

## INFORMATION MEMORANDUM AS PER SCHEDULE II FOR LISTING OF

2,57,44,000 EQUITY SHARES OF FACE VALUE OF RS. 10/- EACH OF ACME RESOURCES LIMITED

### GENERAL RISK

Investment in equity and equity-related securities involve a degree of risk and investors should not invest in the equity shares of Acme Resources Limited 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 the shares of Acme Resources Limited. For taking an investment decision, investors must rely on their own examination of the Company including the risks involved.

### ABSOLUTE RESPONSIBILITY OF ACME RESOURCES LIMITED

Acme Resources Limited having made all reasonable inquiries, accepts responsibility for, and confirms that this Information Memorandum contains all information with regard to Acme Resources Limited, which is material, that the information contained in the Information Memorandum 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 Information Memorandum as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

### LISTING

The Company, i.e., Acme Resources Limited, got its equity shares listed only on both The Calcutta Stock Exchange Limited ("CSE") and Delhi Stock Exchange Limited ("DSE"). However, the Securities and Exchange Board of India ["SEBI"] vide their order WTM/PS/45/MRD/DSA/NOV/2014 dated 19.11.2014 has de-recognized DSE with immediate effect. Hence, the equity shares of the Company are presently listed only on the CSE and are proposed to be listed on BSE Limited.

### PROHIBITION BY SEBI

The Company, its Directors, its Promoters, other companies promoted by the Promoters and Companies with which the Company's Directors are associated as Directors is/were not been prohibited from accessing the capital markets under any order or direction passed by the SEBI.

### GENERAL DISCLAIMER FROM THE COMPANY

The Company accepts no responsibility for statements made otherwise than in the Information Memorandum or any other material issued by or at the instance of the Company and anyone placing reliance on any other source of information would be doing so at his or her own risk. All information shall be made available by the Company 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.





## PART I

### I. GENERAL INFORMATION:

**(a) Name and address of registered and corporate office of the Company:**

|  |   |  |
|--|---|--|
| Name of the Company                    | : | Acme Resources Limited("ARL"/ "the Company")                                 |
| Registered Office                      | : | 166, Cotton Street, 1 <sup>st</sup> Floor, Post Bara Bazar, Kolkata- 700 007 |
| Corporate Office                       | : | 77, Ground Floor, Dipni Apartment, Pitampura, New Delhi- 110 034,            |
| E-mail Id                              | : | acmeresources@gmail.com  |
| Website                                | : | www.acmeresources.in   |
| Corporate Identity Number              | : | L65993WB1985PLC082197  |
| ISIN No.                               | : | INE636B01011   |
| Company Secretary & Compliance Officer | : | Mr. Amitava Das  |

**(b) (i) Consent of the Central Government for the present issue and declaration of the Central Government about non-responsibility:**

Acme Resources Limited is presently an existing listed Company listed only on CSE. Now the Company proposes to list the equity shares on the BSE and therefore the said provisions are not applicable which are otherwise applicable to Initial Public Offering ("IPO")/ Further Public Offering ("FPO").

**(ii) Letter of intent/industrial licence and declaration of the Central Government about non-responsibility for financial soundness or correctness of statements.**

The Company is presently an existing listed Company listed only on CSE. Now the Company proposes to list the equity shares on the BSE and therefore the said provisions are not applicable which are otherwise applicable to IPO/FPO.

**(c) Names of regional stock exchange and other stock exchanges where application made for listing of present issue.**

Not Applicable. However the equity shares of the Company are currently listed only on the CSE.

**(d) Provisions of sub-section (1) of section 68A of the Companies Act, relating to punishment for fictitious applications.**

The Company is presently an existing listed Company listed only on CSE. Now the Company proposes to list the equity shares on the BSE and therefore the said provisions are not applicable which are otherwise applicable to IPO/FPO.

**(e) Statement/declaration about refund of the issue if minimum subscription of 90 per cent is not received within 90 days from closure of the issue.**





The Company is presently an existing listed Company listed only on CSE. Now the Company proposes to list the equity shares on the BSE and therefore the said provisions are not applicable which are otherwise applicable to IPO/FPO.

**(f) Declaration about the issue of allotment letters/refunds within a period of 10 weeks and interest in case of any delay in refund at the prescribed rate under section 73(2)/(2A).**

The Company is presently an existing listed Company listed only on CSE. Now the Company proposes to list the equity shares on the BSE and therefore the said provisions are not applicable which are otherwise applicable to IPO/FPO.

**(g) Date of opening of the issue: Not Applicable**

- Date of closing of issue;
- Date of earliest closing of the issue;

**(h) Names and addresses of Auditors and Lead Managers:**

**Auditors:**

T.R. Chadha & Co.,  
Chartered Accountants,  
Firm Reg. No. 006711N  
B30, Connaught Place, Kuthiala Building,  
New Delhi- 110 001  
Tel: (011) 4325 9900  
E-mail Id: delhi@trchadha.com

**Lead Managers: Not Applicable as this is not an IPO/ FPO.**

**(i) Name and address of trustee under debenture trust deed (in case of debenture issue): Not Applicable**

**(j) Whether rating from CRISIL or any rating agency has been obtained for the proposed debenture/preference shares Issue: Not Applicable**

If no rating has been obtained, this should be answered as "No".

If "yes" the rating should be indicated.

**(k) Underwriting of the issue:**

The Company is presently an existing listed Company listed only on CSE. Now the Company proposes to list the equity shares on the BSE and therefore the said provisions are not applicable which are otherwise applicable to IPO/FPO.

**(l) a statement by the Board of Directors stating that-**

- (i) all moneys received out of issue of shares or debentures to public shall be transferred to a separate bank account other than the bank account referred to in sub-section (3) of section 73 ;
- (ii) details of all monies utilised out of the issue referred to in sub-item (i) shall be disclosed under an appropriate separate head in the balance sheet of the Company indicating the purpose for which such monies had been utilised ; and





(iii) details of all unutilized monies out of the issue of share or debentures, if any, referred to in sub-item (i) shall be disclosed under an appropriate separate head in the balance sheet of the company indicating the form in which such unutilized monies have been invested:

The Company is presently an existing listed Company listed only on CSE. Now the Company proposes to list the equity shares on the BSE and therefore the said provisions are not applicable which are otherwise applicable to IPO/FPO.

## II. CAPITAL STRUCTURE OF THE COMPANY:

### (a) Authorised, Issued, Subscribed and Paid-up capital:

| Particulars                                  | No. of equity shares | Face Value per equity share | Total Value (Rs.) |
|--|----------------------|-----------------------------|-------------------|
| Authorised Share Capital                     | 2,60,00,000          | 10/-                        | 26,00,00,000/-    |
| Issued, Subscribed and Paid-up Share Capital | 2,57,44,000          | 10/-                        | 25,74,40,000/-    |

### (i) Changes in Authorized Share Capital of the Company:

| Date of Increase in Authorized Share Capital | Amount (Rs.)   |                |
|--|----------------|----------------|
|  | From           | To             |
| Since Incorporation                          | -              | 25,00,000/-    |
| 19.11.1986                                   | 25,00,001/-    | 1,00,00,000/-  |
| 22.03.1999                                   | 1,00,00,001/-  | 11,00,00,000/- |
| 10.07.1999                                   | 11,00,00,001/- | 26,00,00,000/- |

### (ii) Evolution of the present Issued, Subscribed and Paid-up Share Capital of the Company:

| Date of allotment of shares | Shares issued |                          | Face Value | Issue Price | Cumulative paid-up share capital |                          | Mode of allotment | Identity of allottees (Promoters/ Others) |
|-----------------------------|---------------|--------------------------|------------|-------------|----------------------------------|--------------------------|-------------------|---|
|                             | No.           | % to total share capital |            |             | No.                              | % to total share capital |                   |   |
| Upto 30/05/1990             | 2,49,000      | 0.97%                    | 10/-       | 10/-        | 2,49,000                         | 0.97%                    | --                | --  |
| 31/05/1990                  | 7,45,000      | 2.89%                    | 10/-       | 10/-        | 9,94,000                         | 3.86%                    | Cash              | Allotted to Promoters & Non-Promoters     |
| 26/03/1999                  | 1,00,00,000   | 38.84%                   | 10/-       | 10/-        | 1,09,94,000                      | 42.71%                   | Cash              | Allotted to Promoters & Non-Promoters     |
| 20/09/1999                  | 47,50,000     | 18.45%                   | 10/-       | 10/-        | 1,57,44,000                      | 61.16%                   | Cash              | Allotted to Promoters & Non-Promoters     |
| 08/03/2000                  | 1,00,00,000   | 38.84%                   | 10/-       | 15/-        | 2,57,44,000                      | 100.00%                  | Cash              | Allotted to Promoters & Non-Promoters     |
| Total                       | 2,57,44,000   | 100.00%                  |            |             |                                  |                          |                   |   |



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(iii) The Shareholding Pattern of the Company as per Clause 35 of the Listing Agreement for the quarters ended 30.06.2015, 31.03.2015, 31.12.2014, and 30. 09.2014 is as follows:

(A) As on 30.06.2015:

(I)(a) Statement showing Shareholding pattern as on 30.06.2015:

| Partly paid-up shares:-   | No. of partly paid-up shares  | As a % of total no. of partly paid-up shares              | As a % of total no. of shares of the company   |
|---|-------------------------------|---|--|
| Held by promoter/promoter group   | Nil                           | Nil   | Nil  |
| Held by public  | Nil                           | Nil   | Nil  |
| <b>Total</b>  | <b>Nil</b>                    | <b>Nil</b>  | <b>Nil</b>   |
| Outstanding convertible securities:-  | No. of outstanding securities | As a % of total no. of outstanding convertible securities | As a % of total no. of shares of the company, assuming full conversion of the convertible securities |
| Held by promoter/promoter group   | Nil                           | Nil   | Nil  |
| Held by public  | Nil                           | Nil   | Nil  |
| <b>Total</b>  | <b>Nil</b>                    | <b>Nil</b>  | <b>Nil</b>   |
| Warrants:-  | No. of warrants               | As a % of total no. of warrants                           | As a % of total no. of shares of the company, assuming full conversion of warrants                   |
| Held by promoter/promoter group   | Nil                           | Nil   | Nil  |
| Held by public  | Nil                           | Nil   | Nil  |
| <b>Total</b>  | <b>Nil</b>                    | <b>Nil</b>  | <b>Nil</b>   |
| Total paid-up capital of the company, assuming full conversion of warrants and convertible securities |                               | 2,57,44,000 equity shares of Rs. 10/- each                |  |

| Category Code | Category of Shareholders                                   | No. of shareholders | No. of Shares | No. of Shares in Demat | % of (A+B) | % of (A+B+C) | No. of Pledged Shr. | % of (IX)=(VII)/(IV)*100 |
|---------------|--|---------------------|---------------|------------------------|------------|--------------|---------------------|--------------------------|
| (I)           | (II)   | (III)               | (IV)          | (V)                    | (VI)       | (VII)        | (VIII)              |                          |
| (A)           | <b>Total Shareholding of Promoter &amp; Promoter Group</b> |                     |               |                        |            |              |                     |                          |
| (1)           | Indian   |                     |               |                        |            |              |                     |                          |
| (a)           | Individual/HUF   | 1                   | 1,50,116      | 1,50,116               | 0.583      | 0.583        | Nil                 | Nil                      |
| (b)           | Central Govt./ State Govt.                                 | Nil                 | Nil           | Nil                    | Nil        | Nil          | Nil                 | Nil                      |
| (c)           | Bodies Corporate   | 3                   | 1,87,10,428   | 1,87,10,428            | 72.679     | 72.679       | Nil                 | Nil                      |
| (d)           | Fin. Institutions / Bank                                   | Nil                 | Nil           | Nil                    | Nil        | Nil          | Nil                 | Nil                      |
| (e)           | Any Other  | Nil                 | Nil           | Nil                    | Nil        | Nil          | Nil                 | Nil                      |
|               | Sub-Total of (A)(1)  | 4                   | 1,88,60,544   | 1,88,57,044            | 73.262     | 73.262       | Nil                 | Nil                      |
| (2)           | Foreign  |                     |               |                        |            |              |                     |                          |





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| Category Code | Category of Shareholders   | No. of shareholders | No. of Shares      | No. of Shares in Demat | % of (A+B)     | % of (A+B+C)   | No. of Pledged Shr. | % of (IX)=(VII)/(IV)*100 |
|---------------|--|---------------------|--------------------|------------------------|----------------|----------------|---------------------|--------------------------|
| (I)           | (II)   | (III)               | (IV)               | (V)                    | (VI)           | (VII)          | (VIII)              |                          |
| (a)           | Individuals (NRIs/Foreign)   | Nil                 | Nil                | Nil                    | Nil            | Nil            | Nil                 | Nil                      |
| (b)           | Bodies Corporate   | Nil                 | Nil                | Nil                    | Nil            | Nil            | Nil                 | Nil                      |
| (c)           | Institutions   | Nil                 | Nil                | Nil                    | Nil            | Nil            | Nil                 | Nil                      |
| (d)           | Qualified Foreign Investors  | Nil                 | Nil                | Nil                    | Nil            | Nil            | Nil                 | Nil                      |
| (e)           | Any Other  | Nil                 | Nil                | Nil                    | Nil            | Nil            | Nil                 | Nil                      |
|               | Sub-Total of (A)(2)  | Nil                 | Nil                | Nil                    | Nil            | Nil            | Nil                 | Nil                      |
|               | <b>Shareholding of Promoter &amp; Promoter Group (A) = (A)(1)+(A)(2)</b> | <b>4</b>            | <b>1,88,60,544</b> | <b>1,88,60,544</b>     | <b>73.262</b>  | <b>73.262</b>  | <b>Nil</b>          | <b>Nil</b>               |
| (B)           | <b>Public Shareholding</b>   |                     |                    |                        |                |                |                     |                          |
| (1)           | <b>Institutions</b>  |                     |                    |                        |                |                |                     |                          |
| (a)           | Mutual Funds / UTI   | Nil                 | Nil                | Nil                    | Nil            | Nil            | Nil                 | Nil                      |
| (b)           | Fin. Institutions / Banks  | Nil                 | Nil                | Nil                    | Nil            | Nil            | Nil                 | Nil                      |
| (c)           | Central Govt./ State Govt.   | Nil                 | Nil                | Nil                    | Nil            | Nil            | Nil                 | Nil                      |
| (d)           | Venture Capital  | Nil                 | Nil                | Nil                    | Nil            | Nil            | Nil                 | Nil                      |
| (e)           | Insurance Company  | Nil                 | Nil                | Nil                    | Nil            | Nil            | Nil                 | Nil                      |
| (f)           | Foreign Inst. Investors  | Nil                 | Nil                | Nil                    | Nil            | Nil            | Nil                 | Nil                      |
| (g)           | Foreign VC Investors   | Nil                 | Nil                | Nil                    | Nil            | Nil            | Nil                 | Nil                      |
| (h)           | QFI - Corporate  | Nil                 | Nil                | Nil                    | Nil            | Nil            | Nil                 | Nil                      |
| (i)           | Any Other  | Nil                 | Nil                | Nil                    | Nil            | Nil            | Nil                 | Nil                      |
|               | <b>Sub-Total (B)(1)</b>  | <b>Nil</b>          | <b>Nil</b>         | <b>Nil</b>             | <b>Nil</b>     | <b>Nil</b>     | <b>Nil</b>          | <b>Nil</b>               |
| (2)           | <b>Non-Institutions</b>  |                     |                    |                        |                |                |                     |                          |
| (a)           | Bodies Corporate   | 52                  | 43,45,211          | 42,78,694              | 16.879         | 16.879         | Nil                 | Nil                      |
| (b)           | Individuals  |                     |                    |                        |                |                |                     |                          |
|               | I. Individual Shareholders Holding Nominal Share Upto Rs.1 Lakh          | 1,194               | 16,23,685          | 5,38,335               | 6.307          | 6.307          | Nil                 | Nil                      |
|               | II. Individual Shareholders Holding Nominal Share greater than Rs.1 Lakh | 14                  | 9,11,560           | 3,92,560               | 3.540          | 3.540          | Nil                 | Nil                      |
| (c)           | QFI - Individual   | Nil                 | Nil                | Nil                    | Nil            | Nil            | Nil                 | Nil                      |
| (d)           | Any Other  | 1                   | 3,000              | 3,000                  | 0.012          | 0.012          |                     |                          |
|               | <b>Sub-Total (B)(2)</b>  | <b>1,261</b>        | <b>68,83,456</b>   | <b>52,12,589</b>       | <b>26.738</b>  | <b>26.738</b>  | <b>Nil</b>          | <b>Nil</b>               |
|               | <b>Total Public Shareholding (B) = (B)(1) + (B)(2)</b>                   | <b>1,261</b>        | <b>68,83,456</b>   | <b>52,12,589</b>       | <b>26.738</b>  | <b>26.738</b>  | <b>Nil</b>          | <b>Nil</b>               |
|               | <b>TOTAL (A)+(B)</b>   | <b>1,265</b>        | <b>2,57,44,000</b> | <b>2,40,73,133</b>     | <b>100.000</b> | <b>100.000</b> | <b>Nil</b>          | <b>Nil</b>               |
| (C)           | <b>Shares held by Custodians And against which DRs have been issued</b>  | <b>Nil</b>          | <b>Nil</b>         | <b>Nil</b>             | <b>Nil</b>     | <b>Nil</b>     | <b>Nil</b>          | <b>Nil</b>               |
| (1)           | Promoter and Promoter group  | Nil                 | Nil                | Nil                    | Nil            | Nil            | Nil                 | Nil                      |
| (2)           | Public   | Nil                 | Nil                | Nil                    | Nil            | Nil            | Nil                 | Nil                      |
|               | <b>GRAND TOTAL (A)+(B)+(C)</b>   | <b>1,265</b>        | <b>2,57,44,000</b> | <b>2,40,73,133</b>     | <b>100.000</b> | <b>100.000</b> | <b>Nil</b>          | <b>Nil</b>               |





