 341.6 billion in end-March 2015.
- The rupee appreciated against the US dollar, Pound sterling, Japanese yen and Euro by 1.8 per cent, 1.9 per cent, 1.8 per cent and 1.8 per cent respectively in October 2015 over the previous month of September 2015.
  - The WPI inflation for all commodities reached to (-) 3.8 per cent in October 2015 from (-) 4.5 per cent in September 2015. The all India CPI inflation (New Series- Combined) increased to 5.0 per cent in October 2015 from 4.4 per cent in September 2015. The WPI inflation during April-October 2015 averaged (-) 3.5 per cent while inflation as per CPI (Combined) averaged 4.6 per cent during the period.
  - Gross tax revenue during April-September 2015-16 was ₹ 5,96,884 crore, recorded growth of 21.7 per cent over April-September 2014-15.



(Source: [http://finmin.nic.in/stats\\_data/monthly\\_economic\\_report/2015/indoct15.pdf](http://finmin.nic.in/stats_data/monthly_economic_report/2015/indoct15.pdf))

### The Indian Economy

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 21<sup>st</sup>-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 live 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.

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.

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>)

### **Growth in Indian Information Technology / Information Technology Enabled Services (IT-ITES)**

The Indian Information Technology / Information Technology Enabled Services (IT-ITES) industry has emerged as one of the most dynamic sectors in India's economy and is responsible for the global recognition of India as a “soft” power. The consistent and upward growth of the IT segment has created phenomenal wealth, employment, exports and a significantly large reservoir of highly competent technocrats and knowledge workers.

Majority of the Fortune 500 and Global 2000 corporations are sourcing IT-ITES from India. Indian IT companies have set up over 600 delivery centers across the world and are engaged in providing services in over 200 cities across 78 countries.

In terms of the national GDP, the sector revenues have grown from 1.2 per cent in FY1997-98 to nearly 9.3 per cent in FY2015-16. India continues to maintain leadership position in the global sourcing arena, accounting for almost 56 per cent of the global sourcing market size in 2016 as compared to 52 per cent in 2012. (Source: <http://meity.gov.in/>)

### Review of Major Developments in Indian Economy

In the Advance Estimates of GDP that the Central Statistics Office (CSO) released recently, the growth rate of GDP at constant market prices is projected to increase to 7.6 per cent in 2015-16 from 7.2 per cent in 2014-15, mainly because private final consumption expenditure has accelerated. Similarly, the growth rate of GVA for 2015-16 is estimated at 7.3 per cent vis-à-vis 7.1 per cent in 2014-15. Although agriculture is likely to register low growth for the second year in a row on account of weak monsoons, it has performed better than last year. Industry has shown significant improvement primarily on account of the surprising acceleration in manufacturing (9.5 per cent vis-à-vis 5.5 per cent in 2014-15). Meanwhile, services continue to expand rapidly.

Even as real growth has been accelerating, nominal growth has been falling, to historically low levels, an unusual trend highlighted in the Mid-Year Economic Analysis (MYEA), 2015-16. According to the Advance Estimates, nominal GDP (GVA) is likely to increase by just 8.6 (6.8) percent in 2015-16. In nominal terms, construction is expected to stagnate, while even the dynamic sectors of trade and finance are projected to grow by only 7 to 73/4 percent.

Inflation remains under control. The CPI-New Series inflation has fluctuated around 51/2 percent, while measures of underlying trends core inflation, rural wage growth and minimum support price increases have similarly remained muted. Meanwhile, the WPI has been in negative territory since November 2014, the result of the large falls in international commodity prices, especially oil. As low inflation has taken hold and confidence in price stability has improved, gold imports have largely stabilized, notwithstanding the end of a period of import controls.

Similarly, the external position appears robust. The current account deficit has declined and is at comfortable levels foreign exchange reserves have risen to US\$351.5 billion in early February 2016, and are well above standard norms for reserve adequacy net FDI inflows have grown from US\$21.9 billion in April-December 2014-15 to US\$27.7 billion in the same period of 2015-16; and the nominal value of the rupee, measured against a basket of currencies, has been steady. India was consequently well-positioned to absorb the volatility from the U.S. Federal Reserve actions to normalize monetary policy that occurred in December 2015. Although the rupee has declined against the dollar, it has strengthened against the currencies of its other trading partners.

The fiscal sector registered three striking successes ongoing fiscal consolidation, improved indirect tax collection efficiency; and an improvement in the quality of spending at all levels of government. Despite the decline in nominal GDP growth relative to the Budget assumption (11.5 per cent in Budget 2015-16 vis-à-vis 8.6 per cent in the Advance Estimates), the central government will meet its fiscal deficit target of 3.9 per cent of GDP, continuing the commitment to fiscal consolidation. Even on the IMF's definition, the fiscal deficit is expected to decline from 4.2 per cent of GDP in 2014-15 to 4.0 per cent of GDP in 2015-16. Moreover, the consolidated revenue deficit has also declined in the first 8 months by about 0.8 percentage points of GDP.

Government tax revenues are expected to be higher than budgeted levels. Direct taxes grew by 10.7 per cent in the first 9 months (9M) of 2015-16. Indirect taxes were also buoyant. In part, this reflected excise taxes on diesel and petrol and an increase in the Swachh Bharat cess. The central excise duty collection from petroleum products during April to December 2015-16 recorded a growth of 90.5 per cent and stood at Rs. 1.3 lakh crore as against Rs. 0.7 lakh crore in the same period last year. Tax performance also reflected an improvement in tax administration because revenues increased even after stripping out the additional revenue measures (ARMs).

The main findings are that a welcome shift in the quality of spending has occurred from revenue to investment, and towards social sectors. Aggregate public investment has increased by about 0.6 per cent of GDP in the first 8 months of this fiscal year, with contributions from both the Centre (54 per cent) and states (46 per cent). (Source: *Economic Survey 2015-16*)

### Introduction to Information Technology / Information Technology Enabled Services (IT-ITES)

India is the world's largest sourcing destination for the Information Technology (IT) industry, accounting for approximately 67 per cent of the US\$ 124-130 billion market. The IT industry has more than 16000 firms; of which 1000+ are large firms with ~ 50 delivery locations in India. The industry employs about 10 million workforces. More importantly, the industry has led the economic transformation of the country and altered the perception of India in the global economy. India's cost competitiveness in providing IT services, which is approximately 3-4 times cheaper than the US, continues to

be the mainstay of its Unique Selling Proposition (USP) in the global sourcing market. However, India is also gaining prominence in terms of intellectual capital with several global IT firms setting up their innovation centers in India.

The IT industry has also created significant demand in the Indian education sector, especially for engineering and computer science. The Indian IT and ITeS industry is divided into four major segments – IT services, Business Process Management (BPM), Software Products and Engineering services, and Hardware.

The IT-BPM sector which is currently valued at US\$ 143 billion is expected to grow at a Compound Annual Growth Rate (CAGR) of 8.3 per cent year-on-year to US\$ 143 billion for 2015-16. The sector is expected to contribute 9.5 per cent of India's Gross Domestic Product (GDP) and more than 45 per cent in total services export in 2015-16. (Source: [indianbusiness.nic.in](http://indianbusiness.nic.in)) (Source: [www.makeinindia.com/sector/it-and-bpm](http://www.makeinindia.com/sector/it-and-bpm))

### Market Size

The Indian IT sector is expected to grow at a rate of 12-14 per cent for FY2016-17 in constant currency terms. The sector is also expected to triple its current annual revenue to reach US\$ 350 billion by FY 2025. India ranks third among global start-up ecosystems with more than 4,200 start-ups. India's internet economy is expected to touch Rs 10 trillion (US\$ 146.72 billion) by 2018, accounting for 5 per cent of the country's GDP. India's internet user base reached over 400 million by May 2016, the third largest in the world, while the number of social media users grew to 143 million by April 2015 and smart phones grew to 160 million.

Public cloud services revenue in India is expected to reach US\$ 1.26 billion in 2016, growing by 30.4 per cent year-on-year (y-o-y). The public cloud market alone in the country was estimated to treble to US\$ 1.9 billion by 2018 from US\$ 638 million in 2014. Increased penetration of internet (including in rural areas) and rapid emergence of e-commerce are the main drivers for continued growth of data centre co-location and hosting market in India. The Indian Healthcare Information Technology (IT) market is valued at US\$ 1 billion currently and is expected to grow 1.5 times by 2020. India's business to business (B2B) e-commerce market is expected to reach US\$ 700 billion by 2020 whereas the business to consumer (B2C) e-commerce market is expected to reach US\$ 102 billion by 2020. (Source: <http://indianbusiness.nic.in/>)

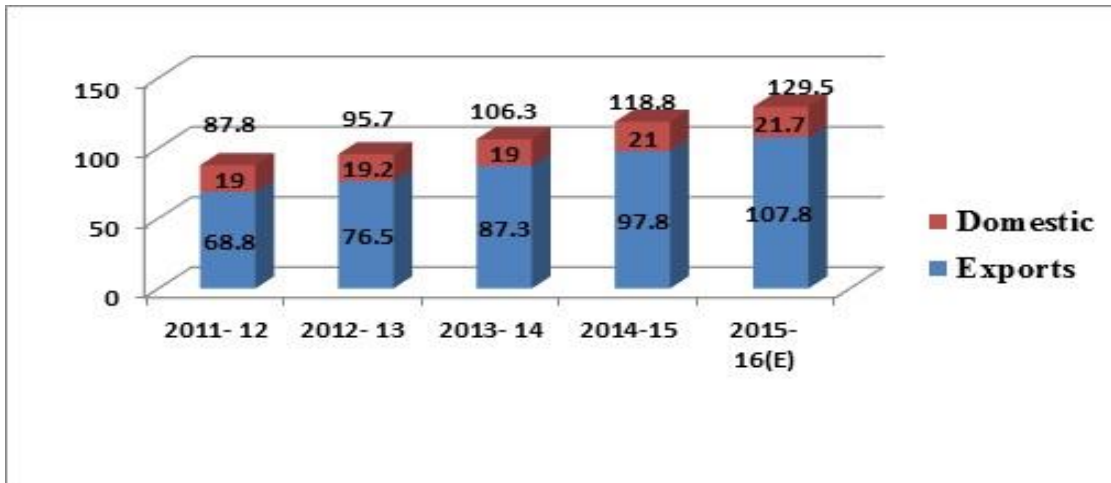
### Revenue Generated by India IT-ITES

As shown in figure, Indian IT-ITES industry revenue is estimated at USD 129.5 billion in FY2015-16 as compare to USD 118.8 billion in FY2014-15, registering an increase of around 9.0%. The overall industry's growth of this sector over the last five years is given in the table below.

IT – ITES Industry Revenue Trends (in USD billion)						
Year/ Description	2011- 12	2012- 13	2013- 14	2014- 15	2015- 16(E)	CAGR % (2011-16)
Exports	68.8	76.5	87.3	97.8	107.8	12.81
Domestic	19.0	19.2	19.0	21.0	21.7	4.64
Total	87.8	95.7	106.3	118.8	129.5	11.16

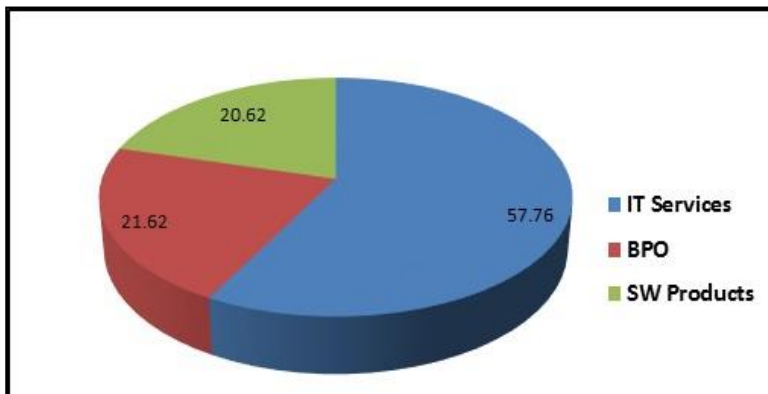
Source: [www.meity.gov.in](http://www.meity.gov.in); E: Estimate





The Segment wise Export Revenue Trends in IT & ITES Industry is as follows:

Year/ Segment	2011- 12	2012- 13	2013- 14	2014-15	2015-16(E)	CAGR (2011-16)	%
IT Service	39.9	42.9	49.2	55.3	61.0	12.73	
ITeS-BPO	15.9	18.3	20.4	22.5	24.4	11.43	
Software Products, Engineering Services, R&D	13.0	15.3	17.7	20.0	22.4	14.46	
Total IT-ITeS	68.8	76.5	87.3	97.8	107.8	12.81	



IT-BPO Revenue Share (Year 2015-16)

The IT Services exports accounts for the largest share of 57.76 %; BPO exports contributing 21.62 % followed by ER&D and software products that together account for 20.62%. (Source: [www.meity.gov.in](http://www.meity.gov.in))

**Investments**

Indian IT's core competencies and strengths have attracted significant investments from major countries. The computer software and hardware sector in India attracted cumulative Foreign Direct Investment (FDI) inflows worth US\$ 21.02 billion between April 2000 and March 2016, according to data released by the Department of Industrial Policy and Promotion (DIPP).

Indian start-ups are estimated to have raised US\$ 1.4 billion across 307 deals in quarter ending March 2016. (Source: <http://indiainbusiness.nic.in/>)

## OUR BUSINESS

We believe that we are one of the leading certified service providers of IT Solution & Business Services, Outsourcing Services, Digital Solutions and Marketing, Data Enrichment & Management Service, Skill Development & Training Program and HR Consultancy provider to our clients. With the right balance of technical expertise and vast industry knowledge we strive to create customer satisfaction considering the nature of work with an innovative approach maintaining integrity and confidentiality of the business. Currently we are mainly engaged in Outsourcing Services which includes Inbound and Outbound Call, Software Development and providing optical fibre cabling to Reliance, Idea and BSNL.

We have our business process outsourcing unit, located in the capital city of Madhya Pradesh, Bhopal which has a total carpet area of approximately 28000 sq. ft. wherein we have devoted 2000 sq. ft. to SQFT Separate Training Centre. We have a dedicated and talented team of professionals that comprise of experienced personals in the field of management and telecommunication. We are committed to satisfying customer needs by supplying products on time and continuously improving our products, systems, and services. In order to meet these requirements, we are adapting to ISO 9001:2008 and ISO/IEC 27001-2013 quality systems which is valid until May 29, 2018 and July 29, 2017 respectively.

We provide a comprehensive range of services to clients in each of our focus industries. The principal services that we provide in each industry are BFSI, Government Agencies, Telecom, Technology and media industries. We provide lifecycle management to our customers, technology and infrastructure services, back office services, HRO Services, Financial and Insurance Services, Telecom and Training etc.

Our total revenue increased from Rs. 541.10 Lacs in Fiscal 2013 to Rs. 1521.30 Lacs in Fiscal 2017, representing a CAGR of 29.49%. Further our PAT for Fiscal 2017 and 2016 are Rs. 151.97 Lacs and Rs. 177.45 Lacs respectively.

### Our Location:

<b>Registered Office of our Company</b>	40, Mandakini Housing Society, Behind Reliance Fresh, Kolar Road, Bhopal-462 036, Madhya Pradesh, India.
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### Associations /Certifications & Recognitions:

The high quality and consistency of our products has won the confidence of our customers.

### **Our Company has received following certifications:**

- ❖ ISO/IEC 27001-2013 certification by LMS Certifications Pvt. Ltd. The certificate is in recognition of the Company's Information Security Management System and is valid till July 29, 2017.
- ❖ ISO 9001:2008 certification by PC Management System Pvt. Ltd. in relation to providing Web Designing & hosting solutions, Software & I.T. Solutions, Data Entry & Storage, IVRS, Call Centre & BPO Services, Corporate Training, HR & Operation Management Support. The same is valid till May 29, 2018.

### **Our Competitive Strengths**

The following are the key strengths which our Company believes enable it to be competitive in its business:

1. **Established brand:** We are engaged in providing inbound & outbound teleservices to our clients and over the years we have established Surevin as a reliable brand in the state of Madhya Pradesh wherein our clients trust us for our Quality, Consistency & Continuous Performance.
2. **Domain expertise and technical excellence:** We have a dedicated and workforce of who are the strength and power of our organization. Our workforce is doing their individual bit in achieving our cumulative goals successfully.
3. **Comprehensive range of service offering:** We have developed a comprehensive range of service offering in order to address the varied and expanding requirements of our clients. Our service cover certified service providers of IT Solution & Business Services, Outsourcing Services, Digital Solutions & Marketing, Data Enrichment & Management Service, Skill Development & Training Program, and HR Consultancy provider, proprietary software asset based solutions and business process outsourcing. We believe that our comprehensive range of

Issuings helps our clients achieve their business objectives and enable us to obtain additional business from existing clients as well as address a larger base of potential new clients.

4. **Training & Development:** Our strengths lie in continuously updating and upgrading our workforce but virtue of training & development. In this competitive marketplace we provide continuous training to our employee to acquire new skills, sharpen existing ones, perform better, increase productivity and be better leaders.
5. **Rich Management Experience:** Our management has adequate and rich experience in the Information technology business. 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 the IT industry will enable us to continue to take advantage of both current and future market opportunities. Our Management's experience and knowledge enables us in addressing and mitigating various risks inherent in our business, including competition, reliance on independent contractors, the global economic crisis related effects and fluctuations in the prices.

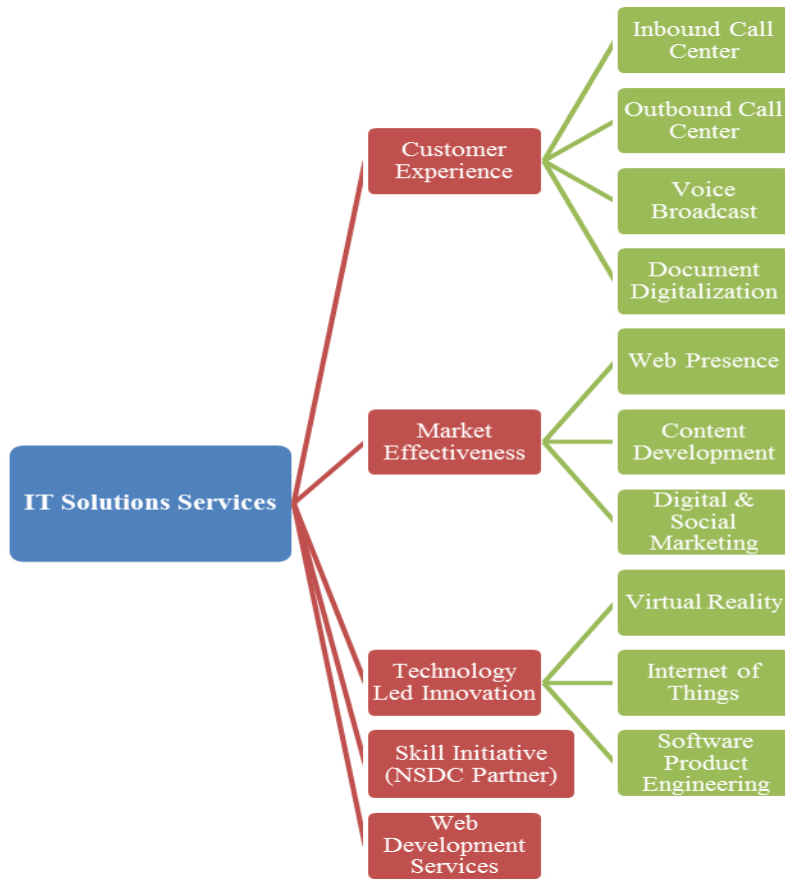
### Our Strategies

The following are the key strategies of our Company for its business:

1. **Expanding Our Clientele Network by Geographic expansion:** We believe that our growth in other states in the country can fetch us new business expansion & opportunities. We are currently located at Madhya Pradesh. Going forward we intend to establish our presence in few locations in the country. Our emphasis is on scaling of our operations in other markets shall provide us with attractive opportunities to grow our client base and revenues.
2. **Focusing on Increasing Process Services & consistency in operating practices:** We are providing inbound & outbound call center services but we believe focusing on global standards in providing BPO services shall be a beneficial aspect so as to increase our process services, expand our clients & retain our existing clients. This shall also help us in boost our brand image. Delivering consistent and timely service will lead us to the vision of the company.
3. **Growing our existing client relationships:** We believe there are significant opportunities for additional growth within our existing client base. We intend to leverage our domain expertise, understanding of our target industry and close relationship with our clients to expand the scope of current services as well as provide services in new areas and businesses. We will continue to build our account management teams working within client organizations, to deepen relationships with our clients and to identify new business opportunities.

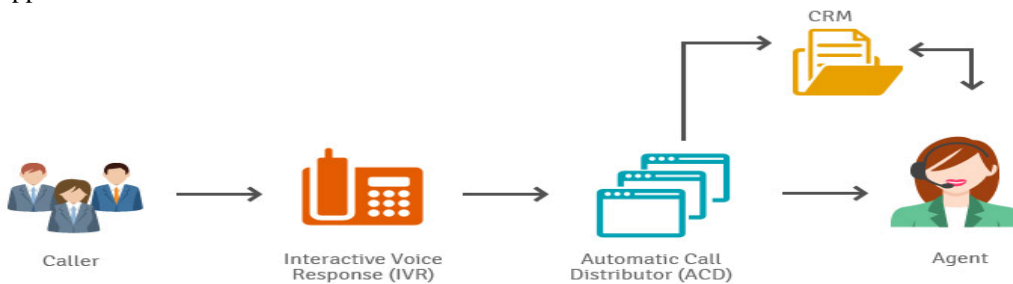
### Service Offerings

The following is an illustrative list of the services that we provide:

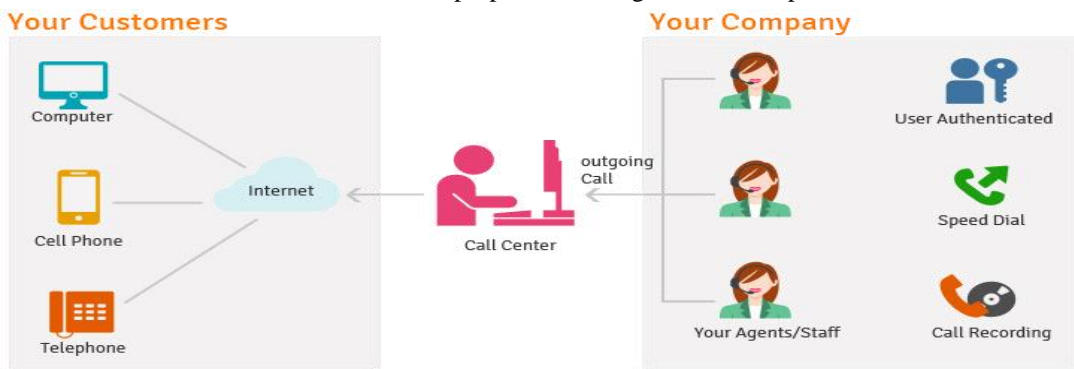


Our company’s majority revenue is generated from BPO services which are as follows :

- 1) **Inbound Call Center** : Inbound call centre facilitates inbound calls that are made by the customers to acquire information, report a malfunction, or ask for help which are commonly called as Customer service or Customer Support.



- 2) **Outbound Call Center**: Outbound Call centre is where the agents call the customers to service them with updated facilities and information and with the purpose of selling their client's products.



- 3) Voice Broadcast:
- 4) Document Digitalization

**Our Services:**

We provide a comprehensive range of services to clients in each of our focus industries. The principal services that we provide in each industry are BFSI, Government Agencies, Telecom, Technology and media industries. We provide lifecycle management to our customers, technology and infrastructure services, back office services, HRO Services, Financial and Insurance Services, Telecom and Training etc.

DMS /DATA ENTRY	INBOUND / OUTBOUND	TECHNOLOGY	TRAINING	E-COMMERCE
<ul style="list-style-type: none"> <li>♣ Scanning</li> <li>♣ Data Entry</li> <li>♣ Indexing</li> <li>♣ Pickup for Videocon Customer</li> </ul> <p><b>APPLICATION FORM FOR MPCG.</b></p> <ul style="list-style-type: none"> <li>♣ Entry for Union Bank of India</li> <li>♣ Cheque for PAN India.</li> </ul>	<p><b>INBOUND</b></p> <ul style="list-style-type: none"> <li>♣ Tele-verification/RHD Desk for IDEA for MPCG circle. Approx. 70,000 calls/day</li> <li>♣ CM Helpline For Government Of Madhya Pradesh. – Approximate 50,000 calls/day</li> <li>♣ “Suvidha” desk for Dainik Bhaskar for MPCG.</li> </ul> <p><b>OUTBOUND</b></p> <ul style="list-style-type: none"> <li>♣ Lead Generation process for Airtel M&amp;G circle.</li> <li>♣ Verification &amp; Enrichment for IndiaMart for PAN India.</li> </ul>	<p><b>IT</b></p> <ul style="list-style-type: none"> <li>♣ Software Development</li> <li>♣ CRM</li> <li>♣ Development</li> <li>♣ Virtual Reality</li> <li>♣ Augment Reality</li> <li>♣ Web Development Service</li> <li>♣ IOT</li> </ul> <p><b>INFRASTRUCTURE</b></p> <ul style="list-style-type: none"> <li>♣ OFC – T&amp;D Work for Reliance JIO, Idea Cellular Ltd. and BSNL for MPCG.</li> </ul>	<ul style="list-style-type: none"> <li>♣ Register with NSDC, VTP, TSSC, IT-ITes, ASSCOM for Providing training for BPO Voice, Domestic BPO, Retail, HR, Computer Fundamentals etc.</li> </ul>	<ul style="list-style-type: none"> <li>♣ Creating catalog profile, Verification Process and backend activity for Indiamart intermesh Ltd.</li> </ul>

**Current Processes:**

- Inbound - Tele-verification/RHD Desk for a leading telecom client for MPCG circle.
- Inbound – CM Helpline For Government of Madhya Pradesh
- Inbound – “Suvidha” desk for a print media clientfor MPCG.
- Outbound - Lead Generation process for a telecom client .
- Outbound – Verification & Enrichment for a retail client for PAN India.
- DMS – Scanning, Data Entry, Indexing, Pickup for our client’s Costumer Application form for MPCG.
- Data Entry – Entry for a leading bank Cheque for PAN India.
- OFC – T&D Work for 3 telecom client for MPCG.
- Training – Register for Provide training for BPO Voice, Domestic BPO, Retail, HR, Computer Fundamentals etc.

**Tele-Verification**

- This is the process where customers call at idea tele verification desk for activation of their new numbers where they gets tagged in Positive or Negative while customer verification basis on Documents entered into system.
- Verification use to done on information's like Name, Address , Father’s Name, DOB etc. If the given information does match with the records, Verification tags as “positive” else tags as “Negative”.
- In other scenario if customer is not able to confirm the details on call due to any reason, it tags as “Not Verified “ in to CRM.

**Retailer Helpdesk**

- This is a dedicated desk for retailers and distributors where they can call & ask queries and raise their request and complaint related customer visiting their outlet.

- This desk formed to facilitate retailers who can bypass all IVR and long process of 121 customer care without spending time on long waiting.
- Usually gets calls for Latest Recharge Info, Value Packs, New Offers, Recharge Commission, Recharge Reversals and 2G/3G/GPRS related queries. Entire activity followed by an SMS sent to get satisfactory level of retailers and distributors considering they are touch points for group of customers for their respective areas.

### **CM Helpline ( 181 )**

- This helpline has formed to facilitate Madhya Pradesh Citizens to get the all the information's for their queries related to all Departments running under MP Government. This helpline enables a platform to citizens to raise their concerns that will address by bottom to top relative authorities within Turn Around Time irrespective to Rural or Urban areas. This helpline provide a strong Grievance Redressal Mechanism that will increase faith in citizens towards Government of Madhya Pradesh that is made by them only.

### **Print Media – Inbound**

- This is a dedicated desk for readers for our print media daily News Paper where readers calls and book all types of Advertisements.
- This desk formed to facilitate retailers as well where client's Marketing team is not available directly like up-country locations.
- This is a PAN India process Top 20 cities covered by our client.
- Field Collection and Sales is also facilitated by us at 12 Cities.

### **Telecom– Outbound for Promotions**

- Telecom- Lead Generation : This is an outbound process where we generates new opportunities/customers for New Broadband connections, PC –Secure Promotions, 3G Dongles and Plans and other Top ups.
- Telecom – Ebill Desk : This is a service process we generates prospect for e-bill subscriptions to reduce bill delivery cost and increase transparent accuracy in bill delivery. Also this is an initiative of Bharti for “Go-Green” project

### **Bank– Data Entry Process (Cheque Truncation System)**

- This is based on new RBI guideline where Cheque has to be cleared within 24 Hours where bankhas formed desk for North and South Zone where Data Entry done at Surevin day and night and process the cheques to respective branches.
- We are committed to deliver service level with acute accuracy as huge financial risk is involved.
- This is a Day-Night process where Outward Cheques process in day hours and Inward Cheques process in night hours.

### **Retail (Verification/ Enrichment)**

**Verification Process:** This is the process where customer care executive call to Supplier and verified the details Company Name, CEO Name, Contact Person Name, Designation, Primary Email Address, Secondary Email Address, Phone Number with Alternate Mobile Number with Alternate Website Address Company Address Country City State, Pin code, Product Confirmation, Business type, Ask for hot product and set, Ask for Buy leads and set, PNS Educate, Free mobile app education and Closing.

**Enrichment Process:** This is the process where customer care executive enrich the website on Indiamart portal on the given confirmation on production or through the available product on Supplier own website.

- Customer Care Executive match the products with website
- Cut the product image as per requirement
- Upload the product image
- Mention the Production description
- Mention about the Company
- Mention the Business Type



### **Documents Management System (DMS)**

#### **Data Processing Work-Flow for CAF (Customer Application Form)**

We perform Data Entry, Data Capture, Data Processing and Digitization as per scope of work given by the client.

#### **Completed Processes:**

- Outbound VAS up-sell (Hello Tune) for a telecom company.
- Outbound – Collection and Retention Process for a telecom company.
- Outbound E-bill promotions for a telecom company .
- Outbound VAS up-sell for Star Plus for a telecom company.
- Outbound VAS up-sell for Hungama for a telecom company.
- Outbound Lead Generation for MPCG for Mobility and TM.
- Outbound VAS up-sell for Apalya for Mobile TV for Mum, Mh, and Delhi Circle for Airtel
- Outbound U&R process for M&G Circle for TM.
- Outbound - Health Check calling for a few Mobiles for MP Circle.
- Outbound – Technical Desk for GPRS for a few Mobiles for MP Circle

#### **Collaborations/tie ups/ joint ventures**

Our Company does not have Collaboration/Tie Ups/ Joint Ventures as on the date of this Red Herring Prospectus.

### **Risk management and Compliance**

#### **Information Security**

We manage sensitive and confidential data for our clients. Maintaining the confidentiality, integrity and security of such data is of paramount importance.

#### **Business Continuity and Disaster Recovery**

We maintain alternative resources to reduce the risk of failure of internet links or internal networks. We have systems enabling automatic switching to such alternate internet service providers and replacement warranties for our server.

#### **Sales and marketing**

The company has a team of 6 people for their Business Development and Marketing. Company generally bid for the contracts of top leaders and win through their liasoning strategy. The Main focus area of the company is Call centre, Software Development, Skill Development etc. Usually company visits the the offices of clients through their and with liasoning they received the contracts. We set targets for our business development, account management and sales support team at the beginning of each year, which are subject to periodic reviews.

#### **Competition**

We face substantial competition for our products from other manufacturers in domestic market. Our competition varies for our products and regions. Some of our major competitors are:

#### **Human Resource**

We have experienced Promoter and management whom we rely on to anticipate industry trends and capitalize on new business opportunities that may emerge. We believe that a combination of our reputation in the market, our working environment and competitive compensation programs allow us to attract and retain these talented people. Our senior management team consists of experienced individuals with diverse skills in manufacturing, engineering, and finance. We believe that our employees are the key to the success of our business. We view this process as a necessary tool to maximize the performance of our employees.

As on May 31, 2017, we have the total strength of 766 in various departments. The details of which is given below:

No.	Particular	Employees
1.	Managerial	2
2.	Head of Departments (HOD)	7
3.	Team Leaders and Supervisors	60
4.	Technical	7
5.	Accounts & HR	3
6.	Tele-callers	687
<b>Total</b>		<b>766</b>

### Insurance

We maintain insurance policies in respect of our business, operations, products and workforce. We maintain adequate insurance policies for our moveable and immovable properties. We have obtained insurance policies for our office/s and vehicles and our staff. We maintain insurance covering our movable and immovable assets including building, furniture, fixtures, fittings. Our Company has 8 (eight) insurance policies in total and the details of all the insurance policies maintained by us are as follows:

S . N o.	Policy No.	Name of the Insurer	Description of Policy	Assets Insured /Sum Insured	Address of the Properties where the insured assets are situated	Sum Insured /IDV (Rs)	Date of Expiry of Policy	Premium Paid (Rs)
1.	1918001117P103968879	United India Insurance Company Limited	Standard Fire and Special Perils Policy	Electricals and Computers and Other Goods	C-21, Mall Corporate Zone 212,214 215, Second Floor Hoshanagabd Road, Bhopal	1,20,00,000	June 17, 2018	6,107
2.	1918001117P102569618	United India Insurance Company Limited	Standard Fire and Special Perils Policy	Computers ,FFF, ACs, Server and UPS(Add On: STFI Cover, Earthquake , terrorism)	BPO CLL Centre, Plot No. 39, Madakini Housing Society, Kolar Road, Bhopal	38,00,000	May 14, 2018	2,503
3.	1918001217P103969180	United India Insurance Company Limited	Burglary Standard Policy	FFF and Computers	C-21, Mall Corporate Zone 212,214 215, Second Floor Hoshanagabd Road, Bhopal	1,20,00,000	June 17, 2018	6,417
4.	1918001217P102569759	United India Insurance Company Limited	Burglary Standard Policy	Furniture, Fixtures, Fittings, utensils and appliances of trade	Plot No. 40, Behind Reliance Fresh Mandakini Housing Society, Kolar Road, Bhopal	40,00,000	May 14, 2018	2,400
5.	1918003116P107582529	United	Private	Skoda/	E-3/46, Prime	5,70,000	Septemb	15,084

S. No.	Policy No.	Name of the Insurer	Description of Policy	Assets Insured /Sum Insured	Address of the Properties where the insured assets are situated	Sum Insured /IDV (Rs)	Date of Expiry of Policy	Premium Paid (Rs)
		India Insurance Company Limited	Car Package Policy	Laura Ambiente 2.0 CRDI  Vehicle No. MP-04-CE-3126	Plaza, 3 <sup>rd</sup> Floor Area Colony, Bhopal		er 10, 2017	
6.	1918002716P107583139	United India Insurance Company Limited	Employees Compensation Liability Policy	450 Employees (Skilled)-Telephone Operator	40, Mandakini Housing Society, Behind Reliance Fresh, Kolar Road, Bhopal	Declared Wages-31,50,000	October 18, 2017	27,408
7.	P/201100/01/2017/004156	Star Health And Allied Insurance company	Group Mediclaim Tailormade Policy	29 Employees	40, Mandakini Housing Society, Behind Reliance Fresh, Kolar Road, Bhopal	58,00,000  Sum Insured-2,00,000 per person	March 9, 2018	88,550
8.	TIT/91590049	IFFCO Tokio General Insurance Co. Ltd	Private Car Package Policy	Innova Crysta 2.8 Z	40, Mandakini Housing Society, Behind Reliance Fresh, Kolar Road, Bhopal	17,39,200	June 15, 2018	76,334



### Immovable Properties of our Company

Our registered office is located at 40, Mandakini Housing Society, Behind Reliance Fresh, Kolar Road, Bhopal- 462036, Madhya Pradesh, India which is on lease.

S. No.	Details of the Property	Licensor/Lessor/Vendor	Owned/ Leased/ License	Term of Lease, Stamp Duty, Registration	Consideration/ Lease Rental/ License Fees (in Rs.)	Use
1	40, Mandakini Housing Society, Gram Daamkheda Kolar Road, Bhopal-462036	Lease Agreement dated October 01, 2016 executed between Mr. Manoj Modi S/o Late Shri P.C. Modi R/o 86, Malviya Nagar, Bhopal and Company through its Director – Mr. Abhishek Gupta	License	October 01, 2016 to September 30, 2019	Licence Fee-Rs. 72,890 per Month  Security Deposit-Rs. 1,96,000	Registered Office
2.	Ultimate Plaza II, Plot No. 24,	Leave and License Agreement dated March 30, 2017 executed	License	11 months from April 01, 2017 to	Licence Fee-Rs. 23,000	Training Centre of

S. No	Details of the Property	Licensor/Lessor/Vendor	Owned/Leased/License	Term of Lease, Stamp Duty, Registration	Consideration/ Lease Rental/ License Fees (in Rs.)	Use
	Mandakini Housing Society, Gram Daamkheda Kolar Road, Bhopal-462036	between Smt. Anjum Hanfi W/o Shri Mohd. Shahid Hanfi and Shri Mohd. Shahid Hanfi S/o Dr. A.H. Hanfi both R/o E/511 Annapurna Complex, Kotra Sultanabad, Bhopal and Company through its Director – Mr. Abhishek Gupta.		February 28 , 2018	per Month  Security Deposit-Rs. 45,000	the Company.
3.	Office No. 212, 214 and 215 situated on 2 <sup>nd</sup> Floor of Building known as Century 21 Mall, at Misrod District Bhopal.	Leave and License Agreement dated April 10, 2014 executed between Century 21 Malls Private Limited having its R.O at 2 <sup>nd</sup> Floor, 731-32, Usha Nagar Extension, Annapurna Main Road, Indore - 452009 and Company through its Director – Mr. Abhishek Gupta.	License	From April 15, 2014 to April 14, 2020	Licence Fee-Rs. 1,97,680 per Month plus applicable tax  Security Deposit-Rs. 7,90,720	Used as a Call Centre
4.	Parcel of Land situated at village Badwai, Tahsil-Huzur, District-Bhopal, comprising of an area measuring 1.35 Acres Hectares/ Square meters	Lease deed dated November 19, 2016 executed between the Governor of Madhya Pradesh and Company through its Director – Mr. Abhishek Gupta	Lease	99 years from the year 2016 to 2115	Lease Rent-Rs.27,328/- Lease Premium:- 20,24,292/-	for setting up undertaking IT Activities

### Intellectual Property

Our logo  **SUREVIN** Winning Together... is not registered. However, we have applied for the registration of the trademark of our logo  **SUREVIN** Winning Together... vide an application no. 3376297 and 3376301 dated September 29, 2016 under class 35 and class 41 of the Trade Marks Act, 1999. For further details, please refer the section titled “Government and Other Approvals” on page no 154 of this Red Herring Prospectus.

## KEY REGULATIONS AND POLICIES

*The following description is a summary of the relevant regulations and policies as prescribed by the Government of India. The regulations set below are not exhaustive, and is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional legal advice. The Company sets forth below are certain significant legislations and regulations which generally govern the plastic industry in India:*

### **Legislations related to IT and Software Industry:**

#### **The Information Technology (Amendment) Act, 2008 (IT Act)**

The Information Technology Act, 2000 (also known as ITA-2000, or the IT Act) is an Act of the Indian Parliament (No 21 of 2000) notified on 17 October 2000. It is the primary law in India dealing with cybercrime and electronic commerce. The Act provides legal recognition for transactions carried out by means of electronic data interchange and other means of electronic communication, commonly referred to as "electronic commerce", which involve the use of alternatives to paper-based methods of communication and storage of information, to facilitate electronic filing of documents with the Government agencies and further to amend the Indian Penal Code, the Indian Evidence Act, 1872, the Bankers' Books Evidence Act, 1891 and the Reserve Bank of India Act, 1934 and for matters connected therewith or incidental thereto. A major amendment was made in 2008 introducing Sections 66A and 69 giving wide powers to the government authorities.

#### **Software Technology Parks Scheme (STP Scheme)**

The STP Scheme was introduced by the Government with the objective of encouraging, promoting and boosting export of software and software services including IT and Bio-IT enabled services from India. The STP Scheme, which is a 100% export oriented scheme, provides benefits such as data communication facilities, single window clearances and approvals including project approvals, import certification and other facilities to boost software exports from India. Further, companies registered under the STP Scheme are provided certain concession in duties, levies and taxes. In order to avail the benefits as envisaged by the Government, a company is required to register itself with the appropriate authorities. The principal compliance required of a company accorded approval under the STP Scheme is the fulfillment of the export obligation. The letters of permission may contain other conditions. Additionally, the unit is required to file details in the nature of a performance report indicating the export performance.

#### **SEZ Act and SEZ Rules**

SEZs are established, regulated and governed by the SEZ Act. The SEZ Act was enacted for generation of additional economic activity, promotion of exports of goods and services, promotion of investment from domestic and foreign sources, creation of employment opportunities and development of infrastructure facilities. The SEZ Rules have been enacted to effectively implement the provisions of the SEZ Act. The SEZ Rules provide for a simplified procedure for a single window clearance from central and state governments for setting up SEZs and "units" in SEZs. The SEZ Rules also prescribe the procedure for development, the operation and maintenance of an SEZ, and for, setting up of units and conducting business within SEZs, compliance procedures and documentation with an emphasis on self-certification. The SEZ Rules also provide for the terms and conditions subject to which entrepreneurs and developers shall be entitled to exemptions, drawbacks, concessions and certain other benefits. The SEZ Rules stipulate different minimum area requirements for different classes of SEZs.