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(I)(b) Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category [Promoter & Promoter Group] as on 30/06/2015:

| Sr. No. | Name of the shareholder    | Number of shares held | As a % of grand total (A)+(B)+(C) | Encumbered shares | As a percentage    | As a % of grand total (A)+(B)+(C) of sub-clause (I)(a) | Number of warrants held | As a % total number of warrants of the same class | Number of convertible securities held | As a % total number of convertible securities of the same class | Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital |
|---------|----------------------------|-----------------------|-----------------------------------|-------------------|--------------------|--|-------------------------|---|---------------------------------------|---|--|
| (i)     | (ii)                       | (iii)                 | (iv)                              | (v)               | (vi)=(v)/(iii)*100 | (vii)  | (viii)                  | (ix)  | (x)                                   | (xi)  | (xii)  |
| 1       | Kuldeep Saluja             | 1,50,116              | 0.583                             | 0                 | 0                  | 0  | 0                       | 0   | 0                                     | 0   | 0.583  |
| 2       | Narayani Dealers Pvt. Ltd. | 1,15,52,128           | 44.873                            | 0                 | 0                  | 0  | 0                       | 0   | 0                                     | 0   | 44.873   |
| 3       | Bluemoon Dealcom Pvt. Ltd. | 37,56,000             | 14.590                            | 0                 | 0                  | 0  | 0                       | 0   | 0                                     | 0   | 14.590   |
| 4       | Merit Dealers Pvt. Ltd.    | 34,02,300             | 13.216                            | 0                 | 0                  | 0  | 0                       | 0   | 0                                     | 0   | 13.216   |
|         | <b>TOTAL</b>               | <b>1,88,60,544</b>    | <b>73.262</b>                     | <b>Nil</b>        | <b>Nil</b>         | <b>Nil</b>   | <b>Nil</b>              | <b>Nil</b>  | <b>Nil</b>                            | <b>Nil</b>  | <b>73.262</b>  |

(I)(c)(i) Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category [PUBLIC] and holding more than 1.000(%) of the total number of shares as on 30/06/2015:

| Sr. No. | Name of the shareholder | Number of shares held | Shares as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above) | Number of warrants held | As a % total number of warrants of the same class | Number of convertible securities held | % w.r.t total number of convertible securities of the same class | Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital |
|---------|-------------------------|-----------------------|--|-------------------------|---|---------------------------------------|--|--|
| 1       | Salvo Dealcom Pvt. Ltd. | 37,50,000             | 14.567   | Nil                     | Nil   | Nil                                   | Nil  | 14.567   |
|         | <b>TOTAL</b>            | <b>37,50,000</b>      | <b>14.567</b>  | <b>Nil</b>              | <b>Nil</b>  | <b>Nil</b>                            | <b>Nil</b>   | <b>14.567</b>  |

(I)(c)(ii) Statement showing holding of securities (including shares, warrants, convertible securities) of persons (together with PAC) belonging to the category [PUBLIC] and holding more than 5.000(%) of the total number of shares of the company as on 30/06/2015:

| Sr. No. | Name(s) of the shareholder(s) and the Persons Acting in Concert (PAC) with them | Number of shares held | Shares as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above) | Number of warrants held | As a % total number of warrants of the same class | Number of convertible securities held | % w.r.t total number of convertible securities of the same class | Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital |
|---------|---|-----------------------|--|-------------------------|---|---------------------------------------|--|--|
| 1       | Salvo Dealcom Pvt. Ltd.   | 37,50,000             | 14.567   | Nil                     | Nil   | Nil                                   | Nil  | 14.567   |
|         | <b>Total</b>  | <b>37,50,000</b>      | <b>14.567</b>  | <b>Nil</b>              | <b>Nil</b>  | <b>Nil</b>                            | <b>Nil</b>   | <b>14.567</b>  |





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(I)(d) Statement showing details of Locked-In Shares as on : 30/06/2015

| Sr. No. | Name of the Shareholder | Category of Shareholders<br>(Promoter/Non-Promoter) | Number of<br>Shares | % To<br>Total |
|---------|-------------------------|---|---------------------|---------------|
| 1       | Nil                     | Nil   | Nil                 | Nil           |
|         | TOTAL                   | Nil   | Nil                 | Nil           |

(II)(a) Statement showing details of Depository Receipts as on : 30/06/2015

| Sr. No. | Type of Outstanding DR<br>(ADRs, GDRs, SDRs, etc) | Number of<br>Outstanding<br>DRs | Number of<br>Shares<br>underlying<br>outstanding DRs | Shares underlying Outstanding DRs as a<br>Percentage of total number of shares(ie.<br>Grand total(A)+(B)+ (C) indicated in<br>Statement at para (I)(a) above) |
|---------|---|---------------------------------|--|---|
| 1       | Nil   | Nil                             | Nil  | Nil   |
|         | Total   | Nil                             | Nil  | Nil   |

(II)(b) Statement showing details of Depository Receipts (Drs), where underlying shares held by 'Promoter/Promoter Group' are in excess of 1% of the total no. of shares as on 30/06/2015:

| Sr. No. | Name of the DR Holder | Type of<br>outstanding DR<br>(ADRs,GDRs) | Number of<br>Shares<br>underlying<br>outstanding<br>DRs | Shares underlying Outstanding DRs as a<br>Percentage of total number of shares(ie.<br>Grand total(A)+(B)+ (C) indicated in<br>Statement at para (I)(a) above) |
|---------|-----------------------|--|---|---|
| 1       | Nil                   | Nil                                      | Nil   | Nil   |
|         | Total                 | Nil                                      | Nil   | Nil   |

(B) As on 31.03.2015:

(I)(a) Statement showing Shareholding pattern as on 31/03/2015:

| Partly paid-up shares:-   | No. of partly<br>paid-up shares            | As a % of total no.<br>of partly paid-up shares                    | As a % of total no.<br>of shares of the company   |
|---|--|--|---|
| Held by promoter/promoter group   | Nil  | Nil  | Nil   |
| Held by public  | Nil  | Nil  | Nil   |
| Total   | Nil  | Nil  | Nil   |
| Outstanding<br>convertible securities:-   | No. of<br>outstanding<br>securities        | As a % of total no.<br>of outstanding<br>convertible<br>securities | As a % of total no.<br>of shares of the company,<br>assuming full conversion of<br>the convertible securities |
| Held by promoter/promoter group   | Nil  | Nil  | Nil   |
| Held by public  | Nil  | Nil  | Nil   |
| Total   | Nil  | Nil  | Nil   |
| Warrants:-  | No. of<br>warrants                         | As a % of total no.<br>of warrants                                 | As a % of total no.<br>of shares of the company,<br>assuming full conversion of<br>warrants                   |
| Held by promoter/promoter group   | Nil  | Nil  | Nil   |
| Held by public  | Nil  | Nil  | Nil   |
| Total   | Nil  | Nil  | Nil   |
| Total paid-up capital of the company,<br>assuming full conversion of warrants<br>and convertible securities | 2,57,44,000 equity shares of Rs. 10/- each |  |   |





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| Category Code | Category of Shareholders   | No. of shareholders | No. of Shares      | No. of Shares in Demat | % of (A+B)    | % of (A+B+C)  | No. of Pledged Shr. | % of (IX)=(VII)/(IV)*100 |
|---------------|--|---------------------|--------------------|------------------------|---------------|---------------|---------------------|--------------------------|
| (I)           | (II)   | (III)               | (IV)               | (V)                    | (VI)          | (VII)         | (VIII)              | (IX)=(VII)/(IV)*100      |
| (A)           | <b>Total Shareholding of Promoter &amp; Promoter Group</b>               |                     |                    |                        |               |               |                     |                          |
| (1)           | Indian   |                     |                    |                        |               |               |                     |                          |
| (a)           | Individual/HUF   | 1                   | 1,46,616           | 1,46,616               | 0.569         | 0.569         | Nil                 | Nil                      |
| (b)           | Central Govt./ State Govt.   | Nil                 | Nil                | Nil                    | Nil           | Nil           | Nil                 | Nil                      |
| (c)           | Bodies Corporate   | 3                   | 1,87,10,428        | 1,87,10,428            | 72.679        | 72.679        | Nil                 | Nil                      |
| (d)           | Fin. Institutions / Bank   | Nil                 | Nil                | Nil                    | Nil           | Nil           | Nil                 | Nil                      |
| (e)           | Any Other  | Nil                 | Nil                | Nil                    | Nil           | Nil           | Nil                 | Nil                      |
|               | Sub-Total of (A)(1)  | 4                   | 1,88,57,044        | 1,88,57,044            | 73.248        | 73.248        | Nil                 | Nil                      |
| (2)           | Foreign  |                     |                    |                        |               |               |                     |                          |
| (a)           | Individuals (NRIs/Foreign)   | Nil                 | Nil                | Nil                    | Nil           | Nil           | Nil                 | Nil                      |
| (b)           | Bodies Corporate   | Nil                 | Nil                | Nil                    | Nil           | Nil           | Nil                 | Nil                      |
| (c)           | Institutions   | Nil                 | Nil                | Nil                    | Nil           | Nil           | Nil                 | Nil                      |
| (d)           | Qualified Foreign Investors  | Nil                 | Nil                | Nil                    | Nil           | Nil           | Nil                 | Nil                      |
| (e)           | Any Other  | Nil                 | Nil                | Nil                    | Nil           | Nil           | Nil                 | Nil                      |
|               | Sub-Total of (A)(2)  | Nil                 | Nil                | Nil                    | Nil           | Nil           | Nil                 | Nil                      |
|               | <b>Shareholding of Promoter &amp; Promoter Group (A) = (A)(1)+(A)(2)</b> | <b>4</b>            | <b>1,88,57,044</b> | <b>1,88,57,044</b>     | <b>73.248</b> | <b>73.248</b> | <b>Nil</b>          | <b>Nil</b>               |
| (B)           | <b>Public Shareholding</b>   |                     |                    |                        |               |               |                     |                          |
| (1)           | <b>Institutions</b>  |                     |                    |                        |               |               |                     |                          |
| (a)           | Mutual Funds / UTI   | Nil                 | Nil                | Nil                    | Nil           | Nil           | Nil                 | Nil                      |
| (b)           | Fin. Institutions / Banks  | Nil                 | Nil                | Nil                    | Nil           | Nil           | Nil                 | Nil                      |
| (c)           | Central Govt./ State Govt.   | Nil                 | Nil                | Nil                    | Nil           | Nil           | Nil                 | Nil                      |
| (d)           | Venture Capital  | Nil                 | Nil                | Nil                    | Nil           | Nil           | Nil                 | Nil                      |
| (e)           | Insurance Company  | Nil                 | Nil                | Nil                    | Nil           | Nil           | Nil                 | Nil                      |
| (f)           | Foreign Inst. Investors  | Nil                 | Nil                | Nil                    | Nil           | Nil           | Nil                 | Nil                      |
| (g)           | Foreign VC Investors   | Nil                 | Nil                | Nil                    | Nil           | Nil           | Nil                 | Nil                      |
| (h)           | QFI - Corporate  | Nil                 | Nil                | Nil                    | Nil           | Nil           | Nil                 | Nil                      |
| (i)           | Any Other  | Nil                 | Nil                | Nil                    | Nil           | Nil           | Nil                 | Nil                      |
|               | <b>Sub-Total (B)(1)</b>  | <b>Nil</b>          | <b>Nil</b>         | <b>Nil</b>             | <b>Nil</b>    | <b>Nil</b>    | <b>Nil</b>          | <b>Nil</b>               |
| (2)           | <b>Non-Institutions</b>  |                     |                    |                        |               |               |                     |                          |
| (a)           | Bodies Corporate   | 52                  | 43,45,211          | 42,78,694              | 16.879        | 16.879        | Nil                 | Nil                      |
| (b)           | Individuals  |                     |                    |                        |               |               |                     |                          |
|               | III. Individual Shareholders   | 1,196               | 16,27,185          | 5,41,835               | 6.321         | 6.321         | Nil                 | Nil                      |
|               | Holding Nominal Share Upto Rs.1 Lakh                                     |                     |                    |                        |               |               |                     |                          |
|               | IV. Individual Shareholders Holding Nominal Share greater than Rs.1 Lakh | 14                  | 9,11,560           | 3,92,560               | 3.540         | 3.540         | Nil                 | Nil                      |
| (c)           | QFI - Individual   | Nil                 | Nil                | Nil                    | Nil           | Nil           | Nil                 | Nil                      |
| (d)           | Any Other  | 1                   | 3,000              | 3,000                  | 0.012         | 0.012         |                     |                          |





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| Category Code | Category of Shareholders               | No. of shareholders | No. of Shares | No. of Shares in Demat | % of (A+B) | % of (A+B+C) | No. of Pledged Shr. | % of (IX)=(VII)/(IV)*100 |
|---------------|--|---------------------|---------------|------------------------|------------|--------------|---------------------|--------------------------|
| (I)           | (II)                                   | (III)               | (IV)          | (V)                    | (VI)       | (VII)        | (VIII)              | (IX)=(VII)/(IV)*100      |
|               | Sub-Total (B)(2)                       | 1,263               | 68,86,956     | 52,16,089              | 26.752     | 26.752       | Nil                 | Nil                      |
|               | Total Public Shareholding              |                     |               |                        |            |              |                     |                          |
|               | (B) = (B)(1) + (B)(2)                  | 1,263               | 68,86,956     | 52,16,089              | 26.752     | 26.752       | Nil                 | Nil                      |
|               | TOTAL (A)+(B)                          | 1,267               | 2,57,44,000   | 2,40,73,133            | 100.000    | 100.000      | Nil                 | Nil                      |
| (C)           | Shares held by Custodians              | Nil                 | Nil           | Nil                    | Nil        | Nil          | Nil                 | Nil                      |
|               | And against which DRs have been issued |                     |               |                        |            |              |                     |                          |
| (1)           | Promoter and Promoter group            | Nil                 | Nil           | Nil                    | Nil        | Nil          | Nil                 | Nil                      |
| (2)           | Public                                 | Nil                 | Nil           | Nil                    | Nil        | Nil          | Nil                 | Nil                      |
|               | GRAND TOTAL (A)+(B)+(C)                | 1,267               | 2,57,44,000   | 2,40,73,133            | 100.000    | 100.000      | Nil                 | Nil                      |

(D(b) Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category [Promoter & Promoter Group] as on 31/03/2015:

| Sl. No. | Name of the shareholder    | Number of shares held | As a % of grand total (A)+(B)+(C) | Encumbered shares | As a percentage    | As a % of grand total (A)+(B)+(C) of sub-clause (D(a) | Number of warrants held | As a % total number of warrants of the same class | Number of convertible securities held | As a % total number of convertible securities of the same class | Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital |
|---------|----------------------------|-----------------------|-----------------------------------|-------------------|--------------------|---|-------------------------|---|---------------------------------------|---|--|
| (i)     | (ii)                       | (iii)                 | (iv)                              | (v)               | (vi)=(v)/(iii)*100 | (vii)   | (viii)                  | (ix)  | (x)                                   | (xi)  | (xii)  |
| 1       | Kuldeep Saluja             | 1,46,616              | 0.569                             | 0                 | 0                  | 0   | 0                       | 0   | 0                                     | 0   | 0.569  |
| 2       | Natayami Dealers Pvt. Ltd. | 1,15,52,128           | 44.873                            | 0                 | 0                  | 0   | 0                       | 0   | 0                                     | 0   | 44.873   |
| 3       | Bluemoon Dealcom Pvt. Ltd. | 37,56,000             | 14.590                            | 0                 | 0                  | 0   | 0                       | 0   | 0                                     | 0   | 14.590   |
| 4       | Merit Dealers Pvt. Ltd.    | 34,02,300             | 13.216                            | 0                 | 0                  | 0   | 0                       | 0   | 0                                     | 0   | 13.216   |
|         | TOTAL                      | 1,88,57,044           | 73.248                            | Nil               | Nil                | Nil   | Nil                     | Nil   | Nil                                   | Nil   | 73.248   |

(D(c)(i) Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category [PUBLIC] and holding more than 1.000(%) of the total number of shares as on 31/03/2015:

| Sl. No. | Name of the shareholder | Number of shares held | Shares as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (D(a) above) | Number of warrants held | As a % total number of warrants of the same class | Number of convertible securities held | % w.r.t total number of convertible securities of the same class | Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital |
|---------|-------------------------|-----------------------|---|-------------------------|---|---------------------------------------|--|--|
| 1       | Salvo Dealcom Pvt. Ltd. | 37,50,000             | 14.567  | Nil                     | Nil   | Nil                                   | Nil  | 14.567   |
|         | TOTAL                   | 37,50,000             | 14.567  | Nil                     | Nil   | Nil                                   | Nil  | 14.567   |





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(D)(c)(ii) Statement showing holding of securities (including shares, warrants, convertible securities) of persons (together with PAC) belonging to the category [PUBLIC] and holding more than 5.000(%) of the total number of shares of the company as on 31/03/2015:

| Sr. No. | Name(s) of the shareholder(s) and the Persons Acting in Concert (PAC) with them | Number of shares held | Shares as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (D)(a) above) | Number of warrants held | As a % total number of warrants of the same class | Number of convertible securities held | % w.r.t total number of convertible securities of the same class | Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital |
|---------|---|-----------------------|--|-------------------------|---|---------------------------------------|--|--|
| 1       | Salvo Dealcom Pvt. Ltd.   | 37,50,000             | 14.567   | Nil                     | Nil   | Nil                                   | Nil  | 14.567   |
|         | <b>Total</b>  | <b>37,50,000</b>      | <b>14.567</b>  | <b>Nil</b>              | <b>Nil</b>  | <b>Nil</b>                            | <b>Nil</b>   | <b>14.567</b>  |

(D)(d) Statement showing details of Locked-In Shares as on : 31/03/2015

| Sr. No. | Name of the Shareholder | Category of Shareholders (Promoter/Non-Promoter) | Number of Shares | % To Total |
|---------|-------------------------|--|------------------|------------|
| 1       | Nil                     | Nil  | Nil              | Nil        |
|         | <b>TOTAL</b>            | <b>Nil</b>                                       | <b>Nil</b>       | <b>Nil</b> |

(II)(a) Statement showing details of Depository Receipts as on : 31/03/2015

| Sr. No. | Type of Outstanding DR (ADRs, GDRs, SDRs, etc) | Number of Outstanding DRs | Number of Shares underlying outstanding DRs | Shares underlying Outstanding DRs as a Percentage of total number of shares (i.e. Grand total(A)+(B)+ (C) indicated in Statement at para (D)(a) above) |
|---------|--|---------------------------|---|--|
| 1       | Nil  | Nil                       | Nil   | Nil  |
|         | <b>Total</b>                                   | <b>Nil</b>                | <b>Nil</b>                                  | <b>Nil</b>   |