#### **Export Oriented Unit Scheme**

The Ministry of Commerce, Government introduced the Export Oriented Unit Scheme (the "EOU Scheme") on December 31, 1980. There is no specially earmarked zone under the EOU scheme and an EOU may be set up anywhere in India subject to operation under the customs bond. They are typically required to fulfil certain criteria such as achievement of positive net foreign exchange over a period of five years. EOUs are units which must export their entire production. They may be engaged in the rendering of services, development of software and manufacture of goods, including repair, remaking, reconditioning and re-engineering. EOUs are allowed to import or locally procure, duty free, all types of goods including capital goods required for export production.

#### **Laws relating to Specific State where establishment is situated**

##### **Indian Stamp Act, 1899, as applicable to State of Madhya Pradesh (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.

#### **Madhya Pradesh Value Added Tax Act, 2002 (MP VAT Act)**

VAT is the most progressive way of taxing consumption rather than business. 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.

#### **Madhya Pradesh Shops and Establishments Act, 1958 ("The Madhya Pradesh Shops Act")**

The Madhya Pradesh Shops Act 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.

#### **Madhya Pradesh Professional Tax Act, 1995.**

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 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.

#### **Minimum Wages Act, 1948**

The Minimum Wages Act, 1948 came into force with an objective to provide for the fixation of a minimum wage payable by the employer to the employee. Every employer is mandated to pay the minimum wages to all employees engaged to do any work skilled, unskilled, and manual or clerical (including out-workers) in any employment listed in the schedule

#### **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 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.

#### **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 Employees Provident Fund and Miscellaneous Provisions Act, 1952 ("Act") and the schemes formulated there under (Schemes)**

This Act provides for the institution of provident funds, family pension funds and deposit linked insurance fund for the employees in the factories and other establishments. Accordingly, the following schemes are formulated for the benefit of such employees:

i. *The Employees Provident Fund Scheme*: as per this Scheme, a provident fund is constituted and both the employees and employer contribute to the fund at the rate of 12% (or 10% in certain cases) of the basic wages, dearness allowance and retaining allowance, if any, payable to employees per month.

ii. *The Employees Pension Scheme*: Employees' Pension Scheme is Pension Scheme for survivors, old aged and disabled persons. This Scheme derives its financial resource by partial diversion from the Provident Fund contribution, the rate being 8.33%. Thus, a part of contribution representing 8.33 per cent of the employee's pay shall be remitted by the employer to the Employees' Pension fund within 15 days of the close of every month by a separate bank draft or cheque on account of the Employees' Pension Fund contribution in such manner as may be specified in this behalf by the appropriate authority constituted under the Act. The Central Government shall also contribute at the rate of 1.16 per cent of the pay of the members of the Employees' Pension Scheme and credit the contribution to the Employees' Pension Fund.

iii. *The Employees Deposit Linked Insurance Scheme*: As per this Scheme, the contribution by the employer shall be remitted by him together with administrative charges at such rate as the Central Government may fix from time to time under Section 6C (4) of the Act, to the Insurance Fund within 15 days of the close of every month by a separate bank draft or cheque or by remittance in cash in such manner as may be specified in this behalf by the appropriate authority constituted under the Act.

#### **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**

The Payment of Gratuity Act, 1972 was enacted with the objective to regulate the payment of gratuity, to an employee who has rendered for his long and meritorious service, at the time of termination of his services. Gratuity is payable to an employee on the termination of his employment after he has rendered continuous service for not less than five years:

1. On his/her superannuation; or
2. On his/her retirement or resignation; or
3. On his/her death or disablement due to accident or disease (in this case the minimum requirement of five years does not apply).

### **The Equal Remuneration Act, 1976 and Equal Remuneration Rules, 1976**

The Constitution of India provides for equal pay for equal work for both men and women. To give effect to this provision, the Equal Remuneration Act, 1976 was implemented. The Act provides for payment of equal wages for equal work of equal nature to male or female workers and for not making discrimination against female employees in the matters of transfers, training and promotion 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**

Service tax is charged on taxable services as defined in Chapter V of Finance Act, 1994, (as amended from time to time) which requires a service provider of taxable services to collect service tax from a service recipient and pay such tax to the Government. The finance ministry has made it clear that service tax would not be applicable on outsourced processes, in the IT sector, which qualify as 'manufacture' under the Central excise law. In accordance with Rule 6 of Service tax Rules the assessee is required to pay Service tax in TR 6 challan by fifth 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 half yearly return in Form ST 3 by twenty fifth of the month immediately following the half year to which the return relates.

#### **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 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 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.

#### **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.

### **Foreign Investment Regime:**

#### **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.

### **Important General laws:**

#### **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 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 Legal Metrology Act, 2009**

Legal Metrology Act, 2009 was 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.

#### **The Consumer Protection Act, 1986(COPRA)**

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.

#### **Micro, Small and Medium Enterprises Development Act, 2006 ("MSMED Act")**

The 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 Negotiable Instruments Act, 1881(NI Act)**

In India, the laws governing monetary instruments such as cheques are contained in the NI Act, 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.

#### **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.

#### **Competition Act, 2002 ("*Competition Act*")**

The Competition Act aims to prevent anti-competitive practices that cause or are likely to cause an appreciable adverse effect on competition in the relevant market in India. The Competition Act regulates anti-competitive agreements, abuse of dominant position and combinations. The Competition Commission of India ("*Competition Commission*") which became operational from May 20, 2009 has been established under the Competition Act to deal with inquiries relating to anti-competitive agreements and abuse of dominant position and regulate combinations. The Competition Act also provides that the Competition Commission has the jurisdiction to inquire into and pass orders in relation to an anti-competitive agreement, abuse of dominant position or a combination, which even though entered into, arising or taking place outside India or signed between one or more non-Indian parties, but causes an appreciable adverse effect in the relevant market in India.

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

The 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.

### **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.



## HISTORY AND CERTAIN CORPORATE MATTERS

### History and Background

Our Company was incorporated on June 18, 2007 as Surevin BPO Services Private Limited under the provisions of the Companies Act, 1956 with Certificate of Incorporation issued by the Registrar of Companies Madhya Pradesh and Chattisgarh on June 18, 2007 with Registration Number 019623. Subsequently, our Company was converted into a public limited company pursuant to special resolution passed at the Extra Ordinary General Meeting of our Company held on September 02, 2016 and the name of our Company was changed to Surevin BPO Services Limited and a Fresh Certificate of Incorporation dated September 23, 2016 was issued by the Registrar of Companies, Gwalior, Madhya Pradesh now bearing CIN U74999MP2007PLC019623.

### Changes in registered office of our Company since incorporation

We set out below the changes in registered office of our Company since inception which has been changed for administrative convenience of our Company.

Date of Board/ Shareholders resolution/ Postal Ballot	From	To	Purpose
Upon Incorporation	Prime Plaza, IInd Floor, E-3/46, Area Colony, Bhopal, Madhya Pradesh : 462016	-	-
September 07, 2015	Prime Plaza, II nd Floor, E-3/46, Area Colony, Bhopal, Madhya Pradesh : 462016	40, Mandakini Housing Society, Behind Reliance Fresh, Kolar Road Bhopal- 462036, Madhya Pradesh, India	To increase operational efficiency

### Key Milestones

Year	Key Milestones
2007	Incorporation of a Company in the name and style "Surevin BPO Services Private Limited.
2016	Conversion of a company from private limited to public limited.

### Main Objects

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 the business of Business Process outsourcing services including online information access and or retrieval services, computer enabled services for data processing, networking, back office processing, computer facility management using data, text, images, sound, voice, codes, computer programmes, softwares and database or micro film or computer generated micro fiche using computer network or otherwise in electronic form including stored in media, magnetic, optical, computer memory, microfilm, or similar devices.
- To carry on in India or elsewhere the business of a call centre providing assistance, help or information or contact customers or prospective customers for the purpose of sales, telemarketing, payment through telephone, leased lines, satellite links, mails, fax, web chat and use of information system for monitoring and recording information on behalf of another person.
- To carry on in India or elsewhere the business of medical transcription including medical history, treatment, medical observations and the like through computer network
- To promote, encourage, establish, develop, maintain, organize, undertake, manage, operate , conduct and to run in India or abroad computer training centres, data processing centres, computer coaching classes, computer consultancy business, software consultancy including software design and software development.
- To establish and operate a training facility for the Business Process Outsourcing, Call centres, Medical

Transcription and Coding.

### Amendments to the Memorandum of Association of our Company

Since the incorporation of our Company, the following changes have been made to the Memorandum of Association:

No.	Date of Amendment / Shareholders Resolution	Amendment
1.	Upon Incorporation	The Initial authorised share capital of our Company upon incorporation comprises of Rs. 1 Lakhs divided into 10,000 Equity Shares of Rs. 10 each.
2.	December 01, 2010	Authorised Share Capital has been increased from Rs. 1 Lacs to Rs. 25 Lakhs divided into 250000 (Two Lacs Fifty Thousand Shares) Equity Shares of Rs. 10/- (Rs. Ten Only) each ranking paripasu in all respects and amendment in Clause V a) of Memorandum of Association accordingly.
3.	September 02, 2016	Authorised Share Capital has been increased from Rs. 25 Lakhs divided into 250000 (Two Lacs Fifty Thousand Shares) Equity Shares of Rs. 10/- (Rs. Ten Only) to ₹3,50,00,000 comprising of 35,00,000 Equity Shares of ₹10 each ranking paripasu in all respects and amendment in Clause V a) of Memorandum of Association accordingly.
4.	September 02, 2016	Conversion of a company from private limited to public limited

### Other Details Regarding our Company

For information on our activities, services, products, growth, technology, marketing strategy, our standing with reference to our prominent competitors and customers, please refer to sections titled "Our Business", "Industry Overview" and "Management's Discussion and Analysis of Financial Conditions and Results of Operations" beginning on pages 73, 67, and 139, respectively of this Red Herring Prospectus. For details of our management and managerial competence and for details of shareholding of our Promoters, please refer to sections titled "Our Management" and "Capital Structure" beginning on pages 93 and 44 respectively of this Red Herring Prospectus.

### Time and Cost Overrun in setting-up of projects

Considering the nature of business activities, our Company has not experienced any time or cost overrun in the past.

### Strikes or Labour Unrest

Our Company has not lost any time on account of strikes or labour unrest as on the date of this Red Herring Prospectus.

### Defaults or Rescheduling of Borrowings with Financial Institutions/ Banks

There are no defaults or rescheduling of borrowings with financial institutions/ banks, conversion of loans into equity in relation to our Company.

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

There are no mergers, amalgamation, revaluation of assets etc. with respect to our Company as on the date of this Red Herring Prospectus.

### Injunction or restraining order

Our Company is not operating under any injunction or restraining order.

### Capital raising (Debt / Equity)

Except as set out in the sections titled "Capital Structure" beginning on pages 44 of this Red Herring Prospectus, our Company has not raised any capital in the form of Equity Shares or debentures.

### Changes in the activities of our Company during the last five (5) years

There have been no changes in the activity of our Company during the last five (5) years preceding the date of this Red

Herring Prospectus, which may have had a material effect on the profits or loss, including discontinuance of the lines of business, loss of agencies or markets and similar factors of our Company.

**Revaluation of Assets**

Our Company has not revalued its assets as on the date of this Red Herring Prospectus.

**Shareholders of our Company**

As on the date of this Red Herring Prospectus, our Company has 7 shareholders. For further details in relation to the current shareholding pattern, please refer to section titled "Capital Structure" beginning on page 44 of this Red Herring Prospectus.

**Holding Company**

Our Company does not have a holding company as on the date of this Red Herring Prospectus.

**Subsidiary (ies) of our Company**

As on the date of this Red Herring Prospectus, our Company does not have any subsidiary as on the date of Red Herring Prospectus.

**Collaboration Agreements**

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

**Shareholders Agreements**

Our Company has entered into any shareholders agreement as on the date of this Red Herring Prospectus.

**Material Agreements**

Our Company has entered into any material agreement, other than the agreements entered into by it in normal course of its business.

**Joint Venture Agreement**

Our Company has not entered into any material joint venture agreements except as disclosed under this section.

**Other Agreements**

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

**Non-Compete Agreement**

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

**Strategic Partners**

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

**Financial Partners**

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

## OUR MANAGEMENT

### Board of Directors

As per the Articles of Association, our Company is required to have not less than three (3) directors and not more than fifteen (15) Directors. Currently, our Company has Five (5) Directors out of which two (2) are Non-Executive Non-Independent Directors and two (2) are Independent Directors. The following table sets forth details regarding the Board of Directors as on the date of this Red Herring Prospectus:

Name, Father's Name, Nature of Directorship, Residential Address, Date of Appointment/ Re-appointment, Term, Period of Directorship, Occupation, and DIN	Nationality	Age	Other Directorships as on the date of this Red Herring Prospectus
<p><b>Mr. Abhishek Gupta</b></p> <p><u>Father's Name:</u> Mr. Sita Ram Gupta</p> <p><u>Nature of Directorship:</u> Managing Director</p> <p><u>Residential Address:</u> 303, Garden Residency Chuna Bhatti, Kolar Road, Bhopal: 462016, Madhya Pradesh, India.</p> <p><u>Date of Re-Appointment:</u> October 1, 2016</p> <p><u>Term:</u> Five (5) years w.e.f. October 1, 2016</p> <p><u>Occupation:</u> Business</p> <p>DIN: 01260263</p>	Indian	45 years	<p><u>Public Limited Entities:</u></p> <p>Nil</p> <p><u>Private Limited Entities:</u></p> <p>Nil</p> <p><u>Foreign Entities:</u></p> <p>Nil</p>
<p><b>Mrs. Sonika Gupta</b></p> <p><u>Father's Name:</u> Mr. Om Prakash Gupta</p> <p><u>Nature of Directorship:</u> Chairman and Non-Executive and Non Independent Director</p> <p><u>Residential Address:</u> T-2, 303, Garden Residency Chuna Bhatti, Kolar Road, Bhopal: 462016 Madhya Pradesh, India.</p> <p><u>Date of Appointment:</u> June 18, 2007</p> <p><u>Term:</u> Liable to retire by rotation</p> <p><u>Occupation:</u> Business</p> <p>DIN: 01527904</p>	Indian	39 years	<p><u>Public Limited Entities:</u></p> <p>Nil</p> <p><u>Private Limited Entities:</u></p> <ul style="list-style-type: none"> <li>▪ Surevin Info Software Private Limited</li> </ul> <p><u>Foreign Entities:</u></p> <p>Nil</p>
<p><b>Mr. Sita Ram Gupta</b></p> <p><u>Father's Name:</u> Mr. Narain Das Gupta</p> <p><u>Nature of Directorship:</u> Non-Executive and Non-Independent Director</p> <p><u>Residential Address:</u> 94/13 Civil Lines, behind Elite Takiz Jhansi: 284001, Uttar Pradesh, India.</p> <p><u>Date of Re-Appointment:</u> September 21, 2016</p> <p><u>Term:</u> Liable to retire by rotation</p>	Indian	74 years	<p><u>Public Limited Entities:</u></p> <p>Nil</p> <p><u>Private Limited Entities:</u></p> <p>Nil</p> <p><u>Foreign Entities:</u></p> <p>Nil</p>

Name, Father's Name, Nature of Directorship, Residential Address, Date of Appointment/ Re-appointment, Term, Period of Directorship, Occupation, and DIN	Nationality	Age	Other Directorships as on the date of this Red Herring Prospectus
<u>Occupation:</u> Business  <u>DIN:</u> 07620362			
<b>Mr. Ambreesh Tiwari</b>  <u>Fathers Name:</u> Mr. Hari Narayan Tiwari  <u>Nature of Directoship:</u> Non- Executive Independent Director  <u>Residential Address:</u> Bunglow No.6, The Oasis, Chuna Bhatti, Kolar Road, Bhopal- 462016  <u>Date of Appointment:</u> March 15, 2017  <u>Term:</u> Not liable to retire by rotation  <u>Occupation :</u> Business  <u>DIN:</u> 01582960	Indian	49 years	Public Limited Entities: NIL  Private Limited Entities: <ul style="list-style-type: none"> <li>▪ Raksha Sales Private Limited</li> <li>▪ Raksha Info Solutions Private Limited</li> <li>▪ Comfort Auto-Tech Private Limited (Strike- Off)</li> </ul> <u>Foreign Entities:</u> NIL
<b>Mr. Awdhesh Shah</b>  <u>Fathers Name:</u> Late Shri Nandlal Shah  <u>Nature of Directoship:</u> Non- Executive Independent Director  <u>Residential Address:</u> HC-10, Abhiruchi Parisar, Old Subhash Nagar, Bhopal- 462023  <u>Date of Appointment:</u> March 15, 2017  <u>Term:</u> Not liable to retire by rotation  Occupation : Business  <u>DIN:</u> 00184656	Indian	40 years	<u>Public Limited Entities:</u> Nil  <u>Private Limited Entities:</u> Nil  <u>Foreign Entities:</u> Nil

### Brief Biographies of the Directors

1. **Mr. Abhishek Gupta**, aged 45 years, is the Managing Director of our Company. He holds a degree of Bachelor of Engineering from the University of Nagpur. He is having overall experience of 20 years in the BPO sector and industry. He is instrumental in development and implementation of strategies for the growth of our Company. He is primarily looks into formulating strategies in relation to procurement production and financing.
2. **Mrs. Sonika Gupta**, aged 39 years, is the Chairman & Non-Executive and Non Independent Director of our Company. She holds a degree of B.Com from University of Bundelkhand. She has more than 10 years of experience in the BPO industry and is responsible for organising and planning of our Company.
3. **Mr. Sitaram Gupta**, aged 74 years, is the Non Executive and Non-Independent Director of our Company. He holds a degree of Bachelor of Engineering from the University of Lucknow. He is having more than 50 years of experience in various fields. He has contributed to the growth and expansion of our Company.

4. **Mr. Ambreesh Tiwari**, Aged 49 years, is a Non- Executive Independent Director of our Company. He is a Science Graduate and having experience of more than 25 years of handling warehousing and logistics business. He is also director in Raksha Sales Pvt Ltd, Raksha Info Solution Private Limited and Comfort Auto-Tech Private Limited which is strike off now.
5. **Mr. Awdhesh Shah**, Aged 40 years, is a Non- Executive Independent Director of our Company. He is LLB, M. Com and having more than 15 years experience as practicing advocate and tax practitioner.

#### **Nature of any family relationship between our Directors**

Except as disclosed below, no other directors are termed as relatives within the meaning of section 2 (77) of the Companies Act, 2013; none of our directors of our Company are related to each other.

<b>Name of Director</b>	<b>Relationship</b>
Mr. Sitaram Gupta	Father of Mr. Abhishek Gupta and Father in Law of Mrs. Sonika Gupta
Mr. Abhishek Gupta	Son of Mr. Sitaram Gupta and Husband of Mrs. Sonika Gupta
Mrs. Sonika Gupta	Wife of Mr. Abhishek Gupta and Daughter in Law of Mr. Sitaram Gupta

#### **Arrangements with major Shareholders, Customers, Suppliers or Others**

There are no arrangements or understanding between major shareholders, customers, suppliers or others pursuant to which any of the Directors were selected as a Director or member of a senior management as on the date of this Red Herring Prospectus.

#### **Service Contracts**

Our Company has not executed any service contracts with its directors providing for benefits upon termination of their employment.

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

None of the Directors are/ were directors of any company whose shares were suspended from trading by Stock Exchange(s) or under any order or directions issued by the stock exchange(s)/ SEBI/ other regulatory authority in the last five (5) years.

#### **Director's association with the Securities Market**

None of the Directors of our Company are associated with securities market.

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

Except for the details mentioned under section titled "Other Regulatory and Statutory Disclosures" beginning on page 157 of this Red Herring Prospectus, none of the Directors are/ were directors of any entity whose shares were delisted from any Stock Exchange(s).

Further, none of the directors are/ were directors of any entity which has been debarred from accessing the capital markets under any order or directions issued by the Stock Exchange(s), SEBI or any other Regulatory Authority.

#### **Borrowing Powers of the Board**

The Articles, subject to the provisions of Section 180(1)(c) of the Companies Act, 2013 authorize the Board to raise, borrow or secure the payment of any sum or sums of money for the purposes of our Company. The shareholders have, pursuant to a resolution passed at the Annual General Meeting held on September 29, 2016, in accordance with Section 180(1)(c) of the Companies Act, 2013 authorized the Board to borrow monies from time to time, such sums of money even though the money so borrowed together with money already borrowed exceeds the aggregate of the paid-up capital and free reserves of the Company provided, however, that the total borrowing (apart from the temporary loans taken from the company's bankers) shall not exceed 50 Crore.



### Remuneration to Executive Directors

The compensation payable to our Managing 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 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)

#### 1. Mr. Abhishek Gupta

Particulars	Remuneration
Basic Salary	Rs.1,15,000 per month inclusive of all perquisites with effect from October 01, 2016
Designation	Managing Director
Appointment as a Managing Director	Five (5) years <i>with effect from October 01, 2016</i> )
Perquisites	<ul style="list-style-type: none"> <li>▪ Education allowance of Rs. 1000/-</li> <li>▪ Reimbursement of medical expenses of the Managing Director of Rs. 1250/-</li> <li>▪ Leave travel assistance of Rs. 6000/-</li> <li>▪ Car along with driver.</li> <li>▪ Reimbursement of Telephone &amp; Mobile bills.</li> </ul>
Remuneration paid for F.Y. 2016-17	Rs. 10,49,036

#### Payment or benefit to Non-Executive Directors of our Company

Apart from the remuneration of our Executive Directors as provided under the heading "Compensation to Managing Director" above, our Non-Executive Directors are entitled to be paid a sitting fee up to the limits prescribed by the Companies Act, 2013 and the Rules made there under and actual travel, boarding and lodging expenses for attending the Board or committee meetings. They may also be paid commissions and any other amounts as may be decided by the Board in accordance with the provisions of the Articles, the Companies Act and any other applicable Indian laws and regulations.

#### Shareholding of Directors in our Company

The details of the shareholding of our Directors as on the date of this Red Herring Prospectus are as follows.

No.	Name of the Shareholder	No. of Equity Shares	Percentage of Pre-Issue Capital (%)	Percentage of Post-Issue Capital (%)
1.	Mr. Abhishek Gupta	8,48,090	34.27%	25.04%
2.	Mrs. Sonika Gupta	11,31,900	45.73%	33.42%
3.	Mr. Sitaram Gupta	3,31,100	13.37%	9.78%
	<b>Total</b>	<b>23,11,090</b>	<b>93.37%</b>	<b>68.23%</b>

#### Interests of our Directors

Our Directors may be deemed to be interested to the extent of the remuneration paid to them or services rendered as a Director of our Company and reimbursement of expenses payable to them. For further details, please refer to sub-section "Remuneration to Executive & Non-Executive Directors" above. In addition, as on the date of this Red Herring Prospectus, our Managing Director receives professional fees from our Company in terms of the proviso to Section 197(4) of the Companies Act. For further details, please refer to section titled "Our Promoters and Promoter Group" beginning on page 105 of this Red Herring Prospectus.

Further, none of our Directors have any interest in any property acquired by our Company within two (2) years of the date of this Red Herring Prospectus or proposed to be acquired by it or in any transaction in acquisition of land or any construction of building. Further, except as disclosed under sub-section "Shareholding of Directors in our Company" above, none of our Directors hold any Equity Shares, Preference Shares or any other form of securities in our Company. Our Directors may also be interested to the extent of Equity Shares, if any, held by them or held by the entities in which they are associated as promoters, directors, partners, proprietors or trustees or held by their relatives or that may be subscribed by or allotted to the companies, firms, ventures, trusts in which they are interested as promoters, directors, partners, proprietors, members or trustees, pursuant to the Issue.

Other than as stated above and except as stated in the sections titled "Financial Information" and "Our Promoters and

Promoter Group" beginning on pages 111 and 105 respectively of this Red Herring Prospectus, our Directors do not have any other interest in the business of our Company.

None of the relatives of our Directors have been appointed to a place or office of profit in our Company. For further details, please refer to section titled "Our Management – Remuneration to Executive Directors" beginning on page 96 of this Red Herring Prospectus.

Our directors may also be regarded as interested in the Equity Shares, if any, held by them or that may be subscribed by and allotted to the companies, firms, and trusts, if any, in which they are interested as directors, members, promoters, and /or trustees pursuant to this Issue. Some of the directors also hold directorships in Promoter Group and Group Entities of our Company.

Our Directors may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of the said Equity Shares. Except as stated in this section "Our Management " or the section titled "Financial Information - Related Party Transactions" beginning on pages 93 and 136 respectively of this Red Herring Prospectus, and except to the extent of shareholding in our Company, our Directors do not have any other interest in the business of our Company.

### Changes in our Company's Board of Directors during the last three (3) years

The changes in the Board of Directors of our Company in the last three (3) years are as follows:

No.	Name of the Director & Designation	Date of Appointment/ Reappointment/ Resignation	Reason
1.	Mr. Abhishek Gupta	Re- designated as Managing Director w.e.f. October 01, 2016 in the meeting dated September 29, 2016	To ensure better Corporate Governance
2.	Mrs. Sonika Gupta	Re- designated as Chairman in the meeting dated September 29, 2016	To ensure better Corporate Governance
3.	Mr. Sita Ram Gupta	Appointed as Director w.e.f September 21, 2016	To ensure better Corporate Governance
4.	Mr. Ambreesh Tiwari	Appointed as Non- Executive Director Independent Director w.e.f March 15,2017	To ensure better Corporate Governance
5.	Mr. Awdhesh Shah	Appointed as Non- Executive Director Independent Director w.e.f March 15, 2017	To ensure better Corporate Governance

### Corporate Governance

As per the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act corporate governance will be applicable to us immediately upon the listing of our Equity Shares on the Stock Exchange. We hereby undertake to comply with the requirements of the applicable regulations, including the SEBI Listing Regulations, Companies Act and the SEBI (ICDR) Regulations immediately prior to the listing of Issue.

## Committees of our Board

We have constituted the following committees of our Board of Directors for compliance with Corporate Governance requirements:

1. Audit Committee
2. Stakeholder's Relationship Committee
3. Nomination and Remuneration Committee
4. Corporate Social Responsibility Committee

### 1. Audit Committee

The Audit Committee of our Board was constituted by our Directors by a board resolution dated March 08, 2017 pursuant to Regulation 18 and Part C of Schedule II of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") Section 177 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and applicable provisions of the Articles of Association of the Company. The Audit Committee comprises of:

Sr. No.	Name of the Director	Status	Nature of Directorship
1.	Mr. Awdhesh Shah	Chairman	Non-Executive Independent Director
2.	Mr. Ambreesh Tiwari	Member	Non-Executive Independent Director
3.	Mr. Abhishek Gupta	Member	Managing Director

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

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

### C. Powers of the Audit Committee:

The powers of the Audit Committee include the following:

- a) to investigate any activity within its terms of reference;
- b) to seek information from any employee of our Company;
- c) to obtain outside legal or other professional advice; and
- d) to secure attendance of outsiders with relevant expertise, if it considers necessary.

**D. Role of the Audit Committee :-**The role of the audit committee shall include the following:

- (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, with particular reference to:
  - (a) matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
  - (b) changes, if any, in accounting policies and practices and reasons for the same;
  - (c) major accounting entries involving estimates based on the exercise of judgment by management;
  - (d) significant adjustments made in the financial statements arising out of audit findings;
  - (e) compliance with listing and other legal requirements relating to financial statements;
  - (f) disclosure of any related party transactions;
  - (g) modified opinion(s) in the draft audit report;

- (5) reviewing, with the management, the quarterly / half yearly financial statements before submission to the board for approval;
- (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 utilisation 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) 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;
- (16) 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;
- (17) 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;
- (18) to review the functioning of the whistle blower mechanism;
- (19) approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
- (20) Carrying out any other function as is mentioned in the terms of reference of the audit committee.

#### **E. Mandatory review by the Audit Committee**

The audit committee shall mandatorily review the following information:

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

The Company Secretary of the company shall act as the Secretary of the Committee.

#### **Nomination and Remuneration Committee**

Nomination and Remuneration Committee of our Board was constituted by our Directors by a board resolution dated March 08, 2017 pursuant to the provisions of Regulation 19 and Part D of Schedule II of SEBI LODR Regulations and the provisions of section 178 of the Companies Act, 2013.

The constituted Nomination and Remuneration Committee comprises the following:

<b>Sr. No.</b>	<b>Name of the Director</b>	<b>Status</b>	<b>Nature of Directorship</b>
1.	Mr. Awdhesh Shah	Chairman	Non- Executive Independent Director
2.	Mr. Ambreesh Tiwari	Member	Non- Executive Independent Director
3.	Mrs. Sonika Gupta	Member	Non – Executive and Non- Independent Director Director

**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 arise for review of Managerial Remuneration. The quorum for the meeting shall be one third of the total strength of the committee or two members, whichever is higher. Meeting of the Remuneration Committee shall be called by at least seven day's notice in advance.

**C. Terms of Reference:**

- (1) formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- (2) formulation of criteria for evaluation of performance of independent directors and the board of directors;
- (3) devising a policy on diversity of board of directors;
- (4) identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
- (5) 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.

**Stakeholders Relationship /Investors Grievance Committee**

Stakeholders Relationship Committee of our Board was constituted by our Directors by a board resolution dated March 08, 2017 pursuant to the provisions of Regulation 20 and Part D of Schedule II of SEBI LODR Regulations and the provisions of section 178 of the Companies Act, 2013.

The constituted Stakeholders Relationship Committee comprises the following:

Sr. No.	Name of the Director	Status	Nature of Directorship
1.	Mr. Ambreesh Tiwari	Chairman	Non Executive-Independent Director
2.	Mr. Awdhesh Shah	Member	Non Executive-Independent Director
3.	Mrs. Sonika Gupta	Member	Non – Executive and Non- Independent Director

The scope and function of the Shareholders / Investors Grievance Committee and its terms of reference shall include the following:

- A. Tenure:** The Stakeholder 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 Audit Committee as approved by the Board.-
- B. Meetings:** The Stakeholder 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 cages in the reverse for recording transfers have been fully utilized.
  - Issue of duplicate certificates and new certificates on split/consolidation/renewal, etc.;
  - attending to requests from the shareholders for demat/ remat of shares;
  - Review the process and mechanism of redressal of Shareholders /Investors grievance and suggest measures of improving the system of redressal of Shareholders /Investors grievances.

- considering and resolving grievances of the security holders of the Company, including complaints related to the transfer of shares, non-receipt of annual report and non-receipt of declared dividends;
- 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, 1992 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,
- Carrying out any other function contained in the equity listing agreements as and when amended from time to time.

The Company Secretary of the company shall act as the Secretary of the Committee.

### **Corporate Social Responsibility Committee**

Our company has pursuant to the provisions of section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014 constituted a Corporate Social Responsibility Committee of the Board of Directors so formed to undertake the below mentioned tasks:-

- a) To formulate and recommend to the Board, a CSR Policy which shall indicate the activities to be undertaken by the company as per the Companies Act, 2013;
- b) To review and recommend the amount of expenditure to be incurred on the activities to be undertaken by the company;
- c) To monitor the CSR policy of the company from time to time;
- d) any other matter as the CSR Committee may deem appropriate after approval of the Board of Directors or as may be directed by the Board of Directors from time to time.

The Corporate Social Responsibility Committee comprises the following:

Sr. No.	Name of the Director	Status	Nature of Directorship
1.	Mr. Abhishek Gupta	Chairman	Managing Director
2.	Mr. Sita Ram Gupta	Member	Non – Executive and Non Independent Director
3.	Mr. Awdhesh Shah	Member	Non Executive-Independent Director

### **Policy on disclosure and internal procedure for prevention of Insider Trading**

The provisions of Regulation 8 and 9 of the SEBI (Prohibition of Insider Trading) Regulations, 2015 will be applicable to our Company immediately upon the listing of its Equity Shares on the EMERGE platform of NSE. We shall comply with the requirements of the SEBI (Prohibition of Insider Trading) Regulations, 2015 on listing of Equity Shares on EMERGE platform of NSE. Further, Board of Directors at their meeting held on March 08, 2017 have approved and adopted the policy on insider trading in view of the proposed public issue.

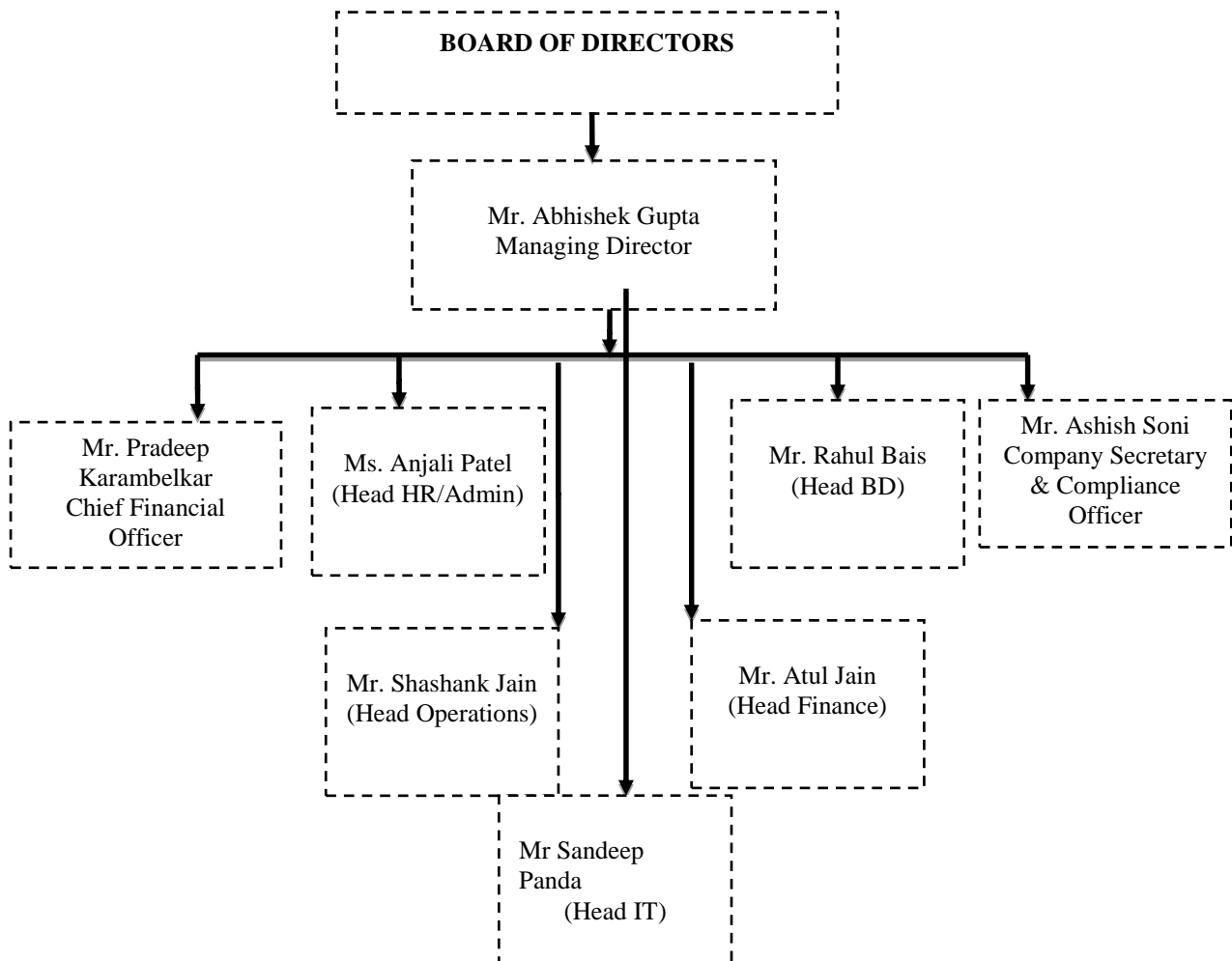
Company Secretary & Compliance Officer will be responsible for setting forth policies, procedures, monitoring and adherence to the rules for the preservation of price sensitive information and the implementation of the Code of Conduct under the overall supervision of the Board.

### **POLICY FOR DETERMINATION OF MATERIALITY AND MATERIALITY OF RELATED PARTY TRANSACTIONS AND ON DEALING WITH RELATED PARTY TRANSACTIONS:**

The provisions of the SEBI (Listing Obligation and Disclosures) Regulations, 2015 will be applicable to our Company immediately upon the listing of Equity Shares of our Company on EMERGE Platform of NSE. We shall comply with the requirements of the SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended on listing of Equity Shares on the EMERGE Platform of NSE. The Board of Directors at their meeting held on Septemebr 30, 2017 and March 08, 2017 have approved and adopted the policy for determination of materiality and determination of materiality of related party transactions and on dealing with related party transactions respectively.



**Management Organizational Structure**



**Profiles of our Key Managerial Personnel**

The details of the Key Managerial Personnel as on the date of this Red Herring Prospectus are set out below. All the Key Managerial Personnels are permanent employees of our Company. Except for certain statutory benefits, there are no other benefits accruing to the Key Managerial Personnel.

1. Mr. Pradeep Karambelkar, 44 years, is the Chief Financial Officer of our Company. Mr. Karambelkar holds a degree of B.Sc and MBA (Finance & Marketing) degree from Barkatullah University. Mr. Karambelkar has recently been associated with our Company and more than 15 years of experience in the field of IT and financial services.
2. Mr. Atul Jain, 43 years, is the Head of Finance of our Company. Mr. Jain holds a B.Com degree from Vidya Sagar University, Midnapore. Mr. Jain has more than 10 years of experience in finance.
3. Mr. Ashish Soni 27 years is Company Secretary and Compliance Officer of our Company. Mr. Ashish Soni is an associate member of Institute of Company Secretaries of India. He is a Law Graduate from ILS Law College, Pune and also holds a Commerce degree from the Barkatullah University. Mr. Ashish Soni has recently been associated with our Company. He is looking after all the coprate governance, listing compliances and company law function of our Company.
4. Ms. Anjali Patel, 40 years, is the Head HR/Admin of our Company. Ms. Patel holds a degree of M.Ed from Madurai KamarajUniversity. Ms. Patel has more than 15 years of experience in BPO.

5. Mr. Shashank Jain, 39 years, is the Head Operations of our Company. Mr. Jain is pursuing MBA from Punjab Technical University also holds a degree of Post Graduate in Computer Programming and Application from AISECT University, Bhopal and B.Com Degree from Rani Durgavati University of Jabalpur. Mr. Jain more than 16 years of experience majorly in Telecom domain.
6. Mr. Sandeep Panda, 32 years, is the Head IT of our Company. Mr. Panda is holds a MBA degree from IMT Bhopal. Mr. Panda has more than 7 (seven) years of experience in IT domain.
7. Mr. Rahul Bais, 35 years, is the Head of Business Development of our Company. Mr. Bais holds a degree of MBA from National Institute of Management. Mr. Rahul Bais has more than 9 (Nine) years of experience in BPO domain.

In relation to Brief profile of Mr. Abhishek Gupta, please refer the section titled "Our Management" on the page 93 of this Red Herring Prospectus.

#### **Status of Key Management Personnel in our Company**

All our key managerial personnel are permanent employees of our Company. The term of office of our key managerial personnel is until the attainment of 60 years of age.

#### **Shareholding of Key Management Personnel in our Company**

Except Mr. Abhishek Gupta, none of the Key Management Personnel holds Equity Shares in our Company as on the date of this Red Herring Prospectus.

#### **Bonus or profit sharing plan of the Key Managerial Personnel**

Our Company does not have a performance linked bonus or a profit sharing plans for the Key Management Personnel. However, our Company pays incentive to all its employees based on their performance including the Key Managerial Personnel's of our Company.

#### **Interests of Key Management Personnel**

The Key Management Personnel do not have any interest in our Company other than to the extent of the remuneration or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of business. For further details please refer the section titled "Our Management" on the page 93 of this Red Herring Prospectus.

#### **Payment of Benefits to Officers of our Company (non-salary related)**

Except as disclosed in this Red Herring Prospectus and any statutory payments made by our Company to its officers, our Company has not paid any sum, any non-salary related amount or benefit to any of its officers or to its employees including amounts towards super-annuation, ex-gratia/rewards.

Except statutory benefits upon termination of employment in our Company or superannuation, no officer of our Company is entitled to any benefit upon termination of such officer's employment in our Company or superannuation. Contributions are made by our Company towards provident fund, gratuity fund and employee state insurance.

Except as stated under section titled "Financial Information" beginning on page 111 of this Red Herring Prospectus, none of the beneficiaries of loans and advances or sundry debtors are related to our Company, our Directors or our Promoter.

#### **Relationship amongst the Key Managerial Personnel of our Company**

There is no family relationship amongst the Key Managerial Personnel of our Company.

#### **Relationship between the Directors and Key Managerial Personnel**

Except as disclosed in the section titled "Our Management" on the page 106 of this Red Herring Prospectus there are no family relationships between the Directors and Key Managerial Personnel of our Company.