(II)(b) Statement showing details of Depository Receipts (Drs), where underlying shares held by 'Promoter/Promoter Group' are in excess of 1% of the total no. of shares as on 31/03/2015:

| Sr. No. | Name of the DR Holder | Type of outstanding DR (ADRs,GDRs) | Number of Shares underlying outstanding DRs | Shares underlying Outstanding DRs as a Percentage of total number of shares (i.e. Grand total(A)+(B)+ (C) indicated in Statement at para (D)(a) above) |
|---------|-----------------------|------------------------------------|---|--|
| 1       | Nil                   | Nil                                | Nil   | Nil  |
|         | <b>Total</b>          | <b>Nil</b>                         | <b>Nil</b>                                  | <b>Nil</b>   |





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(C) As on 31.12.2014:

(I)(a) Statement showing Shareholding pattern as on 31/12/2014:

| Partly paid-up shares:-   | No. of partly paid-up shares  | As a % of total no. of partly paid-up shares              | As a % of total no. of shares of the company   |
|---|-------------------------------|---|--|
| Held by promoter/promoter group   | Nil                           | Nil   | Nil  |
| Held by public  | Nil                           | Nil   | Nil  |
| <b>Total</b>  | <b>Nil</b>                    | <b>Nil</b>  | <b>Nil</b>   |
| Outstanding convertible securities:-  | No. of outstanding securities | As a % of total no. of outstanding convertible securities | As a % of total no. of shares of the company, assuming full conversion of the convertible securities |
| Held by promoter/promoter group   | Nil                           | Nil   | Nil  |
| Held by public  | Nil                           | Nil   | Nil  |
| <b>Total</b>  | <b>Nil</b>                    | <b>Nil</b>  | <b>Nil</b>   |
| Warrants:-  | No. of warrants               | As a % of total no. of warrants                           | As a % of total no. of shares of the company, assuming full conversion of warrants                   |
| Held by promoter/promoter group   | Nil                           | Nil   | Nil  |
| Held by public  | Nil                           | Nil   | Nil  |
| <b>Total</b>  | <b>Nil</b>                    | <b>Nil</b>  | <b>Nil</b>   |
| Total paid-up capital of the company, assuming full conversion of warrants and convertible securities |                               | 2,57,44,000 equity shares of Rs. 10/- each                |  |

| Category Code | Category of Shareholders                                      | No. of shareholders | No. of Shares | No. of Shares in Demat | % of (A+B) | % of (A+B+C) | No. of Pledged Shr. | % of (IX)=(VII)/(I V)*100 |
|---------------|---|---------------------|---------------|------------------------|------------|--------------|---------------------|---------------------------|
| (I)           | (II)  | (III)               | (IV)          | (V)                    | (VI)       | (VII)        | (VIII)              |                           |
| (A)           | Total Shareholding of Promoter & Promoter Group               |                     |               |                        |            |              |                     |                           |
| (I)(a)        | Indian  |                     |               |                        |            |              |                     |                           |
| (I)(a)(i)     | Individual/HUF  | 1                   | 1,46,616      | 1,46,616               | 0.569      | 0.569        | Nil                 | Nil                       |
| (I)(a)(ii)    | Central Govt./ State Govt.                                    | Nil                 | Nil           | Nil                    | Nil        | Nil          | Nil                 | Nil                       |
| (I)(a)(iii)   | Bodies Corporate  | 3                   | 1,87,10,428   | 1,87,10,428            | 72.679     | 72.679       | Nil                 | Nil                       |
| (I)(a)(iv)    | Fin. Institutions / Bank                                      | Nil                 | Nil           | Nil                    | Nil        | Nil          | Nil                 | Nil                       |
| (I)(a)(v)     | Any Other   | Nil                 | Nil           | Nil                    | Nil        | Nil          | Nil                 | Nil                       |
|               | Sub-Total of (A)(1)   | 4                   | 1,88,57,044   | 1,88,57,044            | 73.248     | 73.248       | Nil                 | Nil                       |
| (I)(b)        | Foreign   |                     |               |                        |            |              |                     |                           |
| (I)(b)(i)     | Individuals (NRIs/Foreign)                                    | Nil                 | Nil           | Nil                    | Nil        | Nil          | Nil                 | Nil                       |
| (I)(b)(ii)    | Bodies Corporate  | Nil                 | Nil           | Nil                    | Nil        | Nil          | Nil                 | Nil                       |
| (I)(b)(iii)   | Institutions  | Nil                 | Nil           | Nil                    | Nil        | Nil          | Nil                 | Nil                       |
| (I)(b)(iv)    | Qualified Foreign Investors                                   | Nil                 | Nil           | Nil                    | Nil        | Nil          | Nil                 | Nil                       |
| (I)(b)(v)     | Any Other   | Nil                 | Nil           | Nil                    | Nil        | Nil          | Nil                 | Nil                       |
|               | Sub-Total of (A)(2)   | Nil                 | Nil           | Nil                    | Nil        | Nil          | Nil                 | Nil                       |
|               | Shareholding of Promoter & Promoter Group (A) = (A)(1)+(A)(2) | 4                   | 1,88,57,044   | 1,88,57,044            | 73.248     | 73.248       | Nil                 | Nil                       |
| (B)           | Public Shareholding   |                     |               |                        |            |              |                     |                           |
| (I)(b)        | Institutions  |                     |               |                        |            |              |                     |                           |





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| Category Code | Category of Shareholders  | No. of shareholders | No. of Shares | No. of Shares in Demat | % of (A+B) | % of (A+B+C) | No. of Pledged Shr. | % of (IX)=(VII)/(I V)*100 |
|---------------|---|---------------------|---------------|------------------------|------------|--------------|---------------------|---------------------------|
| (I)           | (II)  | (III)               | (IV)          | (V)                    | (VI)       | (VII)        | (VIII)              |                           |
| (a)           | Mutual Funds / UTI  | Nil                 | Nil           | Nil                    | Nil        | Nil          | Nil                 | Nil                       |
| (b)           | Fin. Institutions / Banks   | Nil                 | Nil           | Nil                    | Nil        | Nil          | Nil                 | Nil                       |
| (c)           | Central Govt./ State Govt.  | Nil                 | Nil           | Nil                    | Nil        | Nil          | Nil                 | Nil                       |
| (d)           | Venture Capital   | Nil                 | Nil           | Nil                    | Nil        | Nil          | Nil                 | Nil                       |
| (e)           | Insurance Company   | Nil                 | Nil           | Nil                    | Nil        | Nil          | Nil                 | Nil                       |
| (f)           | Foreign Inst. Investors   | Nil                 | Nil           | Nil                    | Nil        | Nil          | Nil                 | Nil                       |
| (g)           | Foreign VC Investors  | Nil                 | Nil           | Nil                    | Nil        | Nil          | Nil                 | Nil                       |
| (h)           | QFI - Corporate   | Nil                 | Nil           | Nil                    | Nil        | Nil          | Nil                 | Nil                       |
| (i)           | Any Other   | Nil                 | Nil           | Nil                    | Nil        | Nil          | Nil                 | Nil                       |
|               | <b>Sub-Total (B)(1)</b>   | Nil                 | Nil           | Nil                    | Nil        | Nil          | Nil                 | Nil                       |
| (2)           | <b>Non-Institutions</b>   |                     |               |                        |            |              |                     |                           |
| (a)           | Bodies Corporate  | 52                  | 43,45,211     | 42,78,694              | 16.879     | 16.879       | Nil                 | Nil                       |
| (b)           | Individuals   |                     |               |                        |            |              |                     |                           |
|               | V. Individual Shareholders  | 1,196               | 16,27,185     | 5,41,835               | 6.321      | 6.321        | Nil                 | Nil                       |
|               | Holding Nominal Share   |                     |               |                        |            |              |                     |                           |
|               | Upto Rs.1 Lakh  |                     |               |                        |            |              |                     |                           |
|               | VI. Individual Shareholders   | 14                  | 9,11,560      | 3,92,560               | 3.540      | 3.540        | Nil                 | Nil                       |
|               | Holding Nominal Share   |                     |               |                        |            |              |                     |                           |
|               | greater than Rs.1 Lakh  |                     |               |                        |            |              |                     |                           |
| (a)           | QFI - Individual  | Nil                 | Nil           | Nil                    | Nil        | Nil          | Nil                 | Nil                       |
| (d)           | Any Other   | 1                   | 3,000         | 3,000                  | 0.012      | 0.012        |                     |                           |
|               | <b>Sub-Total (B)(2)</b>   | 1,263               | 68,86,956     | 52,16,089              | 26.752     | 26.752       | Nil                 | Nil                       |
|               | <b>Total Public Shareholding</b>  |                     |               |                        |            |              |                     |                           |
|               | <b>(B) = (B)(1) + (B)(2)</b>  | 1,263               | 68,86,956     | 52,16,089              | 26.752     | 26.752       | Nil                 | Nil                       |
|               | <b>TOTAL (A)+(B)</b>  | 1,267               | 2,57,44,000   | 2,40,73,133            | 100.000    | 100.000      | Nil                 | Nil                       |
| (C)           | <b>Shares held by Custodians &amp; against which DRs have been issued</b> | Nil                 | Nil           | Nil                    | Nil        | Nil          | Nil                 | Nil                       |
| (1)           | Promoter and Promoter group   | Nil                 | Nil           | Nil                    | Nil        | Nil          | Nil                 | Nil                       |
| (2)           | Public  | Nil                 | Nil           | Nil                    | Nil        | Nil          | Nil                 | Nil                       |
|               | <b>GRAND TOTAL (A)+(B)+(C)</b>  | 1,267               | 2,57,44,000   | 2,40,73,133            | 100.000    | 100.000      | Nil                 | Nil                       |

(D)(b) Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category [Promoter & Promoter Group] As on 31/12/2014:

| Sr. No. | Name of the shareholder    | Number of shares held | As a % of grand total (A)+(B)+(C) | Encumbered shares | As a percentage    | As a % of grand total (A)+(B)+(C) of sub-clause (I)(a) | Number of warrants held | As a % total number warrant of the same class | Number of convertible securities held | As a % total number of convertible securities of the same class | Total shares (including underlying shares assuming full conversion of warrants and con. securities) as a % of diluted sh. Cap. |
|---------|----------------------------|-----------------------|-----------------------------------|-------------------|--------------------|--|-------------------------|---|---------------------------------------|---|--|
| (i)     | (ii)                       | (iii)                 | (iv)                              | (v)               | (vi)=(v)/(iii)*100 | (vii)  | (viii)                  | (ix)  | (x)                                   | (xi)  | (xii)  |
| 1       | Kuldeep Saluja             | 1,46,616              | 0.569                             | 0                 | 0                  | 0  | 0                       | 0   | 0                                     | 0   | 0.569  |
| 2       | Narayani Dealers Pvt. Ltd. | 1,15,52,128           | 44.873                            | 0                 | 0                  | 0  | 0                       | 0   | 0                                     | 0   | 44.873   |
| 3       | Bluemoon Deacom Pvt. Ltd.  | 37,56,000             | 14.590                            | 0                 | 0                  | 0  | 0                       | 0   | 0                                     | 0   | 14.590   |
| 4       | Merit Dealers Pvt. Ltd.    | 34,02,300             | 13.216                            | 0                 | 0                  | 0  | 0                       | 0   | 0                                     | 0   | 13.216   |
|         | <b>TOTAL</b>               | 1,88,57,044           | 73.248                            | Nil               | Nil                | Nil  | Nil                     | Nil   | Nil                                   | Nil   | 73.248   |





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(D)(c)(i) Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category [PUBLIC] and holding more than 1.000(%) of the total number of shares as on 31/12/2014:

| Sr. No. | Name of the shareholder | Number of shares held | Shares as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above) | Number of warrants held | As a % total number of warrants of the same class | Number of convertible securities held | % w.r.t total number of convertible securities of the same class | Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital |
|---------|-------------------------|-----------------------|--|-------------------------|---|---------------------------------------|--|--|
| 1       | Salvo Dealcom Pvt. Ltd. | 37,50,000             | 14.567   | Nil                     | Nil   | Nil                                   | Nil  | 14.567   |
|         | <b>TOTAL</b>            | <b>37,50,000</b>      | <b>14.567</b>  | <b>Nil</b>              | <b>Nil</b>  | <b>Nil</b>                            | <b>Nil</b>   | <b>14.567</b>  |

(D)(c)(ii) Statement showing holding of securities (including shares, warrants, convertible securities) of persons (together with PAC) belonging to the category [PUBLIC] and holding more than 5.000(%) of the total number of shares of the company as on 31/12/2014

| Sr. No. | Name(s) of the shareholder(s) and the Persons Acting in Concert (PAC) with them | Number of shares held | Shares as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above) | Number of warrants held | As a % total number of warrants of the same class | Number of convertible securities held | % w.r.t total number of convertible securities of the same class | Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital |
|---------|---|-----------------------|--|-------------------------|---|---------------------------------------|--|--|
| 1       | Salvo Dealcom Pvt. Ltd.   | 37,50,000             | 14.567   | Nil                     | Nil   | Nil                                   | Nil  | 14.567   |
|         | <b>Total</b>  | <b>37,50,000</b>      | <b>14.567</b>  | <b>Nil</b>              | <b>Nil</b>  | <b>Nil</b>                            | <b>Nil</b>   | <b>14.567</b>  |

(D)(d) Statement showing details of Locked-In Shares as on : 31/12/2014

| Sr. No. | Name of the Shareholder | Category of Shareholders (Promoter/Non-Promoter) | Number of Shares | % To Total |
|---------|-------------------------|--|------------------|------------|
| 1       | Nil                     | Nil  | Nil              | Nil        |
|         | <b>TOTAL</b>            | <b>Nil</b>                                       | <b>Nil</b>       | <b>Nil</b> |

(D)(e) Statement showing details of Depository Receipts as on : 31/12/2014

| Sr. No. | Type of Outstanding DR (ADRs, GDRs, SDRs, etc) | Number of Outstanding DRs | Number of Shares underlying outstanding DRs | Shares underlying Outstanding DRs as a Percentage of total number of shares (i.e., Grand total(A)+(B)+ (C) indicated in Statement at para (I)(a) above) |
|---------|--|---------------------------|---|---|
| 1       | Nil  | Nil                       | Nil   | Nil   |
|         | <b>Total</b>                                   | <b>Nil</b>                | <b>Nil</b>                                  | <b>Nil</b>  |

(D)(f) Statement showing details of Depository Receipts (DRs), where underlying shares held by 'Promoter/Promoter Group' are in excess of 1% of the total no. of shares as on 31.12.2014:

| Sr. No. | Name of the DR Holder | Type of outstanding DR (ADRs, GDRs) | Number of Shares underlying outstanding DRs | Shares underlying Outstanding DRs as a Percentage of total number of shares (i.e., Grand total(A)+(B)+ (C) indicated in Statement at para (I)(a) above) |
|---------|-----------------------|-------------------------------------|---|---|
| 1       | Nil                   | Nil                                 | Nil   | Nil   |
|         | <b>Total</b>          | <b>Nil</b>                          | <b>Nil</b>                                  | <b>Nil</b>  |





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(D) As on 30.09.2014:

(I)(a) Statement showing Shareholding pattern as on 30/09/2014:

| Partly paid-up shares:-   | No. of partly paid-up shares  | As a % of total no. of partly paid-up shares              | As a % of total no. of shares of the company   |
|---|-------------------------------|---|--|
| Held by promoter/promoter group   | Nil                           | Nil   | Nil  |
| Held by public  | Nil                           | Nil   | Nil  |
| <b>Total</b>  | <b>Nil</b>                    | <b>Nil</b>  | <b>Nil</b>   |
| Outstanding convertible securities:-  | No. of outstanding securities | As a % of total no. of outstanding convertible securities | As a % of total no. of shares of the company, assuming full conversion of the convertible securities |
| Held by promoter/promoter group   | Nil                           | Nil   | Nil  |
| Held by public  | Nil                           | Nil   | Nil  |
| <b>Total</b>  | <b>Nil</b>                    | <b>Nil</b>  | <b>Nil</b>   |
| Warrants:-  | No. of warrants               | As a % of total no. of warrants                           | As a % of total no. of shares of the company, assuming full conversion of warrants                   |
| Held by promoter/promoter group   | Nil                           | Nil   | Nil  |
| Held by public  | Nil                           | Nil   | Nil  |
| <b>Total</b>  | <b>Nil</b>                    | <b>Nil</b>  | <b>Nil</b>   |
| Total paid-up capital of the company, assuming full conversion of warrants and convertible securities |                               |   |  |
| 2,57,44,000 shares of Rs. 10/- each   |                               |   |  |

| Category Code | Category of Shareholders                                      | No. of shareholders | No. of Shares | No. of Shares in Demat | % of (A+B) | % of (A+B+C) | No. of Pledged Shr. | % of (IX)=(VII)/(I V)*100 |
|---------------|---|---------------------|---------------|------------------------|------------|--------------|---------------------|---------------------------|
| (I)           | (II)  | (III)               | (IV)          | (V)                    | (VI)       | (VII)        | (VIII)              | (IX)=(VII)/(I V)*100      |
| (A)           | Total Shareholding of Promoter & Promoter Group               |                     |               |                        |            |              |                     |                           |
| (1)           | Indian  |                     |               |                        |            |              |                     |                           |
| (a)           | Individual/HUF  | 1                   | 1,46,616      | 1,46,616               | 0.569      | 0.569        | Nil                 | Nil                       |
| (b)           | Central Govt./ State Govt.                                    | Nil                 | Nil           | Nil                    | Nil        | Nil          | Nil                 | Nil                       |
| (c)           | Bodies Corporate  | 3                   | 1,87,10,428   | 1,87,10,428            | 72.679     | 72.679       | Nil                 | Nil                       |
| (d)           | Fin. Institutions / Bank                                      | Nil                 | Nil           | Nil                    | Nil        | Nil          | Nil                 | Nil                       |
| (e)           | Any Other   | Nil                 | Nil           | Nil                    | Nil        | Nil          | Nil                 | Nil                       |
|               | Sub-Total of (A)(1)   | 4                   | 1,88,57,044   | 1,88,57,044            | 73.248     | 73.248       | Nil                 | Nil                       |
| (2)           | Foreign   |                     |               |                        |            |              |                     |                           |
| (a)           | Individuals (NRIs/Foreign)                                    | Nil                 | Nil           | Nil                    | Nil        | Nil          | Nil                 | Nil                       |
| (b)           | Bodies Corporate  | Nil                 | Nil           | Nil                    | Nil        | Nil          | Nil                 | Nil                       |
| (c)           | Institutions  | Nil                 | Nil           | Nil                    | Nil        | Nil          | Nil                 | Nil                       |
| (d)           | Qualified Foreign Investors                                   | Nil                 | Nil           | Nil                    | Nil        | Nil          | Nil                 | Nil                       |
| (e)           | Any Other   | Nil                 | Nil           | Nil                    | Nil        | Nil          | Nil                 | Nil                       |
|               | Sub-Total of (A)(2)   | Nil                 | Nil           | Nil                    | Nil        | Nil          | Nil                 | Nil                       |
|               | Shareholding of Promoter & Promoter Group (A) = (A)(1)+(A)(2) | 4                   | 1,88,57,044   | 1,88,57,044            | 73.248     | 73.248       | Nil                 | Nil                       |
| (B)           | Public Shareholding   |                     |               |                        |            |              |                     |                           |
| (1)           | Institutions  |                     |               |                        |            |              |                     |                           |
| (a)           | Mutual Funds / UTI  | Nil                 | Nil           | Nil                    | Nil        | Nil          | Nil                 | Nil                       |





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| Category Code | Category of Shareholders   | No. of shareholders | No. of Shares      | No. of Shares in Demat | % of (A+B)     | % of (A+B+C)   | No. of Pledged Shr. | % of (IX)=(VII)/(I V)*100 |
|---------------|--|---------------------|--------------------|------------------------|----------------|----------------|---------------------|---------------------------|
| (I)           | (II)   | (III)               | (IV)               | (V)                    | (VI)           | (VII)          | (VIII)              | (IX)=(VII)/(I V)*100      |
| (b)           | Fin. Institutions / Banks  | Nil                 | Nil                | Nil                    | Nil            | Nil            | Nil                 | Nil                       |
| (c)           | Central Govt./ State Govt.   | Nil                 | Nil                | Nil                    | Nil            | Nil            | Nil                 | Nil                       |
| (d)           | Venture Capital  | Nil                 | Nil                | Nil                    | Nil            | Nil            | Nil                 | Nil                       |
| (e)           | Insurance Company  | Nil                 | Nil                | Nil                    | Nil            | Nil            | Nil                 | Nil                       |
| (f)           | Foreign Inst. Investors  | Nil                 | Nil                | Nil                    | Nil            | Nil            | Nil                 | Nil                       |
| (g)           | Foreign VC Investors   | Nil                 | Nil                | Nil                    | Nil            | Nil            | Nil                 | Nil                       |
| (h)           | QFI - Corporate  | Nil                 | Nil                | Nil                    | Nil            | Nil            | Nil                 | Nil                       |
| (i)           | Any Other  | Nil                 | Nil                | Nil                    | Nil            | Nil            | Nil                 | Nil                       |
|               | <b>Sub-Total (B)(1)</b>  | <b>Nil</b>          | <b>Nil</b>         | <b>Nil</b>             | <b>Nil</b>     | <b>Nil</b>     | <b>Nil</b>          | <b>Nil</b>                |
| (2)           | <b>Non-Institutions</b>  |                     |                    |                        |                |                |                     |                           |
| (a)           | Bodies Corporate   | 52                  | 43,45,211          | 42,78,694              | 16.879         | 16.879         | Nil                 | Nil                       |
| (b)           | Individuals  |                     |                    |                        |                |                |                     |                           |
|               | i. Individual Shareholders Holding Nominal Share Upto Rs.1 Lakh          | 1,196               | 16,27,185          | 5,41,835               | 6.321          | 6.321          | Nil                 | Nil                       |
|               | ii. Individual Shareholders Holding Nominal Share greater than Rs.1 Lakh | 14                  | 9,11,560           | 3,92,560               | 3.540          | 3.540          | Nil                 | Nil                       |
| (a)           | QFI - Individual   | Nil                 | Nil                | Nil                    | Nil            | Nil            | Nil                 | Nil                       |
| (d)           | Any Other  | 1                   | 3,000              | 3,000                  | 0.012          | 0.012          |                     |                           |
|               | <b>Sub-Total (B)(2)</b>  | <b>1,263</b>        | <b>68,86,956</b>   | <b>52,16,089</b>       | <b>26.752</b>  | <b>26.752</b>  | <b>Nil</b>          | <b>Nil</b>                |
|               | <b>Total Public Shareholding</b>   |                     |                    |                        |                |                |                     |                           |
|               | <b>(B) = (B)(1) + (B)(2)</b>   | <b>1,263</b>        | <b>68,86,956</b>   | <b>52,16,089</b>       | <b>26.752</b>  | <b>26.752</b>  | <b>Nil</b>          | <b>Nil</b>                |
|               | <b>TOTAL (A)+(B)</b>   | <b>1,267</b>        | <b>2,57,44,000</b> | <b>2,40,73,133</b>     | <b>100.000</b> | <b>100.000</b> | <b>Nil</b>          | <b>Nil</b>                |
| (C)           | Shares held by Custodians And against which DRs have been issued         | Nil                 | Nil                | Nil                    | Nil            | Nil            | Nil                 | Nil                       |
| (2)           | Promoter and Promoter group  | Nil                 | Nil                | Nil                    | Nil            | Nil            | Nil                 | Nil                       |
| (2)           | Public   | Nil                 | Nil                | Nil                    | Nil            | Nil            | Nil                 | Nil                       |
|               | <b>GRAND TOTAL (A)+(B)+(C)</b>   | <b>1,267</b>        | <b>2,57,44,000</b> | <b>2,40,73,133</b>     | <b>100.000</b> | <b>100.000</b> | <b>Nil</b>          | <b>Nil</b>                |

(D)(a) Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category [Promoter & Promoter Group] As on 30/09/2014:

| Sr. No. | Name of the shareholder    | Number of shares held | As a % of grand total (A)+(B)+(C) | Encumbered shares | As a percent age   | As a % of grand total (A)+(B)+(C) of sub-clause (I)(a) | Number of warrants held | As a % total number of warrants of the same class | Number of convertible securities held | As a % total number convertible securities of the same class | Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital |
|---------|----------------------------|-----------------------|-----------------------------------|-------------------|--------------------|--|-------------------------|---|---------------------------------------|--|--|
| (i)     | (ii)                       | (iii)                 | (iv)                              | (v)               | (vi)=(v)/(iii)*100 | (vii)  | (viii)                  | (ix)  | (x)                                   | (xi)   | (xii)  |
| 1       | Kuldeep Saluja             | 1,46,616              | 0.569                             | 0                 | 0                  | 0  | 0                       | 0   | 0                                     | 0  | 0.569  |
| 2       | Narayani Dealers Pvt. Ltd. | 1,15,52,128           | 44.873                            | 0                 | 0                  | 0  | 0                       | 0   | 0                                     | 0  | 44.873   |
| 3       | Blumoon Dealcom Pvt. Ltd.  | 37,56,000             | 14.590                            | 0                 | 0                  | 0  | 0                       | 0   | 0                                     | 0  | 14.590   |
| 4       | Merit Dealers Pvt. Ltd.    | 34,02,300             | 13.216                            | 0                 | 0                  | 0  | 0                       | 0   | 0                                     | 0  | 13.216   |
|         | <b>TOTAL</b>               | <b>1,88,57,044</b>    | <b>73.248</b>                     | <b>Nil</b>        | <b>Nil</b>         | <b>Nil</b>   | <b>Nil</b>              | <b>Nil</b>  | <b>Nil</b>                            | <b>Nil</b>   | <b>73.248</b>  |





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(I)(c)(i) Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category [PUBLIC] and holding more than 1.000(%) of the total number of shares as on 30/09/2014:

| Sr. No. | Name of the shareholder | Number of shares held | Shares as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above) | Number of warrants held | As a % total number of warrants of the same class | Number of convertible securities held | % w.r.t total number of convertible securities of the same class | Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital |
|---------|-------------------------|-----------------------|--|-------------------------|---|---------------------------------------|--|--|
| 1       | Salvo Dealcom Pvt. Ltd. | 37,50,000             | 14.567   | Nil                     | Nil   | Nil                                   | Nil  | 14.567   |
|         | <b>TOTAL</b>            | <b>37,50,000</b>      | <b>14.567</b>  | <b>Nil</b>              | <b>Nil</b>  | <b>Nil</b>                            | <b>Nil</b>   | <b>14.567</b>  |

(I)(c)(ii) Statement showing holding of securities (including shares, warrants, convertible securities) of persons (together with PAC) belonging to the category [PUBLIC] and holding more than 5.000(%) of the total number of shares of the company as on 30/09/2014

| Sr. No. | Name(s) of the shareholder(s) and the Persons Acting in Concert (PAC) with them | Number of shares held | Shares as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above) | Number of warrants held | As a % total number of warrants of the same class | Number of convertible securities held | % w.r.t total number of convertible securities of the same class | Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital |
|---------|---|-----------------------|--|-------------------------|---|---------------------------------------|--|--|
| 1       | Salvo Dealcom Pvt. Ltd.   | 37,50,000             | 14.567   | Nil                     | Nil   | Nil                                   | Nil  | 14.567   |
|         | <b>Total</b>  | <b>37,50,000</b>      | <b>14.567</b>  | <b>Nil</b>              | <b>Nil</b>  | <b>Nil</b>                            | <b>Nil</b>   | <b>14.567</b>  |

(I)(d) Statement showing details of Locked-In Shares as on : 30/09/2014

| Sr. No. | Name of the Shareholder | Category of Shareholders (Promoter/Non-Promoter) | Number of Shares | % To Total |
|---------|-------------------------|--|------------------|------------|
| 1       | Nil                     | Nil  | Nil              | Nil        |
|         | <b>TOTAL</b>            | <b>Nil</b>                                       | <b>Nil</b>       | <b>Nil</b> |

(I)(e)(a) Statement showing details of Depository Receipts as on 30/09/2014:

| Sr. No. | Type of Outstanding DR (ADRs, GDRs, SDRs, etc) | Number of Outstanding DRs | Number of Shares underlying outstanding DRs | Shares underlying Outstanding DRs as a Percentage of total number of shares (i.e. Grand total(A)+(B)+ (C) indicated in Statement at para (I)(a) above) |
|---------|--|---------------------------|---|--|
| 1       | Nil  | Nil                       | Nil   | Nil  |
|         | <b>Total</b>                                   | <b>Nil</b>                | <b>Nil</b>                                  | <b>Nil</b>   |

(I)(e)(b) Statement showing details of Depository Receipts (DRs), where underlying shares held by 'Promoter/Promoter Group' are in excess of 1% of the total no. of shares as on 30/09/2014:

| Sr. No. | Name of the DR Holder | Type of outstanding DR (ADRs, GDRs) | Number of Shares underlying outstanding DRs | Shares underlying Outstanding DRs as a Percentage of total number of shares (i.e. Grand total(A)+(B)+ (C) indicated in Statement at para (I)(a) above) |
|---------|-----------------------|-------------------------------------|---|--|
| 1       | Nil                   | Nil                                 | Nil   | Nil  |
|         | <b>Total</b>          | <b>Nil</b>                          | <b>Nil</b>                                  | <b>Nil</b>   |

Note: As on date, total number of Public shareholders of Company as per clause 35 of the Listing Agreement is 1261 and 75.74% of the total equity and voting share capital of the Company held by them in Demat Mode.





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**(iv) List of top 10 Shareholders of the Company:**

| Sr. No. | Name of the Shareholder     | Address of the Shareholder  | No. of Shares held | % of shareholding |
|---------|-----------------------------|---|--------------------|-------------------|
| 1.      | Narayani Dealers Pvt. Ltd.  | 28, Strand Road, 2 <sup>nd</sup> Floor, Kolkata-700 001                   | 11552128           | 44.87%            |
| 2.      | Bluemoon Dealcom Pvt. Ltd.  | 7, Ganesh Chandra Avenue, 1 <sup>st</sup> Floor, Kolkata- 700 013         | 3756000            | 14.59%            |
| 3.      | Salvo Dealcomm Pvt. Ltd.    | 7, Ganesh Chandra Avenue, 1 <sup>st</sup> Floor, Kolkata- 700 013         | 3750000            | 14.57%            |
| 4.      | Merit Dealers Pvt. Ltd.     | 6, Basak Road, Block I, Phase II, 1 <sup>st</sup> Floor, Kolkata- 700 080 | 3402300            | 13.22%            |
| 5.      | Leela Devi Bagricha         | 1, Mahavir Nagar, Udaipur- 999999   | 250000             | 0.97%             |
| 6.      | Chandra Bagricha            | 1, Mahavir Nagar, Udaipur- 999999   | 195000             | 0.76%             |
| 7.      | Kuldeep Saluja              | S-329, Greater Kailash-II, New Delhi-110 048                              | 150116             | 0.58%             |
| 8.      | Parul A Shah                | 401, Anand House, 13th road, off linking road, Mumbai- 400 052            | 95000              | 0.37%             |
| 9.      | Agrawal Brokerage Pvt. Ltd. | 6, Brabourne Road, Kolkata- 700 072                                       | 93000              | 0.36%             |
| 10.     | Rajendra Prasad Shah        | 55, Ezra Street, Yamuna Bhawan, Kolkata- 700 001                          | 87735              | 0.34%             |

**(v) Details of outstanding convertible instruments including warrants pending for conversion:**

Not Applicable- as the Company does not have any outstanding convertible instruments including warrants pending for conversion.

**(b) Size of present issue giving separately reservation for preferential allotment to Promoters and Others:**

The Company is presently an existing listed Company listed only on CSE. Now the Company proposes to list the equity shares on the BSE and therefore the said provisions are not applicable which are otherwise applicable to IPO/FPO.

**(c) Paid-up capital: Rs. 25,74,40,000/- comprising of 2,57,44,000 equity shares of face value of Rs. 10/- each.**

**(i) after the present issue: Not Applicable**

**(ii) after conversion of debentures (if applicable)- Not Applicable**

**III. TERMS OF THE PRESENT ISSUE:**

**(a) Terms of payments,**

**(b) Rights of the instrument holders,**

**(c) How to apply - availability of forms, prospectus and mode of payment,**

**(d) Any special tax benefits for company and its shareholders.**

The Company is presently an existing listed Company listed only on CSE. Now the Company proposes to list the equity shares on the BSE and therefore the said provisions are not applicable which are otherwise applicable to IPO/FPO.

**IV. PARTICULARS OF THE ISSUE:**

**(a) Objects,**

**(b) Project cost,**

**(c) Means of financing (including contribution of promoters).**

The Company is presently an existing listed Company listed only on CSE. Now the Company proposes to list the equity shares on the BSE and therefore the said provisions are not applicable which are otherwise applicable to IPO/FPO.





V. COMPANY, MANAGEMENT AND PROJECT:

A. HISTORY AND MAIN OBJECTS AND PRESENT BUSINESS OF THE COMPANY:

**History:** Acme Resources Limited ("ARL") was originally incorporated as "Shubh Automobiles Limited" on 22.01.1985 with the Registrar of Companies, Delhi & Haryana and has obtained the Certificate for commencement of business pursuant to section 149(3) of the Companies Act, 1956 on 11.02.1985. The Registered Office of the Company was shifted from the State of NCT of Delhi to the State of West Bengal w.e.f. 05.12.1996 pursuant to the approval received from the shareholders and the Company Law Board at their setting at New Delhi vide C.P. No. 62/17/96/CLB bearing dated 21.08.1996 and the Company Law Board, Northern Region Bench, Shastri Bhawan, 'A' Wings, 5th Floor, Dr. Rajendra Prasad Road, New Delhi- 110 001 bearing dated 21.08.1996 respectively. The name of the Company was subsequently changed to "Mantra Online Limited" and a fresh Certificate of Incorporation consequent upon change of name was issued on 20.06.2000 by the Registrar of Companies, West Bengal. The name of the Company was subsequently rechristened to its present name, i.e. Acme Resources Limited, and a fresh Certificate of Incorporation consequent upon change of name was issued on 24.11.2003 by the Registrar of Companies, West Bengal. The CIN of ARL is L65993WB1985PLC082197. The Registered Office of the Company is presently situated at 166, Cotton Street, 1st Floor, Post Bara Bazar, Kolkata- 700 007 and the Corporate Office of ARL is situated at 77, Ground Floor, Dipni Apartment, Pitampura, New Delhi- 110 034.

Change in management and control of the Company: Pursuant to the acquisition of entire equity and paid-up share capital and entering into share purchase-cum share subscription agreement for acquisition of equity shares of Merit Dealers Private Limited ("MDPL") and Bluemoon Dealcom Private Limited ("BDPL") by Mr. Kuldeep Saluja and M/s. Narayani Dealers Private Limited ("NDPL") (collectively referred as "the Acquirers"), an Open Offer made to the public shareholders of the Company on 30.03.2012, to acquire in aggregate 66,93,440 (Sixty Six Lacs Ninety Three Thousand Four Hundred and Forty Only) fully paid-up equity shares of Rs.10/- each, representing 26.00% of the equity and voting share capital at a price of Rs. 10.50 (Rupees Ten and Fifty Paise Only) per equity share in compliance with SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 and subsequent amendments thereto. Pursuant to the successful completion of the aforesaid Open Offer Mr. Kuldeep Saluja, NDPL, BDPL and MDPL has acquired of the management and controlling stake of the Company and they were inducted as the new Promoters of the Company w.e.f 10.12.2012. Consequently, the management control vested in the favour of the new Promoters i.e. Mr. Kuldeep Saluja, NDPL, MDPL and BDPL. Kindly refer point no. "C" under the Head "Company, management and Project" for the details of the Current Promoters of the Company.