### Arrangement and Understanding with Major Shareholders/Customers/ Suppliers

None of the above Key Managerial Personnel have been selected pursuant to any arrangement/understanding with major shareholders/customers/suppliers.

### Details of Service Contracts of the Key Managerial Personnel

Except for the terms set forth in the appointment letters, the Key Managerial Personnel have not entered into any other contractual arrangements with our Company for provision of benefits or payments of any amount upon termination of employment.

### Employee Stock Option or Employee Stock Purchase

Our Company has not granted any options or allotted any Equity Shares under the ESOP Scheme as on the date of this Red Herring Prospectus.

### Loans availed by Directors / Key Managerial Personnel of our Company

None of the Directors or Key Managerial Personnels have availed loan from our Company which is outstanding as on the date of this Red Herring Prospectus.

### Changes in our Company's Key Managerial Personnel during the last three (3) years

The changes in the Key Managerial Personnel of our Company in the last three (3) years are as follows:



No.	Name of the Key Managerial Personnel & Designation	Date of Appointment	Date of Resignation	Reason
1.	Mr. Abhishek Gupta Managing Director	October 01, 2016.	NA	To ensure better compliance
2.	Mr. Pradeep Karambelkar Chief Financial Officer	September 28, 2016	NA	To ensure better compliance
3.	Mr. Ashish Soni Company Secretary and Compliance Officer	September 28, 2016	NA	To ensure better compliance

## OUR PROMOTERS AND PROMOTER GROUP

### Our Promoters

Our Promoters are (i) Mr. Abhishek Gupta and (ii) Mrs. Sonika Gupta. As on the date of this Red Herring Prospectus, our Promoters hold 19,79,990 Equity Shares which in aggregate, constitutes 80.00 % of the issued and paid-up Equity Share capital of our Company.

### Details of Individual Promoters of our Company

	<p>Mr. Abhishek Gupta is the Promoter, and Managing Director of our Company. For further details, please refer to section titled "Our Management" beginning on page 93 of this Red Herring Prospectus.</p> <p>Permanent Account Number: AASPG3371N  Passport No.: M5473192  Aadhar No.: 270116330346  Driving license No.:MP04R-2011-0578067  Voter's identification card No.: WBX0562330</p> <p>For further details in relation to other ventures of Mr. Gupta, please refer to section titled "Group Entities of our Company" beginning on page 108 of this Red Herring Prospectus.</p>
	<p>Mrs. Sonika Gupta is the Promoter and Chairman cum Non-Executive and Non Independent Director of our Company. For further details, please refer to section titled "Our Management" beginning on page 93 of this Red Herring Prospectus.</p> <p>Permanent Account Number: AKKPG9236A  Passport No.: J3036295  Aadhar No.: 560942363983  Driving license No.:NA  Voter's identification card No.: WBX0562348</p> <p>For further details in relation to other ventures of Mrs. Gupta, please refer to section titled "Group Entities of our Company" beginning on page 108 of this Red Herring Prospectus.</p>

Our Company confirms that it has submitted the details of the PAN, Bank Account Number and Passport Numbers of our Promoters to NSE at the time of filing the Draft Red Herring Prospectus.

### Interests of our Promoters

Our Promoters are interested in our Company to the extent of their respective Equity shareholding in our Company and any dividend distribution that may be made by our Company in the future. For details pertaining to our Promoters' shareholding, please refer to section titled "Capital Structure" beginning on page 44 of this Red Herring Prospectus. Our Promoters are also interested to the extent they are Directors on our Board, as well as any remuneration of expenses payable to them. In addition, as on the date of this Red Herring Prospectus, our Promoter, Mr. Abhishek Gupta receives remuneration and reimbursement of expenses payable to them from our Company. For further information on remuneration to the Executive Directors, please refer to section titled "Our Management" beginning on page 93 of this Red Herring Prospectus.

Our Promoters have not entered into any contract, agreements or arrangements in which our Promoters are directly or indirectly interested and no payments have been made to them in respect of the contracts, agreements or arrangements which are proposed to be made with them including the properties purchased by our Company other than in the normal course of business.

None of our Promoters or Group Entities has any interest in any property acquired by our Company within two (2) years of the date of this Red Herring Prospectus or proposed to be acquired by it or in any transaction in acquisition of land or any construction of building or supply of machinery.

### Common Pursuits

Our Company does not have potential conflict of interest in addressing business opportunities and strategies in circumstances where the interest of our Company may be similar to that of the group entities.

### Interest of Promoters in Sales and Purchases

There are no sales/purchases between our Company and our Group Entity when such sales or purchases exceed in value the aggregate of 10% of the total sales or purchases of our Company or any business interest between our Company and our Group Entity as on the date of the last financial statements other than as stated in the section titled “**Group Entities of our Company**”. For further details, please refer to section titled "Financial Information - Annexure P - Related Party Transactions" beginning on 113 of this Red Herring Prospectus.

### Confirmations

Our Company hereby confirms that:

- ❖ None of our Promoters 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 the Promoters in the past or are pending against them.
- ❖ None of our Promoters, Promoter Group or Directors or persons in control of our Company or bodies corporate forming part of our Promoter Group have been (i) prohibited from accessing the capital markets 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.

### Payment or benefits to the Promoters in the last two (2) years

No payment or benefit has been made to the Promoters except as disclosed in the related party transaction. For further details, please refer to section 109 of this Red Herring Prospectus.

### Disassociation by the Promoters from entities in last three (3) years

None of our Promoters of the Company have disassociated from any of the companies or firms in the last three (3) years.

### Litigation details pertaining to our Promoters

For details on litigations and disputes pending against the Promoters and defaults made by our Promoters please refer to section titled "Outstanding Litigations and Material Developments" beginning on page 146 of this Red Herring Prospectus.

### Individual Promoter Group of our Promoters

In addition to our Promoters named in above section, the following natural persons are part of our Promoter Group in terms of Regulation 2(1) (zb) of SEBI (ICDR) Regulations:

Name of our Promoter	Name of the Relative	Relationship with the Relative
Mr. Abhishek Gupta	Mr. Sitaram Gupta	Father
	Mrs. Pushpa Gupta	Mother
	Ms. Renu Gupta	Sister
	Ms. Archana Gupta	Sister
	Ms. Aadya Gupta	Daughter
	Mr. Arnav Gupta	Son
	Mrs. Sonika Gupta	Spouse
	Mr. Om Prakash Gupta	Spouse's Father
	Mrs. Mangla Gupta	Spouse's Mother
	Mr. Vikas Seth	Spouse's Brother
	Mr. Vaibhav Seth	Spouse's Brother
	Mr. Vipul Seth	Spouse's Brother
Mrs. Sonika Gupta	Mr. Om Prakash Gupta	Father

Name of our Promoter	Name of the Relative	Relationship with the Relative
	Mrs. Mangla Gupta	Mother
	Mr. Vikas Seth	Brother
	Mr. Vaibhav Seth	Brother
	Mr. Vipul Seth	Brother
	Ms. Aadya Gupta	Daughter
	Mr. Arnav Gupta	Son
	Mr. Abhishek Gupta	Spouse
	Mr. Sitaram Gupta	Spouse's Father
	Mrs. Pushpa Gupta	Spouse's Mother
	Ms. Renu Gupta	Spouse's Sister
	Ms. Archana Gupta	Spouse's Sister

#### Promoter Group Entities of our Promoters

The following entities form a part of our Promoter Group entities in terms of Regulation 2(1) (zb) of SEBI (ICDR) Regulations:

1. Surevin Info Software Private Limited
2. Ownaspace FZ LLC



## **GROUP ENTITIES OF OUR COMPANY**

As per the requirements of SEBI (ICDR) Regulations, for the purpose of identification of 'group companies/ entities', our Company has considered companies as covered under the applicable accounting standards (i.e. Accounting Standard 18 issued by the Institute of Chartered Accountants of India) on a standalone basis, or other companies as considered material by our Board. Pursuant to a resolution of our Board dated September 28, 2016, for the purpose of disclosure in Issue documents for the Issue, a company shall be considered material and will be disclosed as a Group Entity if such company forms part of the Promoter Group, and our Company has entered into one or more transactions with such company in the previous audit fiscal year / period cumulatively exceeding 10% of the total revenue of our Company for such fiscal or audit period, as the case may be. No companies were considered to be material by our Board to be disclosed as a Group Company of our Company.

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**RELATED PARTY TRANSACTIONS**

For details on related party transactions of our Company, please refer to section titled "Financial Information - Annexure P - Related Party Transactions" beginning on page 136 of this Red Herring Prospectus.

### DIVIDEND POLICY

The declaration and payment of dividends, if any, will be recommended by our Board of Directors and approved by our shareholders at their discretion, subject to the provision of the Articles of Association and the Companies Act. The dividends, if any, will depend on a number of factors, including but not limited to the earnings, capital requirements and overall financial position of our Company. In addition, our ability to pay dividends may be impacted by a number of other factors, including, restrictive covenants under the loan or financing documents that we may enter into from time to time. Our Company has no formal dividend policy. Our Board may also, from time to time, pay interim dividends.

The dividends declared by our Company on the Equity Shares in each of the Financial Years 2013, 2014, 2015, 2016 and 2017 as per our Restated Financial Statements are given below:

<b>Particulars</b>	<b>March 31, 2013</b>	<b>March 31, 2014</b>	<b>March 31, 2015</b>	<b>March 31, 2016</b>	<b>March 31, 2017</b>
Face value per share (in Rs)	10	10	10	10	10
Dividend (in Rs.)	--	--	11,25,000	18,00,000	--
Dividend per share (in Rs.)	--	--	5	8	--
Rate of dividend (%)	--	--	50	80	--
Dividend Tax (Rs.)	--	--	2,24,933	3,66,438	--

**SECTION VI: FINANCIAL INFORMATION**

**FINANCIAL STATEMENTS**

**RESTATED FINANCIAL STATEMENTS**

**Independent Auditors' Report**

(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,  
Surevin BPO Services Limited  
Plot No. 40, Mandakani Housing Society,  
Behind Reliance Fresh,  
Kolar Road, Bhopal**

Dear Sirs,

**1. Report on Restated Financial Statements**

We have examined the Restated Financial Statements of **M/s. Surevin BPO Services Limited (formerly known as Surevin BPO Services Private Limited)** (hereinafter referred as “the Company”), the summarized statements of which annexed to this report have been prepared in accordance with the requirements of:

- a) Section 26 of Companies Act, 2013 (hereinafter referred to as the “Act”), read with the applicable provisions within Rule - 4 to 6 of Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended;
  - b) 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;
  - c) 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 Red Herring Prospectus/Red Herring Prospectus/ Prospectus being issued by the Company for its proposed Initial Public Offering of equity shares in SME Platform of NSE (“IPO” or “SME IPO”);
  - d) The (Revised) Guidance Note on Reports in Company Prospectuses issued by the Institute of Chartered Accountants of India (“ICAI”); and
  - e) In terms of Schedule VIII of the SEBI (ICDR) Regulations, 2009 and other provisions relating to accounts, We, **Mansaka Ravi & Associates**, Chartered Accountants, have been subjected to the peer review process of the Institute of Chartered Accountants of India (ICAI) and hold a valid **Certificate No. 008582 dated 23.12.2015** issued by the “Peer Review Board” of the ICAI.
2. The Restated Summary Statements and Financial information of the Company have been extracted/ prepared by the management from the Audited Financial Statements of the Company for the financial year ended on March 31, 2017, 2016, 2015, 2014 & 2013 which have been approved by the Board of Directors.
  3. Information of the Company are for the year ended on March 31, 2017 which have been audited by **M/s Sandeep Mukherjee & Associates, Chartered Accountants** for the and financial year ended on March 31, 2016, 2015, 2014 & 2013 which have been audited by **M/s M Arun & Co., Chartered Accountants** and books of account underlying those financial statements and other records of the Company, to the extent considered necessary by us, have been examined for the presentation of the Restated Summary Statements under the requirements of Schedule III of the Act.

#### 4. Financial Information as per Audited Financial Statements:

- 1) We have examined:
  - i. The attached Restated Statement of Assets and Liabilities of the Company, as at March 31, 2017, 2016, 2015, 2014 and 2013 (Annexure I);
  - ii. The attached Restated Statement of Profits and Losses of the Company for the financial year ended on March 31, 2017, 2016, 2015, 2014 and 2013 (Annexure II);
  - iii. The attached Restated Statement of Cash Flows of the Company for the financial year ended on March 31, 2017, 2016, 2015, 2014 and 2013 (Annexure III);
  - iv. 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 sub-clauses (i) and (iii) of clause (b) of sub-section (1) of section 26 of the Companies Act, 2013 read with Rule 4 of Companies (Prospectus and Allotment of Securities) Rules, 2014, the SEBI Regulations, the Revised Guidance Note on Reports in Company Prospectus and Revised Guidance Note on Audit Reports/Certificates on Financial Information in Offer Documents issued by the Institute of Chartered Accountants of India (the ‘ICAI’) and the terms of our engagement agreed with you, we report that:
  - a) The “**Restated Statement of Assets and Liabilities**” as set out in **Annexure I** to this report, of the Company as at March 31, 2017, 2016, 2015, 2014 and 2013 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.
  - b) The “**Restated Statement of Profit and Loss**” as set out in **Annexure II** to this report, of the Company for financial year ended on March 31, 2017, 2016, 2015, 2014 and 2013 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.
  - c) The “**Restated Statement of Cash Flow**” as set out in **Annexure III** to this report, of the Company for the financial year ended on March 31, 2017, 2016, 2015, 2014 and 2013 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 years ended March 31, 2017, 2016, 2015, 2014 and 2013 we are of the opinion that “**Restated Financial Statements**” or “**Restated Summary Statements**” have been made after incorporating:

- (i) Adjustments for any material amounts in the respective financial years have been made to which they relate; and
- (ii) There are no Extra-ordinary items except as shown in the Restated Profit & Loss Statement of that need to be disclosed separately in the Restated Summary Statements.
- (iii) 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.

- (iv) 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.
- (v) There are no revaluation reserves, which need to be disclosed separately in the “**Restated Financial Statements**”.
- (vi) The Company has paid dividend on its equity shares during financial year 2012-13 and 2015-16. The details of such dividend are as under:

Dividend Paid in Fiscal	Dividend declared for Fiscal	Dividend per Equity Share (in Rs.)	Total Number of Equity Shares	Aggregate Dividend Paid (in Lacs)
2012-13	2011-12	10.00	110,000	11.00
2016-17	2014-15	5.00	225,000	11.25
Not paid in full**	2015-16	8.00	2,25,000	18.00

**\*\* Company has not paid Rs. 1.95 lakhs out of dividend declared for the fiscal year 2015-16 upto 31st March, 2017.**

#### 5. Other Financial Information:

- 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 financial year ended on March 31, 2017, 2016, 2015, 2014 and 2013.

Restated Statement of Share Capital, Reserves And Surplus	Annexure-A
Restated Statement of Long Term And Short Term Borrowings	Annexure-B and B(A) & 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 Long-Term Loans And Advances	Annexure-H
Restated Statement of Trade Receivables	Annexure-I
Restated Statement of Cash & Cash Equivalents	Annexure-J
Restated Statement of Short-Term Loans And Advances	Annexure-K
Restated Statement of Other Current Assets	Annexure-L
Restated Statement of Other Income	Annexure-M
Restated Statement of Turnover	Annexure-N
Restated Statement of Mandatory Accounting Ratios	Annexure-O
Restated Statement of Related party transaction	Annexure-P
Restated Statement of Capitalization	Annexure-Q
Restated Statement of Tax shelter	Annexure-R
Restated Statement of Contingent liabilities	Annexure-S

- 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.
- We have carried out Re-audit of the financial statements for the Year ended on March 31, 2017 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 March 31, 2017. 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 March 31, 2017.



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 Annexure III and Annexure A to S of this report read along with the Restated Statement of Significant Accounting Policies and related Notes as set out in Annexure IV are prepared after making adjustments and regrouping as considered appropriate and have been prepared in accordance with Section 26 of the Act, read with the applicable provisions within Rule - 4 to 6 of Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, the SEBI Regulations, The Revised Guidance Note on Reports in Company Prospectuses and Revised 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 retrospective 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-drafting 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.

## 6. 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.

## 7. 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 March 31, 2017, 2016, 2015, 2014 and 2013;

b) In the case of the Restated Statement of Profit and Loss of the Company for the Financial Year ended on March 31, 2017, 2016, 2015, 2014 and 2013

c) In the case of the Restated Cash Flow Statement of the Company for the Financial Year ended March 31, 2017, 2016, 2015, 2014 and 2013.

**For Mansaka Ravi & Associates**  
**Chartered Accountants**  
**FRN: 015023C**  
**PRC No. 008582**

**Ravi Mansaka, FCA**  
**Partner**  
**M. No. 410816**

**Place: Jaipur**  
**Date: 05.07.2017**

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

(Amt in Rs.)

Particulars	31/03/2017	31/03/2016	31/03/2015	31/03/2014	31/03/2013
<b>I. EQUITY AND LIABILITIES</b>					
<b>Shareholder's Funds</b>					
Share Capital	24,750,000	2,250,000	2,250,000	2,250,000	2,250,000
Reserves and Surplus (excluding Revaluation Reserves, if any)	22,700,725	30,003,938	11,075,275	5,712,084	4,709,352
Money received against share warrants			-	-	-
Share Application Money Pending Allotment	-	-	-	-	-
<b>Non Current Liabilities</b>					
Long-term Borrowings	6,289,278	1,058,921	3,544,862	2,604,643	3,522,876
Deferred tax liabilities (Net)	-	-	-	95,970	-
Other Long Term Liabilities	-	-	-	-	-
Long-term Provisions	4,422,926	2,811,886	2,013,873	1,141,665	1,235,333
<b>Current Liabilities</b>					
Short-term Borrowings	4,446,609	6,848,773	11,604,040	10,819,326	6,564,225
Trade Payables	12,046,400	13,803,000	11,882,653	9,914,438	10,007,625
Other Current Liabilities	7,984,313	9,172,563	8,101,336	3,485,546	5,233,161
Short-term Provisions	2,014,565	15,766,227	8,221,076	477,889	21,704
<b>Total</b>	<b>84,654,816</b>	<b>81,715,309</b>	<b>58,693,115</b>	<b>36,501,562</b>	<b>33,544,276</b>
<b>II. Assets</b>					
<b>Non Current Assets</b>					
Fixed assets					
(i) Tangible Assets	12,185,123	13,037,577	11,528,729	10,298,843	11,427,655
(ii) Intangible Assets	1,502,374	2,437,173	3,046,644	2,030,645	2,176,974
(ii) Capital Work-In-Progress		-	-	-	-
(iv) Intangible Assets Under Development		-	-	-	-
Non Current Investments	110,000	10,000	10,000	10,000	10,000
Deferred Tax Assets (Net)	3,349,075	2,135,950	1,344,781	-	1,174,868
Long-term Loans and Advances	8,715,106	2,763,948	-	355,180	-
Other Non Current Assets		-	-	-	-
Current assets					
Current Investments					
Inventories		-	-	-	-
Trade Receivables	43,619,180	35,581,951	18,459,710	9,154,719	8,451,828
Cash and Cash Equivalents	8,140,973	5,748,837	5,199,969	1,690,426	289,716
Short-term Loans and Advances	3,374,762	16,096,740	9,503,629	8,948,827	8,484,231
Other Current Assets	3,658,223	3,903,133	9,599,654	4,012,922	1,529,003
<b>Total</b>	<b>84,654,816</b>	<b>81,715,309</b>	<b>58,693,116</b>	<b>36,501,562</b>	<b>33,544,276</b>

**Note:-** The above statement should be read with the significant accounting policies and notes to restated summary, profits and losses and cash flows appearing in Annexures II, III and IV.

**ANNEXURE – II****RESTATED STATEMENT OF PROFIT AND LOSS**

(Amt in Rs.)

Particulars		For the Period/Year ended				
		31/03/2017	31/03/2016	31/03/2015	31/03/2014	31/03/2013
Revenue From Operations		152,129,510	152,108,497	105,274,679	60,446,881	54,110,059
Other income		696,041	777,791	494,270	316,049	405,119
<b>Total Revenue</b>	<b>A</b>	<b>152,825,552</b>	<b>152,886,288</b>	<b>105,768,949</b>	<b>60,762,930</b>	<b>54,515,178</b>
Expenses:						
Employee benefits expense		89,224,505	76,122,755	53,585,130	32,641,668	35,656,431
Administrative and other Expenses		28,149,801	39,230,225	29,293,886	20,367,618	20,514,386
Finance costs		744,002	687,208	1,503,479	1,131,960	1,052,491
Depreciation and amortization expense		7,240,273	7,177,658	8,044,871	3,374,250	2,714,468
Changes in inventory of Stock in Trade			-	-	-	-
<b>Total Expenses</b>	<b>B</b>	<b>125,358,581</b>	<b>123,217,846</b>	<b>92,427,366</b>	<b>57,515,496</b>	<b>59,937,776</b>
<b>Profit before exceptional and extraordinary items and tax (A-B)</b>	<b>C</b>	<b>27,466,971</b>	<b>29,668,442</b>	<b>13,341,583</b>	<b>3,247,434</b>	<b>(5,422,598)</b>
Exceptional/Prior Period item		(3,062,557)	(174,525)	(184,214)	(877,440)	(321,398)
Profit before extraordinary items and tax		24,404,414	29,493,917	13,157,369	2,369,994	(5,743,996)
Extraordinary item		-	-	-	-	-
Profit Before Tax		24,404,414	29,493,917	13,157,369	2,369,994	(5,743,996)
Provision for Tax						
- Current Tax		10,297,517	12,539,844	6,827,814	451,602	-
- Deferred Tax Liability / (Asset)		(1,213,125)	(791,169)	(1,440,751)	1,270,839	(988,438)
MAT Credit Entitlement		-	-	355,180	(355,180)	-
Income-tax for Earlier Years		123,235	-	89,480	-	-
<b>Restated profit after tax for the period from continuing operations</b>		<b>15,196,787</b>	<b>17,745,242</b>	<b>7,325,646</b>	<b>1,002,733</b>	<b>(4,755,558)</b>
Profit/ (Loss) from Discontinuing operation		-	-	-	-	-
Tax expenses of discontinuing operations		-	-	-	-	-
Restated profit for the period		<b>15,196,787</b>	<b>17,745,242</b>	<b>7,325,646</b>	<b>1,002,733</b>	<b>(4,755,558)</b>

**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	For the Period/Year ended				
	31/03/2017	31/03/2016	31/03/2015	31/03/2014	31/03/2013
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>					
Net Profit before tax	24,404,414	29,493,917	13,157,369	2,369,994	(5,743,996)
<b>Adjustment for :</b>					
Less: Interest on Fixed Deposit	(515,673)	(452,531)	(480,527)	(23,209)	-
Less: Profit on sale of Fixed Assets	7,831		(13,743)		
Add: Depreciation	7,240,273	7,177,658	8,044,871	3,374,250	2,714,468
Add: Provision of Gratuity	1,624,389	811,636	889,250	(89,085)	(412,537)
Add: Interest on Borrowed Fund & Finance Charges	700,583	687,208	1,503,479	1,131,960	1,052,491
Operating profit before working capital changes	33,461,816	37,717,888	23,100,699	6,763,910	(2,389,574)
<b>Adjustment for :</b>					
(Increase)/Decrease in Trade Receivables	(8,037,229)	(17,122,241)	(9,304,991)	(702,891)	11,386,554
(Increase)/Decrease in Short Term loans and advances	2,424,461	(6,593,111)	(554,802)	(464,596)	229,032
(Increase)/Decrease in Other Current Assets	244,910	5,696,521	(5,586,732)	(2,483,919)	3,102,984
(Increase)/Decrease in Long Term loans and advances	(5,951,158)	(2,763,948)	-	-	-
Increase/(Decrease) in trade payables	(1,756,600)	1,920,347	1,968,215	(93,187)	1,066,249
Increase/(Decrease) in Short Term Borrowings	(2,402,164)	(4,755,267)	784,714	4,255,101	(1,179,126)
Increase/(Decrease) in other current liabilities	(258,250)	(53,773)	4,615,790	(1,747,615)	(2,194,412)
	(15,564,941)	(23,671,472)	(8,077,806)	(1,237,107)	12,411,281
<b>Cash generated from / (used in) operations</b>	<b>17,896,875</b>	<b>14,046,416</b>	<b>15,022,892</b>	<b>5,526,806</b>	<b>10,021,707</b>
Income Tax paid/(refund)	11,892,897	5,824,821	541,082	-	3,929,215
<b>Net cash generated from/(used in) operating activities - (A)</b>	<b>6,003,978</b>	<b>8,221,595</b>	<b>14,481,810</b>	<b>5,526,803</b>	<b>6,092,492</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>					
Purchase of tangible fixed assets	(5,555,851)	(8,077,035)	(10,910,735)	(2,099,109)	(7,354,572)
Sale of Fixed Assets	95,000	-	21,200	-	-
(Increase)/Decrease in Current Investments		-	-	-	-
Increase in Capital Work-in-Progress		-			
Interest Income from bank	515,673	452,531	480,527	23,209	-
Capital Subsidy from Government	-	3,349,859	-	-	-
<b>Net cash (used in) Investing Activities - (B)</b>	<b>(4,945,178)</b>	<b>(4,274,645)</b>	<b>(10,409,008)</b>	<b>(2,075,900)</b>	<b>(7,354,572)</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>					
Proceeds from issue of Share Capital		-	-	-	1,150,000
Interest & Finance Charges	(700,583)	(687,208)	(1,503,479)	(1,131,960)	(1,052,491)
Repayment of Long Term	5,230,357	(2,485,941)	940,219	(918,233)	2,474,093

Particulars	For the Period/Year ended				
	31/03/2017	31/03/2016	31/03/2015	31/03/2014	31/03/2013
borrowings					
Purchase of Investments	(100,000)	-	-	-	-
Dividend /DDT Paid	(3,096,438)	(224,933)	-	-	(1,278,453)
<b>Net cash(used in) / from financing activities - (C)</b>	1,333,336	(3,398,082)	(563,260)	(2,050,193)	1,293,149
Net Increase/(decrease) in Cash & Cash Equivalents (A+B+C)	2,392,136	548,868	3,509,542	1,400,710	31,069
Cash and cash equivalents at the beginning of the year	5,748,837	5,199,969	1,690,426	289,716	258,647
Cash and cash equivalents at the end of the year	8,140,973	5,748,837	5,199,969	1,690,426	289,716
Cash and cash equivalents at the end of year comprises :					
1. Components of cash and cash equivalents:					
<b>Particulars</b>	<b>3/31/2017</b>	<b>3/31/2016</b>	<b>3/31/2015</b>	<b>3/31/2014</b>	<b>3/31/2013</b>
Cash on hand	16,469	25,930	59,460	58,733	51,292
Balances with scheduled banks:					
In current accounts	424,680	411,874	625,509	211,693	188,424
In fixed deposit accounts	7,699,824	5,311,033	4,515,000	1,420,000	50,000
Total Cash and cash equivalents	8,140,973	5,748,837	5,199,969	1,690,426	289,716

**Notes:**

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 represents 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 as appearing in Annexures IV, I and II.

**ANNEXURE-IV****SIGNIFICANT ACCOUNTING POLICY AND NOTES TO THE RESTATED SUMMARY STATEMENTS****A. BACKGROUND**

Surevin BPO Services Limited, having registered office at **Plot No. 40, Mandakani Housing Society, Behind Reliance Fresh, Kolar Road, Bhopal** was incorporated on Jun 18, 2007 under the provisions of Companies Act, 1956 in Registrar of Companies, Madhya Pradesh and Chattishgarh. The Company is engaged in the business of Business Process Outsourcing Services. Company has been changed from Private Limited Company to a limited Company on September 23, 2016.

**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 March 31, 2017, 2016, 2015, 2014 and 2013, and the Restated Summary Statement of Profit and Loss and Restated Summary Statements of Cash Flows for the Financial Year ended on March 31, 2017, 2016, 2015, 2014 and 2013 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 Financial Year ended on March 31, 2017, 2016, 2015, 2014 and 2013.

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).

**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, employee retirement benefit plans, 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/revalued value (as valued by registered valuer) less accumulated depreciation and impairment losses, if any. 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.

Intangible assets are stated at acquisition cost, Net of accumulated amortization and accumulated impairment losses, if any. Intangible assets are amortized on a straight line basis over their estimated useful lives.

Gains or losses arising from the retirement or disposal proceeds and the carrying amount of the asset and recognized as income or expense in the Statement of Profit & Loss.

**4. DEPRECIATION****Tangible Fixed Assets**



Depreciation on tangible fixed assets is computed on considering useful life provided in the Schedule - II of the Act. During the preceding years, the Company was providing depreciation on written down value basis at the rate prescribed in Schedule XIV of the Companies Act, 1956.

Pursuant to Companies Act, 2013 ('the Act') being effective from April 1, 2014, the Company has revised depreciation rates on tangible fixed assets as per useful life specified in Part 'C' of Schedule II of the Act. And due to the same there has been a change in the estimated useful life of depreciable tangible assets which affects the depreciation in the current period and in each period during the remaining useful life of the assets. As the change is only in regard to accounting estimate requiring an adjustment of the carrying amount of tangible assets. The same do not require adjustment in the financial information for the years ended on March 31, 2014 and 2013. The Company has consistently calculated depreciation based on WDV method.

In respect of assets whose useful life had already exhausted as on 1 April 2014, Rs. 6,12,522/- has been adjusted in Reserves and Surplus as on 31.03.2014 in accordance with requirements of Para 7 of Part C of Schedule II of the Act.

## 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

- (i) 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 the 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. REVENUE RECOGNITION

- i. 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.
- ii. Revenue from services is recognized when it is provided as per agreed terms.
- iii. Any price variation is recognized in terms of contract with the customer, when accepted.

## 9. 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, are adjusted with the carrying cost of such assets.

## 10. EMPLOYEE BENEFITS

Defined-contribution plans:

(i) A defined contribution plan is a post-employment benefit plan under which the company pays specified contributions to a separate entity. The Company makes specified monthly contributions towards Provident Fund. The Company's contributions to Employees Provident Fund are charged to statement of profit and loss every year.

(ii) The company has no policy of encashment and accumulation of Leave. Therefore, no provision of Leave Encashment is being made.

(iii) Employee Gratuity Fund Scheme is the Defined Benefit Plan. Provision for gratuity has been made in the accounts, in case of those employees who are eligible for the retirement benefits. Gratuity is paid at the time of retirement of employees. Provision for gratuity liability is provided based on Actuarial Valuation made.

(iv) Short Term Employee Benefits like leave benefit, if any, are paid along with salary and wages on a month to month basis, bonus to employees are charged to profit and loss account on the basis of actual payment on year to year basis.

## 11. 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 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.

## 12. 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.

### **13. 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, or share split 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.

### **14. 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.

### **15. SEGMENT REPORTING:**

#### **(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 providing BPO Services 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 in one Geographical Segment namely "within India" and hence no separate information for geographic segment wise disclosure is required.

### **C. CHANGES IN ACCOUNTING POLICIES IN THE PERIODS/YEARS COVERED IN THE RESTATED FINANCIALS**

There is change in significant accounting policies adopted by the Company, the details of which are as under:

- 1) The Company has not been following the provisions of Accounting Standard – 15 "Employee Benefits" issued by the Institute of Chartered Accountants of India for provision for Gratuity and accordingly, the provision of gratuity has not been accounted for by the management in books of account. However, in restated financials, the company has adopted the provisions of Accounting Standard -15.

#### **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 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.
3. **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 in restated financials. The disclosures as envisaged under the standard are as under:-

<b>Particulars</b>	<b>2016-17</b>	<b>2015-16</b>	<b>2014-15</b>	<b>2013-14</b>	<b>2012-13</b>
1.The amounts recognised in the Balance Sheet are as follows:					
Present value of unfunded obligations Recognized	44,93,227	28,68,838	20,57,202	11,67,952	12,57,037
Fair Value of Plan Assets at the end of the Period	0.00	0.00	0.00	0.00	0.00
Net Liability Recognised in Balance Sheet and related analysis	44,93,227	28,68,838	20,57,202	11,67,952	12,57,037
Fund Status	(44,93,227)	(28,68,838)	(20,57,202)	(11,67,952)	(12,57,037)
2.The amounts recognised in the Profit & Loss A/c are as follows:					
Current Service Cost	15,84,730	9,95,029	8,00,536	3,96,400	4,71,355
Interest on Defined Benefit Obligation	2,36,539	1,64,576	93,436	1,00,563	1,33,566
Expected Return on Plan Assets	0.00	0.00	0.00	0.00	0.00
Net Actuarial Losses / (Gains) Recognized in Year	(1,96,880)	(3,47,969)	(4,722)	(5,86,048)	(10,17,458)
Expenses to be recognized in the statement of profit and loss accounts	16,24,390	8,11,636	8,89,250	(89,085)	(4,12,537)
3.Changes in the present value of defined benefit obligation:					
Present value of obligation as at the beginning of the year/period	28,68,838	20,57,202	11,67,952	12,57,037	16,69,574
Service cost	15,84,730	9,95,029	8,00,536	3,96,400	4,71,355
Interest cost	2,36,539	1,64,576	93,436	1,00,563	1,33,566
Actuarial Losses/(Gains)	(1,96,880)	(3,47,969)	(4,722)	(5,86,048)	(10,17,458)
Benefits Paid	0	0	0	0	0
Defined benefit obligation as at the end of the year/period	44,93,227	28,68,838	20,57,202	11,67,952	12,57,037
Benefit Description					
Benefit type:	Gratuity Valuation as per Act				
Retirement Age:	60 years	60 years	60 years	60 years	60 years
Vesting Period:	5 years	5 years	5 years	5 years	5 years
The principal actuarial assumptions for the above are:					
Future Salary Rise:	5.00% P.A	5.00% P.A	5.00% P.A	5.00% P.A	5.00% P.A
Discount rate per annum:	7.00% P.A	8.00% P.A	8.00% P.A	8.00% P.A	8.00% P.A
Attrition Rate:	2.00% P.A	2.00% P.A	2.00% P.A	2.00% P.A	2.00% P.A
Mortality Rate:	IALM 2006-08	IALM 2006-08	IALM 2006-08	IALM 2006-08	LIC 94-96

As informed to us, Company does not have any earned leave balance as on year ends.

#### 4. 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 Segment within the meaning of Accounting standard -17, which differ from each other in risk and reward.

#### 5. Change in Accounting Estimate

In Restated financials the Company has calculated the depreciation based on the rates given in Schedule XIV of the Companies Act, 1956 till 31.03.2014 and after 31.03.2014 based on the rates given in Schedule II of the Companies Act, 2013. In respect of assets whose useful life had already exhausted as on 1 April 2014, has been adjusted in Reserves and Surplus in accordance with requirements of Para 7 of Part C of Schedule II of the Act. Such assets which do not have useful life as on 01.04.2014 were having WDV of **Rs. 6,12,522/-**.

#### 6. 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 March 31, 2017 except as mentioned in Annexure -S, for any of the years covered by the statements

#### 7. 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 – P of the enclosed financial statements.

#### 8. 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	(Amount in Rs.)				
	As At				
	31/03/2017	3/31/2016	3/31/2015	3/31/2014	3/31/2013
<b>Deferred Tax Liability</b>					
Net WDV as Per Companies Act	13687497	15,474,750	14,575,373	12,329,488	13,604,629
Net WDV As per Income Tax Act	19323644	19,066,154	16,662,972	10,850,952	11,859,226
Timing Difference Due to Depreciation	(5,636,147)	(3,591,404)	(2,087,599)	1,478,536	1,745,403
Deferred Tax Liability (A)	(1,863,479)	(1,187,426)	(677,321)	456,867	539,330
Incremental Due to Depreciation	(676,054)	(510,104)	(1,134,189)	(82,462)	184,066
Gratuity Expenses Accumulated	4,493,227	2,868,838	2,057,202	1,167,952	1,257,037
Unabsorbed Depreciation/Losses		-	-	-	4,290,529
Deferred Tax Assets	1,485,596	948,524	667,459	360,897	1,714,198
Incremental Due to Unabsorbed Depreciation/Gratuity/Exp	537,072	281,065	306,562	(1,353,301)	1,172,505
Deferred Tax Assets (B)	1,485,596	948,524	667,459	360,897	1,714,198
Cumulative Balance of Deferred Tax Liability/(Deferred Tax Assets) (A-B)	(3,349,075)	(2,135,950)	(1,344,781)	95,970	(1,174,868)
Opening Deferred Tax Liability	(2,135,950)	(1,344,781)	95,970	(1,174,868)	(186,430)
Debited/(Credit) to Restated Statement of Profit and Loss Account	(1,213,125)	(791,169)	(1,440,751)	1,270,839	(988,438)

#### 9. Earnings Per Share (AS 20):

Earnings per Share have been calculated is already reported in the Annexure – O of the enclosed financial statements.

## 10. 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 01<sup>st</sup> 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 / (loss) 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 & loss of the company.

#### (i) Statement of Profit and Loss after Tax

**Table -1**

Particulars	2016-17	2015-16	2014-15	2013-14	2012-13
<b>Net Profit After Tax as per audited accounts but before adjustments for restated accounts:</b>	<b>18,810,047</b>	<b>16,938,135</b>	<b>9,937,765</b>	<b>2,537,661</b>	<b>(5,236,026)</b>
Decrease/(Increase) in Depreciation as per Companies Act	(469,082)	2,972,188	(1,744,213)	70,287	(74,417)
Decrease/(Increase) in Employee Benefits on account of Gratuity Provisions	(1,624,389)	(811,636)	(889,250)	89,085	412,537
(Decrease)/Increase in Profit on sale of Fixed Assets due to change in depreciation	(7,831)	-	676	-	-
(Decrease)/Increase in Interest Income - Adjustment	-	-	-	23,209	-
Decrease/(Increase) in expenses on account of bifurcation as prepaid and current expenses - Adjustment	-	(334,183)	291,701	(93,118)	135,600
(Decrease)/Increase in Bad Debts - Adjustment	-	-	-	(256,728)	(981,690)
Decrease/(Increase) in other expenses on account of TDS Defaults	(1545)	-	(1,855)	(402)	-
(Decrease)/Increase in MAT Credit Entitlement	-	-	(355,180)	355,180	-
Decrease/(Increase) in Provision for Tax	(520,848)	(1,851,879)	(1,251,198)	(451,602)	-
Decrease/(Increase) in DTL	(989,566)	832,617	1,337,200	(1,270,839)	988,438
Net Increase/ (Decrease)	(3,613,260)	807,107	(2,612,119)	(1,534,928)	480,468
<b>Profits after Tax as per Restated Accounts</b>	<b>15,196,787</b>	<b>17,745,242</b>	<b>7,325,646</b>	<b>1,002,733</b>	<b>(4,755,558)</b>

#### a) **Adjustment on account of provision for Gratuity:**

The Company did not provide gratuity based on the requirement of AS -15 (Revised), therefore during the restatement, provision for gratuity have been done as per the actuarial valuation and accordingly short/excess provisions in respective year were adjusted to comply with the requirement of AS-15 (Revised).

#### b) **Accounting of Depreciation**

During the process of restatement of Accounts, Company has rectified the Depreciation provision which was wrong on account of arithmetical errors and wrong rate of depreciation adopted, and non Compliance with the requirement of schedule II of the Companies Act, 2013 w.e.f. 1.4.2014 onwards. The same has been rectified and accordingly effect thereof has been stated in Table 1 (Statement of Profit and Loss after Tax).

#### c) **Adjustment on account of Provision of Deferred Tax:**

Due to changes in Depreciation and Provision for Gratuity, etc, the Company has recalculated the deferred tax liability and deferred tax assets at the rate of normal Tax rate applicable at the end of relevant year.

**d) Adjustment on account of Tax Provision and MAT Credit Entitlement and Set-off thereof**

Due to changes in accounting policies and other adjustments as stated above, the Company has recalculated the Income-tax provision and MAT Credit Entitlement and Set-off thereof at the rate of normal Tax rate applicable at the end of relevant year and accordingly, their amounts have been readjusted in restated financials.

**e) Adjustment on account of increase in interest income**

During the process of restatement of Accounts, Company has rectified the interest income amounting to Rs. 23,209/- which was accrued but not accounted for in the books of account. The same has been rectified and accordingly effect thereof has been stated in Table 1 (Statement of Profit and Loss after Tax).

**f) Adjustment on account of mismatch in TDS Receivables as per 26AS and as per books of Account**

During the process of restatement of Accounts, Company has rectified TDS receivables account to match its figures with 26AS form and accordingly, there corresponding effect has been given in the account of sundry debtors, bad debts and misc incomes.

**g) Accounting of Excess Depreciation prior to 31.03.2012:**

During the period of restatement, the Company has identified excess depreciation charged upto 31.03.2012 and accordingly has transferred Rs. 44,52,218/- in Opening balance of Retained earnings and Rs. 1,39,735/- has been reduced from Opening balance of Retained earnings on account of deferred tax impact on such excess depreciation amount and adjusted the carrying amount of fixed Assets and deferred tax as on 01.04.2012.

**11. Realizations:**

In the opinion of the Board and to the best of its knowledge and belief, the value on realization 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.

**12. Contractual liabilities**

All other contractual liabilities connected with business operations of the Company have been appropriately provided for.

**13. Amounts in the financial statements**

Amounts in the financial statements are rounded off to nearest Ruppees. Figures in brackets indicate negative values.