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|  |   |
|--|---|
| Main<br>Objects:                             | <ol style="list-style-type: none"> <li>1. To manufacture, assemble, purchase, sell, export, import, alter, repair, transfer, lease, hire, licence, use, operate, fabricate, construct, distribute, design, develop, charter, acquire, market, recondition, work upon, or otherwise deal in any products pertaining to the Computer, Computer Hardware and Software, Computer Components, consumables, stationery, peripherals, spare parts, stores and accessories, fittings and appliances and to develop, supply, improve, design, market, sell, licence, maintain, operate services of internet service provider, Electronic Mail (E Mail), Internet, Intranet, Extranet, Web page designing, E-commerce and other related methods of electronic communications, electronic business and data transfer, engineering consultancy, software services and programmed products of any and all descriptions.</li> <li>2. To carry on the business of Computer Training, Computer Education regarding Computer Application, Computer Maintenance and Engineering, Computer programming, Multi Media Training, Training of English and other languages, Fashion, Textile and Interior Courses, Inter-Net Management, Communication, E-net Management and other training programmers on various level by various mode and media by establishing, maintaining conducting training centres, schools, institutions, and other places within or outside the territory of India and to act as authorized and/or certified training institute or partner of national and/or international Information Technology Vendors and to offer and grant Franchise of the said streams of training and education to any Institution whether corporate or non-corporate, individual or any association of person within or outside the territory of India.</li> <li>3. To establish, commence, run, maintain and carry on business centers for purposes of providing the same to the prospective customers and/ or Interested parties for their business activities and for this purpose to purchase, lease, exchange, take on rent or otherwise acquire land, land building and other immovable properties of any type or description and rights connected with land and to develop the same for use as business centre and to provide all incidental services viz. conference facilities, computer, inter-net, fax, telephone, provision of snacks &amp; beverages etc. and all such other services as may be required proper running of such business centres.</li> </ol> |
| Present<br>Business:                         | The Company is presently engaged in the business of investment in shares and securities, dealing and investment in properties and providing loans and advances. ARL is registered with the Reserve Bank of India as a Non-Banking Financial Company having Registration No. B.05.00304 w.e.f 16.04.2008.  |
| Stock<br>Market Data                         | The equity shares of the Company were deemed to be infrequently traded as per the SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 and subsequent amendments thereto, since there has been no trading in the equity shares of the Company for last many years on the Stock Exchange, where the equity shares of the Company are presently listed.  |
| In-principle<br>approval<br>from BSE<br>Ltd. | The Company received the in-principle approval from the BSE Limited vide their letter reference no. DCS/DL/BS/IP/555/2015- 2016 dated August 21, 2015 for the enlistment of entire equity and paid-up share capital of 2,57,44,000 equity shares of face value of Rs. 10/- each of the Company on BSE Limited under Direct Listing mechanism.   |





**B. SUBSIDIARIES OF THE COMPANY:**

As per the provisions of Clause 49 (III) of the Listing Agreement, M/s. MPS Structures Private Limited was not a material non-listed subsidiary company for the Financial Year 2013-14 and hence the provisions of this clause did not apply. M/s. Atul Agro Private Limited, M/s. OJAS Suppliers Limited was a material listed subsidiary company for the Financial Year 2013-14 and the provisions of this clause were duly complied. Thus, as per clause 49(V) of the Listing agreement w.e.f. 01.10.2014, and as on the date of this Information Memorandum, the Company has four subsidiary companies, M/s. Atul Agro Private Limited, M/s. OJAS Suppliers Limited, M/s. Vardhman Business Ventures Limited and M/s. MPS Structures Private Limited.

**C. PROMOTERS AND THEIR BACKGROUND:**

The present Promoters of the Company are Mr. Kuldeep Saluja, M/s. Narayani Dealers Private Limited Private Limited ("NDPL"), M/s. Bluemoon Dealcom Private Limited ("BDPL") and M/s. Merit Dealers Private Limited Private Limited ("MDPL") and the equity shares of neither NDPL, BDPL and MDPL are not listed on any Stock Exchange.

**1. MR. KULDEEP SALUJA:**

Mr. Kuldeep Saluja, son of Shri Jagdish Lal Saluja, aged about 62 years, residing at B-5/23, Safdarjung Enclave, New Delhi - 110029, is a Commerce Graduate. Mr. Saluja has more than 32 years of experience in manufacturing, import and export of the dairy and milk products. The other niceties of Mr. Kuldeep Saluja are herein described below:

| Sl. No. | Particulars                       |   |
|---------|-----------------------------------|---|
| 1.      | Residential Address               | B-5/23, Safdarjung Enclave, New Delhi - 110029  |
| 2.      | Permanent Account Number          | ABIPS7502C  |
| 3.      | Director Identification No. (DIN) | 00289187  |
| 4.      | Passport No.                      | H5904580  |
| 5.      | Directorships in other Companies  | 1. Sterling Agro Industries Limited<br>2. Narayani Dealers Private Limited<br>3. VRS Estates Private Limited<br>4. Vinay Packaging (India) Private Limited<br>5. Vinay Homes Private Limited<br>6. Vinay Real Estates Private Limited<br>7. Ojas Suppliers Limited<br>8. Sterling Energy Tech Private Limited<br>9. V M Real Estates Private Limited<br>10. Saluja Fincap Services Private Limited<br>11. Ravsal Estates Private Limited<br>12. Rajindra Hire Purchase and Leasing Company Private Limited<br>13. Jatin Infra Projects Private Limited<br>14. MPS Structures Private Limited<br>15. Lavkush Realtors Private Limited<br>16. Vardhman Business Ventures Ltd.<br>17. SSKS Homes Pvt. Ltd. |





**2. NARAYANI DEALERS PRIVATE LIMITED ("NDPL"):**

- (i) NDPL having its Registered Office at 28, Strand Road, 2<sup>nd</sup> Floor, Kolkata- 700 001, Telefax: (033) 2231 4061, E-mail: [narayani.dpl@gmail.com](mailto:narayani.dpl@gmail.com), was incorporated under the provisions of the Companies Act, 1956 on 31.01.2005 as a Private Limited Company by the Registrar of Companies, West Bengal. The Corporate Identity Number (CIN) of NDPL is U51109WB2005PTC101457. There is no change in the name of NDPL since incorporation it is presently engaged in the business of investment in shares and securities & providing loans and advances. The present Directors of NDPL are Mr. Kuldeep Saluja and Mr. Tarashankar Chatterjee.
- (ii) NDPL is presently holding 1,15,52,128 equity shares representing 44.87% of the equity and voting share capital of M/s. Acme Resources Limited.

- (iii) The shareholding Pattern of NDPL as on date of filing of this Information Memorandum:

| Particulars                  | No. of Equity shares | % of shareholding |
|------------------------------|----------------------|-------------------|
| Promoter & Promoter Group    | 3,00,625             | 100.00            |
| Others                       | Nil                  | 0.00              |
| <b>Total Paid-up Capital</b> | <b>3,00,625</b>      | <b>100.00</b>     |

**3. BLUEMOON DEALCOM PRIVATE LIMITED ("BDPL"):**

- (i) BDPL having its Registered Office at 7, Ganesh Chandra Avenue, 1st Floor, Kolkata- 700 013, was incorporated under the provisions of the Companies Act, 1956 on 20.01.2011 as a Private Limited Company by the Registrar of Companies, West Bengal. The Corporate Identity Number (CIN) of BDPL is U51909WB2011PTC157723. BDPL was originally incorporated with the main object to carry on the business of trading, consignment sales and trader of goods & merchandise of various products. The present Directors of BDPL are Mr. Dinabandhu Ganguly and Mr. Subhankar Kayal.
- (ii) BDPL is presently holding 37,56,000 equity shares representing 14.59% of the equity and voting share capital of M/s. Acme Resources Limited.

- (iii) The shareholding Pattern of BDPL as on date of filing of this Information Memorandum:

| Particulars                  | No. of Equity shares | % of shareholding |
|------------------------------|----------------------|-------------------|
| Promoter & Promoter Group    | 11,50,000            | 100%              |
| Others                       | NIL                  | NIL               |
| <b>Total Paid-up Capital</b> | <b>11,50,000</b>     | <b>100%</b>       |

**4. MERIT DEALERS PRIVATE LIMITED ("MDPL"):**

- (i) MDPL having its Registered Office at Flat C-7, Krishnakunj Township, P. O. Rajarhat, Narayanpur, Gopalpur Kolkata- 700 136, was incorporated under the provisions of the Companies Act, 1956 on 19.02.2010 as a Private Limited Company by the Registrar of Companies, West Bengal. The Corporate Identity Number (CIN) of MDPL is U51909WB2010PTC142497. MDPL was originally





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incorporated with the main object to carry on the business as trader of goods and merchandise of various products. The present Directors of MDPL are Mr. Kamal Kanti Bakhandi and Mr. Pranab Chakraborty.

(ii) MDPL is presently holding 34,02,300 equity shares representing 13.22% of the equity and voting share capital of M/s. Acme Resources Limited.

(iii) The shareholding Pattern of MDPL as on date of filing of this Information Memorandum:

| Particulars                  | No. of Equity shares | % of shareholding |
|------------------------------|----------------------|-------------------|
| Promoter & Promoter Group    | 90,000               | 100%              |
| Others                       | NIL                  | NIL               |
| <b>Total Paid-up Capital</b> | 90,000               | 100%              |

**D. NAMES, ADDRESSES AND OCCUPATION OF MANAGING DIRECTOR AND OTHER DIRECTORS INCLUDING THEIR DIRECTORSHIPS IN OTHER COMPANIES:**

| Sl. No. | Name of the Directors | Designation       | DIN.     | Address  | Other Directorships   |
|---------|-----------------------|-------------------|----------|--|---|
| 1.      | Sharad Saluja         | Managing Director | 01516294 | B-5/23, Second Floor, Safdarjung Enclave, New Delhi - 110029 | 1. Sterling Agro Industries Limited<br>2. Lavkush Realtors Private Limited<br>3. Sterling Energy Tech Private Limited<br>4. Vinay Real Estates Private Limited<br>5. Jatin Infra Projects Private Limited<br>6. MPS Structures Private Limited<br>7. Roop Garg Ice & Cold Storage Private Limited<br>8. Vardhman Business Ventures Ltd.<br>9. SSKS Homes Pvt. Ltd.<br>10. SSVK Future Estates Pvt. Ltd. |
| 2.      | Kuldeep Saluja        | Director          | 00289187 | B-5/23, Safdarjung Enclave, New Delhi - 110029               | 1. Sterling Agro Industries Limited<br>2. Narayani Dealers Private Limited<br>3. VRS Estates Private Limited<br>4. Vinay Packaging (India) Private Limited<br>5. Vinay Homes Private Limited<br>6. Vinay Real Estates Private Limited<br>7. Ojas Suppliers Limited<br>8. Sterling Energy Tech Private   |





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| Sl. No. | Name of the Directors | Designation | DIN.     | Address  | Other Directorships   |
|---------|-----------------------|-------------|----------|--|---|
|         |                       |             |          |  | Limited<br>9. V M Real Estates Private Limited<br>10. Saluja Fincap Services Private Limited<br>11. Ravsal Estates Private Limited<br>12. Rajindra Hire Purchase and Leasing Company Private Limited<br>13. Jatin Infra Projects Private Limited<br>14. MPS Structures Private Limited<br>15. Lavkush Realtors Private Limited<br>16. Vardhman Business Ventures Ltd.<br>17. SSKS Homes Pvt. Ltd. |
| 4.      | Ajay Kumar Agarawal   | Director    | 05250160 | H-35, Gandhi Nagar, Lashkar, Gwalior- 474 003  | N.A.  |
| 5.      | Amrita Saluja         | Director    | 07029446 | B-5/23, Safdarjung Enclave, New Delhi - 110029 | N.A.  |
| 6.      | Balbinder Singh       | Director    | 07030460 | R- 31, NDSE- II, Delhi- 110049                 | N.A.  |

**CORPORATE GOVERNANCE:**

*Philosophy on Code of Corporate Governance:* Fair, ethical and transparent governance practices instituted by the Company shape the Company's Corporate Governance Philosophy.

Effective Corporate Governance is how an organisation is managed, which includes its culture, structure policies and the manner in which it deals with its stakeholders and not just mere compliance. It also relates to processes and systems that direct the resources of the organization and strategies of the management for maximizing the wealth of the stakeholders. Your company firmly believes that such practices are founded upon the core values of transparency, accountability, independence, responsibility and fairness.

Your company makes best endeavors to implement these core values in all facets of its operations. The company continues to follow procedures and practices in conformity with the Code of Corporate Governance given in the Listing Agreement





We have a Board constituted in compliance with the Companies Act and the Listing Agreement in accordance with best practices in corporate governance. The Board functions either as a full Board or through various committees constituted to oversee specific operational areas. Our executive management provides the Board detailed reports on its performance periodically.

(i) **BOARD OF DIRECTORS:**

(a) **Composition of the Board:**

The Company has a broad based Board of Directors, constituted in compliance with the relevant guidelines issued by Reserve Bank of India, Companies Act, Listing Agreement and in accordance with best practices in Corporate Governance. The Board functions either as a full Board or through various Committees constituted to oversee specific areas. Policy formulation, setting up of goals and evaluation of performance and control functions vest with the Board.

The Composition of the Board of Directors of the Company consists of qualified executive and non-executive directors. The Board is broad based and comprises of persons who have excelled in their respective areas having good standing.

The composition of the Board of Directors as on 31.03.2015 was as follows:

| Sr. No. | Name of Director          | Executive/<br>Non Executive                  | No. of other  |           |        |
|---------|---------------------------|--|---------------|-----------|--------|
|         |                           |  | Directorships | Committee |        |
|         |                           |  |               | Chairman  | Member |
| 1.      | Mr. Sharad Saluja         | Chairman & Managing Director                 | 2             | ----      | ----   |
| 2.      | Mr. Kuldeep Saluja        | Non Executive/Non-Independent                | 2             | ----      | ----   |
| 3.      | Mr. Vimal Kishore Agrawal | Non Executive/ Independent                   | 1             | ----      | ----   |
| 4.      | Mr. Ajay Kumar Agarawal   | Non Executive/Independent                    | 1             | ----      | ----   |
| 5.      | Mr. Balbinder Singh       | Non Executive/Independent                    | 1             | ----      | ----   |
| 6.      | Mrs. Amrita Saluja        | Women Director Non Executive/<br>Independent | 1             |           |        |

**Notes:-**

1) Excluding Directorship held in Private Limited / Foreign Companies and companies incorporate under section 25 of the Companies Act, 1956.

**Details of sitting fees, remuneration etc. Paid to Director**

Mr. Sharad Saluja, Managing Director was paid salary of Rs. 75,00,000 (Rupees Seventy five lacs only) during the Financial Year. No sitting fee was paid to any director during the year.





(c) Board Meetings held in the Financial Year 2014-2015 and attendance of Directors.

The Board meets at least once in a quarter to consider amongst other business, the quarterly performance of the company and financial results. During the year under review, 16 (Fifteen) Board Meetings were held on 8<sup>th</sup> April'14, 27<sup>th</sup> May'14, 29<sup>th</sup> May'14, 30<sup>th</sup> June'14, 08<sup>th</sup> Aug'14, 3<sup>rd</sup> Sept'14, 10<sup>th</sup> Nov'14, 12<sup>th</sup> Dec'14, 19<sup>th</sup> Dec'14, 29<sup>th</sup> Dec'14, 2<sup>nd</sup> Feb'15, 4<sup>th</sup> Feb'15, 5<sup>th</sup> Feb'15, 13<sup>th</sup> Feb'15 and 29<sup>th</sup> March'15, 31<sup>st</sup> March'15.

Attendance of each director at the Board of Director meetings and the last Annual General Meeting:

| Directors                 | No. of Meetings |          | Attendance at last AGM- held on 25th September'13 |
|---------------------------|-----------------|----------|---|
|                           | HELD            | ATTENDED |   |
| Mr. Sharad Saluja         | 16              | 16       | Yes   |
| Mr. Kuldeep Saluja        | 16              | 16       | Yes   |
| Mr. Vimal Kishore Agrawal | 16              | 16       | Yes   |
| Mr. Ajay Kumar Agarawal   | 16              | 16       | Yes   |
| Mr. Naresh Kumar Sehra    | 16              | 8        | Yes   |
| Mr. Balbinder Singh       | 16              | 9        | Yes   |
| Mrs. Amrita Saluja        | 16              | 9        | Yes   |

(ii) COMMITTEES OF DIRECTORS

In accordance with requirement of the Listing Agreement with Stock Exchanges on Corporate Governance, following 4 committees were operational during the year:

- ❖ Audit Committee;
- ❖ Share Transfer and Investors Grievance Committee;
- ❖ Remuneration Committee;
- ❖ Asset Liability Management Committee;
- ❖ Corporate Social Responsibility Committee;
- ❖ Risk Management Committee;

(a) AUDIT COMMITTEE:

The Present Audit Committee of the Board of Directors fulfils the requirements of section 292A of the Companies Act, 1956 as well as the Listing Agreement. The Audit Committee of the Company consists of 3 directors. During the Financial Year 2014 – 2015, the Audit Committee met 4 times on 27th May 2014, 8th August 2014, 10th November 2014, 04th February 2015. The composition of the Audit Committee and the attendance of each director at this meeting are as follows:

| Sl. No. | Members of the Audit Committee       | No. of meetings attended |
|---------|--------------------------------------|--------------------------|
| 1.      | Mr. Vimal kishore Aggarwal- Chairman | 4                        |
| 2.      | Mr. Ajay Kumar Aggarwal              | 4                        |
| 3.      | Mr. Naresh Kumar Sehra               | 3                        |
| 4.      | Mr. Balbinder Singh                  | 1                        |





**Role of Audit Committee:**

The terms of reference of the Audit Committee are given below:

- ⌘ Overseeing the financial reporting process.
- ⌘ To ensure proper disclosure in the quarterly, half yearly and Annual Financial Statements.
- ⌘ To recommend appointment, re-appointment of auditors and the fixing of their remuneration. Approval of payment to statutory auditors for any other services rendered by them.
- ⌘ Reviewing, with the management, the Financial Statements before submission to the Board.
- ⌘ Reviewing, with the management, performance of statutory and Internal auditors, adequacies of the internal control systems.
- ⌘ Reviewing the adequacy of internal audit function including the reporting structure, coverage and frequency of internal audit.
- ⌘ Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue and making appropriate recommendations to the Board to take up steps in this matter.
- ⌘ Discussing with Internal auditors on any significant findings and follow up there on.
- ⌘ Reviewing the findings of any internal examinations 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.
- ⌘ Discussing 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.
- ⌘ To discuss with the management, the senior internal audit executives and the statutory auditor/s the Company's major risk exposures and guidelines and policies to govern the processes by which risk assessment and risk management is undertaken by the Company, including discussing the Company's major financial risk exposures and steps taken by management to monitor and mitigate such exposures and from time to time conferring with another Committee/s of the Board about risk exposures and policies within the scope of such other Committee's oversight.
- ⌘ 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, if any. To review the functioning of the Whistle Blower Mechanism. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background etc. of the candidate. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee. To review the financial Statements, in particular, the investments made in unlisted subsidiary company/ies.
- ⌘ The Company Secretary acts as the Secretary for the Audit Committee. The Statutory Auditors, Internal Auditor, the Managing Director and the Chief Financial Officer and the Head of



Accounts Department of the Company attend and participate in the meetings of the Audit Committee.