**For Mansaka Ravi & Associates**  
**Chartered Accountants**  
**FRN 015023C**  
**PRC No. 008582**

**Ravi Mansaka, FCA**  
**Partner**  
**Membership No. 410816**  
**Date: 05.07.2017**  
**Place: Jaipur**



**ANNEXURE – A**  
**STATEMENT OF SHARE CAPITAL, RESERVES AND SURPLUS**

(Amt in Rs.)

Particulars	As at				
	31/03/2017	31/03/2016	31/03/2015	31/03/2014	31/03/2013
<b>Share Capital</b>					
<b>Authorised Share Capital</b>	<b>35,000,000</b>	<b>2,500,000</b>	<b>2,500,000</b>	<b>2,500,000</b>	<b>2,500,000</b>
Equity shares of Rs.10 each					
Share Capital					
Issued, Subscribed and Paid up Share Capital	24750000	2,250,000	2,250,000	2,250,000	2,250,000
Equity Shares of Rs. 10 each fully paid up					
Share Capital (in Rs.)					
<b>Total</b>	<b>24,750,000</b>	<b>2,250,000</b>	<b>2,250,000</b>	<b>2,250,000</b>	<b>2,250,000</b>
Reserves and Surplus					
A) Capital Reserves	3,349,859		-	-	-
Subsidy from MP Government	-	3,349,859	-	-	-
Less: Utilised During the Year in Bonus Shares	-	-	-	-	-
<b>Total (A)</b>	<b>3,349,859</b>	<b>3,349,859</b>	<b>-</b>	<b>-</b>	<b>-</b>
B) General Reserve					
Opening Balance	9,000,000	6000000	3,000,000	3,000,000	3,000,000
Add: Addition during the year	-	3,000,000	3,000,000	-	-
Less: Utilisation during the year	(9,000,000)				
<b>Total (B)</b>	<b>-</b>	<b>9000000</b>	<b>6,000,000</b>	<b>3,000,000</b>	<b>3,000,000</b>
C) Surplus in Profit and Loss account					
Opening Balance	17,654,079	5,075,275	2,712,084	1,709,352	6,464,909
Add: Profit for the year	15,196,787	17,745,242	7,325,646	1,002,733	(4,755,558)
Less: Transfer to General Reserve		(3,000,000)	(3,000,000)	-	-
Less: Proposed Dividend	-	(1,800,000)	(1,125,000)	-	-
Less: Tax on Dividend	-	(366,438)	(224,933)	-	-
Less: Depreciation on translation	-	-	(612,522)	-	-
Less: Bonus Share Issued	(13,500,000)	-	-	-	-
<b>Total (C)</b>	<b>19,350,866</b>	<b>17,654,079</b>	<b>5,075,275</b>	<b>2,712,084</b>	<b>1,709,352</b>
<b>Total (A+B+C)</b>	<b>22,700,725</b>	<b>30,003,938</b>	<b>11,075,275</b>	<b>5,712,084</b>	<b>4,709,352</b>

## 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 IV, I, II and III.

5. The reconciliation of the number of shares outstanding as at: -

Particulars	As at				
	31/03/2017	31/03/2016	31/03/2015	31/03/2014	31/03/2013
Number of shares at the beginning	225,000	225,000	225,000	225,000	110,000
Add: Bonus Shares issued during the year	2,250,000	-	-	-	115,000
Less: Shares bought back during the Year	-	-	-	-	-
<b>Number of shares at the end</b>	<b>2,475,000</b>	<b>225,000</b>	<b>225,000</b>	<b>225,000</b>	<b>225,000</b>

6. The detail of shareholders holding more than 5% of Shares as at: -

Name of Share Holder	As at ( No of Shares)				
	31/03/2017	31/03/2016	31/03/2015	31/03/2014	31/03/2013
Abhishek Gupta	1,178,100	107,100	107,100	107,100	107,100
Sonika Gupta	1,131,900	102,900	102,900	102,900	102,900

**ANNEXURE – B**  
**STATEMENT OF LONG TERM AND SHORT TERM BORROWINGS**

(Amt in Rs.)

Particulars	As at				
	31/03/2017	31/03/2016	31/03/2015	31/03/2014	31/03/2013
<b>Long Term Borrowings</b>					
<b>From Banks/Financial Institutions (Secured)</b>					
Term Loans	3,113,342	1,058,921	3,544,862	2,604,643	3,522,876
Loans and advances (Unsecured)					
From Promoters/Directors/Related Parties	3,175,936	-	-	-	-
From others	-	-	-	-	-
<b>Total</b>	<b>6,289,278</b>	<b>1,058,921</b>	<b>3,544,862</b>	<b>2,604,643</b>	<b>3,522,876</b>
Current portion of long-term borrowings, included under Other current liabilities					
<b>Term Loans and Car Loans</b>		-	-	-	-
<b>Short Term Borrowings</b>					
From Banks (Secured)					
Bank Working Capital Loan/OD/CC	4,446,609	4,383,623	4,688,890	5,264,176	4,471,075
From Promoters/Directors/Related Parties		2,465,150	6,915,150	5,055,150	1,593,150
Loan from others		-	-	500,000	500,000
<b>Total</b>	<b>4,446,609</b>	<b>6,848,773</b>	<b>11,604,040</b>	<b>10,819,326</b>	<b>6,564,225</b>
<b>The above amount includes:</b>					
<b>Secured Borrowings</b>	<b>7,559,950</b>	<b>5,442,544</b>	<b>8,233,752</b>	<b>7,868,819</b>	<b>7,993,951</b>
<b>Unsecured Borrowings</b>	<b>3,175,936</b>	<b>2,465,150</b>	<b>6,915,150</b>	<b>5,555,150</b>	<b>2,093,150</b>

**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 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.

4. The terms and conditions and other information in respect of Unsecured Loans are given in Annexure -B (A)

**NNEXURE - B (A)**

**STATEMENT OF PRINCIPAL TERMS OF SECURED LOANS AND ASSETS CHARGED AS SECURITY**

(Amt in Rs.)

Name of Lender	Purpose	Loan A/c No.	Sanctioned Amount	Rate of interest	Primary Security	Collateral/Other Security	Re-Payment Schedule	Moratorium	Outstanding amount as on 31.03.2017 as per Books
SBI	Car Loan	32185205759	538,000	-	Motor Car	Motor Car	Monthly	-	3809
SBI	Cash Credit	31299148162	5,000,000	13.75%	Hypothecation of stocks Book Debts/Bills	Covered under CGTMSE			4,446,609
SBI	Term Loan	32586059517	3,000,000	13.85%	Hypothecation of items purchased out of Banks Finance	Covered under CGTMSE	Monthly		387,531
UCO Bank	Vehicle Loan	21780610009574	1,150,000	9.95%	Motor Car	Motor Car	Monthly	-	835,114
Toyota Financial Services	Vehicle Loan	NBPL1074	2,167,309	9.61%	Motor Car	Motor Car	Monthly	-	1,886,888
<b>Total</b>			<b>11,855,309</b>						<b>7,559,950</b>

**ANNEXURE - B (B)**

**STATEMENT OF TERMS & CONDITIONS OF UNSECURED LOANS**

Details of Unsecured Loans outstanding as at the end of the respective year from Directors/Promoters/Promoter Group /Associates/Relatives of Directors/Group Companies/other entities

Unsecured Loans from Promoters/Directors are interest free and all are taken without any preconditions attached towards repayments.

**Rate of Interest – Nil**

(Amt in Rs.)

1	Abhishek Gupta	As at		
		31/03/2017	31/03/2016	31/03/2015
	Opening Balance Cr/(Dr)	1,985,150	5,535,150	3,625,150
	Amount Received/credited	3,610,786	2,300,000	9,000,000
	Amount repaid/adjusted	3,500,000	5,850,000	7,090,000
	<b>Outstanding Amount</b>	<b>2,095,936</b>	<b>1,985,150</b>	<b>5,535,150</b>

**Rate of Interest – Nil**

(Amt in Rs.)

2	Sonika Gupta
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Particulars	As at		
	31/03/2017	31/03/2016	31/03/2015
Opening Balance Cr/(Dr)	480,000	1,380,000	1,430,000
Amount Received/credited	1,600,000	-	150,000
Amount repaid/adjusted	1,000,000	900,000	200,000
<b>Outstanding Amount</b>	<b>1,080,000</b>	<b>480,000</b>	<b>1,380,000</b>

**ANNEXURE – C**  
**STATEMENT OF DEFERRED TAX (ASSETS) / LIABILITIES**

(Amt. in Rs.)

Particulars	For the Period/year ended				
	31/03/2017	31/03/2016	31/03/2015	31/03/2014	31/03/2013
<b>Opening Balance (A)</b>					
Opening Balance of Deferred Tax (Asset) / Liability	(2,135,950)	(1,344,781)	95,970	(1,174,868)	(186,430)
<b>Current Year Provision (B)</b>					
(DTA) / DTL on Depreciation	(676,054)	(510,104)	(1,134,189)	(82,462)	184,066
(DTA) / DTL on Provision for Gratuity/Carry Forward Losses	537,072	281,065	306,562	(1,353,301)	1,172,505
<b>Closing Balance of Deferred Tax (Asset) / Liability (A+B)</b>	<b>(3,349,075)</b>	<b>(2,135,950)</b>	<b>(1,344,781)</b>	<b>95,970</b>	<b>(1,174,868)</b>

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 IV, I, II and III .

**ANNEXURE – D**  
**STATEMENT OF LONG TERM PROVISIONS**

(Amt. in Rs.)

Particulars	As at				
	31/03/2017	31/03/2016	31/03/2015	31/03/2014	31/03/2013
Provision for Employee Benefits	-	-	-	-	-
Provision for Gratuity	4,422,926	2,811,886	2,013,873	1,141,665	1,235,333
Other Provisions	-	-	-	-	-
<b>TOTAL</b>	<b>4,422,926</b>	<b>2,811,886</b>	<b>2,013,873</b>	<b>1,141,665</b>	<b>1,235,333</b>

**ANNEXURE – E**  
**STATEMENT OF TRADE PAYABLES**

(Amt. in Rs.)

Particulars	As at				
	31/03/2017	31/03/2016	31/03/2015	31/03/2014	31/03/2013
<u>Trade Payables</u>					
Micro, Small and Medium Enterprises	-	-	-	-	-
Other -For Services	12,046,400	13,803,000	11,882,653	9,914,438	10,007,625
<b>Total</b>	<b>12,046,400</b>	<b>13,803,000</b>	<b>11,882,653</b>	<b>9,914,438</b>	<b>10,007,625</b>

**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.
- Amount due to entities covered under Micro, Small and Medium Enterprises as defined in the Micro, Small, Medium Enterprises Development Act, 2006, have been identified on the basis of information available with the Company. There was no amount due to any such entities which needs to be disclosed.

**ANNEXURE – F**  
**STATEMENT OF OTHER CURRENT LIABILITIES AND SHORT TERM PROVISIONS**

(Amt. in Rs.)

Particulars	As at				
	31/03/2017	31/03/2016	31/03/2015	31/03/2014	31/03/2013
<b>Other Current Liabilities</b>					
Security Deposit payable	50,000	50000	50000	50000	150800
Statutory Dues	1,211,707	1316119	1196738	497725	701096
TDS Payable					
Performance Bonus Payable	-	-	-	-	28,390
Directors remuneration payable	-	-	118,225	115,671	120,156
Provision for Expenses		592,262	551,201	472,000	754,602
Salary Payable	6,523,263	6,086,384	6,182,374	2,349,207	3,477,576
Provision for TDS Defaults	4,343	2,798	2,798	943	541
Dividend Payable	195,000	1,125,000	-	-	-
<b>Total</b>	<b>7,984,313</b>	<b>9,172,563</b>	<b>8,101,336</b>	<b>3,485,546</b>	<b>5,233,161</b>
<b>Short-Term Provisions</b>					
Provision for Current Year Tax	-	12,539,844	6,827,814	451,602	-
Proposed Dividend	-	1,800,000	1,125,000	-	-
Provision for Employee Benefits - Gratuity	70,301	56,952	43,329	26,287	21,704
Provision For Dividend Distribution Tax	-	366,438	224,933	-	-
Income-tax Liability for Earlier Years	1,773,175	1,002,993	-	-	-
Provision for Expenses	171,089				
<b>Total</b>	<b>2,014,565</b>	<b>15,766,227</b>	<b>8,221,076</b>	<b>477,889</b>	<b>21,704</b>

**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.

**ANNEXURE – G**  
**STATEMENT OF FIXED ASSETS**

(Amt. in Rs.)

Particulars	As at				
	31/03/2017	31/03/2016	31/03/2015	31/03/2014	31/03/2013
<b>(i) Tangible Assets</b>					
Furniture & Fixtures	4,180,248	4774331	3127896	2225693	1731042
Air Conditioners	1,008,300	1248724	1417082	1058977	1184225
Office Equipments	1,326,692	1682396	2072751	2543991	2674205
Computers	2,118,970	2979081	3464283	2468757	3476733
Vehicles	3,064,830	1667693	512113	733904	990290
Electric Installation & Equipments	486,083	685,352	934,604	1,267,521	1,371,160
<b>Total Tangible Assets</b>	<b>12,185,123</b>	<b>13037577</b>	<b>11528729</b>	<b>10298843</b>	<b>11427655</b>
<b>(ii) Intangible Assets</b>					
Software	1,502,374	2437173	3046644	2030645	2176974
<b>Grand Total</b>	<b>13,687,497</b>	<b>15,474,750</b>	<b>14,575,373</b>	<b>12,329,488</b>	<b>13,604,629</b>

**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.

**ANNEXURE – H**  
**STATEMENT OF LONG TERM LOANS AND ADVANCES**

(Amt. in Rs.)

Particulars	As at				
	3/31/2017	3/31/2016	3/31/2015	3/31/2014	3/31/2013
Unsecured, Considered Good unless otherwise stated					
MAT Credit Entitlement		-	-	355,180	-
Other Receivables		2,763,948	-	-	-
Security Deposits	8,715,106				
<b>Total</b>	<b>8,715,106</b>	<b>2,763,948</b>	<b>-</b>	<b>355,180</b>	<b>-</b>

**Note:-**

- 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.

**ANNEXURE – I**  
**STATEMENT OF TRADE RECEIVABLES**

(Amt. in Rs.)

Particulars	As At				
	3/31/2017	3/31/2016	3/31/2015	3/31/2014	3/31/2013
<i>Outstanding for a period exceeding six months</i>					
<b>(Unsecured and considered Good)</b>					
From Directors/Promoters/ Promoter Group/Associates/ Relatives of Directors/ Group Companies.			-	-	-
Others		-	-	-	-
<b>(Unsecured and considered Doubtful)</b>					
From Directors/Promoters/Promoter Group/Associates/ Relatives of Directors/ Group Companies.					
Others	24,557,918	11,354,111	3,413,591	1,182,432	874,060
<i>Outstanding for a period not exceeding 6 months (Unsecured and considered Good)</i>					
From Directors/Promoters/Promoter Group/Associates/ Relatives of Directors/ Group Companies.					
Others	19,061,262	24,227,840	15,046,119	7,972,287	7,577,768
<b>Total</b>	<b>43,619,180</b>	<b>35,581,951</b>	<b>18,459,710</b>	<b>9,154,719</b>	<b>8,451,828</b>

**Note:-**

- 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.

**ANNEXURE – J**  
**STATEMENT OF CASH & CASH EQUIVALENTS**

(Amt. in Rs.)

Particulars	As at				
	3/31/2017	3/31/2016	3/31/2015	3/31/2014	3/31/2013
Cash in Hand (As Certified by Management)	16,469	25,930	59,460	58,733	51,292
Balances with Banks					
- In Current Accounts	424,680	411,874	625,509	211,693	188,424
- FD	7,699,824	5,311,033	4,515,000	1,420,000	50,000
<b>Total</b>	<b>8,140,973</b>	<b>5,748,837</b>	<b>5,199,969</b>	<b>1,690,426</b>	<b>289,716</b>

**Note:**

- |  |
|--|
| 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 IV, I, II and III. |

**ANNEXURE – K**  
**STATEMENT OF SHORT-TERM LOANS AND ADVANCES**

(Amt. in Rs.)

Particulars	As at				
	3/31/2017	3/31/2016	3/31/2015	3/31/2014	3/31/2013
TDS Receivables	1,845,976	11,769,662	5,824,821	5,455,333	6,421,172
SIM Balance		-	-	-	200,463
Staff Advance	502,500	288,000	20,000	35,500	13,500
Advance to Others	692,813	409,257	314,800	727,800	219,493
Security Deposits	-	3,368,107	2,590,990	1,819,950	1,622,950
Advance for Job Work	-	-	700,000	700,000	-
Service Tax Receivables	333,473	261,714	53,018	210,244	6,653
<b>Total</b>	<b>3,374,762</b>	<b>16,096,740</b>	<b>9,503,629</b>	<b>8,948,827</b>	<b>8,484,231</b>

**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 IV, I, II and III. |

**ANNEXURE – L**  
**STATEMENT OF OTHER CURRENT ASSETS**

(Amt. in Rs.)

Particulars	As at				
	3/31/2017	3/31/2016	3/31/2015	3/31/2014	3/31/2013
Pre Paid Expenses	-	-	334,183	109,450	158,010
Accrued Interest on FDR's	20,887	20,887	379,155	20,887	-
Income-tax Refundables	3,637,336	3,882,246	8,886,316	3,882,585	1,370,993
<b>Total</b>	<b>3,658,223</b>	<b>3,903,133</b>	<b>9,599,654</b>	<b>4,012,922</b>	<b>1,529,003</b>

**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 IV, I, II and III. |

**ANNEXURE – M**  
**STATEMENT OF OTHER INCOME**

(Amt. in Rs.)

Particulars	For the year ended				
	3/31/2017	3/31/2016	3/31/2015	3/31/2014	3/31/2013
Related and Recurring Income:					
	515,673	452,531	480,527	23,209	-
Non-related and Non-recurring income:					
	180,368	325,260	13,743	292,840	405,119
<b>Total</b>	<b>696,041</b>	<b>777,791</b>	<b>494,270</b>	<b>316,049</b>	<b>405,119</b>



**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 IV, I, II and III.

**ANNEXURE – N**  
**STATEMENT OF TURNOVER**

(Amt. in Rs.)

Particulars	For the year ended				
	3/31/2017	3/31/2016	3/31/2015	3/31/2014	3/31/2013
Call Centre Operations	144,590,559	144,586,333	96,938,634	58,647,742	54,110,059
Software Development	188,410	516,116	321,106	264,106	-
Contract Income	6,589,940	4,789,897	2,068,122	865,533	-
Training & Skill Development	760,602	2,216,151	5,946,817	669,500	-
<b>Total</b>	<b>152,129,510</b>	<b>152,108,497</b>	<b>105,274,679</b>	<b>60,446,881</b>	<b>54,110,059</b>

**ANNEXURE – O**  
**STATEMENT OF MANDATORY ACCOUNTING RATIOS**

(Amt. in Rs.)

Particulars	As at				
	3/31/2017	3/31/2016	3/31/2015	3/31/2014	3/31/2013
Net Worth (A)	47,450,725	32,253,938	13,325,275	7,962,084	6,959,352
Restated Profit after tax	15,196,787	17,745,242	7,325,646	1,002,733	(4,755,558)
Adjusted Profit after Tax (B)	15,196,787	17,745,242	7,325,646	1,002,733	(4,755,558)
Number of Equity Share outstanding as on the End of Year/Period ( C )	2,475,000	225,000	225,000	225,000	225,000
Weighted average no of Equity shares at the time of end of the year (D)	2,475,000	2,475,000	2,475,000	2,475,000	1,210,000
Current Assets (E)	58,793,138	61,330,661	42,762,962	23,806,894	18,754,778
Current Liabilities (F)	26,491,887	45,590,563	39,809,105	24,697,199	21,826,715
Face Value per Share (in Rs.)	10	10	10	10	10
Restated Basic and Diluted Earning Per Share (Rs.) (B/D) (Refer Note 1 given below)	6.14	7.17	2.96	0.41	-3.93
Return on Net worth (%) (B/A)	32.03	55.02	54.98	12.59	-68.33
Net asset value per share (A/C)	19.17	143.35	59.22	35.39	30.93
Adjusted Net asset value per share based on Weighted average number of share (A/D)	19.17	13.03	5.38	3.22	5.75
Current Ratio (E/F)	2.22	1.35	1.07	0.96	0.86

**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 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 10:1 (10 share bonus for Every 1 shares held in Company) dated 21/09/2016 to all existing shares holders. Accordingly, the number of equity shares considered for computation of basic and diluted earnings per share for the year ended March 31, 2016, March 31, 2015, March 31, 2014 and March 31, 2013, 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 -P**  
**STATEMENT OF RELATED PARTY TRANSACTION**

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	Nil
2)	Key Management Personnels:	Nil
3)	Relative of Key Management Personnels:	Nil
4)	Directors:	1. Abhishek Gupta 2. Sonika Gupta

**1. Transaction with Companies/Entity owned or significantly influenced by Director/KMP**

(Amt. in Rs.)

Sr. No.	Nature of Transaction	31/03/2017	31/03/2016	31/03/2015	31/03/2014	31/03/2013
1	<b>Abhishek Gupta</b>					
	Opening Balance {Cr./(Dr)}	1,985,150	5,535,150	3,625,150	603,150	1,573,150
	Remuneration	821,000	1,053,950	768,000	768,000	768,000
	Amount Received/credited	3,610,786	2,300,000	9,000,000	6,180,000	3,340,000
	Amount repaid/adjusted	3,500,000	5,850,000	7,090,000	3,158,000	4,310,000
	<b>Closing Balance {Cr./(Dr)}</b>	2,095,936	1,985,150	5,535,150	3,625,150	603,150
2	<b>Sonika Gupta</b>					
	Opening Balance {Cr./(Dr)}	480,000	1,380,000	1,430,000	990,000	990,000
	Remuneration	821,000	1,053,950	768,000	768,000	768,000
	Amount Received/credited	1,600,000	-	150,000	640,000	1,390,000
	Amount repaid/adjusted	1,000,000	900,000	200,000	200,000	1,390,000
	Closing Balance {Cr./(Dr)}	1,080,000	480,000	1,380,000	1,430,000	990,000

**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 IV, I, II and III.
3. 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 – Q**  
**STATEMENT OF CAPITALISATION**

(Amt. in Rs.)

Particulars	Pre-Issue	Post-Issue*
	31/03/2017	
<b>Debt :-</b>		
Short Term Debt	26,491,887	26,491,887
Long Term Debt	10,712,204	10,712,204
Total Debt	37,204,091	37,204,091
Share Capital	24,750,000	[●]
Reserves & Surplus	22,700,725	[●]
Less: Miscellaneous Expenses not w/off	-	[●]
Total Shareholders' Fund (Equity)	47,450,725	[●]
Long Term Debt/Equity	0.23	[●]
Total Debt/Equity	0.78	[●]

\* The Corresponding post issue figures are not determinable at this stage pending the completion of public issue and hence have not been furnished.

**Notes:**

1. Short term Debts represent which are expected to be paid/payable within 12 months.
2. Long term Debts represent debts other than Short term Debts as defined above.
3. The figures disclosed above are based on restated statement of Assets and Liabilities of the Company as at 31/03/2016.
3. The Company has issued Bonus shares in the ratio 10:1 by Capitalising Free Reserves on 21.09.2016.

**ANNEXURE - R**  
**STATEMENT OF TAX SHELTER**

(Amt. in Rs.)

Particulars	As at				
	31/03/2017	31/03/2016	31/03/2015	31/03/2014	31/03/2013
Net Profit/(Loss) before taxes (A)	24,404,414	29,493,917	13,157,369	2,369,994	(5,743,996)
Tax Rate Applicable %	33.06%	33.06%	32.45%	30.90%	30.90%
Minimum Alternate Taxes (MAT)	20.39%	20.39%	20.01%	19.06%	19.06%
<b>Adjustments:</b>					
Add: Depreciation as per Companies Act, 1956/2013	7,240,273	7,177,658	8,044,871	3,374,250	2,714,468
Add: Expenditure on Account of Interest on Delay payment of TDS and non Payment/Short payment of TDS	2,390	928	30,918	-	2,520
Add:- TDS Demand as per 26 AS	1,545	-	1,855	402	-
Add: Donation Paid not Allowed Under Income Tax	5,100	-	-	-	-
Add: Prior Period Expenses	3,062,557	1,255,250	184,214	877,440	321,398
Add: Provision for Gratuity - Disallowed u/s 43B (b)	1,624,389	811,636	889,250	(89,085)	(412,537)
Add: Disallowed U/s 36(1)/37	-	4,861,587	4,921,767	1,176,958	2,137,770
Add/Less: Profit/Loss on Sale of Fixed Assets	7,831	-	(13,743)	-	-
Less: Depreciation as per Income Tax Act, 1961	(5,203,360)	(5,673,853)	(5,077,516)	(3,107,382)	(3,310,152)
Net Adjustments (B)	6,740,725	8,433,205	8,981,616	2,232,583	1,453,467
Business Income (A+B)	31,145,138	37,927,122	22,138,985	4,602,577	(4,290,529)
Less: Unabsorbed Depreciation to be utilised for Set-Off		-	-	4,290,529	-

Particulars	As at				
	31/03/2017	31/03/2016	31/03/2015	31/03/2014	31/03/2013
<b>Gross Total Income</b>	<b>31,145,138</b>	<b>37,927,122</b>	<b>22,138,985</b>	<b>312,047</b>	-
Tax Payable as per Normal Rate	10,297,517	12,539,844	7,182,994	96,423	-
MAT Credit Set Off		-	355,180	-	-
<b>Tax as per Income Tax (D)</b>	<b>10,297,517</b>	<b>12,539,844</b>	<b>6,827,814</b>	<b>96,423</b>	-
<b>Computation of Book Profits</b>					
PBT as per P&L	24404414	29,493,917	13,157,369	2,369,994	(5,743,996)
Book Profits	24,404,414	29,493,917	13,157,369	2,369,994	(5,743,996)
Tax Payable as per Minimum Alternate Tax U/s 115 JB of the Income Tax Act, 1961 (D)	4,975,779	6,013,470	2,632,493	451,602	-
Net Tax (Higher of C & D)	10,297,517	12,539,844	6,827,814	451,602	-
Current tax as per restated Statement of Profit & Loss	10,297,517	12,539,844	6,827,814	451,602	-

**Notes:**

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company, Income Tax Depreciation was recalculated due to regrouping of Assets and capitalization of few payment expenses from Revenue to Fixed Assets, due to which depreciation was recalculated and revised depreciation considered for above calculation.

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 IV, I, II and III.

**ANNEXURE – S**  
**RESTATED SUMMARY STATEMENT OF CONTINGENT LIABILITIES**

(Amt. in Rs.)

Particulars	As at				
	31/03/2017	31/03/2016	31/03/2015	31/03/2014	31/03/2013
<b>Contingent liabilities in respect of:</b>					
Income Tax/Service Tax/Excise demands/notices	6,920,395	4,657,623	3,336,073	344,831	344,831
Guarantees given on Behalf of the Company	4,638,133	3,638,133	3,510,000	-	-
Guarantees given on Behalf of the Subsidiary Company		-	-	-	-
Other moneys for which the company is contingently liable		-	-	-	-
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		-	-	-	-
<b>Total</b>	<b>11,558,528</b>	<b>8,295,756</b>	<b>6,846,073</b>	<b>344,831</b>	<b>344,831</b>

**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 IV, I, II and III.

## MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS

*You should read the following discussion of our financial condition and results of operations together with our restated standalone financial statements for the F.Y. ended March 31, 2017, 2016, 2015, 2014 and 2013 including the notes and significant accounting policies thereto and the reports thereon, which appear elsewhere in this Red Herring Prospectus. You should also see the section titled "Risk Factors" beginning on page 13 of this Red Herring Prospectus, which discusses a number of factors and contingencies that could impact our financial condition and results of operations. The following discussion relates to our Company, unless otherwise stated, is based on restated audited financial statements.*

*These financial statements have been prepared in accordance with Indian GAAP, the Companies Act and the SEBI (ICDR) Regulations and restated as described in the report of our auditors dated June 15, 2017 which is included in this Red Herring Prospectus under the section titled "Financial Information" beginning on page 111 of this Red Herring Prospectus. The restated financial statements have been prepared on a basis that differs in certain material respects from generally accepted accounting principles in other jurisdictions, including US GAAP and IFRS. We do not provide a reconciliation of our restated financial statements to US GAAP or IFRS and we have not otherwise quantified or identified the impact of the differences between Indian GAAP and U.S. GAAP or IFRS as applied to our restated financial statements.*

*Accordingly, the degree to which the financial statements in this Red Herring Prospectus will provide meaningful information depends entirely on such potential investor's level of familiarity with Indian accounting practices. Our F.Y. ends on March 31 of each year; therefore, all references to a particular fiscal are to the twelve-month period ended March 31 of that year. Please also refer to section titled "Certain Conventions, Use of Financial, Industry and Market Data and Currency of Presentation" beginning on page 10 of this Red Herring Prospectus.*

### **Business Overview**

We believe that we are one of the leading certified service providers of IT Solution & Business Services, Outsourcing Services, Digital Solutions and Marketing, Data Enrichment & Management Service, Skill Development & Training Program and HR Consultancy provider to our clients. With the right balance of technical expertise and vast industry knowledge we strive to create customer satisfaction considering the nature of work with an innovative approach maintaining integrity and confidentiality of the business. Currently we are mainly engaged in Outsourcing Services which includes Inbound and Outbound Call, Software Development and providing optical fibre cabling to Reliance, Idea and BSNL.

We have our business process outsourcing unit, located in the capital city of Madhya Pradesh, Bhopal which has a total carpet area of approximately 28000 sq. ft. wherein we have devoted 2000 sq. ft. to SQFT Separate Training Centre. We have a dedicated and talented team of professionals that comprise of experienced personals in the field of management and telecommunication. We are committed to satisfying customer needs by supplying products on time and continuously improving our products, systems, and services. In order to meet these requirements, we are adapting to ISO 9001:2008 and ISO/IEC 27001-2013 quality systems which is valid until May 29, 2018 and July 29, 2017 respectively.

We provide a comprehensive range of services to clients in each of our focus industries. The principal services that we provide in each industry are BFSI, Government Agencies, Telecom, Technology and media industries. We provide lifecycle management to our customers, technology and infrastructure services, back office services, HRO Services, Financial and Insurance Services, Telecom and Training etc.

### **Our Significant Accounting Policies:**

Our significant accounting policies are described in the section entitled "**Financial Information of the Company**" on page no. 111 of the Red Herring Prospectus.

### **Change in accounting policies in previous 3 (three) years:**

Except as mentioned in chapter "**Financial Information of the Company**" on page no. 111 of this Red Herring Prospectus. There has been no change in accounting policies in last 3 (three) years.

**Summary of the Results of Operation:**

The following table sets forth select financial data from restated profit and loss accounts for Financial Year ended on March 31, 2014, 2015, 2016, 2017 and the components of which are also expressed as a percentage of total income for such periods.

Particulars	31-03-2017	% of total Income	31-03-2016	% of total Income	31-03-2015	% of total Income	31-03-2014	% of total Income
<b>INCOMES:</b>								
Revenue From Sale of Products	152,129,510	99.54%	15,21,08,497	99.49%	10,52,74,679	99.53%	6,04,46,881	99.48%
Other income	696,041	0.46%	7,77,791	0.51%	4,94,270	0.47%	3,16,049	0.52%
<b>Total Revenue (A)</b>	<b>152,825,552</b>	<b>100.00%</b>	<b>15,28,86,288</b>	100.00%	<b>10,57,68,949</b>	100.00%	<b>6,07,62,930</b>	100.00%
<b>EXPENDITURES:</b>								
Employee Benefits Expense	89,224,505	58.38%	7,61,22,755	49.79%	5,35,85,130	50.66%	3,26,41,668	53.72%
Administrative and other Expenses	28,149,801	18.42%	3,92,30,225	25.66%	2,92,93,886	27.70%	2,03,67,618	33.52%
<b>Total Operational Expenses (B)</b>	<b>117,374,306</b>	76.80%	<b>11,53,52,980</b>	75.45%	<b>8,28,79,016</b>	78.36%	<b>5,30,09,286</b>	87.24%
<b>Earnings Before Interest, Taxes, Depreciation &amp; Amortization</b>	<b>35,451,245</b>	23.20%	<b>375,33,308</b>	24.55%	<b>2,28,89,933</b>	21.64%	<b>77,53,644</b>	12.76%
Finance costs	744,002	0.49%	6,87,208	0.45%	15,03,479	1.42%	11,31,960	1.86%
Depreciation and amortization expenses	7,240,273	4.74%	71,77,658	4.69%	80,44,871	7.61%	33,74,250	5.55%
<b>Profit before exceptional items, extraordinary items and tax (C=A-B)</b>	<b>27,466,971</b>	17.97%	<b>296,68,442</b>	19.41%	<b>133,41,583</b>	12.61%	<b>32,47,434</b>	5.34%
Exceptional items/Prior Period Items (D)	-3,062,557	-2.00%	-174,525	-0.11%	-184,214	-0.17%	-877,440	-1.44%
<b>Profit before extraordinary items and tax (E=C-D)</b>	<b>24,404,414</b>	<b>15.97%</b>	<b>294,93,917</b>	19.29%	<b>131,57,369</b>	12.44%	<b>23,69,994</b>	3.90%
Extraordinary items (F)	0	0.00%	0	0.00%	0	0.00%	0	0.00%
<b>Profit before tax (G=E+F)</b>	<b>24,404,414</b>	<b>15.97%</b>	294,93,917	19.29%	131,57,369	12.44%	23,69,994	3.90%

Particulars	31-03-2017	% of total Income	31-03-2016	% of total Income	31-03-2015	% of total Income	31-03-2014	% of total Income
Provision for Tax				0.00%		0.00%		0.00%
- Current Tax	10,297,517	6.74%	125,39,844	8.20%	68,27,814	6.46%	4,51,602	0.74%
- Tax adjustment of prior years	123,235	0.08%	0	0.00%	89480	0.08%	0	0.00%
- Deferred Tax Liability / (Asset)	-1,213,125	-0.79%	-7,91,169	-0.52%	-14,40,751	-1.36%	1270839	2.09%
- MAT Credit Entitlement			0	0.00%	355179.759	0.34%	-355180	-0.58%
<b>Tax Expense For The Year (H)</b>	<b>9,207,627</b>	<b>6.02%</b>	<b>117,48,675</b>	<b>7.68%</b>	<b>58,31,723</b>	<b>5.51%</b>	<b>13,67,261</b>	<b>2.25%</b>
<b>Restated profit after tax from Continuing Operations (I=G-H)</b>	<b>15,196,787</b>	<b>9.94%</b>	<b>177,45,242</b>	<b>11.61%</b>	<b>73,25,646</b>	<b>6.93%</b>	<b>10,02,733</b>	<b>1.65%</b>
Prior Period Item ( net of tax)	0	0.00%	0	0.00%	0	0.00%	0	0.00%
<b>Net Profit as restated</b>	<b>15,196,787</b>	<b>9.94%</b>	<b>177,45,242</b>	<b>11.61%</b>	<b>73,25,646</b>	<b>6.93%</b>	<b>10,02,733</b>	<b>1.65%</b>



### **Key Components of Our Profit And Loss Statement**

**Revenue from operations:** Revenue from operations mainly consists of Call centre services, Software Development services, Contracted Income and Training and skill development.

**Other Income:** Other income primarily comprises Interest Income and Profit on Sale of Fixed Assets etc.

**Expenses:** Our expenses employee benefits expense, finance costs, depreciation and amortization expense and other expenses.

**Employee benefits expense:** Employee benefit expense includes salaries and wages, staff welfare expenses, bonus, Directors remuneration and Contribution to Provident Fund and Gratuity.

**Finance Costs:** Finance cost comprises Interest on Indebtedness, bank and other Finance charges.

**Depreciation and amortization expense:** We recognize depreciation and amortization expense on a Written down value method as per the provisions set forth in the Companies Act 2013 from 1<sup>st</sup> April 2014 and rates set forth in Companies Act, 1956 for prior period to 1<sup>st</sup> April 2014.

**Administration & Other expenses:** Other expenses consist of Rent, Advertisement and Other Administrative Expenses.

### **Comparison of the Financial Performance of Fiscal 2017 with Fiscal 2016**

**Revenue from Operations:** During the F.Y. 2017 the net revenue from operation of the Company increased to Rs. 1521.30 Lacs as against previous financial year Rs. 1521.08 Lacs an increase of 0.01 %. This increase was mainly due to increase in revenue from Call center operations and Contract income.

**Total Revenue:** Total Revenue for the F.Y. 2017 stood at Rs. 1528.26 Lacs where as in F.Y. 2016 the same was Rs. 1528.86 Lacs.

**Total Operational Expenses:** Total expenditure for the F.Y. 2017 increased to Rs. 1173.74 Lacs from Rs. 1153.53 Lacs compared to the previous financial year, increasing by 1.75%. This was mainly due to increase in Employee cost and administrative Expenses.

**Employee benefits expense:** Employee benefits expense increased to Rs. 892.25 Lacs from Rs. 761.23 Lacs in the year F.Y 2017 from its previous year, i.e. an increase of 17.21 %. This was also due to increase in increase in Employee cost.

**Finance costs:** Finance costs increased to Rs. 7.44 Lacs in F.Y 2017 as compared to F.Y 2016 in which it was Rs. 6.87Lacs , i.e. increased by 8.26%.

**Depreciation and amortization expense:** Depreciation and amortization expense increased from Rs. 72.40 Lacs in F.Y. 2017 compared to Rs. 71.78 Lacs in F.Y. 2016. i.e. an increase of 0.87%

**Administration & Other Expenses:** Administration & Other expenses for the F.Y 2017 stood at Rs. 281.50 Lacs; whereas it was Rs. 392.30 Lacs in previous financial year i.e. a decrease of 28.24%.

**Net Profit before tax and Exceptional/ prior period items :** Net Profit before tax and Exceptional/ prior period items for the F.Y 2017 decreased from Rs. 274.67 Lacs as compared to F.Y. 2016 to Rs. 296.68 Lacs in F.Y. 2016. The decrease in profit before tax was 7.42%.

**Restated profit after tax:** The Company reported Restated profit after tax for the F.Y 2017 of Rs. 151.97 Lacs in comparison to Restated profit after tax Rs. 177.45 Lacs in F.Y. 2016 representing decrease of 14.36%

### **Comparison of the Financial Performance of Fiscal 2016 with Fiscal 2015**

**Revenue from Operations:** During the F.Y. 2016 the net revenue from operation of the Company increased to Rs. 1521.08 Lacs as against previous financial year Rs. 1052.74 Lacs an increase of 44.49 %. This increase was mainly due to increase in revenue from Call center operations and Contract income.

**Total Revenue:** Total Revenue for the F.Y. 2016 stood at Rs. 1528.86 Lacs where as in F.Y. 2015 the same was Rs. 1057.69 Lacs i.e. increases of 44.55%.

**Total Operational Expenses:** Total expenditure for the F.Y. 2016 increased to Rs. 1153.53 Lacs from Rs. 828.79 Lacs compared to the previous financial year, increasing by 39.18%. This was mainly due to increase in Employee cost and Depreciation Expensis.

**Employee benefits expense:** Employee benefits expense increased to Rs. 761.23 Lacs from Rs. 535.85 Lacs in the year F.Y 2016 from its previous year, i.e. an increase of 42.06 %. This was also due to increase in Call Centre operations of the Company.

**Finance costs:** Finance costs decreased to Rs. 6.87 Lacs in F.Y 2016 as compared to F.Y 2015 in which it was Rs. 15.03 Lacs , i.e. decreased by 54.29%.

**Depreciation and amortization expense:** Depreciation and amortization expense increased from Rs. 71.77 Lacs in F.Y. 2015 to Rs. 80.44 Lacs in F.Y. 2016. i.e. an decrease of 10.78%

**Administration & Other Expenses:** Administration & Other expenses for the F.Y 2016 stood at Rs. 392.30 Lacs; whereas it was Rs. 292.94 Lacs in previous financial year i.e. a decrease of 33.92%.

**Net Profit before tax and Exceptional/ prior period items :** Net Profit before tax and Exceptional/ prior period items for the F.Y 2016 increased from Rs. 133.41 Lacs in F.Y. 2015 to Rs. 296.68 Lacs in F.Y. 2016. The increase in profit before tax was 122.38%.

**Restated profit after tax:** The Company reported Restated profit after tax for the F.Y 2016 of Rs. 177.45 Lacs in comparison to Restated profit after tax Rs. 73.25 Lacs in F.Y. 2015 representing increase of 142.43%

#### **Comparison of the Financial Performance of Fiscal 2015 with Fiscal 2014**

**Revenue from Operations:** During the F.Y. 2015 the net revenue from operation of the Company increased to Rs. 1052.75 Lacs as against previous financial year Rs. 604.46 Lacs an increase of 74.16%. This increase was mainly due to increase in revenue from Call center operations and skill development programme.

**Total Revenue:** Total Revenue for the F.Y. 2015 stood at Rs. 1057.69 Lacs where as in F.Y. 2014 the same was Rs. 607.62 Lacs i.e. increases of 74.07%.

**Total Operational Expenses:** Total expenditure for the F.Y. 2015 increased to Rs. 828.79 Lacs from Rs. 530.09 compared to the previous financial year, increasing by 56.35%. This was mainly due to increase in Employee Administrative Expenses.

**Employee benefits expense:** Employee benefits expense increased to Rs. 535.85 Lacs from Rs. 326.41 Lacs in the year F.Y 2015 from its previous year, i.e. an increase of 64.16%.

**Finance costs:** Finance costs increased to Rs. 15.03 Lacs in F.Y 2015 as compared to F.Y 2014 in which it was Rs. 11.32 Lacs, i.e. an increase by 32.82%.

**Depreciation and amortization expense:** Depreciation and amortization expense increased from Rs. 33.74 Lacs in F.Y. 2014 to Rs. 80.45 Lacs in F.Y. 2015. i.e. increase of 138.42 %

**Administration & Other Expenses:** Administration & Other expenses for the F.Y 2015 stood at Rs. 292.94 Lacs whereas it was Rs. 203.67 Lacs in previous financial year i.e. a increase of 43.83%.

**Net Profit before tax and Exceptional/prior period items:** Net Profit before tax and Exceptional/prior period items for the F.Y 2015 increased to Rs. 133.41 from Rs. 32.47 Lacs in F.Y. 2014. The increase in profit before tax was 310.83% due to decrease in revenue.

**Restated profit after tax:** The Restated profit after tax for the F.Y 2015 increased to Rs. 73.25 Lacs in F.Y. 2015 from Rs. 10.02 Lacs in F.Y. 2014 representing increase of 630.57%.

### **Comparison of the Financial Performance of Fiscal 2014 with Fiscal 2013**

**Revenue from Operations:** During the F.Y. 2014 the net revenue from operation of the Company increased to Rs. 604.47 Lacs as against previous financial year Rs. 541.11 Lacs an increase of 11.71%. This increase was mainly due to increase in revenue from operations.

**Total Revenue:** Total Revenue for the F.Y. 2014 stood at Rs. 607.63 Lacs where as in F.Y. 2013 the same was Rs. 545.15 Lacs i.e. increase of 11.46%.

**Total Operational Expenses:** Total operational expenditure for the F.Y. 2014 decreased to Rs. 530.09 Lacs from Rs. 561.71 Lacs compared to the previous financial year, decreasing by 5.63%. This was mainly due to decrease in Employee benefit expenses.

**Employee benefits expense:** Employee benefits expense decreased to Rs. 326.42 Lacs from Rs. 356.56 Lacs in the year F.Y 2014 from its previous year, i.e. a decrease of 8.46%.

**Finance costs:** Finance costs increased to Rs. 11.32 Lacs in F.Y 2014 as compared to F.Y 2013 in which it was Rs. 10.52 Lacs , i.e. an increase by 7.55%.

**Depreciation and amortization expense:** Depreciation and amortization expense increased from Rs. 27.14 Lacs in F.Y. 2013 to Rs. 33.74 Lacs in F.Y. 2014. i.e. increase of 24.31%.

**Administration & Other Expenses:** Administration & Other expenses for the F.Y 2014 stood at Rs. 203.67 Lacs whereas it was Rs. 205.14 Lacs in previous financial year i.e. a decrease of 0.72%.

**Net Profit before tax & Exceptional/ prior period items :** Net Profit before tax & Exceptional/ prior period items for the F.Y 2014 increased to Rs. 32.47 Lacs from (54.22) Lacs in F.Y. 2013. The increase in profit before tax was 159.88% due to increase in revenue.

**Restated profit after tax:** The Restated profit after tax for the F.Y 2014 increased to Rs. 10.03 in F.Y. 2014 from Rs. (47.56) Lacs in F.Y. 2013 representing increase of 121.09%.

### **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:

**Unusual or infrequent events or transactions:-**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.

**Significant economic changes that materially affected or are likely to affect income from continuing operations:-**There are no significant economic changes that may materially affect or likely to affect income from continuing operations.

**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 titled "Risk Factors" beginning on page 13 of this Red Herring 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.

**Future changes in relationship between costs and revenues:-**Our Company's future costs and revenues will be determined by demand/supply situation, government policies and prices quoted by our suppliers.

**Increases in net sales or revenue and Introduction of new products or services or increased sales prices:-**Increases in revenues are by and large linked to increases in volume of business.

**Seasonality of business:** - Currently our Company's business is not seasonal in nature. For further details please refer to sections titled "Risk Factors" and "Our Business" beginning on pages 13 and 73 respectively of this Red Herring Prospectus.

**Competitive conditions:**

Competitive conditions are as described under section titled "Industry Overview and "Our Business" beginning on pages 67 and 73 respectively of this Red Herring Prospectus

**Details of material developments after the date of last balance sheet i.e. March 31 2017**

Except as disclosed in this Red Herring Prospectus, no circumstances have arisen since the date of last financial statement until the date of filing this Prospectus, which materially and adversely affect or are likely to affect the operations or profitability of our Company, or value of its assets, or its ability to pay its liability within next twelve months. There is no subsequent development after the date of the Auditor's Report, which will have a material impact on the reserves, profits, earnings per share and book value of the Equity Shares of the Company.

## SECTION VII: LEGAL AND OTHER INFORMATION

### OUTSTANDING LITIGATION 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 Red Herring 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.*

*Details of outstanding dues to creditors including small scale undertakings as required under the SEBI ICDR Regulations have been disclosed on our website at [www.surevin.com](http://www.surevin.com)*

*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**

Sr. No.	Type of Liability	Amount (in Rs.)	Details	Validity
1.	Bank Guarantee	35,10,000	State Bank of India BG 2014-15/01	October 10, 2019
2.	Bank Guarantee	89,853	State Bank of India BG 2015-16/29	August 8, 2017
3.	Bank Guarantee	38,280	State Bank of India BG 2015-16/30	August 8, 2017
4.	Bank Guarantee	10,00,000	IDBI Bank, 150138IBGP00002	April 12, 2018
5.	Income Tax/Service Tax/Excise demands/notices	69,20,395		

#### **PART 2: LITIGATION RELATING TO OUR COMPANY**

##### **A. FILED AGAINST OUR COMPANY**

##### **1. Litigation Involving Criminal Laws**

NIL

##### **2. Civil Proceedings**

**Spice Smart Solutions Limited versus State of Madhya Pradesh, State Agency for Public Services (SAPS) Government of Madhya Pradesh Undertaking and SureVin BPO Services Private Limited**

Spice Smart Solutions Limited (“SSSL”/“Petitioner”) has filed a writ petition numbering 8041/2014 dated May 23, 2014 before the Hon’ble High Court of Madhya Pradesh, Jabalpur.

As per the writ petition, State Agency for Public Services (SAPS) Respondent No.2 vide its Notice Inviting Tender (NIT) bearing no. Com-2/D/ issued a tender on January 10, 2014 to execute, manage and run the call centers for Madhya Pradesh Citizen Facilitation, Bhopal and awarded the said tender under the NIT to the Company (Surevin BPO Services Private Limited), Respondent No.3 therein, vide its work order dated March 13, 2014. SAPS also entered into an agreement dated April 11, 2014 with the Company for completion of the work order.

Through the petition under Article 226 of the Constitution of India, the Petitioner has prayed for granting of an appropriate writ or order or direction against the work order dated March 13, 2014 awarding the Tender and setting

aside the agreement executed on April 11, 2014 citing the reasons, inter-alia, that awarding the said work contract to the Company was arbitrary and in violation of Fundamental Right of Equality as the Company did not fulfil the pre-eligibility conditions.

The matter was last listed on February 16, 2015 and is still pending before the Hon'ble High Court of Madhya Pradesh for disposal.

### 3. Litigation Involving Actions by Statutory/Regulatory Authorities

NIL

### 4. 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	4	13,21,550
2.	TDS	1	2,510

#### Income Tax

##### Assessment Year 2012-13

- 1.) The Company received a notice dated August 03, 2016, under Section 133(6) of the Income Tax Act, 1961, for a financial transaction of payment of Rs. 2,50,000 on May 27, 2012 for time deposit exceeding 2,00,000 with a Banking Company in F.Y. 2010-11. The Company was advised to furnish its reply in 15 days and in case of its failure it was to be presumed that the company has concealed the above transaction from the IT Department and further necessary action was to be initiated to bring the said amount to taxation. The company filled its reply on August 24, 2016 stating there is no FDR of Rs. 1,10,400 but there is and FDR of Rs. 55,200 supported with the ledger and the same was for submitting BSNL tender. The Company had filed the reply to the Department and has not received any further notices till date.
- 2.) The Company received a notice dated May 20, 2016, under Section 133(6) of the Income Tax Act, 1961, for a financial transaction of payment of Rs. 2,50,000 on May 27, 2012 for purchase of units of mutual fund during the F.Y. 2011-12. The Company was advised to furnish its reply in 15 days and in case of its failure it was to be presumed that the company has concealed the above transaction from the IT Department and further necessary action was to be initiated to bring the said amount to taxation. The matter is still pending before the IT Department for disposal. The Company had filed the reply to the Department and has not received any further notices till date.

##### Assessment Year 2013-14

- 3.) The Company had filed its return of income for the A.Y. 2013-14 vide acknowledgment no. 794484341270913 on September 27, 2013 declaring total income of Rs. 56,79,941. Thereafter, a revised return of income was filed on October 11, 2013 vide acknowledgment no. 817885061111013 declaring a total loss of Rs. 34,59,992. Thereafter, the case was selected for scrutiny and notice under Section 143(2) of the Income Tax Act, 1961 was issued to Company on September 05, 2014 and the Company was directed to appear before the authority for hearing through an authorised representative on September 24, 2014. The Company through its representative attended the proceeding and furnished the documents and details/information as required to the Assessing Officer. The Company received an assessment order dated November 30, 2015 under Section 143(3) of the Income Tax Act, 1961 as per which, it has come to notice of the assessment authority that total gross receipt as per TDS certificate was Rs. 6,27,53,997 whereas total gross receipt as per profit and loss account was Rs. 5,41,10,059 and therefore the difference in amount of TDS of Rs. was calculated at Rs. 86,43,938. Further, as per Service tax return the total gross amount of service for the F.Y. 2012-13 was Rs. 5,51,13,234 and total gross receipt shown in Profit and Loss Account was Rs. 5,41,10,059 and therefore the difference amount was calculated at Rs. 10,03,175. However, an amount of Rs. 86,43,938 was added back to the total income of the Company, disallowance out of salary expense was shown in Profit and Loss Account at Rs. 1,42,00,000 and was added back to the total income, disallowances out of allowance paid to employees was Rs. 19,45,672 and thus the same amount was added back in the total income. In view of the same the total income of the assessee

was assessed of Rs. 2,13,29,618 and department raised a demand of Rs. 8,21,550 and issued a notice dated November 30, 2015 u/s 156 of the Income Tax Act. 1961. In response the company filed an appeal dated December 28, 2015 to Commissioner of Income Tax (CIT) (A). The Company has received a notice under Section 221(1) of the Act from Dy. Commissioner of Income Tax on May 24, 2016 directing it to attend the hearing on September 26, 2016 and further directing it to pay 15% of the total demand. The Company had paid the said 15% of the total demand to the Income Tax Department and the matter is still pending before the IT Department for disposal.

#### Assessment Year 2016-17

- 4.) The Company received a notice dated February 18, 2016 under Section 156 of the Income Tax Act, 1961, for payment of Advance tax under Section 210(3 & 4) of the Act. The notice further states that the Company was required to pay 45% of such Advance tax before September 15, 2016 and if the Company has failed to deposit the said advance tax under the provisions of the Act it will be liable to pay the same along with interest charged as per Section 234(c) of the Act. The company has filled reply to the said letter vide letter dated February 25, 2016 stating that the company is in BPO services and are subjected to TDS @ 10%. Hence no liability devolves on the company as TDS is more than Tax payable for above assessment year. The Company in response has not received any communication from the Income Tax Department till date.

#### TDS

On the TRACES (TDS Reconciliation Analysis and Correction Enabling System) website of Income Tax for TDS, there are defaults in payment of TDS by the Company in following financial years:

S. No.	Financial Year	Processed Demand
1.	2014-15	1,567
2.	2013-14	402
3.	Prior years	541
<b>Total:</b>		<b>2,510</b>

#### ii. Indirect Taxes Liabilities

Sr. No.	Type of Indirect Tax	No. of cases	Amount in dispute (in Rs.)
1.	Service Tax	1	15,46,890

#### Service Tax Cases

Company received intimation dated March 15, 2017 from Office of the Superintendent (Group-D) Customs, Central Excise & Service Tax Division regarding the observations from Office of the Director General of Audit (Central Receipts) Gwalior Branch. The observations were made pursuant to audit of the Company conducted by Central Excise Revenue Audit (CERA) during 1<sup>st</sup> week of March, 2017 which are as follows:

- wrong availment of Cenvat Credit for Rs. 11,944
- wrong availment of Cenvat Credit on security services for Rs. 3,84,185; and
- short payment of service tax for Rs. 11,50,711

Further, the Company was asked to reply/comment on the said observations. Company had filed a reply dated March 27, 2017 on the observations as required by the Authority. The Company has not received any further intimation/communication from the Authority and the matter is still pending.



**Other Pending Litigations**

NIL

**B. CASES FILED BY 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**

NIL

**(ii) Indirect Taxes Liabilities**

NIL

**4. Other Pending Litigations**

NIL

**PART 3: LITIGATION RELATING TO OUR DIRECTORS OTHER THAN THE PROMOTERS OF THE COMPANY**

**A. 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

**B. LITIGATION FILED BY OUR DIRECTORS****1. Litigation Involving Criminal Laws**

NIL

**2. Litigation Involving Actions by Statutory/Regulatory Authorities**

One of the Directors, Awadesh Shah has filed a writ petition no. 10551/2016 as one of the legal representative of Late Nandlal Shah his father against the state of MP through Collector, Raisen, (M.P.), Friends Cooperative Society, Bhopal and the Legal heirs of one Hari Singh through whom Late Nandlal Shah had purchased some property. It is stated that Late Nandlal Shah had purchased Khasra No. 17/5, measuring 3.76 acres and 18/3 measuring 1.24 acres aggregating to 5 acres vide registered sale deed dated 18.04.1993. Further Khasra No. 52/2/1/2, measuring 2 acres was also purchased by Dinesh Kumar Shah S/o Late Nandlal Shah. Subsequently both these properties were declared as Surplus under M.P. Ceiling on Agricultural Holding Acts, 1960. The application and review petition before the revenue authorities had been dismissed on the ground that the Act is of year 1960 and the cut of date fixed was 15.11.1961 and all the transactions after the cut off date were not valid and the land vested in the Government.

The Director Shri Awadesh Shah along with other legal heirs of Late Nandlal Shah have filed the W.P. 10551/2016 challenging the dismissal of review petition by the Board of Revenue. The matter is still pending before the High Court of Madhya Pradesh, Principal Seat at Jabalpur.

**3. Litigation involving Tax Liabilities****1. Direct Tax Liabilities**

NIL

**2. 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:- Litigations or legal actions, pending or taken, by any Ministry or Department of the Government or a statutory authority against our Promoters during the last 5 (five) years.**

Except as disclosed in the Section titled “Outstanding Litigations and Material Developments” on page 146 of this Red Herring Prospectus, there are no litigations or legal actions, pending or taken, by any Ministry or Department of the Government or a statutory authority against our Promoters during the last 5 (five) years.

**PART 7:- Pending proceedings initiated against our Company for economic offences.**

There are no pending proceedings initiated against our Company for economic offences.

**PART 8:- Inquiries, investigations etc. instituted under the Companies Act, 2013 or any previous companies enactment in the last 5 (five) years against our Company.**

There are no inquiries, investigations etc. instituted under the Companies Act or any previous companies enactment in the last 5 (five) years against our Company.

**PART 9:- Material Fraud against our Company in the last 5 (five) years**

There has been no material fraud committed against our Company in the last 5 (five) years.

**PART 10-Fines imposed or compounding of offences for default**

There are no fines imposed or compounding of offences done in the last 5 (five) years immediately preceding the year of the Red Herring Prospectus for the Company for default or outstanding defaults

**PART 11:- Non-Payment of Statutory Dues**

There have been no defaults or outstanding defaults in the payment of statutory dues payable by the Company. For details of dues of which have not been deposited as on March 31, 2017 on account of disputes, see “Restated Financial Statements” beginning on page 111.

**PART 12:- Amounts owed to small scale undertakings and other creditors**

The Board of Directors of our Company considers dues *where outstanding due to any one of them exceeds 5% of consolidated trade payables as per the last audited financial statements of the Issuer.* Except as disclosed below, our Company does not owe any small scale undertakings *exceeds 5% of consolidated trade payables as per the last audited financial statements* as of the date of this Red Herring Prospectus

<b>Name</b>	<b>Balance as on 31.3.2017 (in Rs.)</b>
Century 21 Malls Pvt. Ltd.	1,004,498
Perfect Business System	1,408,000
Perfect World Computer	2,548,722
Radhika Constructions	1,960,000
Subra Initiatives Pvt Ltd	672,200
Weartech Engineers	1,256,834

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.surevin.com](http://www.surevin.com)

The details in relation to other creditors and amount payable to each creditor, available on the website of our Company, do not form a part of this Red Herring Prospectus.

*Information provided on the website of our Company is not a part of this Red Herring Prospectus and should not be deemed to be incorporated by reference. Anyone placing reliance on any other source of information, including our Company’s website, would be doing so at its own risk.*

**PART 13: 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 139 there have been no material developments that have occurred after the Last Balance Sheet Date.

## GOVERNMENT AND OTHER APPROVALS

We have received the necessary consents, licenses, permissions and approvals from the Government of India and various governmental agencies required by us to undertake this Issue and for our present business and except as mentioned below, no further material approvals are required for carrying on our present business operations. Unless otherwise stated, these approvals are valid as on the date of this Red Herring Prospectus.

The main objects clause of the Memorandum of Association and objects incidental to the main objects enable our Company to undertake its existing business activities.

### I. Approvals for the Issue

The following approvals have been obtained or will be obtained in connection with the Issue:

- a. Our Company has obtained approval from SME platform of the by way of a letter dated November 29, 2016 to use the name of the Stock Exchange in this Red Herring Prospectus for listing of Equity Shares on the Stock Exchange.
- b. The present Issue of 9,12,000 Equity Shares in terms of Red Herring Prospectus has been authorized pursuant to a resolution of our Board of Directors dated September 28, 2016 and by special resolution passed under Section 62(1) (c) of the Companies Act, 2013 at the Annual General Meeting of the members held on September 29, 2016.
- c. NSDL/CDSL: ISIN: INE082W01014

### II. Approvals obtained by our Company

No.	Issuing Authority	Nature of License / Approval	Registration/ License No.	Date of granting License/ Approval	Validity
<b>Statutory approvals obtained by our Company</b>					
1.	The Registrar of Companies, MP & Chhattisgarh	Certificate of Incorporation in the name of SureVin BPO Services Pvt. Ltd.	U74999MP2007PTC019623	June 18, 2007	One Time Approval
2.	The Registrar of Companies, Gwalior, Madhya Pradesh	Fresh Certificate of Incorporation in the name of SureVin BPO Services Ltd.	U74999MP2007PLC019623	September 23, 2016	One Time Approval
3.	Income Tax Department	Permanent Account Number (PAN)	AAKCS9368J	June 18, 2007	One Time Approval
4.	Government of India and Government of Madhya Pradesh	The Goods and Services Tax	23AAKCS9368J1ZQ*	June 26, 2017	One Time Approval
5.	Income Tax Department	Tax Deduction Account Number (TAN)	BPLS08739D	August 29, 2011	One Time Approval
6.	Central Board of Excise and Customs, Ministry of Finance – Department of Revenue	Certificate of Registration issued under Service Tax Code under From ST-2	AAKCS9368JST001	July 03, 2007 and date of last amendment was December 05, 2016	Till the business is discontinued
7.	Government of Madhya Pradesh, Commercial Tax Department	Certificate of Registration under Madhya Pradesh VAT ACT, 2002	23699090281	Sep13, 2013	Valid until cancelled

No.	Issuing Authority	Nature of License / Approval	Registration/ License No.	Date of granting License/ Approval	Validity
8.	Department of Sales Tax (Profession Tax)	Professional Tax (Others)	78519032751	Sep 18, 2013	Valid until cancelled
9.	Foreign Trade Development Officer, Ministry of Commerce and Industry, Government of India	Certificate of Importer-Exporter Code (IEC)	IEC No.: 1115001531	Sep 30, 2015	NA
10.	Assistant Provident Fund Commissioner, Bhopal, Madhya Pradesh,	Registration under Employees Provident Funds & Miscellaneous Provisions Act, 1952	MP/BPL/18762	Nov 01, 2007	Valid until cancelled
11.	Registration for the purpose of various exemption from MP State Electronic Development Corporation Limited	Information Technology Act, 2012	MPSDC/IT/Exemption/2013/587(c)	April 30, 2013	April 30, 2018
12.	Registration Certificate under Telecom Regulatory Authority of India (TRAI)	Telecom Regulatory Authority of India (TRAI) Act, 1997 and Telecom Commercial Communication Customer Preference Regulation, 2010	R22114071	June 9, 2016	Valid for 5 years
13.	Registration Certificate under Department of Telecommunication for setting up a Domestic OSP Center at Surevin BPO Services Pvt Ltd.	New Telecom Policy (NTP) 1999	DDG/TERM/MP/OSP/13-14/Surevin BPO Services Pvt/Ltd/file 109/15	October 3, 2013	Valid for 20 years
14.	Registration Letter for VTP	Under the Skill Development Initiative Scheme	223320138	March 28, 2013	Perpetual
15.	Registration Certificate from NSIC Limited	Government Purchase Enlistment Certificate	NSIC/GP/BHO/2015/0017566	August 9, 2016	Valid from December 11, 2015 to December 10, 2017
16.	Registration Certificate of Establishment for the premises at 212, 214, 215, Second Floor Century 21 Mall, Misrod, Bhopal	Madhya Pradesh Shops and Establishment Act, 1958	C/207288	June 18, 2015	December 31, 2019
17.	Registration Certificate of Establishment for the premises at Plot No. 40, Mandakini Housing Society, Kolar Road, Bhopal, MP-462042	Madhya Pradesh Shops and Establishment Act, 1958	C/350237	July 26, 2016	December 31, 2020
18.	Registration for Employees' State Insurance	Employees' State Insurance Act, 1948	18-15349-101	November 2, 2007	Perpetual





No.	Issuing Authority	Nature of License / Approval	Registration/ License No.	Date of granting License/ Approval	Validity
	(under Employees' State Insurance Act, 1948)				

\*Based on Certificate of Provisional Registration issued by the Government of India and Government of Madhya Pradesh

### Certificates/Memberships

No.	Issuing Authority	Nature of License / Approval	Registration/ License No.	Date of granting License/ Approval	Validity
1.	PC Management System Private Limited	Certificate of Registration  ISO 9001:2008  for Web Designing & Hosting Solutions, Software & I.T. Solutions, Data Entry & Storage, IVRS, Call Centre & BPO Services, Corporate Training, HR & Operation Management Support	PCMS/QMS/1875-2015	May 30, 2015	May 29, 2018
2.	LMS Certifications Private Limited	ISO/IEC 27001:2013 For Providing Services for application support as per client requirement, document imaging, data entry, BPO & Call Center (Domestic/International) & Citizen Specific Survey.	60196-A01	July 30, 2014	July 29, 2017
3.	National Association of Software & Service Companies	Member - NASCOM	Membership ID: NSCM/2012/12/2711	-	March 31, 2018

### III. Pending Approvals

No.	Brand Name/Logo Trademark	Logo	Registration/ Application No.	Class	Registration/ Application Date	Status/ Validity
1.	Trademark		3376297	35	September 29, 2016	Objected
2.	Trademark		3376301	41	September 29, 2016	Objected

### The Details of Domain Name registered on the name of the Company is:

S. No.	Domain Name and ID	Sponsoring Registrar and IANA ID	Creation Date	Registration Expiry Date
1.	SUREVIN.COM 1912063_DOMAIN_COM-VRSN	303	March 06, 1998	March 05, 2018

## OTHER REGULATORY AND STATUTORY DISCLOSURES

### Authority for the Issue

The Issue in terms of this Red Herring Prospectus has been authorized pursuant to the resolution passed by the Board of Directors dated September 28, 2016 and by the shareholders pursuant to the special resolution passed in an Annual General Meeting dated September 29, 2016 under Section 62(1)(c) of the Companies Act, 2013.

Our Company has obtained in-principle approval from the NSE EMERGE for using its name in the Red Herring Prospectus/Prospectus pursuant to an approval letter dated November 29, 2016 NSE is the Designated Stock Exchange.

### Prohibition by SEBI or other governmental authorities

Our Company, our Promoters, natural person in control of Promoter, Promoter Group, our Directors, Group Entities or the person(s) in control of our Company 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.

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 any of our Company, our Promoter, Directors, persons in control of our Company or any natural person behind the Promoter are or were associated as a promoter, director or person in control, been debarred or prohibited from accessing the capital markets under any order or direction passed by the SEBI or any other authority.

None of our Directors are associated with the securities market and there has been no action taken by the SEBI against the Directors or any other entity with which our Directors are associated as promoters or directors.

### Prohibition by RBI

Neither our Company, our Promoters, our Directors, Group Entities, relatives (as per Companies Act, 2013) of Promoter or the person(s) in control of our Company have been identified as a will full 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 under section titled "Outstanding Litigations and Material Developments" beginning on page 146 of this Red Herring 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 Issue" 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 will be more than ₹ 10 crore but less than ₹25 crore, 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 NSE").

### We confirm that:

In accordance with Regulation 106(P) of the SEBI (ICDR) Regulations, this issue is 100% underwritten and that the BRLM 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 35 of this Red Herring Prospectus.

In accordance with Regulation 106(R) of the SEBI (ICDR) Regulations, we shall ensure 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 unblocked 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.

In accordance with Regulation 106(O) the SEBI (ICDR) Regulations, we have not filed any of the Offer Document with SEBI nor has SEBI issued any observations on our Offer Document. Also, we shall ensure that our Book Running Lead Manager submits a copy of the Red Herring Prospectus and Prospectus along with a Due Diligence Certificate including additional confirmations as required to SEBI at the time of filing the Red Herring Prospectus with Stock Exchange and the Registrar of Companies.

In accordance with Regulation 106(V) of the SEBI (ICDR) Regulations, we hereby confirm that we have entered into an agreement with the BRLM 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 NSE. 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 Red Herring 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 has Net Tangible Assets of at least ₹ 1 Crore as per the latest audited financial results (as restated).

As on March 31, 2017 the Company has Net Tangible Assets\* of ₹ 4.26 Crores which satisfies the criteria of having Net Tangible Assets of at least ₹ 1.00 Crore.

\*Net tangible assets are defined as the sum of all net assets of the Company, excluding intangible assets and Net Deferred Tax as defined in Accounting Standard 26 (AS 26) issued by the Institute of Chartered Accountants of India

2. The Net worth (excluding revaluation reserves) of the Company is at least ₹ 1 Crore as per the latest audited financial results

As on March 31, 2017, the Company had Net Worth of ₹ 4.75 Crores as per the restated financial results

\*Net worth includes Equity Share Capital and Reserves (excluding revaluation reserves, Miscellaneous Expenditure not written off, if any & Debit Balance of Profit and Loss Account not written off, if any)

Track record of distributable profits in terms of section 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 ₹ 3 Crores.

The Company's distributable profits in terms of sec. 123 of Companies Act, 2013 (as restated) in last three financial years are detailed below:

(Amt. in lacs)

Particulars	For F.Y. 2016-17	For F.Y. 2015-16	For F.Y. 2014-15
Net Profit (as restated)	151.97	177.45	73.25

Our Company shall mandatorily facilitate trading in demat securities and will enter into an agreement with both the depositories. The Company has entered into an agreement for registration with the Central Depository Services Limited (CDSL) dated November 09, 2016 and National Securities Depository Limited dated March 21, 2017 for establishing connectivity.

Our Company has a website i.e. [www.surevin.com](http://www.surevin.com)

Our Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR).

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.

No material regulatory or disciplinary action by a stock exchange or regulatory authority in the past three years against the applicant company.

There has been no change in the promoter/s of the Company in the preceding one year from date of filing application to NSE for listing on SME segment.

We confirm that we comply with all the above requirements / conditions so as to be eligible to be listed on the SME Platform of the NSE (NSE EMERGE)

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 JULY 14, 2017 WHICH READS AS FOLLOWS:**

**WE, THE UNDER NOTED BOOK RUNNING 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 RED HERRING 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 RED HERRING PROSPECTUS FILED WITH THE EXCHANGE IS IN CONFORMITY WITH THE DOCUMENTS, MATERIALS AND PAPERS RELEVANT TO THE ISSUE;**
  - B. ALL THE LEGAL REQUIREMENTS RELATING TO THE ISSUE AS ALSO THE REGULATIONS GUIDELINES, INSTRUCTIONS, ETC. FRAMED/ISSUED BY THE BOARD, THE CENTRAL GOVERNMENT AND ANY OTHER COMPETENT AUTHORITY IN THIS BEHALF HAVE BEEN DULY COMPLIED WITH; AND**

- C. THE DISCLOSURES MADE IN THE DRAFT RED HERRING PROSPECTUS ARE TRUE, FAIR AND ADEQUATE TO ENABLE THE INVESTORS TO MAKE A WELL INFORMED DECISION AS TO THE INVESTMENT IN THE PROPOSED ISSUE AND SUCH DISCLOSURES ARE IN ACCORDANCE WITH THE REQUIREMENTS OF THE COMPANIES ACT, 2013, APPLICABLE PROVISIONS OF THE COMPANIES ACT, 1956, THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 AND OTHER APPLICABLE LEGAL REQUIREMENTS.**
- 3. WE CONFIRM THAT BESIDES OURSELVES, ALL THE INTERMEDIARIES NAMED IN THE DRAFT RED HERRING 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 RED HERRING PROSPECTUS WITH THE BOARD TILL THE DATE OF COMMENCEMENT OF LOCK-IN PERIOD AS STATED IN THE RED HERRING 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 RED HERRING 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 RED HERRING 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 RED HERRING 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.
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 RED HERRING 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-TO THE EXTENT OF THE RELATED PARTY TRANSACTIONS REPORTED IN ACCORDANCE WITH ACCOUNTING STANDARD-18 IN THE FINANCIAL INFORMATION OF THE COMPANY INCLUDED IN THE DRAFT RED HERRING PROSPECTUS.

**ADDITIONAL CONFIRMATIONS/ CERTIFICATION TO BE GIVEN BY MERCHANT BANKER IN DUE DILIGENCE CERTIFICATE TO BE GIVEN ALONG WITH ISSUE DOCUMENT REGARDING SME EXCHANGE**

1. WE CONFIRM THAT NONE OF THE INTERMEDIARIES NAMED IN THE RED HERRING PROSPECTUS 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 RED HERRING PROSPECTUS 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 ISSUED 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 – NOTED FOR COMPLIANCE.
5. WE CERTIFY THAT AS PER THE REQUIREMENTS OF FIRST PROVISO 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 RED HERRING 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 Red Herring 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 BRLM any irregularities or lapses in the Red Herring 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, Gwalior 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:

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]-30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]-90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]-180th calendar days from listing
1.	Globe International Carriers Limited	5.1696	24.00	October 19, 2016	24.95	0.00% [-6.75%]	-1.46% [-3.02%]	7.50% [5.55%]
2.	Art Nirman Limited	5.01	25.00	October 19, 2016	30.00	12.00% [-6.75%]	12.20% [-3.02%]	6.00% [5.55%]
3.	Krishna Phoschem Limited	19.728	30.00	February 27, 2017	36.00	17.50% [2.78%]	16.83% [7.96%]	NA
4.	Global Education Limited	10.245	150.00	March 02, 2017	180.00	58.33% [3.80%]	83.33% [8.15%]	NA
5.	RMC Switchgears Limited	4.1472	27.00	March 14, 2017	32.40	41.85% [0.06%]	42.59% [5.61%]	NA
6.	Laxmi Cotspin Limited	9.60	20.00	March 31, 2017	21.00	-11.75% [1.42%]	-16.00% [3.46%]	NA
7.	Dev Information Technology Limited	6.25	42.00	April 17, 2017	50.40	39.52% [4.23%]	NA	NA
8.	Vadivarhe speciality Chemicals Limited	14.46	42.00	June 02, 2017	50.40	146.90% [-0.40%]	NA	NA
9.	Globe Textile (India) Limited	13.7088	51.00	June 23, 2017	50.00	NA	NA	NA



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]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
10.	Accord Synergy Limited	5.832	60.00	July 06, 2017	72.00	NA	NA	NA

Source: Price Information [www.bseindia.com](http://www.bseindia.com) & [www.nseindia.com](http://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- 30th calendar days from listing			No. of IPOs trading at Premium- 30th calendar days from listing			No. of IPOs trading at discount- 180th calendar days from listing			No. of IPOs trading at Premium- 180th calendar days from listing		
			Over 50 %	Between 25- 50%	Less than 25%	Over 50 %	Between 25- 50%	Less than 25 %	Over 50 %	Between 25- 50%	Less than 25 %	Over 50 %	Between 25- 50%	Less than 25 %
2013-14	3 <sup>(1)</sup>	10.66	-	-	1	1	1	-	-	-	-	2	-	1
2014-15	7 <sup>(2)</sup>	38.25	-	-	-	2	-	5	-	-	-	3	-	4
2015-16	8 <sup>(3)</sup>	34.20	-	-	1	2	2	3	-	-	-	3	1	4
2016-17	12 <sup>(4)</sup>	99.90	-	-	1	3	3	4	-	-	2	3	1	2
2017-18	4 <sup>(5)</sup>	40.25	-	-	-	1	1	-	-	-	-	-	-	-

(1) The scripts 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 scripts 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 scripts 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 and Advance Syntex Limited was listed on April 13, 2016 and July 12, 2016 respectively. Further, Aurangabad Distillery Limited, Pansari Developers Limited, Dhanuka Realty Limited, Globe International Carriers Limited and Art Nirman Limited were listed on October 17, 2016, October 18th, 2016, October 18th, 2016, October 19th, 2016 and October 19th, 2016 respectively and has completed 180th day from date of listing. Further Krishana Phoschem Limited and Global Education Limited as listed on February 27, 2017 and March 02, 2017 respectively and have not completed 180<sup>th</sup> days. Further RMC Switchgears Limited was listed on March 14, 2017 and Laxmi Coptsin Limited was listed on March 31, 2017 have not completed 180th days.

(5) The Script of Dev Information Technology Limited & Vadivarhe Speciality Chemicals Limited was listed on April 17, 2017 and June 02, 2017 respectively and has not completed 90<sup>th</sup> and 180th days from Listing. Further the Script of Globe

Textile (India) Limited & Accord Synergy Limited was listed on June 23, 2017 and July 06, 2017 respectively and has not completed 30<sup>th</sup>, 90<sup>th</sup> and 180th days from Listing

Note:

- ❖ BSE SENSEX and CNX NIFTY 50 have 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 issue managed by the Book Running Lead Manager. Hence, disclosures pertaining to recent 10 issues handled by Book Running Lead Manager are provided.

### Track Record of past issues handled by Hem Securities Limited

For details regarding track record of BRLM 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 BRLM at: [www.hemsecurities.com](http://www.hemsecurities.com)

### Disclaimer from our Company and the Book Running Lead Manager

Our Company and the Book Running Lead Manager accept no responsibility for statements made otherwise than those contained in this Red Herring Prospectus or, in case of the Company, in any advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information would be doing so at his or her own risk.

The BRLM accepts no responsibility, save to the limited extent as provided in the MOU entered between the BRLM (Hem securities Limited) and our Company on September 28, 2016 read with addendum dated March 22, 2017 and the Underwriting Agreement dated March 09, 2017 entered into between the Underwriters and our Company and the Market Making Agreement dated March 09, 2017 entered into among the Market Maker and our Company.

All information shall be made available by our Company and the Book Running 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.

The Book Running 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.

### Caution

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 Issue, 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 Red Herring Prospectus does not, however, constitute an Issue to sell or an invitation to subscribe for Equity Shares Issued hereby in any jurisdiction other than India to any person to whom it is unlawful to make an Issue or invitation in such jurisdiction. Any person into whose possession this Red Herring 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 Jaipur, Rajasthan, India only.

No action has been, or will be, taken to permit a public Issuing in any jurisdiction where action would be required for that purpose. Accordingly, the Equity Shares represented hereby may not be Issued or sold, directly or indirectly, and this Red Herring Prospectus may not be distributed in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Red Herring 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 Emerge Platform of NSE**

As required, a copy of this Offer Document has been submitted to National Stock Exchange of India Limited (hereinafter referred to as NSE). NSE has given vide its letter November 29, 2016 permission to the Issuer to use the Exchange's name in this Offer Document as one of the stock exchanges on which this Issuer's securities are proposed to be listed. The Exchange has scrutinized Offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Issuer. It is to be distinctly understood that the aforesaid permission given by NSE should not in any way be deemed or construed that the Offer document has been cleared or approved by NSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Offer document; nor does it warrant that this Issuer's securities will be listed or will continue to be listed on the Exchange; nor does it take any responsibility for the financial or other soundness of this Issuer, its Promoter, its management or any scheme or project of this Issuer.

Every person who desires to apply for or otherwise acquire any securities of this Issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any 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 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 Issued 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 Issued and sold outside the United States in compliance with Regulation S of the Securities Act and the applicable laws of the jurisdiction where those Issues 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 Issued 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**

The Draft Red Herring Prospectus is being filed with National Stock Exchange of India Limited, Exchange Plaza, Plot No. C/1, G Block, Bandra- Kurla Complex, Bandra (East), Mumbai-400051, Maharashtra

A copy of the Draft Red Herring 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 Red Herring

Prospectus and 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 Red Herring Prospectus and 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, 3rd Floor, 'A' Block, Sanjay Complex Jayendra Ganj, Gwalior.

### **Listing**

The Equity Shares of our Company are proposed to be listed on NSE EMERGE. Our Company has obtained in-principle approval from NSE by way of its letter dated November 29, 2016 for listing of equity shares on NSE EMERGE.

NSE will be the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the Issue. If the permission to deal in and for an official quotation of the Equity Shares on the SME Platform is not granted by NSE, our Company shall forthwith repay, without interest, all moneys received from the Bidders in pursuance of this Red Herring 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 NSE mentioned above are taken within Six (6) Working Days of the Issue Closing Date.

### **Impersonation**

Attention of the Bidders 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 to action under section 447 of the Companies, Act 2013

### **Consents**

Consents in writing of (a) Our Directors, Our Promoters, Our Company Secretary & Compliance Officer, Chief Financial Officer, Our Statutory Auditor, Key Managerial Personnel, Our Peer Review Auditor, Our Banker(s) to the Company; (b) Book Running Lead Manager, Registrar to the Issue, Banker(s) to the Issue, Legal Advisor to the Issue, Underwriter(s) to the Issue Market Maker to the Issue and Syndicate Member to act in their respective capacities shall be obtained as required as required under section 26 of the Companies Act, 2013 and shall be filed along with a copy of the Red Herring Prospectus and 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 Red Herring Prospectus and Prospectus for registration with the RoC.

In accordance with the Companies Act and the SEBI (ICDR) Regulations, M/s. Sandeep Mukherjee & Associates., Chartered Accountants, Statutory Auditors of the Company has agreed to provide their written consent to the inclusion of their respective reports on “**Statement of Tax Benefits**” relating to the possible tax benefits and restated financial statements as included in this Red Herring 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 Red Herring Prospectus.

### **Experts Opinion**

Except for the reports in the section “**Financial information of the Company**” and “**Statement of Tax Benefits**” on page 111 and page 65 of this Red Herring 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 Estimated Issue expenses are as under:-

Activity	Expenses (Rs in Lakhs)	% of Estimated Expenditure	Total Issue	% of Issue Size
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	[●]	[●]		[●]
Printing and Stationery and Postage Expenses	[●]	[●]		[●]
Advertising and Marketing Expenses	[●]	[●]		[●]
Regulatory Fee and Expenses	[●]	[●]		[●]
Total	[●]	[●]		[●]

### Fees, Brokerage and Selling Commission payable to the BRLM

The total fees payable to the Book Running Lead Manager will be as per the (i) Memorandum of Understanding dated, September 28, 2016 read with addendum dated March 22, 2017 with the Book Running Lead Manager Hem Securities Limited, (ii) the Underwriting Agreement dated March 09, 2017 with Underwriter Hem Securities Limited and (iii) the Market Making Agreement dated March 09, 2017 with Market Maker Hem Finlease Private 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 Red Herring 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 September 28, 2016 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 Red Herring Prospectus or send allotment advice by registered post/speed post.

### 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 the five (5) years preceding the date of this Red Herring Prospectus.

### Previous issues of Equity Shares otherwise than for cash

For detailed description please refer to section titled "Capital Structure" beginning on page 44 of this Red Herring Prospectus.

### 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 group-companies / subsidiaries/ associates under the same management within the meaning of Section 370(1B) of the Companies Act, 1956 / Section 186 of the Companies Act, 2013 which made any capital issue during the last three years:

Neither our Company nor any other companies under the same management within the meaning of Section 370(1B) of the Companies Act, 1956 has made/Section 186 of the Companies Act, 2013, had made any public issue or rights issue during the last three years.