**(b) SHARE TRANSFER AND INVESTOR GRIEVANCE COMMITTEE:**

The Company has set up its Shareholders' / Investors' Grievance Committee in 2001. The Committee deals with the various matters relating to:

- Transfer/ transmission of Shares/ Debentures,
- Issue of duplicate Share Certificate,
- Review of shares dematerialised of investor's grievances,
- All other matter relating to Shares/ Debentures.

The Composition of the Investors Grievance Committee was as follows:

| Sl. No. | Members of the share transfer and investor grievance committee |
|---------|--|
| 1.      | Mr. Naresh Kumar Sehra   |
|         | Mr. Balbinder Singh (From December 2014) - Chairman            |
| 2.      | Mr. Kuldeep Saluja   |
| 3.      | Mr. Sharad Saluja  |

**Role of Share Transfer and Investor Grievance Committee:**

- ρ The redressal of investors complaints viz. non-receipt of annual report, dividend payments etc.
- ρ Matters related to share transfer, issue of duplicate share certificate, dematerializations.
- ρ Also delegates powers to the executives of our Company to process transfers etc.

As required by the Listing agreement with the Stock Exchanges, Sri Amitava Das, Company Secretary, has been designated as 'Compliance Officer' to monitor the shares transfer process.

The status of investors' queries/complaints/grievances received during the year is as under:

| No. Of Investors queries/complaints received during the year ended 31st March, 2014 | Pending at the end of the year | No. Of pending share transfers |
|---|--------------------------------|--------------------------------|
| Nil   | Nil                            | Nil                            |

**Performance Evaluation:**

The Board has carried out the annual performance evaluation of its own performance, the Directors individually (including the Independent Directors) as well as the evaluation of the working of its Committees. The exercise was carried out through a structured evaluation process covering various aspects of the functioning of the Board and its committees, Number of Committees and their roles, Frequency of meetings, Level of participation, independence of judgement, performance of their duties and obligations and implementation of good Corporate Governance practices.

The Board expressed its satisfaction of the performance of all the Directors, Board and its committees which reflected the overall engagement of the Board and its Committees with the Company. A separate





meeting of the Independent Directors of the Company was held to evaluate the performance of Non-Independent Directors and the Board as a whole and performance of Chairperson, who were evaluated on parameters such as attendance, level of engagement and contribution, independence of judgement, safeguarding the interest of the Company and its stakeholders.

The Independent Directors expressed their satisfaction on the performance and effectiveness of the Board, individual Non-Independent Board members, Independent Directors and the Chairman. They also expressed satisfaction with the quality, quantity and timeliness of flow of information between the company management and the Board.

**Familiarization Programme:**

The Company has put in place a system to familiarize its Independent Directors about the Company, its financial products, the industry and business model of the company and its subsidiaries. In addition, the Company also undertakes various measures to update the Independent Directors about the ongoing events and developments relating to the Company.

Familiarization Programmes were conducted and attended by the Independent Directors of the company. The details of Familiarization Programmes is also uploaded on the Company's website.

During the Financial Year 2014 – 2015 the Share Transfer and Investors' Grievance Committee met 4 times on 27<sup>th</sup> May 2014, 10<sup>th</sup> November 2014, 8<sup>th</sup> August 2014 , 04<sup>th</sup> February 2015. During the year under review all the Share Transfers were in electronic mode.

**(c) REMUNERATION COMMITTEE:**

Our Company has constituted a Remuneration Committee, as per the provisions of Section 178 of the Companies Act, 2013 and Clause 49 of the Listing Agreement, with the object of Remuneration Committee is to recommend/ review the remuneration of Managing Directors/whole-time Directors. The remuneration policy of the Company is directed towards rewarding performance and attracting new talents/retaining them.

The Company is paying remuneration to only one Managing Director, whose appointment and remuneration has been fixed by the Board and in terms of resolution passed by the members and further approved by the Central Government.

The Composition of the Remuneration & Nomination Committee was as follows:

| Sl. No. | Members of the Audit Committee | Status   | Nature of Directorship               |
|---------|--------------------------------|----------|--------------------------------------|
| 1.      | Mr. Vimal Kishore Agrawal      | Chairman | Non Executive / Independent Director |
| 2.      | Mr. Naresh Kumar Sehra         | Member   | Non Executive / Independent Director |
| 3.      | Mr. Ajay Kumar Agarawal        | Member   | Non Executive / Independent Director |





**(d) ASSET LIABILITY MANAGEMENT COMMITTEE:**

The Committee is responsible for assisting the Board of Directors in Balance Sheet planning from risk-return perspective including the strategic management of interest and liquidity risk. The terms of reference of the Asset Liability Management Committee are given below:

- o Liquidity risk management
- o Management of market risks
- o Funding and capital planning
- o Profit planning and growth projection
- o Forecasting and analyzing future business environment and preparation of contingency plans.

During the year under review, the Committee met four times on 27<sup>th</sup> May 2014, 8<sup>th</sup> Aug 2014, 10<sup>th</sup> Nov 2014 and 4<sup>th</sup> Feb 2015.

**(e) Corporate Social Responsibility Committee:**

Pursuant to Section 135 of the Companies Act, 2013 the Board of Directors in its meeting held on May 27, 2014 has constituted Corporate Social Responsibility Committee of three directors. The object of CSR Policy of the Company is to continue to contribute towards social welfare projects for benefits of 'Aam Aadmi' focusing on providing education, vocational training, promoting health care facilities to economically weaker and underprivileged section of the Society and to do such other activities as may be permissible under Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014.

**(f) Risk Management Committee:**

Pursuant to Clause 49 of the Listing Agreement as amended majority of the Committee shall consist of members of Board of Directors. Accordingly, the Company has reconstituted its Risk Management Committee.

The terms of reference of the Risk Management Committee shall be as follows:

- o Review of Risk Management Policy.
- o Approval of Risk Management Plan, implementing and monitoring the Risk Management Plan.
- o Such other matters as may be delegated by Board from time to time.

During the year under review, the Committee met four times on 27<sup>th</sup> May 2014, 8<sup>th</sup> Aug 2014, 10<sup>th</sup> Nov 2014 and 4<sup>th</sup> Feb 2015.

**Policy For Prohibition Of Insider Trading:**

In compliance with the provisions of SEBI (Prohibition of Insider Trading) Regulations, 1992, (as amended from time to time) and to preserve the confidentiality and prevent misuse of unpublished price sensitive information, the Company has adopted a Code for Prohibition of Insider Trading for Directors/ Officers and Designated employees of the Company, relating to dealings by them in the





securities of the Company. The Code also provides for periodical disclosures from Directors/Officers and Designated employees as well as pre-clearance of transactions by such persons.

(f) Location of project: Not Applicable

(g) Plant and machinery, technology, process, etc.: Not Applicable

(h) Collaboration, any performance guarantee or assistance in marketing by the collaborators: Not Applicable

(i) Infrastructure facilities for raw materials and utilities like water, electricity, etc: Not Applicable

(j) Schedule of implementation of the project and progress made so far, giving details of land acquisition, civil works, installation of plant and machinery, trial production, date of commercial production, etc: Not Applicable

(k) The products:

(i) Nature of the products - consumer/industrial and end-users: Consumers and end users.

(ii) Approach to marketing and proposed marketing set up: The

(iii) Export possibilities and export obligations, if any (in case of a company providing any "service" particulars, as applicable, be furnished): Not Applicable

(l) Future prospects- expected capacity utilization during the first three years from the date of commencement of production, and the expected year when the company would be able to earn cash profits and net profits.

(m) Stock market data for shares/debentures of the Company high/low price in each of the last three years and monthly high/low during the last six months (where applicable): Not Applicable.

VI. Following particulars in regard to the company and other listed companies under the same management within the meaning of section 370(1B) which made any capital issue during the last three years: Not Applicable.

- Name of the Company: Not Applicable.
- Year of issue: Not Applicable.
- Type of issue (Public/rights/composite): Not Applicable.
- Amount of issue: Not Applicable.
- Date of closure of issue: Not Applicable.
- Date of completion of delivery of share/debenture certificates: Not Applicable.
- Date of completion of the project, where object of the issue was financing of a project: Not Applicable.
- Rate of dividend paid: Not Applicable.

VII. (a) Outstanding Litigation:

(i) matters likely to affect operation and finances of the company including disputed tax liabilities of any nature: Not Applicable.





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Except as described below, there are no outstanding or pending litigation, suit, criminal or civil prosecution, proceeding or tax liabilities against our Company that would have a material adverse effect on our business and there are no defaults, nonpayment or overdue of statutory dues, institutional/ bank dues or dues payable to holders of debentures, bonds and fixed deposits and arrears of preference shares (irrespective of whether they are specified under Part I of Schedule XIII of the Act), that would have a material adverse effect on our business:

**Details of cases filed by the Company:**

| Sl. No. | Case No./ Complaint No. | Opposition Party   | Brief description of the case and status   |
|---------|-------------------------|--------------------|--|
| 1       | 296/2012                | Hotel Royal Plaza  | Case is pending in Delhi High Court. Case has been filed for the recovery of the loan amount with interest.                |
| 2       | 16/01/2010              | Hotel Indraprastha | Case is pending in Delhi Districts Courts- Patiala. Case has been filed for the recovery of the loan amount with interest. |
| 3       | 150/01/2011             | Hotel Indraprastha | Case is pending in Delhi Districts Courts- Patiala. Case has been filed for the recovery of the loan amount with interest. |

**Details of cases filed against the Company:**

| Sl. No. | Case No./ Complaint No.   | Opposition Party | Brief description of the case and status   |
|---------|---|------------------|--|
| 1       | 4296/2011   | Ashok Mittal     | Case pending in Supreme Court of India. Company has lent a sum of Rs.5 crores to M/s Hotel Indraprastha (A unit of Hotel Queen Road Pvt. Ltd.) at the time of loan the authorised director was Mr. Ram Pursottam Mittal. But due to management change in the borrower Company, a new director was induced namely Mr. Ashok Mittal and now Mr. Ram Pursottam Mittal is no more with the borrower Company and new management has disputed the matter and moved to court. |
| 2       | Perusal of the database maintained with the field offices of the Ministry of Corporate Affairs ("MCA"), it was found that certain statutory documents have not been timely filed by our Company under section 147 (3) and 220(3) of the Companies Act, 1956. However, pursuant to the change in Management and Control of the Company during the Financial Year 2012- 2013, the Company has duly complied with the requirement of filing required documents with MCA, as and when applicable, and we would also like to bring into your kind notice that the Company is/ was neither in receipt of any order/ letter from MCA for any of the aforesaid prosecution till date. |                  |  |

**Details of past penalty imposed against the Company:**

| Type of Penalty   | Description   | Penalty Amount (Rs.) |
|---|---|----------------------|
| Violation by the Company under Regulation 4(a), (b), (c) and (d) of Securities and Exchange Board of India. | Penalty u/s 15I of Securities and Exchange Board of India Act, 1992 and Rule 5 of Securities and Exchange Board of India. | 3,50,000/-*          |

\* Penalty of Rs. 3,50,000/- paid to the SEBI vide cheque no. 323016 issued on "State Bank of India" on 08.07.2010.





(ii) criminal prosecution launched against the Company and the Directors for alleged offences under the enactments specified in paragraph 1 of Part I of Schedule XIII to the Companies Act, 1956: Not Applicable.

(b) Particulars of default, if any, in meeting statutory dues, institutional dues, and towards instrument holders like debentures, fixed deposits, and arrears on cumulative preference shares, etc.: Not Applicable.

(c) Any material development after the date of the latest balance sheet and its impact on performance and prospects of the Company:  
Not Applicable.

*VIII. Management perception of risk factors (i.e., sensitivity to foreign exchange rate fluctuations, difficulty in availability of raw materials or in marketing of products, cost/time overrun, etc.):*

An investment in equity shares involves a high degree of risk. Investors should carefully consider all the information in this Information Memorandum, including the risks and uncertainties described below, before making an investment in our Equity Shares. Occurrence of any of the following risks as well as the other risks and uncertainties discussed in this Information Memorandum could have a material adverse effect on our business, financial condition and results of operations and could cause the trading price of our Equity Shares to decline, which could result in the loss to the investor.

#### **(A.) EXTERNAL RISK**

We operate in a highly competitive environment and this competitive pressure on our business is likely to continue.

Recession in the economies of the abroad countries affects the economy of India which further results in the Financial Market performance. Our business is dependent on the performance of the Securities Market viz; Primary as well as Secondary Market in India, and our operations could be adversely affected if market conditions deteriorate.

#### **MANAGEMENT PERCEPTION ON EXTERNAL RISK**

The Company, at present follows such rules, regulations and guidelines as may be applicable to a NBFC. It follows and regularly complies with the guidelines issued by RBI from time to time. Thus, the applicability of such laws may not affect the operations of the company adversely as the Company will always strive to take due care to follow the same.

#### **(B.) INTERNAL/ OPERATING RISKS**

While risk is an inherent aspect of any business, the Company being an NBFC, is primarily exposed to credit risk, liquidity risk, interest rate risk as well as operational risks. We maintain a conservative approach and manage the credit risk through prudent selection of clients, delegation of appropriate lending powers and by stipulating various prudential limits. We have in place proper risk mitigation methods and effective credit operations structure.





Our Company's internal control systems are commensurate with the nature of its business and size and complexity of its operations. These systems are designed to ensure that all the assets of the Company are safeguarded and protected against any loss and that all transactions are properly authorized. The Audit Committee of the Company reviews the internal control measures at appropriate intervals.

The Company firmly believes that the success of any organization largely depends upon the quality and competence of its human resource i.e., employees, who built a strong alignment between the customers and the organization's vision and value framework. Attracting and retaining talented professionals is therefore a key element of your Company's strategy and a significant source of competitive advantage.

The internal risk is mainly related to the risk associated with the management decisions, HR policies, manpower as well as resources of the Company. The Internal Risk may also be construed as the operational risk, a risk arising from execution of a company's business functions. It is a very broad concept which focuses on the risks arising from the people, systems and processes through which a company operates. The Company's success is dependent upon the implementation of strategic plans and if the Company is unable to implement these plans, operations and financial condition could be materially affected.

#### **(C.) LEGAL RISKS:**

The legal risk depends on the involvement of the Company in the legal proceedings. So far there are no criminal cases which are lodged against the Company. The Company is also regular in the recoveries from its clients. There are no cases lodged by the Company against any person(s), Companies, Body Corporate, firms etc.





## PART II

### A. General information

#### 1. Consent of directors, auditors, solicitors/advocates, managers to the issue, registrar of issue, bankers to the company, bankers to the issue and experts.

The Company is presently an existing listed Company listed only on CSE and with that status this application is filed for direct listing with the BSE and therefore the said provisions are not applicable which are otherwise applicable to IPO/FPO.

#### 2. Expert opinion obtained, if any:

The Company is presently an existing listed Company listed only on CSE. Now the Company proposes to list the equity shares on the BSE and therefore the said provisions are not applicable which are otherwise applicable to IPO/FPO.

#### 3. Change, if any, in directors and auditors during the last three years, and reasons thereof:

| Changes in Directors/ Auditors in the last three Financial Years: |                                |                     |                   |                            |
|---|--------------------------------|---------------------|-------------------|----------------------------|
| Sl. No.   | Name                           | Date of Appointment | Date of Cessation | Remarks                    |
| 1.  | Mr. Naresh Kumar Sehra         | 12.03.2012          | 19.12.2014        | As Director                |
| 2.  | Mr. Ajay Kumar Agarwal         | 12.03.2012          | Not Applicable    | Appointed as Director      |
| 3.  | Mr. Vivek Kesarwani            | 29.01.2010          | 10.12.2012        | As Director                |
| 4.  | Mr. Laxmi Narain Kesarwani     | 01.04.2008          | 10.12.2012        | As Director                |
| 5.  | Mr. Vimal Kishore Agrawal      | 26.07.2010          | 15.07.2015        | As Director                |
| 6.  | Mr. Vivek Chaturvedi           | 13.02.2015          | Not Applicable    | As Chief Financial Officer |
| 7.  | M/s. H.R. Agarwal & Associates | Not Applicable      | 29.09.2011        | Retired as Auditor         |
| 8.  | M/s. T.R. Chadha & Company     | 29.09.2011          | Not Applicable    | Appointed as Auditor       |

#### 4. Authority for the issue and details of resolution passed for the issue:

The Company is presently an existing listed Company listed only on CSE. Now the Company proposes to list the equity shares on the BSE and therefore the said provisions are not applicable which are otherwise applicable to IPO/FPO.

#### 5. Procedure and time schedule for allotment and issue of certificates: Not Applicable

The Company is presently an existing listed Company listed only on CSE. Now the Company proposes to list the equity shares on the BSE and therefore the said provisions are not applicable which are otherwise applicable to IPO/FPO.