**Performance vis-a-vis objects – Public/right issue of our Company and /or listed Group Companies/ subsidiaries and associates of our Company**

Except as stated under section titled "Capital Structure" beginning on page 44 of this Red Herring Prospectus our Company has not undertaken any previous public or rights issue. None of the Group Companies/ Entities or associates of our Company are listed on any stock exchange.

**Performance vis-a-vis objects - Last Issue of Group/Associate Companies**

All of our Group / Associate are unlisted and have not made a public issue of shares in the last ten (10) years preceding the date of this Red Herring Prospectus.

**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 Red Herring Prospectus.

**Outstanding Convertible Instruments**

Our Company does not have any outstanding convertible instruments as on the date of filing this Red Herring Prospectus.

**Option to Subscribe**

Equity Shares being offered through the Red Herring Prospectus can be applied for in dematerialized form only.

**Stock Market Data of the Equity Shares**

This being a public Issueing of the Equity Shares of our Company, the Equity Shares are not listed on any Stock Exchanges.

**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) year from the last date of dispatch of the letters of allotment, or demat credit or where refunds are being made electronically, giving of unblocking instructions to the clearing system, 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 Bidders.

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 appointed Mr. Ashish Soni, Company Secretary and 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:

**Mr. Ashish Soni**

**Surevin BPO Services Limited**

40, Mandakini Housing Society,  
Behind Reliance Fresh,  
Kolar Road, Bhopal- 462036, Madhya Pradesh, India.  
Tel No: +91 0 755 4278897  
E-mail:cs@surevin.com  
Website: [www.surevin.com](http://www.surevin.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 etc.

Pursuant to the press release no. PR. No. 85/2011 dated June 8, 2011, SEBI has launched a centralized web based complaints redress system "SCORES". This would enable investors to lodge and follow up their complaints and track the status of redressal of such complaints from anywhere. For more details, investors are requested to visit the website [www.scores.gov.in](http://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 Red Herring Prospectus and hence there are no pending investor complaints as on the date of this Red Herring Prospectus.

Disposal of investor grievances by listed companies under the same management as our Company

We do not have any listed company under the same management.

**Change in Auditors during the last three (3) years**

Except for resignation of M/s. M. Arun & Co., Chartered Accountants and appointment of Sandeep Mukherjee & Associates as statutory auditor and appointment of peer review auditor in addition to the existing auditors, there have been no changes in our Company's auditors in the last three (3) years.

**Capitalization of Reserves or Profits**

Except as disclosed under section titled "Capital Structure" beginning on page 44 of this Red Herring 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 Red Herring Prospectus.

**Tax Implications**

Investors who are allotted Equity Shares in the Issue will be subject to capital gains tax on any resale of the Equity Shares at applicable rates, depending on the duration for which the investors have held the Equity Shares prior to such resale and whether the Equity Shares are sold on the Stock Exchanges. For details, please refer the section titled "Statement of Tax Benefits" beginning on page 65 of this Red Herring Prospectus.

**Purchase of Property**

Other than as disclosed under section titled "Our Business" beginning on page 77 of this Red Herring 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 Red Herring 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 Red Herring 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 Red Herring 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 under sections titled "Our Management" and "Related Party Transactions" beginning on pages 93 and 109 respectively of this Red Herring Prospectus none of the beneficiaries of loans and advances and sundry debtors are related to the Directors of our Company.

## SECTION VIII: ISSUE INFORMATION

### TERMS OF THE ISSUE

*The Equity Shares being Issued are subject to the provisions of the Companies Act, SCRA, SCRR, SEBI (ICDR) Regulations, the SEBI Listing Regulations, our Memorandum and Articles of Association, the terms of this Red Herring Prospectus, the Prospectus, the abridged prospectus, Application Form, CAN, the Revision Form, Allotment advices, and other terms and conditions as may be incorporated in the documents/certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to all applicable laws, guidelines, rules, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the GoI, the Stock Exchanges, the RoC, the FIPB, the RBI 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/POLICYCELL/11/2015 dated November 10, 2015, all the investors applying in this issue shall use only Application Supported by Blocked Amount (ASBA) facility for making payment i.e. just writing their bank account numbers and authorising the banks to make payment in case of allotment by signing the application forms,*

#### **Authority for the Present Issue**

The present Public Issue of 9,12,000 Equity Shares in terms of this Red Herring Prospectus has been proposed and authorized by the Board of Directors pursuant to a resolution dated September 28, 2016 and by the shareholders pursuant to the special resolution passed in an Annual General Meeting dated September 29, 2016 under Section 62(1)(c) of the Companies Act, 2013.

#### **Ranking of Equity Shares**

The Equity Shares being Issue shall be subject to the provisions of the Companies Act, 2013 and our Memorandum and Articles of Association and shall rank *pari-passu* in all respects with the existing Equity Shares of our Company including rights in respect of dividend. The allottees, upon Allotment of Equity Shares under this Issue, will be entitled to receive dividends and other corporate benefits, if any, declared by our Company after the date of Allotment. For further details, please refer to section titled "Main Provisions of Articles of Association" beginning on page 222 of this Red Herring Prospectus.

#### **Mode of Payment of Dividend**

Our Company shall pay dividend to the shareholders of our Company in accordance with the provisions of the previous Companies Act, 1956 and the Companies Act, 2013, as may be applicable, the Articles of Association of our Company, the provisions of the SEBI Listing Regulations and any other rules, regulations or guidelines as may be issued by the Government of India in connection thereto 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 sections titled "Dividend Policy" and "Main Provisions of the Articles of Association" beginning on pages 110 and 222 respectively of this Red Herring Prospectus.

#### **Face Value and Issue Price**

The face value of the Equity Shares is Rs. 10 each and the Issue Price at the lower end of Price Band is [•] per Equity Share and at the higher end of Price Band is [•] per Equity Share.

The Price Band and the minimum Bid Lot size for the Issue decided by our Company in consultation with BRLMs and advertised in All Editions of The English National Newspaper Business Standard, All Editions of The Hindi National Newspaper Business Standard and Bhopal Edition of The Rashtriya Hindi Mail, at least five Working Days prior to the Bid/Issue Opening Date. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, were made available at the websites of the Stock Exchanges.

At any given point of time there shall be only one denomination for the Equity Shares

## Compliance with SEBI (ICDR) Regulations

Our Company shall comply with all requirements of the SEBI (ICDR) Regulations as amended time to time. 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 of our Company, 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 Issue for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation; subject to any statutory and other preferential claims being satisfied;
- Right of free transferability of the Equity Shares, subject to applicable law, including any RBI Rules and Regulations; and
- Such other rights, as may be available to a shareholder of a listed public company under the previous Companies Act, 1956 and Companies Act, 2013, as may be applicable, terms of the SEBI Listing Regulations and the Memorandum and Articles of Association of our Company.

For further details on the main provision of our Company's Articles of Association dealing with voting rights, dividend, forfeiture and lien, transfer and transmission and/ or consolidation / splitting, etc., please refer to section titled "Main Provisions of Articles of Association" beginning on page 222 of this Red Herring Prospectus.

## Minimum Application Value, Market Lot and Trading Lot

In terms of section 29 of the Companies Act, 2013, the Equity Shares shall be allotted only in dematerialised form. As per the existing SEBI (ICDR) Regulations, the trading of the Equity Shares shall only be in dematerialised form for all investors. In this context, two agreements have been signed among our Company, the respective Depositories and the Registrar to the Issuer:

1. Tripartite agreement dated March 21, 2017 between our Company, NSDL and the Registrar to the Issue.
2. Tripartite agreement dated November 09, 2016 between our Company, CDSL and the Registrar to the Issue

The trading of the Equity Shares will happen in the minimum contract size of [●] Equity Shares and the same may be modified by the SME Platform of NSE from time to time by giving prior notice to investors at large.

Allocation and allotment of Equity Shares through this Red Herring Prospectus will be done in multiples of [●] Equity Shares subject to a minimum allotment of [●] Equity Shares to the successful Bidders in terms of the SEBI Circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012.

## Joint Holders

Where two (2) or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint-holders with benefits of survivorship.

## Nomination Facility to Investor

In accordance with Section 72 of the Companies Act, 2013 the sole or first applicant, along with other joint applicant, may nominate any one person in whom, in the event of the death of sole applicant or in case of joint applicant, death of all the Bidders, 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 this section shall upon the production of such evidence as may be required by the Board, elect either:

- To register himself or herself as the holder of the Equity Shares; or
- To make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of ninety (90) 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 will be made only in dematerialized form, there is no need to make a separate nomination with our Company. 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

#### **Bid/Issue Programme**

<b>BID/ISSUE OPENED ON:</b>	<b>Friday July 28, 2017</b>
<b>BID/ISSUE CLOSED ON</b>	<b>Tuesday August 01, 2017</b>

**An indicative timetable in respect of the Issue is set out below:**

<b>Particulars</b>	<b>Indicative Date</b>
Bid/Issue Opening Date	Friday July 28, 2017
Bid/Issue Closing Date	Tuesday August 01, 2017
Finalisation of Basis of Allotment with the Designated Stock Exchange	On or about Friday, August 04, 2017
Initiation of refunds /unblocking of funds from ASBA Account	On or about Monday, August 07, 2017
Credit of Equity Shares to demat accounts of Allottees	On or about Monday, August 07, 2017
Commencement of trading of the Equity Shares on the Stock Exchanges	On or about Wednesday, August 09, 2017

The above timetable is indicative and does not constitute any obligation on our Company or the BRLMs.

Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchanges are taken within six Working Days of the Bid/Issue Closing Date, the timetable may be extended due to various factors, such as extension of the Bid/Issue Period by our Company, revision of the Price Band or any delay in receiving the final listing and trading approval from the Stock Exchanges. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchanges and in accordance with the applicable laws.

Due to limitation of time available for uploading the Bids on the Bid/Issue Closing Date, Bidders are advised to submit their Bids one day prior to the Bid/Issue Closing Date. Any time mentioned in this Prospectus is IST. Bidders are cautioned that, in the event a large number of Bids are received on the Bid/ Issue Closing Date, some Bids may not get uploaded due to lack of sufficient time. Such Bids that cannot be uploaded will not be considered for allocation under this Issue. Bids will be accepted only during Monday to Friday (excluding any public holiday). None among our Company or any member of the Syndicate is liable for any failure in uploading the Bids due to faults in any software/hardware system or otherwise.

Our Company in consultation with the BRLMs, reserves the right to revise the Price Band during the Bid/Issue Period. The revision in the Price Band shall not exceed 20% on either side, i.e. the Floor Price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly.

In case of revision in the Price Band, the Bid/Issue Period shall be extended for at least three additional Working Days after such revision, subject to the Bid/Issue Period not exceeding 10 Working Days. Any revision in Price Band, and the revised Bid/Issue Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges, by issuing a

press release and also by indicating the change on the terminals of the Syndicate Members.

### **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 to any minimum subscription level. This Issue is 100% underwritten and the details of the same have been disclosed under section titled "General Information" beginning on page 35 of this Red Herring Prospectus.

As per section 39 of the new Companies Act, if the "stated minimum amount" has not been subscribed and the sum payable on application is not received within a period of thirty (30) days from the date of issue of 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 Issue Document including devolvement of Underwriters within sixty (60) 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 eight (8) 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.

Further, in accordance with Regulation [106R] of SEBI (ICDR) Regulations, the minimum number of allottees in this Issue shall be fifty (50). In case the minimum number of prospective allottees is less than fifty (50), no allotment will be made pursuant to this Issue and the amounts in the ASBA Account shall be unblocked forthwith.

Further, in accordance with Regulation [106Q] 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.

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 Issued or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

### **Arrangements for disposal of odd lots**

The trading of the Equity Shares will happen in the minimum contract size of [●] equity 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 NSE.

### **Application by Eligible NRIs, FPIs/FIIs registered with SEBI, VCFs registered with SEBI**

It is to be understood that there is no reservation for Eligible NRIs or FPIs/FIIs registered with SEBI or VCFs. Such Eligible NRIs, FPIs/FIIs registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

### **As per the extant policy of the Government of India, OCBs cannot participate in this Issue.**

NRIs, FPIs/FIIs and foreign venture capital investors registered with SEBI are permitted to purchase shares of an Indian company in a public Issue 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. The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the FIPB or the RBI, provided that (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.

The current provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, FPIs and foreign venture capital investors registered with SEBI to invest in shares of Indian companies by way of subscription in an IPO. However, such investments would be subject to other investment restrictions under the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, RBI and/or SEBI regulations as may be applicable to such investors.

The Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the

Government of India/RBI while granting such approvals.

### **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 Promoter minimum contribution in the Issue as detailed in the section titled "Capital Structure" beginning on page 44 of this Red Herring Prospectus, and except as provided in the Articles of Association of our Company, there are no restrictions on transfer and transmission and on their consolidation / splitting of Equity Shares. For further details, please refer to the section titled "Main Provisions of Articles of Association" beginning on page 222 of this Red Herring Prospectus.

*The above information is given for the benefit of the Bidders. The Bidders are advised to make their own enquiries about the limits applicable to them. Our Company and the Book Running Lead Managers do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Book Running 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 this Red Herring Prospectus. Bidders 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.*

### **Option to receive Equity Shares in Dematerialized Form**

As per Section 29 of the Companies Act, 2013 and in accordance with SEBI (ICDR) Regulations, every company making public Issue shall issue securities only in dematerialized form only. Hence, the Equity Shares being Issued 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 Issue shall be in dematerialized form only. The Equity Shares on Allotment will be traded only on the dematerialized segment of the SME Exchange. Bidders will not have an option of Allotment of the Equity Shares in physical form. Allottees shall have the option to re-materialise the Equity Shares, if they so desire, as per the provisions of the Companies Act, 2013 and the Depositories Act.

### **Migration to Main Board**

In accordance with the NSE Circular dated November 26, 2012, our Company will have to be mandatorily listed and traded on the SME Platform of the NSE 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 NSE 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 NSE from the SME Exchange on a later date subject to the following:

- If the Paid up Capital of our 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 our Company has obtained in-principal approval from the main board), we shall have to apply to NSE 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 ₹10 crores but below ₹ 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 Equity Shares Issued through this Issue are proposed to be listed on the SME Platform of NSE (SME Exchange), wherein Hem Finlease Private Limited is the Market Maker to this Issue shall ensure compulsory Market Making through the registered Market Makers of the SME Exchange for a minimum period of three (3) years from the date of listing on the SME Platform of NSE. For further details of the agreement entered into between our Company, the Book Running Lead Manager and the Market Maker please refer to section titled "General Information - Details of the Market Making Arrangements for this Issue" beginning on page 41 of this Red Herring 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:

<b>Issue size</b>	<b>Buy quote exemption threshold (including mandatory initial inventory of 5% of issue size)</b>	<b>Re-entry threshold for buy quotes (including mandatory initial inventory of 5% of issue size)</b>
Upto ₹ 20 Crore, as applicable in our case	25%	24%

Further, the Market Maker shall give two (2) 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.

### **New Financial Instruments**

There are no new financial instruments such as deep discounted bonds, debenture, warrants, secured premium notes, etc. issued by our Company through this issue.

### **Jurisdiction**

Exclusive jurisdiction for the purpose of this Issue is with the competent courts / authorities in Jaipur, India.

The Equity Shares have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States, and may not be Issued or sold within the United States to, or for the account or benefit of "U.S. persons" (as defined in Regulation S), 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 Issued or sold outside the United States in compliance with Regulation S under the Securities Act and the applicable laws of the jurisdictions where those Issues 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 Issued or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.



## ISSUE STRUCTURE

This Issue is being made in terms of Regulation 106M (1) of Chapter XB of the SEBI (ICDR) Regulations, whereby, an issuer whose post issue face value capital does not exceed ten 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 NSE). For further details regarding the salient features and terms of such this Issue, please refer to sections titled "Terms of the Issue" and "Issue Procedure" beginning on pages 171 and 179 respectively of this Red Herring Prospectus.

The present Issue of 9,12,000 Equity Shares at a price of ₹ [●] aggregating to ₹ [●] lakhs by our Company. The Issue of Equity Shares will constitute 26.93 % of the fully diluted post-issue equity share capital of our Company.

Particulars of the Issue	Net Issue to Public*	Market Maker Reservation Portion
<b>Number of Equity Shares</b>	8,64,000 Equity Shares	48,000 Equity Shares
<b>Percentage of Issue Size available for allocation</b>	94.74 % of the Issue Size	5.26 % of the Issue Size
<b>Basis of Allotment/ Allocation if respective category is oversubscribed</b>	Proportionate subject to minimum allotment of [●] Equity Shares and further allotment in multiples of [●] Equity Shares each.  For further details please refer to "Basis of Allotment" under section titled "Issue Procedure" beginning on page 179 of this Red Herring Prospectus.	Firm Allotment
<b>Mode of Application</b>	Through ASBA Process Only	Through ASBA Process Only
<b>Mode of Allotment</b>	Compulsorily in dematerialised form.	Compulsorily in dematerialised form.
<b>Minimum Bid</b>	<b>For Other than Retail Individual Investors:</b>  Such number of Equity Shares in multiples of [●] Equity Shares such that the Application Value exceeds ₹2,00,000.  <b>For Retail Individuals:</b>  4,32,000 Equity Shares at Issue price of ₹ [●] each.	[●] Equity Shares of Face Value ₹10.00
<b>Maximum Bid</b>	<b>For Other than Retail Individual Investors:</b>  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.  <b>For Retail Individuals Investors:</b>  Such number of Equity Shares in multiples of [●] Equity Shares such that the application value does not exceed ₹ 2, 00,000.	[●] Equity Shares of Face Value ₹10.00
<b>Bid Lot</b>	[●] Equity Shares	[●] Equity Shares
<b>Trading Lot</b>	[●] Equity Shares	[●] Equity Shares. However the Market Makers may accept odd lots if any in the market as required under the SEBI (ICDR) Regulations, 2009.
<b>Terms of Payment</b>	The entire Bid Amount will be payable at the time of submission of Bid Form.	

This Issue is being made in terms of Chapter XB of the SEBI (ICDR) Regulations. For further details please refer to section titled "Issue Structure" beginning on page 177 of this Red Herring Prospectus.

\*As per Regulation 43(4) of the SEBI (ICDR) Regulations, as present issue is a book building 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 Investors 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 Bidders in the other category.

"If the retail individual investor category is entitled to more than fifty per cent (50%) on proportionate basis, the retail individual investors shall be allocated that higher percentage"

#### **Withdrawal of the Issue**

Our Company, in consultation with the Book Running 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 NSE for listing of Equity Shares Issued 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, our Company wishes to withdraw the Issue after Issue Opening but before allotment, our Company will give public notice giving reasons for withdrawal of Issue. The public notice will appear in two (2) widely circulated national newspapers (one each in English and Hindi) and one (2) in regional newspaper.

The Book Running Lead Manager, through the Registrar to the Issue, will instruct the SCSBs to unblock the ASBA Accounts within one (1) 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 Issueing 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 Issued through the Prospectus, which our Company will apply for only after Allotment; and (ii) the final RoC approval of the Prospectus.

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, Bidders 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 Red Herring Prospectus is IST. Bidders are cautioned that, in the event a large number of applications are received on the Issue Closing Date, as is typically experienced in public Issueings, 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 Bidders 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 Book Running 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 Issueings 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 Book Running Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document. Bidders 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 Red Herring Prospectus and the Prospectus.

This section applies to all the Bidders, please note that all the Bidders are required to make payment of the full Application Amount along with the Application Form.

**Our Company and the BRLM are not liable for any amendments, modifications or change in applicable laws or regulations, which may occur after the date of this Red Herring Prospectus.**

### **PART A**

#### **Book Building Issue Procedure**

This Issue is being made in compliance with the provisions of Reg. 106(M)(1) of Chapter XB of the SEBI ICDR Regulations and through the Book Building Process wherein 50% of the net issue to Public shall be available for allocation to Retail Individual Bidders and the balance shall be available for allocation to QIBs and Non-Institutional Bidders. Further 5% of the Issue shall be reserved for allocation to the Market Maker.

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 BRLMs and the Designated Stock Exchange.

Subject to valid Bids being received at or above the issue Price, allocation to all categories in the Net Issue, shall be made on a proportionate basis, except for retail portion where allotment to each retail bidder shall not be less than the minimum bid lot subject to availability of Equity shares in Retail portion, and the remaining available Equity shares, if any, shall be allotted on a proportionate basis.

The Equity Shares, on Allotment, shall be traded only in the dematerialized segment of the Stock Exchanges.

**Investors should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialized form. The Bid cum Application Forms which do not have the details of the Bidders’ depository account, including DP ID, Client ID and PAN, shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form.**

## Bid cum Application Form

Copies of the Bid cum Application Form and the abridged prospectus will be available at the offices of the BRLM, the Designated Intermediaries at Bidding Centres, and Registered Office of our Company. An electronic copy of the Bid cum Application Form will also be available for download on the websites of the NSE ([www.nseindia.com](http://www.nseindia.com)), the SCSBs, the Registered Brokers, the RTAs and the CDPs at least one day prior to the Bid/Issue Opening Date.

All Bidders shall mandatorily participate in the Issue only through the ASBA process. ASBA Bidders must provide bank account details and authorisation to block funds in the relevant space provided in the Bid cum Application Form and the Bid cum Application Forms that do not contain such details are liable to be rejected.

ASBA Bidders shall ensure that the Bids are made on Bid cum Application Forms bearing the stamp of the Designated Intermediary, submitted at the Collection Centres only (except in case of electronic Bid cum Application Forms) and the Bid cum Application Forms not bearing such specified stamp are liable to be rejected.

The prescribed colour of the Bid Cum Application Form for various categories is 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

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.*

Designated Intermediaries shall submit Bid cum Application Forms to SCSBs only.

The upload of the details in the electronic bidding system of stock exchange will be done by:

<b>For Applications submitted by investors to SCSB:</b>	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.
<b>For applications submitted by investors to intermediaries other than SCSBs:</b>	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.

Bidders 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 Bidders.

## Availability of Red Herring Prospectus/ Prospectus and Application Forms

The bid cum Application Forms and copies of the Red Herring Prospectus may be obtained from the Registered Office of our Company, Book running 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 NSE i.e. [www.nseindia.com](http://www.nseindia.com).

### Who can Bid?

In addition to the category of Bidders 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 195 of this Red Herring 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 corporate 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 Bidders

The Application must be for a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter, so as to ensure that the Application Price payable by the Applicant does not exceed Rs. 2,00,000. In case of revision of Applications, the Retail Individual Bidders have to ensure that the Application Price does not exceed Rs. 2,00,000.

### 2. For Other than Retail Individual Bidders (Non-Institutional Bidders and QIBs):

The Application must be for a minimum of such number of Equity Shares that the Application Amount exceeds Rs. 2,00,000 and in multiples of [●] 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 Bidders, who are individuals, have to ensure that the Application Amount is greater than Rs. 2,00,000 for being considered for allocation in the Non-Institutional Portion.

**Bidders 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 Red Herring Prospectus.**

**The above information is given for the benefit of the Bidders. The Company and the BRLMs are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Red Herring Prospectus. Bidders 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 BRLM AND THE SYNDICATE MEMBERS

The BRLM 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 BRLM 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 Bidder, 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-materialized 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.

### Information for the Bidders

- Our Company shall file the Red Herring Prospectus with the RoC at least three days before the Bid / Issue Opening Date.
- Our Company shall, after registering the Red Herring Prospectus with the RoC, make a pre-Issue advertisement, in the form prescribed under the ICDR Regulations, in English and Hindi national newspapers and one regional newspaper with wide circulation. In the pre-Issue advertisement, our Company and the Book Running Lead Manager shall advertise the Issue Opening Date, the Issue Closing Date. This advertisement, subject to the provisions of the Companies Act, shall be in the format prescribed in Part A of Schedule XIII of the ICDR Regulations.
- Our Company shall announce the Price Band at least five Working Days before the Issue Opening Date in English and Hindi national newspapers and one regional newspaper with wide circulation. This announcement shall contain relevant financial ratios computed for both upper and lower end of the Price Band. Further, this announcement shall be disclosed on the websites of the Stock Exchanges where the Equity Shares are proposed to be listed and shall also be pre-filled in the application forms available on the websites of the stock exchanges.
- The Issue Period shall be for a minimum of three Working Days. In case the Price Band is revised, the Issue Period shall be extended, by an additional three Working Days, subject to the total Issue Period not exceeding ten Working Days. The revised Price Band and Issue Period will be widely disseminated by notification to the SCSBs and Stock Exchanges, and by publishing in English and Hindi national newspapers and one regional newspaper with wide circulation and also by indicating the change on the websites of the Book Running Lead Manager and at the terminals of the members of the Syndicate.
- The Book Running Lead Manager shall dispatch the Red Herring Prospectus and other Issue material including Bid cum Application Form, to the Designated Stock Exchange, members of the Syndicate, Bankers to the Issue, investors' associations and SCSBs in advance.
- Copies of the Bid cum Application Form will be available for all categories of Bidders, with the Designated Branches, members of the Syndicate (at the Syndicate ASBA Bidding Centers) and at our Registered Office. Electronic Bid cum Application Form will be available on the websites of the SCSBs and on the websites of the Stock Exchanges at least one Working Day prior to the Issue Opening Date. Copies of the Bid cum Application Form will be available for the Retail Individual Bidders with the members of the Syndicate and at our Registered Office.

**The Bidders should note that in case the PAN, the DP ID and Client ID mentioned in the Bid cum Application Form and entered into the electronic bidding system of the Stock Exchanges by the Syndicate Member does not match with the PAN, DP ID and Client ID available in the database of Depositories, the Bid cum Application Form is liable to be rejected.**

### Application by Indian Public including eligible NRIs applying on Non-Repatriation Basis

Bid cum 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 Issued 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

Bid cum Application Forms have been made available for eligible NRIs at our registered office and at the office of the Book Running Lead Manager to the Issue.



Eligible NRIs Bidders may please note that only such applications as are accompanied by payment in free foreign exchange shall be considered for Allotment under the 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 this 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.**

- a. 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.
- b. 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 Issue 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.
- c. In respect of investments in the secondary market, the following additional conditions shall apply:
  - i. 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;
  - ii. 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.
  - iii. No transaction on the stock exchange shall be carried forward;
  - iv. 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:
    - ❖ 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;
    - ❖ 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;
    - ❖ 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;



- ❖ Sale of securities, in accordance with the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998;
  - ❖ 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;
  - ❖ 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;
  - ❖ 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;
  - ❖ Any other transaction specified by Board.
- v. 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.
- d. 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.
- e. 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.
- f. 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.
- g. 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.
- h. 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 Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Bid Cum Application Form. Failing this, our Company reserves the right to accept or reject any Bid in whole or in part, in either case, without assigning any reason thereof.

In case of a Mutual Fund, a separate Bid can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Bid 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 Bid 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 Bids 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 Bid cum Application Form. Failing this, our Company reserves the right to reject any Bids without assigning any reason thereof.

### **Applications by Insurance Companies**

In case of Bids made by insurance companies registered with IRDA, certified copy of certificate of registration issued by IRDA must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, 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 Bids 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 Bid in whole or in part, in either case, without assigning any reason therefore.

With respect to the Bids by VCFs, FVCIs and FPIs, 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 their SEBI registration certificate must be lodged along with the Bid cum Application Form. Failing this, our Company reserves the right to accept or reject any Bid in whole or in part, in either case, without assigning any reason therefore.

In the case of Bids 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 Bid cum Application Form. Failing this, the Company reserves the right to accept or reject any Bid cum Application in whole or in part, in either case, without assigning any reason therefore.

In the case of Bids 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 Bid cum 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 Bids 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 Bid cum Application Form. Failing this, the Company reserves the right to accept or reject any Bid cum Application in whole or in part, in either case, without assigning any reason thereof.

In the case of Bid cum 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 Bid cum 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 Bids 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 Bid cum Application Form. Failing this, our Company reserves the right to accept or reject any Bid cum Application in whole or in part, in either case, without assigning any reason thereof.

The above information is given for the benefit of the Bidder. Our Company, BRLM and Syndicate Members 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 Red Herring Prospectus. Bidders 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 Red Herring Prospectus.

#### **Bids by banking companies**

In case of Bids made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Bid cum Application Form, failing which our Company, severally and not jointly, reserve the right to reject any Bid without assigning any reason therefore.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949 (the "**Banking Regulation Act**"), and Master Circular – Para-banking Activities dated July 1, 2015 is 10% of the paid-up share capital of the investee company or 10% of the banks' own paid-up share capital and reserves, whichever is less. Further, the investment in a non-financial services company by a banking company together with its subsidiaries, associates, joint ventures, entities directly or indirectly controlled by the bank and mutual funds managed by asset management companies controlled by the banking company cannot exceed 20% of the investee company's paid-up share capital. A banking company may hold up to 30% of the paid-up share capital of the investee company with the prior approval of the RBI provided that the investee company is engaged in non-financial activities in which banking companies are permitted to engage under the Banking Regulation Act.

#### **Method and Process of Bids**

1. The Designated Intermediaries shall accept applications from the Bids 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, Bidders who are interested in subscribing to the Equity Shares should approach the Designated Intermediaries to register their applications.
4. The Bidder cannot apply on another Application Form after bids on one Bid Cum Application Form have been submitted to the Designated Intermediaries. Submission of a second Bid cum Application form to either the same or to another Designated Intermediaries will be treated as multiple bids 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 bid cum 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 bids shall be stamped and thereby acknowledged by the Designated Intermediaries at the time of receipt.
6. Upon receipt of the bid cum Application Form, submitted whether in physical or electronic mode, the Designated Intermediaries shall verify if sufficient funds equal to the bid Amount are available in the ASBA Account, as mentioned in the bid cum Application Form, prior to uploading such bids with the Stock Exchange.
7. If sufficient funds are not available in the ASBA Account, the Designated Intermediaries shall reject such bids and shall not upload such bids with the Stock Exchange.
8. If sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the bid Amount mentioned in the Bid cum 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 bid Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment and consequent transfer of the bid Amount against the Allotted Equity Shares to the Public Issue Account, or until withdrawal/ failure of the Issue or until withdrawal/ rejection of the bid cum 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 bidders 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 [●] 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 bidders. 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 bidders 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 bidders.

### **Payment mechanism**

The Bidders shall specify the bank account number in their Bid cum Application Form and the SCSBs shall block an amount equivalent to the bid Amount in the bank account specified in the Bid cum Application Form. The SCSB shall keep the bid Amount in the relevant bank account blocked until withdrawal/ rejection of the Application or receipt of instructions from the Registrar to unblock the bid Amount. However Non Retail Bidders shall neither withdraw nor lower the size of their applications at any stage. In the event of withdrawal or rejection of the Bid cum Application Form or for unsuccessful Bid cum 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 Bid Amount shall remain blocked in the ASBA Account until finalization of the Basis of Allotment in the Issue and consequent transfer of the Bid Amount to the Public Issue Account, or until withdrawal/ failure of the Issue or until rejection of the Bid by the ASBA Bidder, 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 Bids accepted by them,
  - (ii) the Bids uploaded by them
  - (iii) the Bids accepted but not uploaded by them or
  - (iv) With respect to applications by Bidders, Bids 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 Bid 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 Book Running 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 bids accepted by any Designated Intermediaries
  - (ii) the bids uploaded by any Designated Intermediaries or
  - (iii) the bids 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 Book Running Lead Manager on a regular basis.
6. With respect to bids by bidders, at the time of registering such bids, the Syndicate Bankers, DPs and RTAs shall forward a Schedule as per format given below along with the Bid cum 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 bids by bidders, at the time of registering such bids, the Designated Intermediaries shall enter the following information pertaining to the bids into the on-line system:
  - Name of the bidder;
  - IPO Name;
  - Bid cum Application Form Number;
  - Investor Category;
  - PAN (of First bidder, if more than one bidder);
  - DP ID of the demat account of the Bidder;
  - Client Identification Number of the demat account of the Bidder;



- 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 Bid by an Bidder through the Electronic Mode, the Bidder shall complete the above-mentioned details and mention the bank account number, except the Electronic ASBA Bid cum Application Form number which shall be system generated.
  9. The aforesaid Designated Intermediaries shall, at the time of receipt of bid, 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 bid cum application form in physical as well as electronic mode. The registration of the bid 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 Bidders and Retail Individual Bidders, bids would not be rejected except on the technical grounds as mentioned in the Red Herring 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 Book Runner 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 bids.

### **Allocation of Equity shares**

- 1) The Issue is being made through the Book Building Process wherein 48,000 Equity Shares shall be reserved for Market Maker. 8,64,000 Equity shares will be allocated on a proportionate basis to Retail Individual Bidders, subject to valid bids being received from Retail Individual Bidders at the Issue Price. The balance of the Net Issue will be available for allocation on proportionate basis to Non Retail Bidders.
- 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 Book Running 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 Bidders 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 Red Herring Prospectus with ROC**

- a) Our company, BRLM and Syndicate Members has entered into an Underwriting Agreement dated March 09, 2017.
- b) A copy of Red Herring Prospectus and Prospectus will be filed 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 Red Herring 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 Newspaper and (iii) Regional Newspaper each with wide circulation. In the pre-Issue advertisement, we stated the Bid Opening Date and the Bid Closing Date. This advertisement, subject to the provisions of Section 30 of the Companies Act, 2013, was in the format prescribed in Part A of Schedule XIII of the SEBI Regulations.

### **Advertisement regarding Issue Price and Prospectus**

Our Company will issue a statutory advertisement after the filing of the Prospectus with the RoC. This advertisement, in addition to the information that has to be set out in the statutory advertisement, shall indicate the final derived Issue Price. Any material updates between the date of the Red Herring Prospectus and the date of Prospectus will be included in such statutory advertisement.

### **Issuance of Allotment Advice**

- 1) Upon approval of the Basis of Allotment by the Designated Stock Exchange.
- 2) The Book Running Lead Managers or the Registrar to the Issue will dispatch an Allotment Advice to their bidders 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 Bid.

### **General Instructions**

#### **Do's:**

- Check if you are eligible to apply;
- Read all the instructions carefully and complete the applicable Bid Cum Application Form;
- Ensure that you have Bid within the Price Band;
- 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 bidders 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 Bid cum 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 Bid cum 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 Bid cum Application Form is signed by the account holder in case the bidder is not the account holder. Ensure that you have mentioned the correct bank account number in the Bid cum Application Form;
- Ensure that the Bid cum Application Forms are delivered by the bidders within the time prescribed as per the Bid cum Application Form and the Red Herring Prospectus;
- Ensure that you have requested for and receive a TRS;
- Ensure that you request for and receive a stamped acknowledgement of the Bid cum Application Form for all your bid options;
- All Investors submit their bids 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 Bid cum 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 bid size;
- Do not apply for a price different from the price mentioned herein or in the Bid cum Application Form;
- Do not apply on another Bid cum 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 bid Price in cash, by money order or by postal order or by stock invest;
- Do not send Bid cum Application Forms by post, instead submit the Designated Intermediary only;
- Do not submit the Bid cum Application Forms to any non-SCSB bank or our Company
- Do not apply on an Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;
- Do not submit the bid without ensuring that funds equivalent to the entire application Amount are blocked in the relevant ASBA Account;
- Do not apply for an bid Amount exceeding Rs. 2,00,000 (for applications by Retail Individual Bidders);
- Do not fill up the Bid cum 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 bids on plain paper or incomplete or illegible Bid cum Application Forms in a colour prescribed for another category of Applicant; and
- Do not make Bid cum Applications if you are not competent to contract under the Indian Contract Act, 1872, as amended.
- Do not submit more than five Bid cum Application Forms per ASBA Account;

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

**Bids at Different Price Levels and Revision of Bids**

- a) Our Company in consultation with the BRLM, and without the prior approval of, or intimation, to the Bidders, reserves the right to revise the Price Band during the Bid/ Issue Period, provided that the Cap Price shall be less than or equal to 120% of the Floor Price and the Floor Price shall not be less than the face value of the Equity Shares. The revision in Price Band shall not exceed 20% on the either side i.e. the floor price can move up or down to the extent of 20% of the floor price disclosed. If the revised price band decided, falls within two different price bands than the minimum application lot size shall be decided based on the price band in which the higher price falls into.
- b) Our Company in consultation with the BRLM, will finalize the Issue Price within the Price Band, without the prior approval of, or intimation, to the Bidders.
- c) The Bidders can Bid at any price within the Price Band. The Bidder has to Bid for the desired number of Equity Shares at a specific price. Retail Individual Bidders may Bid at the Cut-off Price. However, bidding at Cut-off Price is prohibited for QIB and Non-Institutional Bidders and such Bids from QIB and Non-Institutional Bidders shall be rejected.
- d) Retail Individual Bidders, who Bid at Cut-off Price agree that they shall purchase the Equity Shares at any price within the Price Band. Retail Individual Bidders shall submit the Bid cum Application Form along with a cheque/demand draft for the Bid Amount based on the Cap Price with the Syndicate. In case of ASBA Bidders (excluding Non-Institutional Bidders and QIB Bidders) bidding at Cut-off Price, the ASBA Bidders shall instruct the SCSBs to block an amount based on the Cap Price.

**Communications**

All future communications in connection with Bids made in this Issue should be addressed to the Registrar quoting the full name of the sole or First Bidder, Bid cum Application Form number, Bidders Depository Account Details, number of Equity Shares applied for, date of Bid cum Application Form, name and address of the member of the Syndicate or the SCSB / Designated Intermediary, where the Bid was submitted and bank account number in which the amount equivalent to the Bid Amount was blocked.

Bidders 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 Allotment, credit of allotted shares in the respective beneficiary accounts, unblocking of funds, etc. In case of ASBA Bids submitted to the Designated Branches of the SCSBs, the Bidders can contact the Designated Branches of the SCSBs.

### **Impersonation**

Attention of the bidders 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

### **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 Bid/Issue Closing Date.
- 3) That if the Company does 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) All steps for completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges where the Equity Shares are proposed to be listed are taken within six Working Days of the Bid/Issue Closing Date.
- 6) That no further issue of Equity Shares shall be made till the Equity Shares Issued through the Red Herring Prospectus are listed or until the Application monies are unblocked on account of non-listing, under subscription etc. and
- 7) 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;
- 8) Adequate arrangements shall be made to collect all Bid cum Application Forms.
- 9) That none of the promoters or directors of the company is willful defaulter under Section 4(5) of SEBI (ICDR) Regulations, 2009 as per the *(Third Amendment) in SEBI (ICDR) Regulations, 2016 dated May, 25, 2016*

### **Utilization of Issue Proceeds**

Our Company declares that 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.

### **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 March 21, 2017 between NSDL, the Company and the Registrar to the Issue;
- b) Agreement dated November 09, 2016 between CDSL, the Company and the Registrar to the Issue;

The Company's equity shares bear an ISIN No. INE082W01014

### **Other Instructions**

#### **Joint Applications in the case of Individuals**

Applications may be made in single or joint names (not more than three). In the case of joint Applications, all payments will be made out in favour of the Applicant whose name appears first in the Application Form or Revision Form. All communications will be addressed to the First Applicant and will be dispatched to his or her address as per the Demographic Details received from the Depository.

#### **Multiple Applications**

An Applicant should submit only one Application (and not more than one). Two or more Applications will be deemed to be multiple Applications if the sole or First Applicant is one and the same.

In this regard, the procedures which would be followed by the Registrar to the Issue to detect multiple applications are given below:

- i. All applications are electronically strung on first name, address (1st line) and applicant's status. Further, these applications are electronically matched for common first name and address and if matched, these are checked manually for age, signature and father/ husband's name to determine if they are multiple applications
- ii. Applications which do not qualify as multiple applications as per above procedure are further checked for common DP ID/ beneficiary ID. In case of applications with common DP ID/ beneficiary ID, are manually checked to eliminate possibility of data entry error to determine if they are multiple applications. 201
- iii. Applications which do not qualify as multiple applications as per above procedure are further checked for common PAN. All such matched applications with common PAN are manually checked to eliminate possibility of data capture error to determine if they are multiple applications.

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.

In cases where there are more than 20 valid applications having a common address, such shares will be kept in abeyance, post allotment and released on confirmation of —know your client norms by the depositories. The Company reserves the right to reject, in its absolute discretion, all or any multiple Applications in any or all categories.

After submitting an ASBA Application either in physical or electronic mode, an ASBA Applicant cannot apply (either in physical or electronic mode) to either the same or another Designated Branch of the SCSB Submission of a second Application in such manner will be deemed a multiple Application and would be rejected. More than one ASBA Applicant may apply for Equity Shares using the same ASBA Account, provided that the SCSBs will not accept a total of more than five Application Forms with respect to any single ASBA Account.

Duplicate copies of Application Forms downloaded and printed from the website of the Stock Exchange bearing the same application number shall be treated as multiple Applications and are liable to be rejected. The Company, in consultation with the Book Running Lead Manager reserves the right to reject, in its absolute discretion, all or any multiple Applications in any or all categories. In this regard, the procedure which would be followed by the Registrar to the Issue to detect multiple Applications is given below:

1. All Applications will be checked for common PAN. For Bidders other than Mutual Funds and FII sub-accounts, Applications bearing the same PAN will be treated as multiple Applications and will be rejected.
2. For Applications from Mutual Funds and FII sub-accounts, submitted under the same PAN, as well as Applications on behalf of the Bidders for whom submission of PAN is not mandatory such as the Central or State Government, an official liquidator or receiver appointed by a court and residents of Sikkim, the Application Forms will be checked for common DP ID and Client ID.