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6. Names and addresses of the company secretary, legal adviser, lead managers, co-managers, auditors, bankers to the company, bankers to the issue, and brokers to the issue:

| Particulars   | Name  | Address   | Email- Id  |
|---|---|---|--|
| Company Secretary & Compliance Officer                          | Mr. Amitava Das                             | 4/2B, Rajendralal Street, 28, Amherst Street, Kolkata- 700 069  | <a href="mailto:acmeresources@gmail.com">acmeresources@gmail.com</a> |
| Chief Financial Officer (CFO)                                   | Mr. Vivek Chaturvedi                        | Q U 73C, Pitampura, New Delhi- 110034   | <a href="mailto:acmeresources@gmail.com">acmeresources@gmail.com</a> |
| Statutory Auditor   | M/s. T. R. Chadha & Co.                     | B30, Connaught Place, Kuthalia Building, New Delhi- 110 001, Tel No.: (011) 4325 9900, Fax No.: (011) 4325 9930           | <a href="mailto:delhi@trchadha.com">delhi@trchadha.com</a>           |
| Legal Advisor, Lead Managers, Co-Managers, Brokers to the Issue | Not Applicable                              | Not Applicable  | Not Applicable   |
| Bankers to the Company  | 1. HDFC Bank Ltd.<br>2. State Bank of India | Surya Kiran Building, K.G. Marg, Connaught Place, New Delhi Branch.<br>Netaji Subhash Place, Pitampura, New Delhi Branch. | NA   |
| Registrar of the Company  | M/s. Maheshwari Datamatics Pvt. Ltd.        | 6, Mangoe Lane, 2nd Floor, Kolkata- 700 001, (033) 2243 5809  | <a href="mailto:mdpl@cal.vsnl.net.in">mdpl@cal.vsnl.net.in</a>       |

**B. Financial information:**

Reports to be set out

1. A report by the Auditors of the Company with respect to –

(a) profits and losses and assets and liabilities, in accordance with sub-clause (2) or (3) of this clause, as the case may require ; Annual reports and Audited Financial Statements for 2014- 2015, are enclosed and brief details are as follows:

Statement of Profit & Loss Account of the Company for the last five Financial Years ending on 31<sup>st</sup> March, 2015:

(Amount Rs. In Lakhs)

| Particulars                                  | 31.03.15        | 31.03.14        | 31.03.13        | 31.03.12        | 31.03.11        |
|--|-----------------|-----------------|-----------------|-----------------|-----------------|
| Income                                       |                 |                 |                 |                 |                 |
| Revenue from Operations                      | 2,296.30        | 2,779.92        | 2,575.19        | 2,300.92        | 1,116.04        |
| Less: Excise Duty                            | -               | -               | -               | -               | -               |
| Other Income                                 | 40.82           | 57.96           | 46.85           | 22.44           | 329.23          |
| <b>Total Income (A)</b>                      | <b>2,337.12</b> | <b>2,837.88</b> | <b>2,622.04</b> | <b>2,323.36</b> | <b>1,445.27</b> |
| Less: Expenditure                            |                 |                 |                 |                 |                 |
| Cost of Material Consumed                    | -               | -               | -               | -               | -               |
| Purchase of Stock-in-Trade                   | 470.06          | 156.41          | 370.71          | 654.90          | 1,025.29        |
| Change in Inventories                        | (401.80)        | 670.45          | 149.03          | (102.55)        | (941.05)        |
| Employee Benefit Expense                     | 89.34           | 79.73           | 70.07           | 35.04           | 33.66           |
| Finance Cost                                 | 895.71          | 676.23          | 691.37          | 594.84          | 427.28          |
| Depreciation                                 | 6.14            | 13.33           | 8.96            | 8.59            | 12.20           |
| Bad and Doubtful Debts W/off                 | 99.00           | 23.00           | -               | -               | -               |
| Contingent Provision Against Standard Assets | -               | 13.47           | 0.49            | -               | 14.47           |
| Other Expenses                               | 89.68           | 60.62           | 75.13           | 64.35           | 517.70          |
| <b>Total Expenditure (B)</b>                 | <b>1,248.13</b> | <b>1,693.24</b> | <b>1,365.76</b> | <b>1,255.17</b> | <b>1,089.55</b> |
| <b>Profit before Tax</b>                     | <b>1,088.99</b> | <b>1,144.64</b> | <b>1,256.28</b> | <b>1,068.19</b> | <b>355.72</b>   |
| Less: Tax Expenses                           |                 |                 |                 |                 |                 |
| (a) Current Taxation                         | 385.46          | 385.00          | 407.94          | 363.93          | 120.13          |
| (b) Deferred Taxation                        | (31.34)         | (17.80)         | 0.23            | -               | -               |





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| Particulars                                 | 31.03.15      | 31.03.14      | 31.03.13      | 31.03.12      | 31.03.11      |
|---|---------------|---------------|---------------|---------------|---------------|
| (c) Earlier years Tax paid                  | 22.45         | -             | -             | -             | -             |
| Profit after Tax                            | 712.42        | 777.44        | 848.11        | 704.26        | 235.59        |
| Add/(Less) : Tax for Earlier Years          | -             | -             | -             | -             | -             |
| Transfer to Statutory Reserve Fund          | -             | -             | -             | -             | -             |
| <b>PROFIT FOR THE YEAR</b>                  | <b>712.42</b> | <b>777.44</b> | <b>848.11</b> | <b>704.26</b> | <b>235.59</b> |
| Less: Proposed Dividend                     |               |               |               |               |               |
| - For Equity Shareholder                    | -             | -             | -             | -             | -             |
| - For Pref. Shareholder                     | -             | -             | -             | -             | -             |
| - Tax on Proposed Dividend                  | -             | -             | -             | -             | -             |
| <b>PROFIT AVAILABLE AFTER APPROPRIATION</b> | <b>712.42</b> | <b>777.44</b> | <b>848.11</b> | <b>704.26</b> | <b>235.59</b> |

Source: Annual Reports & Audited Figures

Statement of Assets & Liabilities of the Company for the last five Financial Years ending on 31<sup>st</sup> March, 2015:

(Amount Rs. In Lakhs)

| Particulars                         | As at<br>31.03.2015 | As at<br>31.03.2014 | As at<br>31.03.2013 | As at<br>31.03.2012 | As at<br>31.03.2011 |
|-------------------------------------|---------------------|---------------------|---------------------|---------------------|---------------------|
| <b>(1) Equity &amp; Liability:</b>  |                     |                     |                     |                     |                     |
| Shareholder's Fund                  |                     |                     |                     |                     |                     |
| (a) Share Capital                   | 2,574.40            | 2,574.40            | 2,574.40            | 2,574.40            | 2,574.40            |
| (b) Reserves & Surplus              | 4625.17             | 3,912.76            | 3,135.32            | 2,287.20            | 1,582.94            |
| <b>Total (A)</b>                    | <b>7,199.57</b>     | <b>6,487.16</b>     | <b>5,709.72</b>     | <b>4,861.60</b>     | <b>4,157.34</b>     |
| <b>(2) Non Current Liabilities:</b> |                     |                     |                     |                     |                     |
| (a) Long Term Borrowings            | 7595.68             | 6,296.49            | 3,347.42            | 5,615.26            | 5,133.60            |
| (b) Deferred Tax Liability (net)    | -                   | -                   | -                   | -                   | -                   |
| (c) Other Long Term Liability       | -                   | -                   | 50.00               | 50.21               | 50.00               |
| (d) Long Term Provision             | 150.42              | 28.43               | 14.96               | 14.47               | 14.47               |
| <b>Total (B)</b>                    | <b>7,746.10</b>     | <b>6,324.92</b>     | <b>3,412.38</b>     | <b>5,679.94</b>     | <b>5,198.07</b>     |
| <b>(3) Current Liabilities:</b>     |                     |                     |                     |                     |                     |
| (a) Short Term Borrowings           | 1062.60             | 1,090.00            | 24.97               | 29.25               | 6.18                |
| (b) Trade Payables                  | -                   | -                   | -                   | -                   | -                   |
| (c) Other Current Liabilities       | 316.00              | 143.30              | 76.92               | 58.41               | 44.27               |
| (d) Short Term Provision            | -                   | -                   | -                   | -                   | -                   |
| <b>Total(C)</b>                     | <b>1,378.60</b>     | <b>1,233.30</b>     | <b>101.89</b>       | <b>87.66</b>        | <b>50.45</b>        |
| <b>Total (A+B+C)</b>                | <b>16,324.27</b>    | <b>14,045.38</b>    | <b>9,223.99</b>     | <b>10,629.20</b>    | <b>9,405.86</b>     |
| <b>Assets:</b>                      |                     |                     |                     |                     |                     |
| <b>(A) Non Current Assets:</b>      |                     |                     |                     |                     |                     |
| (a) Fixed Assets                    |                     |                     |                     |                     |                     |
| - Tangible Assets                   | 37.01               | 43.64               | 56.96               | 27.03               | 41.41               |
| (ii) Capital Work-In-Progress       | -                   | -                   | -                   | -                   | -                   |
| (b) Non Current Investments         | 914.20              | 907.80              | 903.80              | 903.80              | 903.80              |
| (c) Deferred Tax Assets (net)       | 52.43               | 21.09               | 3.29                | 3.52                | 2.87                |
| (d) Long Term Loans and Advances    | 8740.12             | 10,494.78           | 4,162.50            | 1,647.01            | 4,569.41            |
| (e) Other Non Current Assets        | 191.62              | 134.03              | 202.66              | 163.18              | 208.17              |
| <b>Total (A)</b>                    | <b>9,935.38</b>     | <b>11,601.34</b>    | <b>5,329.21</b>     | <b>2,744.54</b>     | <b>5,725.66</b>     |
| <b>(B) Current Assets</b>           |                     |                     |                     |                     |                     |
| (a) Current Investments             | 1093.89             | 86.13               | 110.60              | 149.49              | 176.77              |
| (b) Inventories                     | 1546.95             | 1,145.15            | 1,815.70            | 1,968.89            | 1,870.85            |
| (c) Trade receivables               | -                   | 12.00               | -                   | 10.50               | -                   |
| (d) Cash and Bank balances          | 1009.04             | 23.85               | 50.00               | 220.96              | 37.22               |
| (e) Short term Loans & Advances     | 2406.5              | 875.63              | 1,819.84            | 5,391.97            | 1,471.12            |
| (f) Other Current Assets            | 332.51              | 301.28              | 98.64               | 142.85              | 124.24              |
| <b>Total (B)</b>                    | <b>6,388.89</b>     | <b>2,444.04</b>     | <b>3,894.78</b>     | <b>7,884.66</b>     | <b>3,680.20</b>     |
| <b>Total (A+B)</b>                  | <b>16,324.27</b>    | <b>14,045.38</b>    | <b>9,223.99</b>     | <b>10,629.20</b>    | <b>9,405.86</b>     |

Source: Annual Reports & Audited Figures





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Cash Flow Statement of the Company for the last five Financial Years ending on 31<sup>st</sup> March, 2015:

(Amount Rs. In Lakhs)

| Particulars   | 31-03-2015    | 31-03-2014        | 31-03-2013        | 31-03-2012      | 31-03-2011      |
|---|---------------|-------------------|-------------------|-----------------|-----------------|
| <b>A. Cash flow from Operating Activities</b>                 |               |                   |                   |                 |                 |
| Profit Before Tax   | 1,088.99      | 1,144.64          | 1,256.28          | 1,068.20        | 355.72          |
| Adjustment for:   |               |                   |                   |                 |                 |
| Depreciation and amortisation expense                         | 6.15          | 13.32             | 8.96              | 8.59            | 12.20           |
| Prior Period Items  | -             | -                 | -                 | -               | -               |
| Provision for NPA and Contingency reserve                     | 122.00        | 36.47             | -                 | -               | -               |
| (Profit)/Loss on Sale of Fixed Assets                         | (0.29)        | -                 | (2.69)            | -0.03           | -               |
| Interest & Finance charges                                    | 895.71        | 676.23            | 691.37            | 594.83          | 427.29          |
| Operating profit before Working Capital changes               | 2112.56       | 1,870.66          | 1,953.93          | 1,671.59        | 795.21          |
| Adjustments for Working Capital changes                       |               |                   |                   |                 |                 |
| (Increase)/Decrease in Long Term Loans and Advances           | 1754.66       | (6,332.28)        | (2,515.49)        | 2,922.39        | (618.50)        |
| (Increase)/Decrease in Current Investments                    | (1007.77)     | 24.47             | 38.89             | 27.28           | -               |
| (Increase)/Decrease in Inventories                            | (401.80)      | 670.54            | 153.20            | (98.04)         | (920.85)        |
| (Increase)/Decrease in Trade Receivables                      | 12.00         | (12.00)           | 10.50             | (10.50)         | 0.06            |
| (Increase)/Decrease in Short Term Loans and Advances          | (1530.87)     | 944.21            | 3,572.13          | (3,920.85)      | -               |
| (Increase)/Decrease in Other Current Assets                   | (31.24)       | (202.64)          | 44.21             | (18.60)         | (74.64)         |
| Increase/(Decrease) in Other Long Term Liabilities            | -             | (50.00)           | -0.22             | 0.22            | -               |
| Increase/(Decrease) in Short Term Borrowing                   | (27.40)       | 1,065.03          | -4.28             | 23.07           | -               |
| Increase/(Decrease) in Other Current Liabilities              | 172.70        | 66.38             | 18.51             | 14.14           | 131.43          |
|   | (1059.72)     | (3,826.28)        | 1,317.46          | (1,060.89)      | (1,482.50)      |
| Cash generated from operation                                 |               |                   |                   |                 |                 |
| Direct Taxes Receipt/(Paid)                                   | (478.30)      | (347.38)          | (446.92)          | (319.60)        | (121.96)        |
| <b>Net cash Flow from Operating Activities</b>                | <b>574.54</b> | <b>(2,302.99)</b> | <b>2,824.46</b>   | <b>291.10</b>   | <b>(809.25)</b> |
| <b>B. Cash flow from Investing Activities</b>                 |               |                   |                   |                 |                 |
| Proceeds from Sale of Fixed Assets                            | 0.85          | -                 | 17.00             | 7.08            | (0.39)          |
| Purchase of Fixed Assets                                      | (0.07)        | -                 | (53.21)           | -1.26           | -               |
| Purchase of Investment  | 6.40          | 4.00              | -                 | -               | (649.41)        |
| <b>Net Cash Flow from Investing Activities</b>                | <b>7.18</b>   | <b>4.00</b>       | <b>(36.21)</b>    | <b>5.82</b>     | <b>(649.80)</b> |
| <b>C. Cash flow from Financing Activities</b>                 |               |                   |                   |                 |                 |
| Proceeds from Long Term Borrowing                             | 1299.19       | 2,949.07          | (2,267.84)        | 481.66          | 1,663.88        |
| Interest & Finance Charges Paid                               | (895.71)      | (676.23)          | (691.37)          | (594.84)        | (427.29)        |
| <b>Net Cash Flow from Financing Activities</b>                | <b>403.48</b> | <b>2,272.83</b>   | <b>(2,959.21)</b> | <b>(113.18)</b> | <b>1,236.59</b> |
| <b>Net increase (decrease) in Cash &amp; Cash Equivalents</b> | <b>985.19</b> | <b>(26.16)</b>    | <b>(170.95)</b>   | <b>183.74</b>   | <b>(222.46)</b> |
| Cash & Cash Equivalents (Opening Balance)                     | 23.85         | 50.01             | 220.96            | 37.22           | 259.68          |
| Cash & Cash Equivalents (Closing Balance)                     | 1009.04       | 23.85             | 50.01             | 220.96          | 37.22           |

Source: Annual Reports & Audited Figures





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(b) the rates of the dividends, if any, paid by the company in respect of each class of shares in the company for each of the five financial years immediately preceding the issue of the prospectus, giving particulars of each class of shares on which such dividends have been paid and particulars of the cases in which no dividends have been paid in respect of any class of shares for any of those years, and, if no accounts have been made up in respect of any part of the period of five years ending on a date three months before the issue of the prospectus, containing a statement of that fact (and accompanied by a statement of the accounts of the company in respect of that part of the said period up to a date not earlier than six months of the date of issue of the prospectus indicating the profit or loss for that period and the assets and liabilities position as at the end of that period together with a certificate from the auditors that such accounts have been examined and found correct by them. The said statement may indicate the nature of provision or adjustments made or are yet to be made).

|  | Equity         |                  |              | Preference     |                  |              |
|--|----------------|------------------|--------------|----------------|------------------|--------------|
|  | Rate per share | Amount per share | Total Amount | Rate per share | Amount per share | Total Amount |
| <i>Records of Bonus and Cash Dividend (if any) for the last ten years:</i> |                |                  |              |                |                  |              |
| <b>2014-15</b>   |                |                  |              |                |                  |              |
| Interim  | NA             | NA               | NA           | NA             | NA               | NA           |
| Final  | NA             | NA               | NA           | NA             | NA               | NA           |
| <b>Total</b>   | <b>NA</b>      | <b>NA</b>        | <b>NA</b>    | <b>NA</b>      | <b>NA</b>        | <b>NA</b>    |
| <b>2013-14</b>   |                |                  |              |                |                  |              |
| (a) Interim  | NA             | NA               | NA           | NA             | NA               | NA           |
| (b) Final  | NA             | NA               | NA           | NA             | NA               | NA           |
| <b>Total</b>   | <b>NA</b>      | <b>NA</b>        | <b>NA</b>    | <b>NA</b>      | <b>NA</b>        | <b>NA</b>    |
| <b>2012-13</b>   |                |                  |              |                |                  |              |
| (a) Interim  | NA             | NA               | NA           | NA             | NA               | NA           |
| (b) Final  | NA             | NA               | NA           | NA             | NA               | NA           |
| <b>Total</b>   | <b>NA</b>      | <b>NA</b>        | <b>NA</b>    | <b>NA</b>      | <b>NA</b>        | <b>NA</b>    |
| <b>2011-12</b>   |                |                  |              |                |                  |              |
| (a) Interim  | NA             | NA               | NA           | NA             | NA               | NA           |
| (b) Final  | NA             | NA               | NA           | NA             | NA               | NA           |
| <b>Total</b>   | <b>NA</b>      | <b>NA</b>        | <b>NA</b>    | <b>NA</b>      | <b>NA</b>        | <b>NA</b>    |
| <b>2010-11</b>   |                |                  |              |                |                  |              |
| (a) Interim  | NA             | NA               | NA           | NA             | NA               | NA           |
| (b) Final  | NA             | NA               | NA           | NA             | NA               | NA           |
| <b>Total</b>   | <b>NA</b>      | <b>NA</b>        | <b>NA</b>    | <b>NA</b>      | <b>NA</b>        | <b>NA</b>    |
| <b>2009-10</b>   |                |                  |              |                |                  |              |
| (a) Interim  | NA             | NA               | NA           | NA             | NA               | NA           |
| (b) Final  | NA             | NA               | NA           | NA             | NA               | NA           |
| <b>Total</b>   | <b>NA</b>      | <b>NA</b>        | <b>NA</b>    | <b>NA</b>      | <b>NA</b>        | <b>NA</b>    |
| <b>2008-09</b>   |                |                  |              |                |                  |              |
| (a) Interim  | NA             | NA               | NA           | NA             | NA               | NA           |
| (b) Final  | NA             | NA               | NA           | NA             | NA               | NA           |
| <b>Total</b>   | <b>NA</b>      | <b>NA</b>        | <b>NA</b>    | <b>NA</b>      | <b>NA</b>        | <b>NA</b>    |
| <b>2007-08</b>   |                |                  |              |                |                  |              |
| (a) Interim  | NA             | NA               | NA           | NA             | NA               | NA           |
| (b) Final  | NA             | NA               | NA           | NA             | NA               | NA           |
| <b>Total</b>   | <b>NA</b>      | <b>NA</b>        | <b>NA</b>    | <b>NA</b>      | <b>NA</b>        | <b>NA</b>    |





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|  | Equity         |                  |              | Preference     |                  |              |
|--|----------------|------------------|--------------|----------------|------------------|--------------|
|  | Rate per share | Amount per share | Total Amount | Rate per share | Amount per share | Total Amount |
| <i>Records of Bonus and Cash Dividend (if any) for the last ten years:</i> |                |                  |              |                |                  |              |
| 2006-07  |                |                  |              |                |                  |              |
| (a) Interim  | NA             | NA               | NA           | NA             | NA               | NA           |
| (b) Final  | NA             | NA               | NA           | NA             | NA               | NA           |
| <b>Total</b>   | NA             | NA               | NA           | NA             | NA               | NA           |
| 2005-06  |                |                  |              |                |                  |              |
| (a) Interim  | NA             | NA               | NA           | NA             | NA               | NA           |
| (b) Final  | NA             | NA               | NA           | NA             | NA               | NA           |
| <b>Total</b>   | NA             | NA               | NA           | NA             | NA               | NA           |
| 2004-05  |                |                  |              |                |                  |              |
| (a) Interim  | NA             | NA               | NA           | NA             | NA               | NA           |
| (b) Final  | NA             | NA               | NA           | NA             | NA               | NA           |
| <b>Total</b>   | NA             | NA               | NA           | NA             | NA               | NA           |
| 2003-04  |                |                  |              |                |                  |              |
| (a) Interim  | NA             | NA               | NA           | NA             | NA               | NA           |
| (b) Final  | NA             | NA               | NA           | NA             | NA               | NA           |
| <b>Total</b>   | NA             | NA               | NA           | NA             | NA               | NA           |

Note: NA means Not Applicable.