**Permanent Account Number or PAN**

Pursuant to the circular MRD/DoP/Circ 05/2007 dated April 27, 2007, SEBI has mandated Permanent Account Number (—PAN) to be the sole identification number for all participants transacting in the securities market, irrespective of the amount of the transaction w.e.f. July 2, 2007. Each of the Bidders should mention his/her PAN allotted under the IT Act. Applications without the PAN will be considered incomplete and are liable to be rejected. It is to be specifically noted that Bidders should not submit the GIR number instead of the PAN, as the Application is liable to be rejected on this ground.

**Our Company/ Registrar to the Issue/ Book Running Lead Manager can, however, accept the Application(s) in which PAN is wrongly entered into by ASBA SCSB's in the ASBA system, without any fault on the part of Applicant.**

## 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 Red Herring 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 exchange, on the website(s) of the **BRLM** to the Issue and on the website of Securities and Exchange Board of India (**“SEBI”**) at [www.sebi.gov.in](http://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 Issue (IPO)**

An IPO means an Issue of specified securities by an unlisted Issuer to the public for subscription and may include an Issue 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 106M(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 BRLM

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 Issue Document with SEBI nor has SEBI issued any observations on the Issue 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 BRLM has to ensure compulsory market making for a minimum period of three years from the date of listing of Equity Shares Issued in the Issue.
- e) The Issuer shall have a track record of three years.
- f) The Net worth (excluding revaluation reserves) of the Issuer shall be positive as per the latest audited financial results.
- g) The Issuer should have positive cash accruals (earnings before depreciation and tax) from operations for at least 2 financial years.
- h) The Post-issue paid up capital of the Issuer shall be less than Rs. 25 Crores.
- i) The Issuer shall mandatorily facilitate trading in demat securities.
- j) The Issuer should not have been referred to Board for Industrial and Financial Reconstruction.
- k) No petition for winding up is admitted by a court or a liquidator has not been appointed of competent jurisdiction against the Company.
- 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

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 7, Regulation 8, Regulation 9, Regulation 10, Regulation 25, Regulation 26, Regulation 27 and Sub regulation (1) of Regulation 49 of SEBI (ICDR) Regulations, 2009 shall not apply to 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 Lakhs. Company also complies with the eligibility conditions laid by the SME Platform of NSE 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.

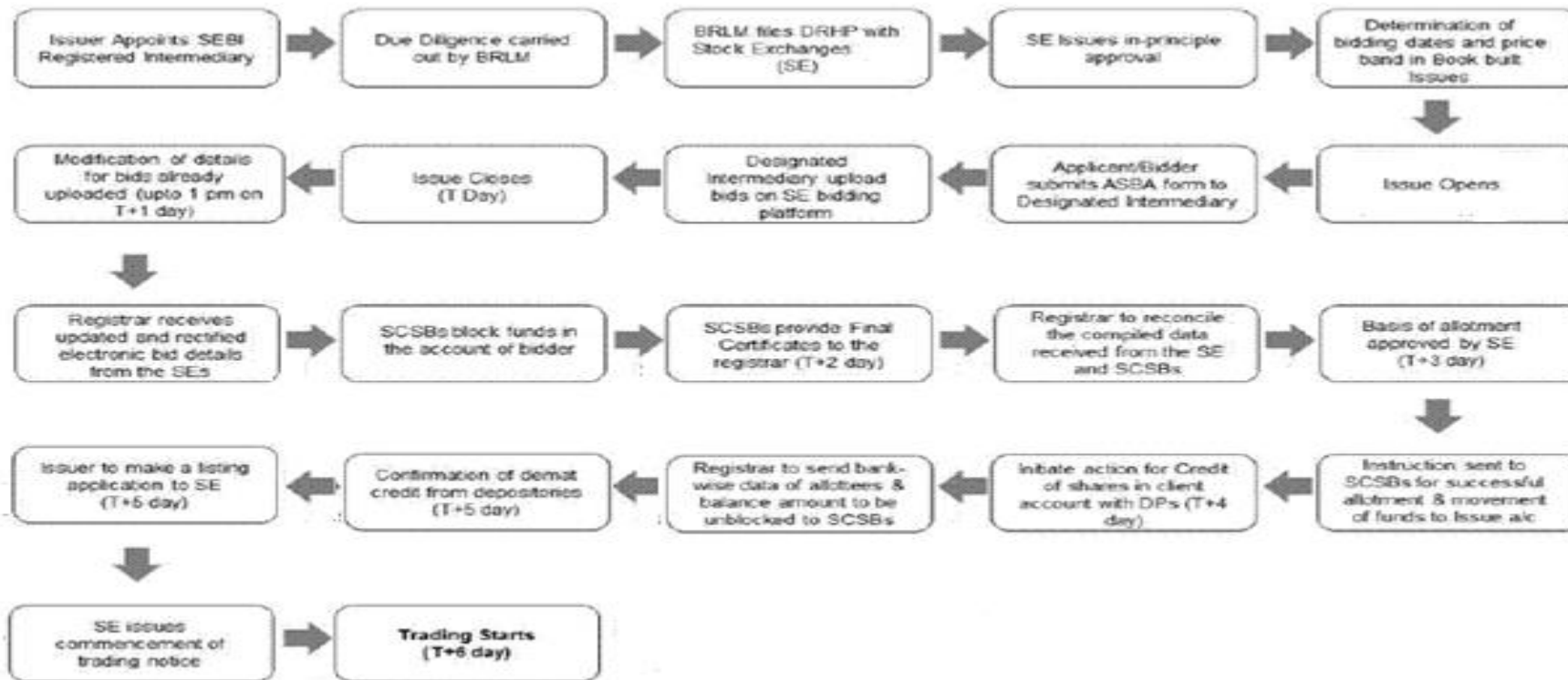
OR

- b) 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 Book Building Issues is as follows:





### **SECTION 3: CATEGORY OF INVESTORS ELIGIBLE TO PARTICIPATE IN AN ISSUE**

**Each Bidder should check whether it is eligible to apply under applicable law.** Furthermore, certain categories of Bidders/Bidders, 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. Bidders are requested to refer to the Prospectus for more details. Subject to the above, an illustrative list of Bidders is as follows:

- Indian nationals resident in India who are competent to contract under the Indian Contract Act, 1872, as amended, 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/Bidder should specify that the Application is being made in the name of the HUF in the Bid cum Application Form as follows: "Name of sole or first Bidder: 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.
- Sub- accounts of FIIs registered with SEBI, which are foreign corporate or foreign individuals only under the Non-Institutional Bidder's category.
- 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 ₹2500 Lakhs and who are authorized under their constitution to hold and invest in equity shares;
- Eligible QFIs;
- 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.

#### **Applications not to be made by:**

- **Minors (except under guardianship)**
- **Partnership firms or their nominees**
- **Foreign Nationals (except NRIs)**
- **Overseas Corporate Bodies**

As per the existing regulations, OCBs are not allowed to participate in an Issue.

### **SECTION 4: APPLYING IN THE ISSUE**

**Book Building Issue:** Bidders should only use the specified Bid cum Application Form either bearing the stamp of Designated Intermediaries as available or downloaded from the websites of the Stock Exchanges. Bid cum Application Forms are available with the registered office of the Issuer, and office of the RTA and at the office of the BRLM. For further details regarding availability of Bid cum Application Forms, Bidders may refer to the Prospectus. Bidders should ensure that they apply in the appropriate category. The prescribed color of the Bid cum Application Form for various categories of Bidders 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

#### 4.1 Instructions For Filing Bid cum Application Form/ Bid cum Application Form

Bidders may note that forms not filled completely or correctly as per instructions provided in this GID, the Red Herring Prospectus and Bid cum Application Form / Bid cum Application Form are liable to be rejected.

Instructions to fill each field of the Bid cum Application Form can be found on the reverse side of the Bid cum Application Form. Specific instructions for filling various fields of the Resident Bid cum Application Form and Non-Resident Bid cum Application Form and samples are provided below.

The samples of the Bid cum Application Form for resident Bidders and the Bid cum Application Form for non-resident Bidders are reproduced below:

TEAR HERE

PLEASE FILL IN BLOCK LETTERS

TEAR HERE

TEAR HERE

<b>COMMON BID CUM APPLICATION FORM</b>	<b>XYZ LIMITED - INITIAL PUBLIC ISSUE - R</b>	<b>FOR RESIDENT INDIANS, INCLUDING RESIDENT QIBs AND ELIGIBLE NRIs APPLYING ON A NON-REPATRIATION BASIS</b>
LOGO	Address : _____ Contact Details: _____ CIN No. _____	Bid cum Application Form No. _____
	<b>BOOK BUILT ISSUE</b> ISIN : _____	

SYNDICATE MEMBER'S STAMP & CODE	BROKER/SCSB/DP/RTA STAMP & CODE	1. NAME & CONTACT DETAILS OF SOLE / FIRST BIDDER
		Mr. / Ms. _____
SUB-BROKER'S / SUB-AGENT'S STAMP & CODE	BROKER/SCSB/DP/RTA BRANCH STAMP & CODE	Address _____
		_____ (Pin)
BANK BRANCH SERIAL NO.	SCSB SERIAL NO.	Tel. No. (with STD code) / Mobile _____
2. PAN OF SOLE / FIRST BIDDER		
_____		

3. BIDDER'S DEPOSITORY ACCOUNT DETAILS <input type="checkbox"/> NSDL <input type="checkbox"/> CDSL	6. INVESTOR STATUS
For NSDL, enter 8 digit DP ID followed by 8 digit Client ID / For CDSL, enter 16 digit Client ID	<input type="checkbox"/> Individual (s) - IND <input type="checkbox"/> Hindu Undivided Family - HUF <input type="checkbox"/> Bodies Corporate - CB <input type="checkbox"/> Banks & Financial Institutions - FI <input type="checkbox"/> Mutual Funds - MF <input type="checkbox"/> Non-Resident Indian - NRI (Non-Repatriation basis) <input type="checkbox"/> National Investment Fund - NIF <input type="checkbox"/> Insurance Funds - IF <input type="checkbox"/> Venture Capital Funds - VCF <input type="checkbox"/> Alternative Investment Funds - AIF <input type="checkbox"/> Others (Please specify) - OTH

4. BID OPTIONS (ONLY RETAIL INDIVIDUAL BIDDERS CAN BID AT "CUT-OFF")				5. CATEGORY		
Bid Options	No. of Equity Shares Bid (In Figures) (Bids must be in multiples of Bid Lot as advertised)	Price per Equity Share (₹) / "Cut-off" (Price in multiples of ₹ 1/-only) (In Figures)			"Cut-off" (Please tick)	<input type="checkbox"/> Retail Individual Bidder <input type="checkbox"/> Non-Institutional Bidder <input type="checkbox"/> QIB
		Bid Price	Retail Discount	Net Price		
Option 1	8   7   6   5   4   3   2   1	8   7   6   5   4   3   2   1	8   7   6   5   4   3   2   1	8   7   6   5   4   3   2   1	<input type="checkbox"/>	<input type="checkbox"/>
OR Option 2					<input type="checkbox"/>	<input type="checkbox"/>
OR Option 3					<input type="checkbox"/>	<input type="checkbox"/>

7. PAYMENT DETAILS		PAYMENT OPTION : FULL PAYMENT <input type="checkbox"/> PART PAYMENT <input type="checkbox"/>
Amount paid (₹ in figures)	_____ (₹ in words)	
ASBA Bank Ac 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 AGREEMENT PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTOR IN PUBLIC ISSUE ("GID") AND HEREBY AGREE AND CONFIRM THE "BIDDER'S UNDERTAKING" AT GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INTERIM GID'S FOR ISSUANCE OF THIS BID CUM APPLICATION FORM GIVEN OVER LEAF.

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 debit all funds as necessary to credit the Application in the book</small>	BROKER / SCSB / DP / RTA STAMP (A clear copy of the stamp do / Did in Block Exchange system)
Date : _____	1) _____ 2) _____ 3) _____	

LOGO	<b>XYZ LIMITED</b> <b>INITIAL PUBLIC ISSUE - R</b>	Acknowledgment Slip for Broker/SCSB/DP/RTA	Bid cum Application Form No. _____
DPID / CLID	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	_____	

<b>XYZ LIMITED - INITIAL PUBLIC ISSUE - R</b>	Option 1	Option 2	Option 3	Stamp & Signature of Broker / SCSB / DP / RTA	Name of Sole / First Bidder
No. of Equity Shares					_____
Bid Price					
Amount Paid (₹)					
ASBA Bank A/c No.	_____				<b>Acknowledgment Slip for Bidder</b>
Bank & Branch	_____				Bid cum Application Form No. _____

<b>COMMON BID CUM APPLICATION FORM</b>	<b>XYZ LIMITED - INITIAL PUBLIC ISSUE - NR</b>	<b>FOR NON-RESIDENTS, INCLUDING ELIGIBLE NRIS, FPIS OR FVCIS, ETC APPLYING ON A REPATRIATION BASIS</b>
	Address : _____ Contact Details: _____ CIN No. _____	
<b>LOGO</b>	TO, THE BOARD OF DIRECTORS XYZ LIMITED	<b>BOOK BUILT ISSUE</b> ISIN : _____
		<b>Bid cum Application Form No.</b> _____
<b>SYNDICATE MEMBER'S STAMP &amp; CODE</b>	<b>BROKER/SCSB/DP/RTA STAMP &amp; CODE</b>	<b>1. NAME &amp; CONTACT DETAILS OF SOLE / FIRST BIDDER</b>
		Mr. / Ms. _____
<b>SUB-BROKER'S / SUB-AGENT'S STAMP &amp; CODE</b>	<b>ESCROW BANK/SCSB BRANCH STAMP &amp; CODE</b>	Address _____
		Email _____
<b>BANK BRANCH SERIAL NO.</b>	<b>SCSB SERIAL NO.</b>	Tel. No (with STD code) / Mobile _____
		<b>2. PAN OF SOLE / FIRST BIDDER</b>
		_____
<b>3. BIDDER'S DEPOSITORY ACCOUNT DETAILS</b> <input type="checkbox"/> NSDL <input type="checkbox"/> CDSL		<b>4. INVESTOR STATUS</b>
For NSDL, enter 8 digit DP ID followed by 8 digit Client ID / For CDSL, enter 16 digit Client ID		<b>NRI</b> Non-Resident Indian(s) (Repatriation basis)
		<b>FI</b> FI or Sub-account not a Corporate/Foreign Individual
		<b>FISA</b> FI Sub-account Corporate/Individual
		<b>FVCI</b> Foreign Venture Capital Investor
		<b>FPI</b> Foreign Portfolio Investors
		<b>OTH</b> Others (Please Specify) _____
<b>4. BID OPTIONS (ONLY RETAIL INDIVIDUAL BIDDERS CAN BID AT "CUT-OFF")</b>		<b>5. CATEGORY</b>
<b>Bid Option:</b>	<b>No. of Equity Shares Bid (in Figures)</b> (Bids must be in multiples of Bid Lot as advertised)	<input type="checkbox"/> Retail Individual Bidder
	<b>Price per Equity Share (₹) "Cut-off"</b> (Price in multiples of ₹ 1/- only) (in Figures)	<input type="checkbox"/> Non-Institutional Bidder
	<b>Bid Price</b> <b>Retail Discount</b> <b>Net Price</b> <b>"Cut-off"</b> (Please tick)	<input type="checkbox"/> QIB
Option 1	_____	
OR) Option 2	_____	
OR) Option 3	_____	
<b>7. PAYMENT DETAILS</b>		<b>PAYMENT OPTION : FULL PAYMENT</b> <input type="checkbox"/> <b>PART PAYMENT</b> <input type="checkbox"/>
Amount paid (₹ in figures) _____ (₹ in words) _____		
<b>ASBA</b>		
Bank A/c No. _____		
Bank Name & Branch _____		
<small>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 ABBEED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUE ("GID") AND HEREBY AGREE AND CONFIRM THE "BIDDERS' SMOYETAKINI" AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THIS BID CUM APPLICATION FORM GIVEN OVERLEAF.</small>		
<b>8A. SIGNATURE OF SOLE / FIRST BIDDER</b>	<b>8B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S)</b> (AS PER BANK RECORDS)	<b>BROKER / SCSB / DP / RTA STAMP</b> (Acknowledging upload of Bid in Stock Exchange system)
Date : _____	I/We authorize the SCSB to debit A/c as are necessary to make the Application in the limit: 1) _____ 2) _____ 3) _____	
TEAR HERE		
<b>LOGO</b>	<b>XYZ LIMITED</b> <b>INITIAL PUBLIC ISSUE - NR</b>	<b>Acknowledgement Slip for Broker/SCSB/DP/RTA</b>
		<b>Bid cum Application Form No.</b> _____
<b>DPID / CLID</b>		<b>PAN of Sole / First Bidder</b>
_____		_____
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		
<b>XYZ LIMITED - INITIAL PUBLIC ISSUE - NR</b>	Option 1    Option 2    Option 3	<b>Name of Sole / First Bidder</b>
No. of Equity Shares	_____	_____
Bid Price	_____	
Amount Paid (₹)	_____	
ASBA Bank A/c No. _____	Stamp & Signature of Broker / SCSB / DP / RTA	
Bank & Branch _____		
	<b>Acknowledgement Slip for Bidder</b>	
		<b>Bid cum Application Form No.</b> _____



#### 4.1.1 FIELD NUMBER 1: NAME AND CONTACT DETAILS OF THE SOLE/FIRST BIDDER

Bidders 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:** Bidders should note that the name and address fields are compulsory and e-mail and/or telephone number/mobile number fields are optional. Bidders should note that the contact details mentioned in the Bid cum Application Form may be used to dispatch communications (including letters notifying the unblocking of the bank accounts of Bidders) 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 Bid cum 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 Bids:** In the case of Joint Bids, the Bids should be made in the name of the Bidder 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 Bidder would be required in the Bid cum Application Form/ Application Form and such first Bidder would be deemed to have signed on behalf of the joint holders. All communications may be addressed to such Bidder and may be dispatched to his or her address as per the Demographic Details received from the Depositories.
- d) **Impersonation:** Attention of the Bidders 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 of the said act.”
- e) **Nomination Facility to Bidder:** 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 Bidders should inform their respective DP.

#### 5.1.2 FIELD NUMBER 2: PAN NUMBER OF SOLE/FIRST BIDDER

- a) PAN (of the sole/ first Bidder) provided in the Bid cum 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 Bidders residing in Sikkim (“PAN Exempted Bidders”). Consequently, all Bidders, other than the PAN Exempted Bidders, are required to disclose their PAN in the Bid cum Application Form, irrespective of the Application Amount. A Bid cum Application Form without PAN, except in case of Exempted Bidders, is liable to be rejected. Applications by the Bidders 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 Bidders 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) Bid cum Application Forms which provide the General Index Register Number instead of PAN may be rejected.
- e) Applications by Bidders 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.

### 5.1.3 FIELD NUMBER 3: BIDDERS DEPOSITORY ACCOUNT DETAILS

- a) Bidders should ensure that DP ID and the Client ID are correctly filled in the Bid cum Application Form. The DP ID and Client ID provided in the Bid cum Application Form should match with the DP ID and Client ID available in the Depository database, **otherwise, the Bid cum Application Form is liable to be rejected.**
- b) Bidders should ensure that the beneficiary account provided in the Bid cum Application Form is active.
- c) Bidders should note that on the basis of DP ID and Client ID as provided in the Bid cum Application Form, the Bidder may be deemed to have authorized the Depositories to provide to the Registrar to the Issue, any requested Demographic Details of the Bidder 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) Bidders 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 Bidders’ sole risk.

### 5.1.4 FIELD NUMBER 4: BID OPTIONS

- a) Price or Floor Price or Price Band, minimum Bid Lot and Discount (if applicable) may be disclosed in the DRHP by the Issuer. The Issuer is required to announce the Floor Price or Price Band, minimum Bid Lot and Discount (if applicable) by way of an advertisement in at least one English, one Hindi and one regional newspaper, with wide circulation, at least five Working Days before Bid/Offer Opening Date in case of an IPO, and at least one Working Day before Bid/Offer Opening Date in case of an FPO.  
The Bidders may Bid at or above Floor Price or within the Price Band for IPOs undertaken through the Book Building Process. Cut-Off Price: Retail Individual Investors or Employees or Retail Individual Shareholders can Bid at the Cut off Price indicating their agreement to Bid for and purchase the Equity Shares at the Offer Price as determined at the end of the Book Building Process. Bidding at the Cut-off Price is prohibited for QIBs and NIIs and such Bids from QIBs and NIIs may be rejected.  
Minimum Bid Value and Bid Lot: The Issuer in consultation with the BRLMs may decide the minimum number of Equity Shares for each Bid to ensure that the minimum Bid value is within the range of above ₹1,00,000. The minimum Bid Lot is accordingly determined by an Issuer on basis of such minimum Bid value.
- b) Allotment: The Allotment of specified securities to each RII shall not be less than the minimum Bid Lot, subject to availability of shares in the RII category, and the remaining available shares, if any, shall be Allotted on a proportionate basis. For details of the Bid Lot, Bidders may refer to the DRHP or the advertisement regarding the Price Band published by the Issuer. Minimum and Maximum Bid Size
  - i. For Retail Individual Bidders  
The Application must be for a minimum of [•] equity shares. As the application price payable by the retail individual Bidders cannot exceed ₹ 200000 they can make Application for only minimum Application size i.e for [•] equity shares.
  - ii. For Other Bidders (Non Institutional Bidders and QIBs):  
The Application must be for a minimum of such number of equity shares such that the Application Amount exceeds ₹ 200000 and in multiples of [•] 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 Bidder 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 Bidders, who are individuals, have to ensure that the Application Amount is greater than ₹ 200000 for being considered for allocation in the Non Institutional Portion. Bidders 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 Red Herring Prospectus.  
In case the Bid Amount reduces to ₹ 200,000 or less due to a revision of the Price Band, Bids by the Non-Institutional Bidders who are eligible for allocation in the Retail Category would be considered for allocation under the Retail Category.



The price and quantity options submitted by the Bidder in the Bid cum Application Form may be treated as optional bids from the Bidder and may not be cumulated. After determination of the Issue Price, the number of Equity Shares Bid for by a Bidder at or above the Issue Price may be considered for allotment and the rest of the Bid(s), irrespective of the Bid Amount may automatically become invalid. This is not applicable in case of FPOs undertaken through Alternate Book Building Process.

- c) **Multiple Applications:** Bidder should submit only one Bid cum Application Form. Bidder shall have the option to make a maximum of Bids at three different price levels in the Bid cum Application Form and such options are not considered as multiple Bids. Submission of a second Bid cum Application Form to either the same or to another member of the Syndicate, SCSB or Registered Broker and duplicate copies of Bid cum Application Forms bearing the same application number shall be treated as multiple Bids and are liable to be rejected.
- d) Bidders are requested to note the following procedures may be followed by the Registrar to the issue to detect multiple applications:
  - i. All Bids may be checked for common PAN as per the records of the Depository. For Bidders other than Mutual Funds and FPI sub-accounts, bids bearing the same PAN may be treated as multiple applications by a Bidder 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 Bidders, the Bid cum 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 Bids may not be treated as multiple applications:
  - i. Bid 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 Bids by Mutual Funds in respect of more than one scheme of the Mutual Fund provided that the Bid 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.

#### 5.1.5 FIELD NUMBER 5: CATEGORY OF BIDDERS

- a) The categories of Bidders identified as per the SEBI ICDR Regulations, 2009 for the purpose of Application, allocation and allotment in the Issue are RIIs, Individual Bidders 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 Bidders as permitted under the SEBI ICDR Regulations, 2009. For details of any reservations made in the Issue, Bidders may refer to the Prospectus.
- c) The SEBI ICDR Regulations, 2009, specify the allocation or allotment that may be made to various categories of Bidders in an Issue depending upon compliance with the eligibility conditions. For details pertaining to allocation and Issue specific details in relation to allocation Bidder may refer to the Red Herring Prospectus.

#### 5.1.6 FIELD NUMBER 6: INVESTOR STATUS

- a) Each Bidder 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 Bidders, 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. Bidders are requested to refer to the Red Herring Prospectus for more details.
- c) Bidders 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 Bid cum Application Form and Non-Resident Bid cum Application Form.
- d) Bidders should ensure that their investor status is updated in the Depository records.

### 5.1.7 FIELD NUMBER 7: PAYMENT DETAILS

- a) All Bidders are required to use ASBA facility to block the full Amount (net of any Discount, as applicable) along with the Bid cum Application Form. If the Discount is applicable in the Issue, the RIIs should indicate the full Amount in the Bid cum 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 Bidder.
- b) All categories of investors can participate in the Issue only through ASBA mechanism.
- c) Application Amount cannot be paid in cash, through money order or through postal order or through stock invest.
- d) Bidders who Bid at Cut-off Price shall DEPOSIT the Bid Amount based on the Cap Price.

#### 5.1.7.1 Payment instructions for Bidders

- (a) Bidders may submit the Bid cum Application Form either in physical mode or online mode to any Designated Intermediaries.
- (b) Bidders should specify the Bank Account number in the Bid cum Application Form. The Bid cum Application Form submitted by an Bidder 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) Bidder should ensure that the Bid cum Application Form is also signed by the ASBA Account holder(s) if the Bidder is not the ASBA Account holder;
- (d) Bidder 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 Bid cum Application Forms can be submitted.
- (f) Bidders applying through a member of the Syndicate should ensure that the Bid cum Application Form is submitted to a member of the Syndicate only at the Specified Locations. Bidders should also note that Bid cum 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 Bid cum Application Form, is maintained has not named at least one branch at that location for the members of the Syndicate to deposit Bid cum 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) Bidders applying through a Registered Broker, RTA or CDP should note that Bid cum Application Forms submitted to them may not be accepted, if the SCSB where the ASBA Account, as specified in Bid cum 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 Bid cum Application Forms.
- (h) ASBA Bidder applying directly through the SCSBs should ensure that the Bid cum Application Form is submitted to a Designated Branch of a SCSB where the ASBA Account is maintained.
- (i) Upon receipt of Bid cum 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 Bid cum 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 Bid cum 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 Bid cum Application Form each Bidder may be deemed to have agreed to block the entire Bid Amount and authorized the Designated Branch of the SCSB to block the Application Amount specified in the Bid cum Application Form in the ASBA Account maintained with the SCSBs.
- (m) The Bid Amount may remain blocked in the aforesaid ASBA Account until finalisation of the Basis of allotment and consequent transfer of the Bid 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 Bid cum Application, as the case may be.

- (n) SCSBs bidding in the Issue must apply through an Account maintained with any other SCSB; else their Application is liable to be rejected.

#### **5.1.8 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 Bids 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 Bid, (ii) the amount to be transferred from the relevant bank account to the Public Issue Account, for each Bid, (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 Bid, 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 Bid 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 Bid cum Application Form and for unsuccessful Bid, the Registrar to the Issue may give instructions to the SCSB to unblock the Bid 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 Issued in the Issue, Bidders may refer to the Red Herring Prospectus.
- c) For the Bidders entitled to the applicable Discount in the Issue the Bid 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 Bids 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 Bidder is required to sign the Bid cum Application Form. Bidders 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 Bidder, 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 Bid cum 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 Bid cum Application Form.
- d) Bidders must note that Bid cum Application Form without signature of Bidder and /or ASBA Account holder is liable to be rejected.

#### **4.1.10 ACKNOWLEDGEMENT AND FUTURE COMMUNICATION**

Bidders should ensure that they receive the acknowledgment duly signed and stamped by the Designated Intermediary, as applicable, for submission of the Bid cum 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 Bidders 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 Bidders should contact the relevant Designated Branch of the SCSB or Registered Brokers or Registered RTA/DP, as the case maybe.
  - iii. Bidder may contact the Company Secretary and Compliance Officer or BRLM 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 Bidder, Bid cum Application Form number, Bidders' 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, Bidder may refer to the Red Herring Prospectus and the Bid cum Application Form.

#### **4.2 INSTRUCTIONS FOR FILING THE REVISIONFORM**

- a) During the Issue Period, any Bidder (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 Bidder can make this revision any number of times during the Issue Period. However, for any revision(s) in the Bid, the Bidders will have to use the services of the same Designated Intermediary through which such Bidder had placed the original Bid.

A sample Revision form is reproduced below:

<b>COMMON BID REVISION FORM</b>	<b>XYZ LIMITED - INITIAL PUBLIC ISSUE - R</b> Address : _____ Contact Details: _____ CIN No. _____	<b>FOR RESIDENT INDIANS, INCLUDING RESIDENT QIBs, AND ELIGIBLE NRIs APPLYING ON A NON-REPATRIATION BASIS.</b>
LOGO	<b>TO, THE BOARD OF DIRECTORS XYZ LIMITED</b>	Bid cum Application Form No. _____
	<b>BOOK BUILT ISSUE</b> ISIN : _____	
<b>SYNDICATE MEMBER'S STAMP &amp; CODE</b>	<b>BROKER/SCSB/DP/RTA STAMP &amp; CODE</b>	<b>1. NAME &amp; CONTACT DETAILS OF SOLE / FIRST BIDDER</b>
		Mr./Ms. _____ Address _____ Tel. No. (with STD code) / Mobile _____ Email _____
<b>BRO-BROKER'S / SUBAGENT'S STAMP &amp; CODE</b>	<b>BRO-BRANCH/SCSB BRANCH STAMP &amp; CODE</b>	<b>2. PAN OF SOLE / FIRST BIDDER</b>
		_____
<b>BANK BRANCH SERIAL NO.</b>	<b>SCSB SERIAL NO.</b>	<b>3. BIDDER'S DEPOSITORY ACCOUNT DETAILS</b> <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
<b>PLEASE CHANGE MY BID</b>		
<b>4. FROM (AS PER LAST BID OR REVISION)</b>		
Bid Options	No. of Equity Shares Bid (Bid must be in multiples of Bid Lots advertised) (In Figures)	Price per Equity Share (₹ "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures)
		Bid Price Retail Discount Net Price "Cut-off" (Please tick)
Option 1		
(OR) Option 2		
(OR) Option 3		
<b>5. TO (Revised Bid) (Only Retail Individual Bidders can Bid at "Cut-off")</b>		
Bid Options	No. of Equity Shares Bid (Bids must be in multiples of Bid Lots advertised) (In Figures)	Price per Equity Share (₹ "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures)
		Bid Price Retail Discount Net Price "Cut-off" (Please tick)
Option 1		
(OR) Option 2		
(OR) Option 3		
<b>6. PAYMENT DETAILS</b>		
Additional Amount Paid (₹ in figures)		PAYMENT OPTION : FULL PAYMENT <input type="checkbox"/> PART PAYMENT <input type="checkbox"/>
ASBA Bank A/c No.		
Bank Name & Branch		
<small>DP/RTA/STAMP FOR NEW APPLICANTS: ASBA/SCSB/DP/RTA STAMP FOR RESIDENT INDIANS, INCLUDING RESIDENT QIBs AND ELIGIBLE NRIs APPLYING ON A NON-REPATRIATION BASIS. GENERAL INFORMATION: DOCUMENT OF RESERVATION/REVISION FORM AND OTHERS MUST BE SUBMITTED TO THE BROKER/SCSB/DP/RTA/STAMP (AS PER BANK RECORDS) OF SERIAL FOR BIDDING APPLICANTS TO ANY STOCKY CONFIRM THAT YOU HAVE READ THE INSTRUCTIONS FOR FILLING UP THE BIDDING FORM AND CONFIRM.</small>		
<b>7A. SIGNATURE OF SOLE / FIRST BIDDER</b>	<b>7B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(s) (AS PER BANK RECORDS)</b> <small>(If we submit the SCSE to the ASBA, we acknowledge that we are applying to Bid here.</small>	<b>BROKER / SCSB / DP / RTA STAMP</b> (Acknowledging upload of Bid in Stock Exchange system)
Date: _____	_____ _____ _____	
TEAR HERE		
LOGO	<b>XYZ LIMITED</b> <b>BID REVISION FORM - INITIAL PUBLIC ISSUE - R</b>	Bid cum Application Form No. _____
	<b>Acknowledgement Slip for Broker/SCSB/DP/RTA</b>	
DPID / CLID		PAN of Sole / First Bidder
Additional Amount Paid (₹)	Bank & Branch	Stamp & Signature of SCBS Branch
ASBA Bank A/c No.		
Received from Mr/Ms.		
Telephone / Mobile	Email	
TEAR HERE		
<b>XYZ LIMITED - BID REVISION FORM - INITIAL PUBLIC ISSUE - R</b>	Option 1 Option 2 Option 3	Name of Sole / First Bidder
No. of Equity Shares		
Bid Price		
Additional Amount Paid (₹)		
ASBA Bank A/c No.		
Bank & Branch		
	Stamp & Signature of Broker / SCBS / DP / RTA	<b>Acknowledgement Slip for Bidder</b>
		Bid cum Application Form No. _____

**4.2.1 FIELDS 1, 2 AND 3: NAME AND CONTACT DETAILS OF SOLE/FIRST BIDDER, PAN OF SOLE/FIRST BIDDER & DEPOSITORY ACCOUNT DETAILS OF THE BIDDER**

Bidders 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 Bidder must also mention the details of the share applied/bid for given in his or her Bid cum Application Form or earlier Revision Form.
- b) In case of revision, Bid options should be provided by Bidders in the same order as provided in the Bid cum Application Form.
- c) In case of revision of Bids by RIIs, Employees and Retail Individual Shareholders, such Bidders should ensure that the Bid Amount, should not exceed ₹ 2,00,000/- due to revision and the bid may be considered, subject to the eligibility, for allocation under the Non-Institutional Category, not being eligible for Discount (if applicable) and such Bid may be rejected if it is at the Cut-off Price. The Cut-off Price option is given only to the RIIs, Employees



and Retail Individual Shareholders indicating their agreement to Bid for and purchase the Equity Shares at the Offer Price as determined at the end of the Book Building Process.

- d) In case the total amount (i.e., original Bid Amount plus additional payment) exceeds ₹ 200,000, the Bid will be considered for allocation under the Non-Institutional Category in terms of the DRHP. If, however, the RII does not either revise the Bid or make additional payment and the Offer Price is higher than the cap of the Price Band prior to revision, the number of Equity Shares Bid for shall be adjusted downwards for the purpose of allocation, such that no additional payment would be required from the RII and the RII is deemed to have approved such revised Bid at Cut-off Price.
- e) In case of a downward revision in the Price Band, RIIs and Bids by Employees under the Reservation Portion, who have bid at the Cut-off Price could either revise their Bid or the excess amount paid at the time of Bidding may be unblocked in case of Bidders.

#### **4.2.3 FIELD 6: PAYMENT DETAILS**

- a) All Bidders are required to make payment of the full Bid Amount (less Discount, if applicable) along with the Bid Revision Form. In case of Bidders specifying more than one Bid Option in the Bid cum Application Form, the total Bid Amount may be calculated for the highest of three options at net price, i.e. Bid price less discount offered, if any.
- b) Bidder may Offer instructions to block the revised amount based on cap of the revised Price Band (adjusted for the Discount (if applicable) in the ASBA Account, to the same Designated Intermediary through whom such Bidder had placed the original Bid to enable the relevant SCSB to block the additional Bid Amount, if any.
- c) In case the total amount (i.e., original Bid Amount less discount (if applicable) plus additional payment) exceeds ₹ 200,000, the Bid may be considered for allocation under the Non-Institutional Category in terms of the DRHP. If, however, the Bidder does not either revise the Bid or make additional payment and the Offer Price is higher than the cap of the Price Band prior to revision, the number of Equity Shares Bid for may be adjusted downwards for the purpose of Allotment, such that additional amount is required blocked and the Bidder is deemed to have approved such revised Bid at the Cut-off Price.
- d) In case of a downward revision in the Price Band, RIIs, Employees and Retail Individual Shareholders, who have bid at the Cut-off Price, could either revise their Bid or the excess amount paid at the time of Bidding may be unblocked.

#### **4.2.4 FIELDS 7: SIGNATURES AND ACKNOWLEDGEMENTS**

Bidders may refer to instructions contained at paragraphs 4.1.8 and 4.1.9 for this purpose.

#### **4.3 SUBMISSION OF REVISION FORM/BID CUM APPLICATION FORM**

Bidders may submit completed Bid cum Application Form / Revision Form in the following manner:-

<b>Mode of Application</b>	<b>Submission of Bid cum Application Form</b>
All Investor Bids	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 Bid cum Application Form, in physical or electronic mode respectively

### **SECTION 5: ISSUE PROCEDURE IN BOOK BUILDING ISSUE**

Book Building, in the context of the Offer, refers to the process of collection of Bids within the Price Band or above the Floor Price and determining the Offer Price based on the Bids received as detailed in Schedule XI of SEBI ICDR Regulations, 2009. The Offer Price is finalised after the Bid/Offer Closing Date. Valid Bids received at or above the Offer Price are considered for allocation in the Offer, subject to applicable regulations and other terms and conditions.

#### **5.1 SUBMISSION OF BIDS:**

- (a) During the Bid/Offer Period, Bidders/Applicants may approach any of the Designated Intermediaries to register their Bids.
- (b) In case of Bidders/Applicants (excluding NIIs, NIBs and QIBs) Bidding at Cut-off Price, the Bidders/Applicants may instruct the SCSBs to block Bid Amount based on the Cap Price less discount (if applicable).
- (c) For details of the timing on acceptance and upload of Bids in the Stock Exchanges Platform Bidders/Applicants are requested to refer to the RHP.

## 5.2 ELECTRONIC REGISTRATION OF BIDS

(a) The Designated Intermediary may register the Bids using the on-line facilities of the Stock Exchanges. The Designated Intermediaries can also set up facilities for off-line electronic registration of Bids, subject to the condition that they may subsequently upload the off-line data file into the on-line facilities for Book Building on a regular basis before the closure of the issue.

(b) On the Bid/Offer Closing Date, the Designated Intermediaries may upload the Bids till such time as may be permitted by the Stock Exchanges and as disclosed in the Red Herring Prospectus.

(c) Only Bids that are uploaded on the Stock Exchanges Platform are considered for allocation/Allotment. The Designated Intermediaries are given till 1 p.m. on the next Working Day following the Bid/Offer Closing Date to modify select fields uploaded in the Stock Exchange Platform during the Bid/Offer Period after which the Stock Exchange(s) send the bid information to the Registrar to the Issue for further processing.

## 5.3 BUILD UP OF THE BOOK

(a) Bids received from various Bidders/Applicants through the Designated Intermediaries may be electronically uploaded on the Bidding Platform of the Stock Exchanges' on a regular basis. The book gets built up at various price levels. This information may be available with the BRLMs at the end of the Bid/Offer Period.

(b) Based on the aggregate demand and price for Bids registered on the Stock Exchanges Platform, a graphical representation of consolidated demand and price as available on the websites of the Stock Exchanges may be made available at the Bidding centres during the Bid/ Offer Period.

## 5.4 WITHDRAWAL OF BIDS

(a) RIBs can withdraw their Bids until Bid/Offer Closing Date. In case a RIB wishes to withdraw the Bid during the Bid/Offer Period, the same can be done by submitting a request for the same to the concerned Designated Intermediary who shall do the requisite, including unblocking of the funds by the SCSB in the ASBA Account.

(b) The Registrar to the Offer shall give instruction to the SCSB for unblocking the ASBA Account upon or after the finaliation of basis of allotment. QIBs and NIBs can neither withdraw nor lower the size of their Bids at any stage.

## 5.5 REJECTION & RESPONSIBILITY FOR UPLOAD OF BIDS

(a) The Designated Intermediaries are individually responsible for the acts, mistakes or errors or omission in relation to:

- i. the Bids accepted by the Designated Intermediary,
- ii. the Bids uploaded by the Designated Intermediary, and
- iii. the Bid cum application forms accepted but not uploaded by the Designated Intermediary.

(b) The BRLMs and their affiliate Syndicate Members, as the case may be, may reject Bids if all information required is not provided and the Bid cum Application Form is incomplete in any respect.

(c) The SCSBs shall have no right to reject Bids, except in case of unavailability of adequate funds in the ASBA account or on technical grounds.

(d) In case of QIB Bidders, only the (i) SCSBs; and (ii) BRLMs and their affiliate Syndicate Members (only in the Specified Locations) have the right to reject bids. However, such rejection shall be made at the time of receiving the Bid and only after assigning a reason for such rejection in writing.

(e) All bids by QIBs, NIBs & RIBs Bidders can be rejected on technical grounds listed herein.