2. If the company has no subsidiaries, the report shall -

(a) so far as regards profits and losses, deal with the profits or losses of the company (distinguishing items of a nonrecurring nature) for each of the five financial years immediately preceding the issue of the prospectus ; and

(b) so far as regards assets and liabilities, deal with the assets and liabilities of the company at the last date to which the accounts of the company were made up.

3. If the company has subsidiaries, the report shall -

(a) so far as regards profits and losses, deal separately with the company's profits or losses as provided by sub-clause (2) and in addition deal either -

(i) as a whole with the combined profits or losses of its subsidiaries so far as they concern members of the company ;or

(ii) individually with the profits or losses of each subsidiary, so far as they concern members of the company ; or, instead of dealing separately with the company's profits or losses, deal as a whole with the profits or losses of the company, and, so far as they concern members of the company, with the combined profits or losses of its subsidiaries ; and

(b) so far as regards assets and liabilities, deal separately with the company's assets and liabilities as provided by sub-clause (2) and in addition, deal either -





(i) as a whole with the combined assets and liabilities of its subsidiaries, with or without the company's assets and liabilities ; or

(ii) individually with the assets and liabilities of each subsidiaries ; and shall indicate as respects the assets and liabilities of the subsidiaries, the allowance to be made for persons other than members of the company.

*The Company in its Annual report for the Financial Year 2013- 2014 has complied with all the requirements and the Consolidated Balance Sheet figures were already incurred in the Annual reports.*

4. If the proceeds, or any part of the proceeds, of the issue of the shares or debentures are or is to be applied directly or indirectly –

(i) in the purchase of any business ; or

(ii) in the purchase of an interest in any business and by reason of that purchase, or anything to be done in consequence thereof, or in connection therewith ; the company will become entitled to an interest as respects either the capital or profits and losses or both, in such business exceeding fifty per cent, thereof ; a report made by accountants (who shall be named in the prospectus) upon –

(a) the profits or losses of the business for each of the five financial years immediately preceding the issue of the prospectus ; and

(b) the assets and liabilities of the business at the last date to which the accounts of the business were made up, being a date not more than one hundred and twenty days before the date of the issue of the prospectus.

The Company is presently an existing listed Company listed only on CSE. Now the Company proposes to list the equity shares on the BSE and therefore the said provisions are not applicable which are otherwise applicable to IPO/FPO.

5. (1) If -

(a) the proceeds, or any part of the proceeds, of the issue of the shares or debentures are or is to be applied directly or indirectly in any manner resulting in the acquisition by the company of shares in any other body corporate ; and

(b) by reason of that acquisition or anything to be done in consequence thereof or in connection therewith, that body corporate will become a subsidiary of the company; a report made by accountants (who shall be named in the prospectus) upon –

(i) the profits or losses of the other body corporate for each of the five financial years immediately preceding the issue of the prospectus ; and

(ii) the assets and liabilities of the other body corporate at the last date to which its accounts were made up.

(2) The said report shall –





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(a) indicate how the profits or losses of the other body corporate dealt with by the report would, in respect of the shares to be acquired, have concerned members of the company and what allowance would have fallen to be made, in relation to assets and liabilities so dealt with for holders of other shares, if the company had at all material times held the shares to be acquired ; and

(b) where the other body corporate has subsidiaries deal with the profits or losses and the assets and liabilities of the body corporate and its subsidiaries in the manner provided by sub-clause (2) above in relation to the company and its subsidiaries.

The Company is presently an existing listed Company listed only on CSE. Now the Company proposes to list the equity shares on the BSE and therefore the said provisions are not applicable which are otherwise applicable to IPO/FPO.

6. As on date, the financial Indebtedness to the Company is as follows:

| Details of Financial Indebtedness:-      |  |                                 |  |   |                      |                               |
|--|--|---------------------------------|--|---|----------------------|-------------------------------|
| Nature of Loan/ Charge/ Facility Availed | Name and address of Bank/Financial Institution   | Sanctioned Limits (Rs. in Lacs) | Outstanding as on 31-03-2015 (Rs. in Lacs) | Securities Offered  | Interest rate (P.A.) | Repayment Terms               |
| HOME EQUITY LOAN                         | HOUSING DEVELOPMENT FINANCE CORPORATION LIMITED (HDFC LTD.)<br>RAMON HOUSE 169 BACKBAY RECLAMATION, H T PAREKH MARG, MUMBAI - 400020 | 360.00                          | 353.61                                     | HOUSE NO. - M - 114, 2ND FLOOR, GREATER KAILASH PART - II, NEW DELHI - 110048 | 12.60%               | 180 Equal Monthly Instalments |
| HOME EQUITY LOAN                         | HOUSING DEVELOPMENT FINANCE CORPORATION LIMITED (HDFC LTD.)<br>RAMON HOUSE 169 BACKBAY RECLAMATION, H T PAREKH MARG, MUMBAI - 400020 | 196.56                          | 193.07                                     | 41, 3RD FLOOR, SANDESH VIHAR, PITAMPURA, NEW DELHI - 110034                   | 12.60%               | 180 Equal Monthly Instalments |
| HOME EQUITY LOAN                         | HOUSING DEVELOPMENT FINANCE CORPORATION LIMITED (HDFC LTD.)<br>RAMON HOUSE 169 BACKBAY RECLAMATION, H T PAREKH MARG, MUMBAI - 400020 | 214.00                          | 210.20                                     | C - 409, SUSHANT LOK, PHASE - 1, GURGAON                                      | 12.60%               | 180 Equal Monthly Instalments |
| HOME EQUITY LOAN                         | HOUSING DEVELOPMENT FINANCE CORPORATION LIMITED (HDFC LTD.)<br>RAMON HOUSE 169 BACKBAY RECLAMATION, H T PAREKH MARG, MUMBAI - 400020 | 900.00                          | 885.87                                     | ND - 69, PITAMPURA, NEW DELHI - 110034  | 12.60%               | 180 Equal Monthly Instalments |





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| Details of Financial Indebtedness:-      |  |                                 |  |   |                      |                               |
|--|--|---------------------------------|--|---|----------------------|-------------------------------|
| Nature of Loan/ Charge/ Facility Availed | Name and address of Bank/Financial Institution   | Sanctioned Limits (Rs. in Lacs) | Outstanding as on 31-03-2015 (Rs. in Lacs) | Securities Offered  | Interest rate (P.A.) | Repayment Terms               |
| HOME EQUITY LOAN                         | HOUSING DEVELOPMENT FINANCE CORPORATION LIMITED (HDFC LTD.)<br>RAMON HOUSE 169 BACKBAY RECLAMATION, H T PAREKH MARG, MUMBAI - 400020 | 93.00                           | 91.34                                      | B - 5/36, BASEMENT & GROUND FLOOR, SAFDEJANG ENCLAVE, NEW DELHI - 110029          | 12.60%               | 180 Equal Monthly Instalments |
| HOME EQUITY LOAN                         | HOUSING DEVELOPMENT FINANCE CORPORATION LIMITED (HDFC LTD.)<br>RAMON HOUSE 169 BACKBAY RECLAMATION, H T PAREKH MARG, MUMBAI - 400020 | 371.36                          | 364.77                                     | FLAT NOS. 7D, 7E, 8C, 8D & 8E, SURYA KANISHKA TOWER, SEC - 4, VAISHALI, GHAZIABAD | 12.60%               | 180 Equal Monthly Instalments |

**C. Statutory and other information:**

1. Minimum subscription: **Not Available**
2. Expenses of the issue giving separately fee payable to:
  - (a) Advisers: **Not Available**
  - (b) Registrar to the issue: **Not Available**
  - (c) Manager to the issue: **Not Available**
  - (d) Trustees for the debenture-holders: **Not Available**

The Company is presently an existing listed Company listed only on CSE. Now the Company proposes to list the equity shares on the BSE and therefore the said provisions are not applicable which are otherwise applicable to IPO/FPO.

**3. Underwriting commission and brokerage: Not Available**

The Company is presently an existing listed Company listed only on CSE. Now the Company proposes to list the equity shares on the BSE and therefore the said provisions are not applicable which are otherwise applicable to IPO/FPO.

**4. Previous issue for cash: Not Applicable**

**5. Previous public or rights issue, if any (during last five years):**

- (a) Date of allotment: **Not Applicable**
- Closing date: **Not Applicable**
- Date of refunds: **Not Applicable**
- Date of listing on the stock exchange: **Not Applicable**

**(b) If the issue(s) at premium or discount and the amount thereof: Not Applicable**

**(c) The amount paid or payable by way of premium, if any, on each share which had been issued within the two years preceding the date of the prospectus or is to be issued, stating the dates or proposed dates**





of issue and, where some shares have been or are to be issued at a premium and other shares of the same class at a lower premium, or at part or at a discount, the reasons for the differentiation and how any premiums received have been or are to be disposed of: **Not Applicable**

6. Commission or brokerage on previous issue: **Not Applicable**

7. Issue of shares otherwise than for cash: **Not Applicable**

8. Debentures and redeemable preference shares and other instruments issued by the company outstanding as on the date of prospectus and terms of issue: **Not Applicable**

9. Option to subscribe: **Not Applicable**

9A. The details of option to subscribe for securities to be dealt with in a depository: **Not Applicable**

10. Purchase of property :

(i) As respects any property to which this clause applies -

(a) the names, addresses, descriptions and occupations of the vendors: **Not Applicable**

(b) the amount paid or payable in cash, shares or debentures to the vendor and, where there is more than one separate vendor, or the company is a sub-purchaser, the amount so paid or payable to each vendor, specifying separately the amount, if any, paid or payable for goodwill: **Not Applicable**

(c) the nature of the title or interest in such property acquired or to be acquired by the company: **Not Applicable**

(d) short particulars of every transaction relating to the property completed within the two preceding years, in which any vendor of the property to the company or any person who is, or was at the time of the transaction, a promoter, or a director or proposed director of the company had any interest, direct or indirect, specifying the date of the transaction and the name of such promoter, director or proposed director and stating the amount payable by or to such vendor, promoter, director or proposed director in respect of the transaction: **Not Applicable**

(e) The property to which sub-clause (i) applies, is a property purchased or acquired by the company or proposed to be purchased or acquired, which is to be paid for wholly or partly out of the proceeds of the issue offered for subscription by the prospectus or the purchase or acquisition of which has not been completed at the date of issue of the prospectus, other than property: **Not Applicable**

(f) the contract for the purchase or acquisition whereof was entered into in the ordinary course of the company's business, the contract not being made in contemplation of the issue nor the issue in consequence of the contract: **Not Applicable**

(g) as respects which the amount of the purchase money is not material: **Not Applicable**





(iii) For the purpose of this clause, where a vendor is a firm, the members of the firm shall not be treated as separate vendors: **Not Applicable**

(iv) If the company proposes to acquire a business which has been carried on for less than three years, the length of time during which the business has been carried on: **Not Applicable**

11. (i) Details of directors, proposed directors, whole-time directors, their remuneration, appointment and remuneration of managing directors, interests of directors, their borrowing powers and qualification shares. Any amount or benefit paid or given within the two preceding years or intended to be paid or given to any promoter or officer and consideration for payment of giving of the benefit.

| Name              | Designation       | Salary & Perquisites * |
|-------------------|-------------------|------------------------|
| Mr. Sharad Saluja | Managing Director | Rs. 75,00,000/-        |

\*Approved from the Central Government. No sitting fee was paid to any Director during the Financial Year 2014- 2015.

(ii) The dates, parties to, and general nature of: **Not Applicable**

(a) every contract appointing or fixing the remuneration of a managing director or manager whenever entered into, that is to say, whether within or more than, two years before the date of the prospectus: **Not Applicable**

(b) every other material contract, not being a contract entered into in the ordinary course of the business carried on or intended to be carried on by the company or a contract entered into more than two years before the date of the prospectus: **Not Applicable**

A reasonable time and place at which any such contract or a copy thereof may be inspected.

(iii) Full particulars of the nature and extent of the interest, if any, of every director or promoter -

(a) in the promotion of the company: **Not Applicable**

(b) in any property acquired by the company within two years of the date of the prospectus or proposed to be acquired by it: **Not Applicable**

Where the interest of such a director or promoter consists in being a member of a firm or company, the nature and extent of the interest of the firm or company, with a statement of all sums paid or agreed to be paid to him or to the firm or company in cash or shares or otherwise by any person either to induce him to become, or to qualify him as, a director, or otherwise for services rendered by him or by the firm or company, in connection with the promotion or formation of the company: **Not Applicable**

The Company is presently an existing listed Company listed only on CSE. Now the Company proposes to list the equity shares on the BSE and therefore the said provisions are not applicable which are otherwise applicable to IPO/FPO.

(iv) Rights of members regarding voting, dividend, lien on shares and the process for modification of such rights and forfeiture of shares: **Not Applicable.**





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13. Restrictions, if any, on transfer and transmission of shares/debentures and on their consolidation/splitting: **Not Applicable**

14. Revaluation of assets, if any (during last five years) : **Not Applicable**

15. Material contracts and inspection of documents, *e.g.*,

A. Material contracts.

B. Documents.

C. Time and place at which the contracts together with documents will be available for inspection from the date of prospectus until the date of closing of the subscription list.





### PART III

#### PROVISIONS APPLYING TO PARTS I AND II OF THE SCHEDULE: NOT APPLICABLE

16. Every person shall, for the purpose of this Schedule, be deemed to be a vendor who has entered into any contract, absolute or conditional, for the sale or purchase or for any option of purchase, of any property to be acquired by the company, in any case where -

- (a) the purchase money is not fully paid at the date of the issue of the Information Memorandum;
- (b) the purchase money is to be paid or satisfied, wholly or in part, out of the proceeds of the issue offered for subscription by the Information Memorandum;
- (c) the contract depends for its validity or fulfillment on the result of that issue.

17. Where any property to be acquired by the company is to be taken on lease, this Schedule shall have effect as if the expression "vendor" included the lessor, the expression "purchase money" included the consideration for the lease, and the expression "sub-purchaser" included a sub-lessee.

18. If in the case of a company which has been carrying on business, or of a business which has been carried on for less than five financial years, the accounts of the company or business have only been made up in respect of four such years, three such years, two such years or one such year, Part II of this Schedule shall have effect as if references to four financial years, three financial years, two financial years or one financial year, as the case may be, were substituted for references to five financial years.

19. Where the five financial years immediately preceding the issue of the prospectus which are referred to in Part II of this Schedule or in this Part cover a period of less than five years, references to the said five financial years in either Part shall have effect as if references to a number of financial years the aggregate period covered by which is not less than five years immediately preceding the issue of the prospectus were substituted for references to the five financial years aforesaid.

20. Any report required by Part II of this Schedule shall either -

- (a) indicate by way of note any adjustments as respects the figures of any profits or losses or assets and liabilities dealt with by the report which appear to the persons making the report necessary ; or
- (b) make those adjustments and indicate that adjustments have been made.

21. Any report by accountants required by Part II of this Schedule -

- (a) shall be made by accountants qualified under this Act for appointment as auditors of the Company; and
- (b) shall not be made by any accountant who is an officer or servant; or a partner or in the employment of an officer or servant, of the company or of the company's subsidiary or holding company or of a subsidiary of the company's holding company.

For the purposes of this clause, the expression "officer" shall include a proposed director but not an auditor.

22. Inspection of documents:

Reasonable time and place at which copies of all balance sheets and profit and loss accounts, if any, on which the report of the auditors is based, and material contracts and other documents may be inspected.

Note: Term "year" wherever used herein earlier, means Financial Year.






**DECLARATION**

*No statement made in this Information Memorandum contravenes any of the provisions of the Companies Act, 1956, the Guidelines issued by the Government or the Guidelines issued by the Securities and Exchange Board of India established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in Information Memorandum is contrary to the provisions of the Companies Act, 1956 or the Securities and Exchange Board of India Act, 1992 or rules made there under or guidelines issued, as the case may be. All the information contained in this document is true and correct.*

**Signed on behalf of the Board of Directors  
For Acme Resources Limited**

For ACME RESOURCES LTD.

 Director

**Sharad Saluja  
(Managing Director)  
DIN- 01516294**

Place: New Delhi

Date: 27.10.2015

**Countersigned by Company Secretary**



**Amitava Das  
(Membership No. A1523)**