### 5.5.1 GROUNDS FOR TECHNICAL REJECTIONS

Bid cum Application Forms/Application Forms can be rejected on the below mentioned technical grounds either at the time of their submission to any of the Designated Intermediaries, or at the time of finalisation of the Basis of Allotment. Bidders/ Applicants are advised to note that the Bids/Applications are liable to be rejected, which have been detailed at various places in this GID:-

(a) Bid/Application by persons not competent to contract under the Indian Contract Act, 1872, as amended, (other than minors having valid Depository Account as per Demographic Details provided by Depositories);

(b) Bids/Applications by OCBs;

(c) In case of partnership firms, Bid/Application for Equity Shares made in the name of the firm. However, a limited liability partnership can apply in its own name;

(d) In case of Bids/Applications under power of attorney or by limited companies, corporate, trust, etc., relevant documents are not being submitted along with the Bid cum application form;



- (e) Bids/Applications by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
- (f) Bids/Applications by any person outside India if not in compliance with applicable foreign and Indian laws;
- (g) PAN not mentioned in the Bid cum Application Form/ Application Forms except for Bids/Applications by or on behalf of the Central or State Government and officials appointed by the court and by the investors residing in the State of Sikkim, provided such claims have been verified by the Depository Participant;
- (h) In case no corresponding record is available with the Depositories that matches the DP ID, the Client ID and the PAN;
- (i) Bids/Applications for lower number of Equity Shares than the minimum specified for that category of investors;
- (j) Bids/Applications at a price less than the Floor Price & Bids/Applications at a price more than the Cap Price;
- (k) Bids/Applications at Cut-off Price by NIBs and QIBs;
- (l) The amounts mentioned in the Bid cum Application Form/Application Forms do not tally with the amount payable for the value of the Equity Shares Bid/Applied for;
- (m) Bids/Applications for amounts greater than the maximum permissible amounts prescribed by the regulations;
- (n) Submission of more than five ASBA Forms/Application Forms per ASBA Account;
- (o) Bids/Applications for number of Equity Shares which are not in multiples Equity Shares as specified in the RHP;
- (p) Multiple Bids/Applications as defined in this GID and the RHP/Prospectus;
- (q) Bids not uploaded in the Stock Exchanges bidding system.
- (r) Inadequate funds in the bank account to block the Bid/ Application Amount specified in the ASBA Form/ Application Form at the time of blocking such Bid/ Application Amount in the bank account;
- (s) Where no confirmation is received from SCSB for blocking of funds;
- (t) Bids/Applications by Bidders not submitted through ASBA process;
- (u) Bids/Applications submitted to Designated Intermediaries at locations other than the Bidding Centers or to the Escrow Collecting Banks (assuming that such bank is not a SCSB where the ASBA Account is maintained), to the Issuer or the Registrar to the Offer;
- (v) Bids/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 Bid cum Application Form/Application Form.

## 5.6 BASIS OF ALLOCATION

- (a) The SEBI ICDR Regulations, 2009 specify the allocation or Allotment that may be made to various categories of Bidders/Applicants in an Offer depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Offer size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the RHP/Prospectus. For details in relation to allocation, the Bidder/Applicant may refer to the RHP/Prospectus.
- (b) Under-subscription in any category (except QIB Portion) is allowed to be met with spill-over from any other category or combination of categories at the discretion of the Issuer and in consultation with the BRLMs and the Designated Stock Exchange and in accordance with the SEBI ICDR Regulations, 2009. Unsubscribed portion in QIB Category is not available for subscription to other categories.
- (c) In case of under subscription in the Offer, spill-over to the extent of such under-subscription may be permitted from the Reserved Portion to the Offer. For allocation in the event of an under-subscription applicable to the Issuer, Bidders/Applicants may refer to the RHP.

### (d) Illustration of the Book Building and Price Discovery Process

*Bidders should note that this example is solely for illustrative purposes and is not specific to the Offer; it also excludes Bidding by Anchor Investors.*

Bidders can bid at any price within the price band. For instance, assume a price band of ₹20 to ₹24 per share, issue size of 3,000 equity shares and receipt of five bids from bidders, details of which are shown in the table below. The illustrative book given below shows the demand for the equity shares of the issuer company at various prices and is collated from bids received from various investors.

Bid Quantity	Bid Price (₹)	Cumulative Quantity	Subscription
500	24	500	16.70%
1000	23	1500	50.00%
1500	22	3000	100.00%
2000	21	5000	166.70%
2500	20	7500	250.00%

The price discovery is a function of demand at various prices. The highest price at which the issuer is able to issue the desired number of equity shares is the price at which the book cuts off, i.e., ₹ 22.00 in the above example. The issuer, in

consultation with the book running lead managers, will finalise the issue price at or below such cut-off price, i.e., at or below ₹ 22.00. All bids at or above this issue price and cut-off bids are valid bids and are considered for allocation in the respective categories.

#### **(e) Alternate Method of Book Building**

In case of FPOs, Issuers may opt for an alternate method of Book Building in which only the Floor Price is specified for the purposes of Bidding (“Alternate Book Building Process”). The Issuer may specify the Floor Price in the RHP or advertise the Floor Price at least one Working Day prior to the Bid/Offer Opening Date. QIBs may Bid at a price higher than the Floor Price and the Allotment to the QIBs is made on a price priority basis. The Bidder with the highest Bid Amount is allotted the number of Equity Shares Bid for and then the second highest Bidder is Allotted Equity Shares and this process continues until all the Equity Shares have been allotted. RIBs, NIBs and Employees are Allotted Equity Shares at the Floor Price and Allotment to these categories of Bidders is made proportionately. If the number of Equity Shares Bid for at a price is more than available quantity then the Allotment may be done on a proportionate basis. Further, the Issuer may place a cap either in terms of number of specified securities or percentage of issued capital of the Issuer that may be Allotted to a single Bidder, decide whether a Bidder be allowed to revise the bid upwards or downwards in terms of price and/or quantity and also decide whether a Bidder be allowed single or multiple bids.

### **SECTION 6: ISSUE PROCEDURE IN FIXED PRICE ISSUE**

#### **Bidders may note that there is no Bid cum Application Form in a Fixed Price Offer.**

As the Offer Price is mentioned in the Fixed Price Offer 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 the Designated Intermediary. Applicants may submit an Application Form either in physical form to the any of the Designated Intermediaries or in the electronic form to the SCSB 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 Bid/Offer Opening Date. In a fixed price Offer, allocation in the net offer to the public category is made as follows: minimum fifty per cent to Retail Individual Bidders; and remaining to (i) individual investors other than Retail Individual Bidders; 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.

For details of instructions in relation to the Application Form, Bidders/ Applicants may refer to the relevant section of the GID.

### **SECTION 7: ALLOTMENT PROCEDURE AND BASIS OF ALLOTMENT**

#### **7.1 Basis of Allotment**

The Allotment of Equity Shares to Bidders other than Retail Individual Investors may be on proportionate basis. For Basis of Allotment to Bidders may refer to DRHP. No Retail Individual Investor will be Allotted less than the minimum Bid Lot subject to availability of shares in Retail Individual Investor Category and the remaining available shares, if any will be Allotted on a proportionate basis. The Issuer is required to receive a minimum subscription of 90% of the Offer (excluding any Offer for Sale of specified securities). However, in case the Offer is in the nature of Offer for Sale only, then minimum subscription may not be applicable.

Allotment will be made in consultation with NSE EMERGE (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 Bidders in the category x number of Shares applied for).
- b) The number of Shares to be allocated to the successful Bidders 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 [●] Equity Shares the allotment will be made as follows:
  - i. Each successful Bidder shall be allotted [●] Equity Shares;
  - ii. The successful Bidders out of the total Bidders 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 Bidder works out to a number that is not a multiple of [●] Equity Shares, the Bidder would be allotted Shares by rounding off to the lower nearest multiple of [●] Equity Shares subject to a minimum allotment of [●] Equity Shares.
- e) If the Shares allotted on a proportionate basis to any category is more than the Shares allotted to the Bidders 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 Bidders in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising of Bidders applying for the minimum number of Shares. If as a result of the process of rounding off to the lower nearest multiple of [●] Equity Shares, results in the actual allotment being higher than the shares Issued, the final allotment may be higher at the sole discretion of the Board of Directors, up-to 110% of the size of the Issue specified under the Capital Structure mentioned in this Red Herring Prospectus.
- f) The above proportionate allotment of shares in an Issue that is oversubscribed shall be subject to the reservation for Retail Individual Bidders 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 Bidders 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 Bidders in the other category, if so required.

'Retail Individual Investor' means an investor who applies for shares of value of not more than ₹ 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 NSE- Emerge.

The Executive Director / Managing Director of NSE - the Designated Stock Exchange in addition to Book Running Lead Manager and Registrar to the Public Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations, 2009.

As per the RBI regulations, OCBs are not permitted to participate in the Issue. There is no reservation for Non Residents, NRIs, FPIs and foreign venture capital funds and all Non Residents, NRI, FPI and Foreign Venture Capital Funds Bidders will be treated on the same basis with other categories for the purpose of allocation.

## 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. Bidders **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 Bidders 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 Bidders 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 Bidder'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 Issue through the Issue Document including devolvement of underwriters, if any, within sixty (60) days from the date of closure of the issue, our company shall forthwith unblocked 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 ₹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 Issued 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 Bidders**

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 Bidders 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.*

<b>Term</b>	<b>Description</b>
Allotment/ Allot/ Allotted	The allotment of Equity Shares pursuant to the Issue to successful Bidders
Allottee	An Bidder to whom the Equity Shares are Allotted
Allotment Advice	Note or advice or intimation of Allotment sent to the Bidders who have been allotted Equity Shares after the Basis of Allotment has been approved by the designated Stock Exchanges
Application	An indication to make an Issue during the Issue Period by a prospective pursuant to submission of Bid cum 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 including all revisions and modifications thereto.
Bid cum Application Form	The form in terms of which the Bidder 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 Bidders 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 Bidder
ASBA Application	An Application made by an ASBA Bidder
Bidder	Prospective Bidders in the Issue who apply through ASBA
Basis of Allotment	The basis on which the Equity Shares may be Allotted to successful Bidders under the Issue
Book Running Lead Manager/ BRLM	The Book Running Lead Manager to the Issue as disclosed in the Prospectus and the Bid cum Application Form of the Issuer.
Bid	An indication to make an Issue during the Issue Period by a prospective Bidder pursuant to submission of Bid cum 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. Bidders 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. Bidders 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 Bidders (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. Bidders may refer to the Prospectus for the Issue Period
Application Amount	The value indicated in the Bid cum Application Form and payable by the Bidder upon submission of the Application (except for Anchor Investors), less discounts (if Applicable).



<b>Term</b>	<b>Description</b>
Bid cum Application Form	The form in terms of which the Bidder should make an Issue to subscribe for or purchase the Equity Shares and which may be considered as the application for Allotment for the purposes of the Red Herring Prospectus, whether applying through the ASBA or otherwise.
Bidder	Any prospective investor (including an ASBA Bidder) who makes a Application pursuant to the terms of the Prospectus and the Bid cum Application Form. In case of issues undertaken through the fixed price process, all references to a Bidder should be construed to mean an Bidder
Basis of Allotment	The basis on which the Equity Shares may be Allotted to successful Bidders under the Issue
Bid	An indication to make an Issue during the Issue Period by a prospective Bidder pursuant to submission of Bid cum 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. Bidders 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. Bidders 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 Bidders (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. Bidders may refer to the Prospectus for the Issue Period
Application Amount	The value indicated in the Bid cum Application Form and payable by the Bidder upon submission of the Application (except for Anchor Investors), less discounts (if applicable).
Bid cum Application Form	The form in terms of which the Bidder should make an Issue to subscribe for or purchase the Equity Shares and which may be considered as the application for Allotment for the purposes of the Red Herring 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 Bidders can submit the Bid cum 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.
Business Day	Monday to Friday (except public holidays)
CAN/Confirmation of Allotment Note	The note or advice or intimation sent to each successful Bidder 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



<b>Term</b>	<b>Description</b>
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 Bidders including the Bidder's address, name of the Bidder's father/husband, investor status, occupation and bank account details
Designated Branches	Such branches of the SCSBs which may collect the Bid cum Application Forms used by the ASBA Bidders applying through the ASBA and a list of which is available on <a href="http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries">http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries</a> .
Designated CDP Locations	Such locations of the CDPs where Bidder can submit the Bid cum 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 Bid cum Application Forms are available on the websites of the Stock Exchange i.e. <a href="http://www.nseindia.com">www.nseindia.com</a>
Designated RTA Locations	Such locations of the RTAs where Bidder can submit the Bid cum Application Forms to RTAs.  The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept Bid cum Application Forms are available on the websites of the Stock Exchange i.e. <a href="http://www.nseindia.com">www.nseindia.com</a>
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 Red Herring 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 Bid cum Application Forms from the Bidders, in relation to the Issue
Discount	Discount to the Issue Price that may be provided to Bidders in accordance with the SEBI ICDR Regulations, 2009.
Red Herring Prospectus	This Red Herring Prospectus filed with SEBI 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 Bidder may refer to the Prospectus
Equity Shares	Equity shares of the Issuer
FCNR Account	Foreign Currency Non-Resident Account
First Bidder	The Bidder whose name appears first in the Bid cum 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 Issueing
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

<b>Term</b>	<b>Description</b>
IPO	Initial public Issueing
Issue	Public Issue of Equity Shares of the Issuer including the Issue for Sale if applicable
Issuer/ Company	The Issuer proposing the initial public Issueing/further public Issueing 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 Issue 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
Non-Institutional Investors or NIIs	All Bidders, 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 Bid cum 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
Issue for Sale	Public Issue of such number of Equity Shares as disclosed in the Prospectus through an Issue for sale by the Selling Shareholder
Other Investors	Investors other than Retail Individual Investors in a Fixed Price Issue. These include individual Bidders 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

<b>Term</b>	<b>Description</b>
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 Bid cum 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 Bidders 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 Bidder in an issue through Book Building process to modify the quantity of Equity Shares and/or bid price indicates therein in any of their Bid cum 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 Issues the facility of ASBA and a list of which is available on <a href="http://www.sebi.gov.in/cms/sebi_data/attachdocs/1316087201341.html">http://www.sebi.gov.in/cms/sebi_data/attachdocs/1316087201341.html</a>
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 Bidders)
Syndicate Member(s)/SM	The Syndicate Member(s) as disclosed in the Prospectus
Underwriters	The Book Running 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. The government bodies responsible for granting foreign investment approvals are FIPB and the RBI.

The Government has from time to time made policy pronouncements on FDI through press notes and press releases. The Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India ("**DIPP**"), issued the Consolidated FDI Policy, which with effect from May 12, 2015, consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DIPP that were in force and effect as on May 12, 2015. The Government proposes to update the consolidated circular on FDI Policy once every year and therefore, the Consolidated FDI Policy will be valid until the DIPP issues an updated circular.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the RBI, provided that (i) the activities of the investee company are under the automatic route under the Consolidated FDI Policy and transfer does not attract the provisions of the SEBI Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the Consolidated FDI Policy; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/ RBI.

As per the existing policy of the GoI, OCBs cannot participate in the Issue.

**The Equity Shares have not been and will not be registered under the Securities Act or any state securities laws in the United States, and, unless so registered, may not be Issued or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws.**

**Accordingly, the Equity Shares are being Issued and sold (a) in the United States only to persons reasonably believed to be "qualified institutional buyers" (as defined in Rule 144A under the Securities Act and referred to in this Red Herring Prospectus as "U.S. QIBs" pursuant to the private placement exemption set out in Section 4(a)(2) of the Securities Act; for the avoidance of doubt, the term U.S. QIBs does not refer to a category of institutional investor defined under applicable Indian regulations and referred to in this Red Herring Prospectus as "QIBs"), in transactions exempt from the registration requirements of the Securities Act and (b) outside the United States in offshore transactions in reliance on Regulation S under the Securities Act and the applicable laws of the jurisdiction where those Issues and sales occur.**

**The above information is given for the benefit of the Bidders. Our Company and the Book Running Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares Bid for do not exceed the applicable limits under laws or regulations.**

## SECTION IX: MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION

Capitalised terms used in this section have the meaning given to such terms in the Articles of Association of the Company. Pursuant to Schedule I of the Companies Act, 2013 and the SEBI (ICDR) Regulations, the main provisions of the Articles of Association of the Company are detailed below:

ARTICLE NO.	INTERPRETATION	HEADING
1.	In these Articles unless there be something in the subject matter or context inconsistent therewith:	
	i. <b>“The Act”</b> 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.	<b>The Act</b>
	ii. <b>“Articles”</b> means Articles of Association of the Company as originally framed or altered from time to time	<b>Articles</b>
	iii. <b>“Beneficial Owner”</b> shall have the meaning assigned thereto by Section 2(1) (a) of the Depositories Act, 1996.	<b>Beneficial Owner</b>
	iv. <b>“Board or Board of Director”</b> means the Collective body of the Board of Directors of the Company.	<b>Board or Board of Directors</b>
	v. <b>“Chairman”</b> means the Chairman of the Board of the Directors of the Company.	<b>Chairman</b>
	vi. <b>“The Company”</b> means Surevin BPO Services Limited	<b>The Company</b>
	vii. <b>“Depositories Act, 1996”</b> shall mean Depositories Act, 1996 and include any Statutory modification or re-enactment thereof for the time being in force.	<b>Depositories Act, 1996</b>
	viii. <b>“Depository”</b> shall have the meaning assigned thereto by Section 2 (1) (e) of the Depositories Act, 1996.	<b>Depository</b>
	ix. <b>“Directors”</b> means the Directors appointed to the board for the time being of the Company.	<b>Directors</b>
	x. <b>“Dividend”</b> includes any interim dividend	<b>Dividend</b>
	xi. <b>“Document”</b> means a document as defined in Section 2 (36) of the Companies Act, 2013.	<b>Document</b>
	xii. <b>“Equity Share Capital”</b> , with reference to any Company limited by shares, means all share capital which is not preference share capital	<b>Equity Share Capital</b>
	xiii. <b>“KMP”</b> means Key Managerial Personnel of the Company provided as per the relevant sections of the Act.	<b>KMP</b>
	xiv. <b>“Managing Director”</b> 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.	<b>Managing Director</b>
	xv. <b>“Month”</b> means Calendar month	<b>Month</b>
	xvi. <b>“Office”</b> means the registered office for the time being of the Company.	<b>Office</b>
	xvii. <b>“Paid-up share capital”</b> 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	<b>Paid-up share Capital</b>
	xviii. <b>“Postal Ballot”</b> means voting by post or through any electronic mode	<b>Postal Ballot</b>
	xix. <b>“Proxy”</b> includes attorney duly constituted under the power of attorney to vote for a member at a General Meeting of the Company on poll.	<b>Proxy</b>
	xx. <b>“Public Holiday”</b> 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	<b>Public Holiday</b>

	meeting.	
	xxi. “ <b>Registrar</b> ” 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, a Deputy Registrar or an Assistant Registrar having the duty of registering companies and discharging various functions under this Act.	<b>Registrar</b>
	xxii. “ <b>Rules</b> ” means the applicable rules as prescribed under the relevant sections of the Act for time being in force	<b>Rules</b>
	xxiii. “ <b>SEBI</b> ” means Securities & Exchange Board of India established under Section 3 of the Securities & Exchange Board of India Act, 1992.	<b>SEBI</b>
	xxiv. “ <b>Securities</b> ” means the securities as defined in clause (h) of Section 2 of the Securities Contracts (Regulation) Act, 1956 (42 of 1956)	<b>Securities</b>
	xxv. “ <b>Share</b> ” means share in the Share Capital of the Company and includes stock except where a distinction between stock and share is expressed or implied.	<b>Share</b>
	xxvi. “ <b>Seal</b> ” means the common seal of the Company.	<b>Seal</b>
	xxvii. “ <b>Preference Share Capital</b> ”, 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;	<b>Preference Share Capital</b>
	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.	<b>Share Capital</b>
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.	<b>Issue of Sweat Equity Shares</b>
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.	<b>Issue of Debentures</b>
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>	<b>Issue of Share Certificates</b>
7.	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.	<b>Issue of Share Certificates</b>
8.	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.	<b>Issue of Share Certificates</b>

9.	The provisions of these Articles relating to issue of Certificates shall mutatis mutandis apply to any other securities including Debentures (except where the Act otherwise requires) of the Company.	
10.	<ul style="list-style-type: none"> <li>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.</li> <li>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.</li> <li>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.</li> </ul>	<b>Power to pay Commission in connection with the Securities issued</b>
11.	<ul style="list-style-type: none"> <li>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.</li> <li>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.</li> </ul>	<b>Variations of Shareholder's rights</b>
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	<b>Issue of Preference Shares</b>
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 Issued:</p> <ul style="list-style-type: none"> <li>(a) to persons who, at the date of the Issue, 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 Issue subject to the conditions specified in the relevant provisions of Section 62 of the Act.</li> <li>(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.</li> <li>(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.</li> </ul> <p>(2) The notice shall be dispatched through registered post or speed post or</p>	<b>Further Issue of shares</b>

	<p>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>	
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 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>	
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> <p>a. unless a sum in respect of which the lien exists is presently payable; or</p> <p>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.</p>	<b>Lien</b>
17.	<p>i. To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.</p> <p>ii. The purchaser shall be registered as the holder of the shares comprised in any such transfer.</p> <p>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.</p>	
18.	<p>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.</p> <p>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.</p>	
19.	Where two or more persons are registered as the holders of any share they	<b>Joint Holdings</b>

	<p>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> <ul style="list-style-type: none"> <li>a) The Company shall at its discretion, be entitled to decline to register more than three persons as the joint-holders of any share.</li> <li>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.</li> <li>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.</li> <li>d) Any one of such joint-holders may give effectual receipts of any dividends or other moneys payable in respect of such share.</li> <li>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.</li> <li>f) <ul style="list-style-type: none"> <li>(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.</li> <li>(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.</li> </ul> </li> <li>g) The provisions of these Articles relating to joint-holding of shares shall mutatis mutandis apply to any other securities including Debentures of the company registered in Joint-names.</li> </ul>	
<p>20.</p>	<ul style="list-style-type: none"> <li>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:</li> </ul> <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> <ul style="list-style-type: none"> <li>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.</li> <li>iii. A call may be revoked or postponed at the discretion of the Board.</li> </ul>	<p><b>Calls on shares</b></p>
<p>21.</p>	<p>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</p>	

	instalments.	
22.	The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.	
23.	<ul style="list-style-type: none"> <li>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.</li> <li>ii. The Board shall be at liberty to waive payment of any such interest wholly or in part.</li> </ul>	
24.	<ul style="list-style-type: none"> <li>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.</li> <li>ii. In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture</li> <li>iii. or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.</li> </ul>	
25.	<p>The Board—</p> <ul style="list-style-type: none"> <li>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</li> <li>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.</li> </ul>	
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.	<ul style="list-style-type: none"> <li>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.</li> <li>ii. Each share in the Company shall be distinguished by its appropriate number.</li> <li>iii. A Certificate under the Common Seal of the Company, specifying any shares held by any member shall be prima facie evidence of the title of the member of such shares.</li> </ul>	<b>Transfer of shares</b>
30.	<ul style="list-style-type: none"> <li>i. The instrument of transfer of any share in the Company shall be executed by or on behalf of both the transferor and transferee.</li> <li>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.</li> </ul>	

<p>31.</p>	<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"> <li>i. the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or</li> <li>ii. any transfer of shares on which the Company has a lien.</li> <li>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.</li> <li>iv. The common form of transfer shall be used by the Company.</li> </ul>	
<p>32.</p>	<p>The Board shall decline to recognise any instrument of transfer unless—</p> <ul style="list-style-type: none"> <li>i. the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56;</li> <li>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.</li> </ul> <p>Provided that, transfer of shares in whatever lot shall not be refused.</p> <ul style="list-style-type: none"> <li>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),</li> <li>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;</li> <li>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.</li> </ul>	
<p>33.</p>	<p>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.</p>	
<p>34.</p>	<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>	
<p>35.</p>	<p>The provisions of these Articles relating to transfer of Shares shall mutatis mutandis apply to any other securities including debentures of the company.</p>	
<p>36.</p>	<p>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.</p>	<p><b>Register of Transfers</b></p>



<p>37.</p>	<p>i. The provisions of this Article shall apply notwithstanding anything to the contrary contained in any other Article of these Articles.</p> <p style="padding-left: 40px;">a. The Company shall be entitled to dematerialise its securities and to Issue securities in a dematerialised form pursuant to the Depository Act, 1996.</p> <p style="padding-left: 40px;">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 style="padding-left: 40px;">c. Securities in Depository to be in fungible form:-</p> <ul style="list-style-type: none"> <li>o All Securities of the Company held by the Depository shall be dematerialised and be in fungible form.</li> <li>o Nothing contained in Sections 88, 89, 112 &amp; 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.</li> </ul> <p style="padding-left: 40px;">d. Rights of Depositories &amp; Beneficial Owners:- Notwithstanding anything to the contrary contained in the Act a Depository shall be deemed to be the registered owner for the purpose of effecting transfer of ownership of Security of the Company on behalf of the beneficial owner.</p> <p style="padding-left: 40px;">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 style="padding-left: 40px;">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</p>	<p><b>Dematerialisati on of Securities</b></p>
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	<p>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 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>	<b>Transmission of shares</b>
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="padding-left: 40px;">a. to be registered himself as holder of the share; or</p> <p style="padding-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</p>	

	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.	
42.	<p>The provisions of these Articles relating to transmission of shares shall mutatis mutandis apply to any other securities including debentures of the Company.</p> <p>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.</p>	
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.	
44.	<p>The notice aforesaid shall—</p> <ul style="list-style-type: none"> <li>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</li> <li>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.</li> </ul>	
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.	<ul style="list-style-type: none"> <li>i. A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.</li> <li>ii. At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.</li> </ul>	
47.	<ul style="list-style-type: none"> <li>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.</li> <li>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.</li> </ul>	<b>Forfeiture of shares</b>
48.	<ul style="list-style-type: none"> <li>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;</li> <li>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;</li> <li>iii. The transferee shall thereupon be registered as the holder of the share; and</li> <li>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.</li> </ul>	
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.	<b>Initial payment not to preclude forfeiture</b>
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,— <ul style="list-style-type: none"> <li>i. consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;</li> <li>ii. convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;</li> <li>iii. sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;</li> <li>iv. Cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.</li> </ul>	<b>Alteration of capital</b>
58.	Where shares are converted into stock,— <ul style="list-style-type: none"> <li>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.</li> <li>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</li> </ul>	<b>Conversion of Shares into Stock</b>

	<p>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.</p> <p>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.</p>	
59.	<p>The Company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law,—</p> <p>i. its share capital;</p> <p>ii. any capital redemption reserve account; or</p> <p>iii. Any share premium account.</p>	<b>Reduction of Capital</b>
60.	<p>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 warrant and such fee as the Board may from time to time require, issue of a share warrant.</p> <p>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>	<b>Share Warrants</b>
61.	<p>i. The Company in general meeting may, upon the recommendation of the Board, resolve—</p> <p>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</p> <p>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</p>	<b>Capitalisation of profits</b>

	<p>the same proportions.</p> <p>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—</p> <p>a. paying up any amounts for the time being unpaid on any shares held by such members respectively;</p> <p>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;</p> <p>c. partly in the way specified in sub-clause (a) and partly in that specified in sub-clause (b);</p> <p>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;</p> <p>e. The Board shall give effect to the resolution passed by the Company in pursuance of this -regulation.</p>	
62.	<p>i. Whenever such a resolution as aforesaid shall have been passed, the Board shall—</p> <p>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</p> <p>b. generally to do all acts and things required to give effect thereto.</p> <p>ii. The Board shall have power—</p> <p>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 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> <p>iv. Capital paid-up in advance of calls shall not confer a right to dividend or to participate in profits.</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.	<b>Buy-back of shares</b>
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</p>	<b>General Meeting</b>



	<p>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>	
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>	<b>Proceedings at general meetings</b>
67.	The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the Company.	
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>	
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</p>	<b>Time of taking poll</b>

	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.	
74.	<ul style="list-style-type: none"> <li>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.</li> <li>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.</li> <li>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.</li> <li>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.</li> </ul>	<b>Adjournment of meeting</b>
75.	<p>Subject to any rights or restrictions for the time being attached to any class or classes of shares,—</p> <ul style="list-style-type: none"> <li>i. on a show of hands, every member present in person shall have one vote; and</li> <li>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.</li> </ul>	
76.	A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.	
77.	<ul style="list-style-type: none"> <li>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.</li> <li>ii. For this purpose, seniority shall be determined by the order in which the names stand in the register of members.</li> </ul>	<b>Voting rights</b>
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 preceded 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.	<ul style="list-style-type: none"> <li>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.</li> <li>ii. Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive</li> </ul>	
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	<b>Casting Vote</b>

	his own vote or votes to which he may be entitled as a member.	
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.	<b>Representation of Body Corporate</b>
86.	The Company shall comply with provisions of Section 111 of the Companies Act, 2013, relating to circulation of member's resolution.	<b>Circulation of member's resolution</b>
87.	The Company shall comply with provisions of Section 115 of the Act relating to resolution requiring special notice.	<b>Resolution requiring special notice</b>
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.	<b>Resolutions passed at adjourned meeting</b>
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.	<b>Registration of resolutions and agreements</b>
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 style="margin-left: 40px;">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 style="margin-left: 40px;">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 style="margin-left: 40px;">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 style="margin-left: 40px;">D. The minutes of each meeting shall contain a fair and correct summary of the proceedings thereat.</p> <p style="margin-left: 40px;">E. All appointments of officers made at any of the meetings aforesaid shall be included in the minutes of the meeting.</p> <p style="margin-left: 40px;">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 style="margin-left: 80px;">a. the names of the Directors present at the meetings, and</p> <p style="margin-left: 80px;">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</p>	<b>Minutes of proceedings of general meeting and of Board and other meetings</b>

	<p>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"> <li>a. is or could reasonably be regarded, as defamatory of any person</li> <li>b. is irrelevant or immaterial to the proceedings; or</li> <li>c. in detrimental to the interests of the Company.</li> </ol> <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.	<b>Minutes to be considered to be evidence</b>
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.	<b>Publication of reports of proceeding of general meetings</b>
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.	<b>Proxy</b>
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"> <li>1. Mr. Abhishek Gupta</li> <li>2. Mrs. Sonika Gupta</li> </ol>	<b>Board of Directors</b>
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: 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 / 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> <ol style="list-style-type: none"> <li>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.</li> <li>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— <ol style="list-style-type: none"> <li>a. in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or</li> <li>b. in connection with the business of the company</li> </ol> </li> </ol>	
99.	The Board may pay all expenses incurred in getting up and registering the company.	
100.	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.	
101.	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.	
102.	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.	
103.	<ol style="list-style-type: none"> <li>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.</li> <li>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.</li> </ol>	
104.	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.	<b>Retirement and Rotation of Directors</b>

105.	The remaining Directors shall be appointed in accordance with the provisions of the Act.	
106.	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.	
107.	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.	
108.	Subject to the provisions of the Act and these Articles, the retiring Director shall be eligible for reappointment.	
109.	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.	
110.	Notwithstanding anything to the contrary contained in these Articles, so long as any moneys remain owing by the Company to any of the Finance Corporation or Credit Corporation or to any other Finance Company or Body out of any loans granted by them to the Company or Body (hereinafter in this Article referred to as "the Corporation") continue to hold debentures or shares in the Company as a result of underwriting or by direct subscription or private placement, or so long as any liability of the Company arising out of any guarantee furnished by the Corporation on behalf of the Company remains outstanding, the Corporation shall have a right to appoint from time to time, any person or persons as a Director or Directors wholetime or non-wholetime (which Director or Directors is/are hereinafter referred to as "Nominee Director/s") on the Board of the Company and to remove from such office any person or persons so appointed and to appoint any person or persons in his or their places.	<b>Nominee Director</b>
111.	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.	
112.	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.	
113.	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	



	<p>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.</p> <p>Provided that if any such Nominee Directors is an Officer of the Financial Institution, the sitting fees in relation to such Nominee Directors shall also accrue to the Financial Institution as the case may be and the same shall accordingly be paid by the Company directly to the Corporation.</p>	
114.	<p>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.</p>	
115.	<p>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.</p>	<p><b>Removal of Directors</b></p>
116.	<p>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.</p>	
117.	<p>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.</p>	
118.	<p>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-,</p> <ul style="list-style-type: none"> <li>(a) in any notice of the resolution given to members of the Company state the fact of the representations having been made, and</li> <li>(b) send a copy of the representations to every member of the Company to whom the notice of the meeting is sent ( whether before or after the receipt of representation by the Company) and if a copy of the representation is not sent as aforesaid due to insufficient time or for the company’s default, the director may without prejudice to his right to be heard orally require that the representation shall be read out at the meeting:</li> </ul> <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>	
119.	<p>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.</p>	
120.	<p>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.</p>	

121.	<p>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:</p> <p>Provided that the director who was removed from office shall not be reappointed as a director by the Board of Directors.</p>	
122.	<p>Nothing in this section shall be taken-</p> <ul style="list-style-type: none"> <li>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</li> <li>b) as derogating from any power to remove a director under other provisions of this Act.</li> </ul>	
123.	<p>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.</p> <p>In addition to the remuneration payable to the Directors as above, they may be paid all travelling, hotel and other expenses incurred by them.</p> <ul style="list-style-type: none"> <li>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</li> <li>b. In connection with the business of the Company.</li> </ul>	<p><b>Remuneration and sitting fees to Directors including Managing and whole time Directors</b></p>
124.	<p>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 &amp; 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.</p>	
125.	<ul style="list-style-type: none"> <li>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. <ul style="list-style-type: none"> <li>a. The power to make calls on shareholders in respect of money unpaid on their shares;</li> <li>b. The Power to authorize buy-back of securities under Section 68 of the Act.</li> <li>c. Power to issue securities, including debenture, whether in or outside India</li> <li>d. The power to borrow moneys</li> <li>e. The power to invest the funds of the Company,</li> <li>f. Power to Grant loans or give guarantee or provide security in respect of loans</li> <li>g. Power to approve financial statements and the Board’s Report</li> <li>h. Power to diversify the business of the Company</li> <li>i. Power to approve amalgamation, merger or reconstruction</li> <li>j. Power to take over a Company or acquire a controlling or substantial stake in another Company</li> <li>k. Powers to make political contributions;</li> <li>l. Powers to appoint or remove key managerial personnel (KMP);</li> <li>m. Powers to take note of appointment(s) or removal(s) of one</li> </ul> </li> </ul>	<p><b>Powers and duties of Directors:</b></p> <p><b>Certain powers to be exercised by the Board only at meeting.</b></p>

	<p>level below the Key Management Personnel;</p> <p>n. Powers to appoint internal auditors and secretarial auditor;</p> <p>o. Powers to take note of the disclosure of director’s interest and shareholding;</p> <p>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;</p> <p>q. Powers to invite or accept or renew public deposits and related matters;</p> <p>r. Powers to review or change the terms and conditions of public deposit;</p> <p>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>126.</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;</p> <p>b) remit, or give time for the repayment of any debt, due by a Director;</p> <p>c) invest, otherwise than in trust securities, the amount of compensation received by it as a result of any merger or amalgamation;</p> <p>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><b>Restriction on powers of Board</b></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 proceedings.</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>	
<p>127.</p>	<p>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.</p>	
<p>128.</p>	<p>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.</p>	<p><b>General powers of the Company vested in Directors</b></p>
<p>129.</p>	<p>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:</p> <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</p>	<p><b>Specific powers given to Directors</b></p>

	<p>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 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</p>	
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	<p>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 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</p>	
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	<p>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 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>	
<p>130.</p>	<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>MANAGING DIRECTORS</b></p> <p><b>Power to appoint Managing or Whole-time Directors</b></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 &amp; 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>	
131.	<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>	<b>Proceedings of the Board</b>
132.	The quorum for meetings of Board/Committees shall be as provided in the Act or under the rules.	
133.	<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>	
134.	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.	
135.	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.	
136.	<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>	
137.	<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>	<b>Delegation of Powers of Board to Committee</b>
138.	<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>	
139.	<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>	
140.	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.	

141.	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	
142.	Subject to the provisions of the Act,—  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;  b) A director may be appointed as chief executive officer, manager, Company secretary or chief financial officer.	<b>Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer</b>
143.	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 .	
144.	a) The Board shall provide for the safe custody of the seal. 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.	<b>The Seal</b>
145.	The Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.	
146.	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.	
147.	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 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. b) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.	<b>Dividends and Reserve</b>
148.	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. 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. 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.	
149.	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.	
150.	<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>	
151.	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.	
152.	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.	
153.	<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>	
154.	<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>	
155.	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.	
156.	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.	
157..	<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>	<b>Accounts</b>
158.	<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> <p>i. be kept at the registered office of the Company, and</p>	<b>Inspection of Statutory Documents of the Company</b>

	<p>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> <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>	
159.	<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> <p>a. by any member or creditor without any payment of fees; or</p> <p>b. by any other person on payment of such fees as may be prescribed,</p> <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>	<b>Register of charges</b>
160.	<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>	<b>Audit</b>
161.	<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 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</p>	<b>Winding up</b>

	is any liability.	
162.	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—	<b>Indemnity</b>
163.	<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>	<b>Secrecy</b>



**SECTION X: OTHER INFORMATION****MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION**

The following contracts (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two (2) years before the date of the Red Herring 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 have been attached to the copy of the Red Herring Prospectus delivered to the RoC for registration, and also the documents for inspection referred to hereunder, may be inspected at our Registered Office at 40, Mandakini Housing Society, Behind Reliance Fresh, Kolar Road, Bhopal-462 036, Madhya Pradesh, India, from 10.00 am to 5.00 pm on Working Days from Application/Issue Opening Date until the Application/Issue Closing Date.

**A Material Contracts to the Issue**

1. Memorandum of Understanding dated September 28, 2016 read with addendum dated March 22, 2017 entered into among our Company and the Book Running Lead Manager.
2. Memorandum of Understanding dated September 28, 2016, entered into among our Company and the Registrar to the Issue.
3. Tripartite Agreement dated March 21, 2017 entered into among our Company, NSDL and the Registrar to the Issue.
4. Tripartite Agreement dated November 09, 2016 entered into among our Company, CDSL and the Registrar to the Issue.
5. Banker to the Issue Agreement dated March 09, 2017 among our Company, the BRLM, Banker to the Issue and the Registrar to the Issue.
6. Market Making Agreement dated March 09, 2017 between our Company, the Book Running Lead Manager and the Market Maker.
7. Underwriting Agreement dated March 09, 2017 between our Company, the Book Running Lead Manager and the Underwriter.
8. Syndicate Agreement dated March 09, 2017 between our Company, the Book Running Lead Manager and the syndicate member.

**B Material Documents to the Issue**

1. Certified copies of the Memorandum of Association and Articles of Association of our Company.
2. Certificate of incorporation dated on June 18, 2007 as Surevin BPO Services Private Limited under the provisions of the Companies Act, 1956 with Certificate of Incorporation issued by the Registrar of Companies Madhya Pradesh and Chattisgarh on June 18, 2007 with Registration Number 019623. Subsequently, our Company was converted into a public limited company pursuant to special resolution passed at the Extra Ordinary General Meeting of our Company held on September 02, 2016 and the name of our Company was changed to Surevin BPO Services Limited and a Fresh Certificate of Incorporation dated September 23, 2016 was issued by the Registrar of Companies, Gwalior, Madhya Pradesh.
3. Resolution of the Board of Directors of our Company and Equity Shareholders of our Company dated September 28, 2016 and September 29, 2016, respectively, authorizing the Issue and other related matters.
4. Resolution of the Board of Directors of our Company dated September 30, 2016 and July 14, 2017 approving the Draft Red Herring Prospectus Red Herring Prospectus respectively.
5. Copies of the annual reports of our Company for the five (5) fiscals immediately preceding the date of this Red Herring Prospectus i.e. for the year ended March 31, 2017, 2016, 2015, 2014 and 2013

6. Peer review Auditor's report for Restated Financials dated July 05, 2017 included in this Red Herring Prospectus.
7. Copy of Statement of tax benefits dated June 15, 2017 from the Statutory Auditor included in this Red Herring Prospectus.
8. Consents of Bankers or lenders to our Company, (where such consent is required), the Book Running Lead Manager, Registrar to the Issue, Legal counsel, Statutory Auditors, Peer Review Auditor, Promoters of Our Company, Directors of our Company, Chief Financial Officer and Company Secretary and Compliance Officer, Syndicate Member, Market Maker and Underwriter as referred to act, in their respective capacities.
9. In-principle listing approval dated November 29, 2016 from the NSE for listing the Equity Shares on the SME Platform of NSE and to include their name in the Red Herring Prospectus.

Any of the contracts or documents mentioned in this Red Herring Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to the shareholders, subject to compliance with the provisions contained in the Companies Act and other relevant statutes.

### DECLARATION

We 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 or guidelines issued by SEBI, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. We further certify that all the statements in this Red Herring Prospectus are true and correct.

#### SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:

<b>Mr. Abhishek Gupta</b> <i>Managing Director</i> <i>DIN No: 01260263</i>	Sd/-
<b>Mrs. Sonika Gupta</b> <i>Chairman &amp; Non-Executive – Non -Independent Director</i> <i>DIN No: 01527904</i>	Sd/-
<b>Mr. Sita Ram Gupta</b> <i>Non-Executive – Non -Independent Director</i> <i>DIN No: 07620362</i>	Sd/-
<b>Mr. Ambreesh Tiwari</b> <i>Non- Executive Independent Director</i> <i>DIN No: 01582960</i>	Sd/-
<b>Mr. Awdhesh Shah</b> <i>Non- Executive Independent Director</i> <i>DIN No: 00184656</i>	Sd/-
<b>Mr. Pradeep Karambelkar</b> <i>Signed By Chief Financial Officer (CFO):</i> <i>PAN No:-AINPK8033C</i>	Sd/-
<b>Mr. Ashish Soni</b> <i>Signed By Company Secretary &amp; Complainece Officer (CS):</i> <i>Membership No:- ACS46956</i>	Sd/-

Date: July 14, 2017

Place: Bhopal