



PENVER PRODUCTS LIMITED

Our Company was originally incorporated on March 18, 1999 under the name Penver Products Private Limited as a private limited company under the Companies Act, 1956. Subsequently, the name of our Company was changed to Penver Products Limited, pursuant to its conversion into a public limited company, and a fresh certificate of incorporation, dated February 23, 2018, was issued by the Registrar of Companies, Ernakulam at Kerala (the “RoC”). For details in relation to the change in the name, and registered office of our Company see “History and Certain Corporate Matters” on page 168.

Registered & Corporate Office: Door No. AP 2/688, Industrial Estate, Aroor, Kerala 688534, India.

Contact Person: Ravilal V R, Company Secretary and Compliance Officer; **Tel:** +91 478 2832204; **Fax:** +91 478 2874298

Email: cs@penverproducts.com; **Website:** www.penverproducts.com; **Corporate Identification Number:** U05004KL1999PLC012901

OUR PROMOTERS: PHILIPS THOMAS, VINOD KUMAR K P, MADHUKRISHNA GANTA AND ABDUL KAREEM A

INITIAL PUBLIC OFFERING OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH (“EQUITY SHARES”) OF PENVER PRODUCTS LIMITED (“COMPANY” OR “ISSUER”) FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹ [●] PER EQUITY SHARE) AGGREGATING UP TO ₹ [●] MILLION, (THE “ISSUE”). THE ISSUE COMPRISES A FRESH ISSUE OF [●] EQUITY SHARES, AGGREGATING UP TO ₹ 2,420 MILLION (“FRESH ISSUE”) AND AN OFFER FOR SALE OF UP TO 4,108,000 EQUITY SHARES COMPRISING UP TO 1,027,000 EQUITY SHARES BY PHILIPS THOMAS, UP TO 1,027,000 EQUITY SHARES BY VINOD KUMAR K P, UP TO 1,027,000 EQUITY SHARES BY MADHUKRISHNA GANTA AND UP TO 1,027,000 EQUITY SHARES BY ABDUL KAREEM A (HEREIN AFTER REFERRED TO AS “PROMOTER SELLING SHAREHOLDERS”), AGGREGATING UP TO ₹ [●] MILLION. THE ISSUE INCLUDES A RESERVATION OF UP TO [●] EQUITY SHARES (CONSTITUTING UP TO [●] OF OUR POST-ISSUE PAID-UP EQUITY SHARE CAPITAL) FOR SUBSCRIPTION BY ELIGIBLE EMPLOYEES (AS DEFINED HEREIN AFTER THE “EMPLOYEE RESERVATION PORTION”) FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE, AGGREGATING UP TO ₹ [●] MILLION. THE ISSUE LESS THE EMPLOYEE RESERVATION PORTION IS REFERRED TO AS THE “NET ISSUE”. THE ISSUE AND THE NET ISSUE SHALL CONSTITUTE [●] AND [●] OF THE POST-ISSUE ISSUED, SUBSCRIBED AND PAID-UP EQUITY SHARE CAPITAL, RESPECTIVELY.

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

THE PRICE BAND AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY AND THE PROMOTER SELLING SHAREHOLDERS IN CONSULTATION WITH THE BRLMs, AND WILL BE ADVERTISED IN ALL EDITIONS OF THE ENGLISH NATIONAL DAILY NEWSPAPER FINANCIAL EXPRESS, ALL EDITIONS OF THE HINDI NATIONAL DAILY NEWSPAPER JANSATTA AND THE ALAPPUZHA EDITION OF THE MALAYALAM NEWSPAPER, DESHABHIMANI (MALAYALAM BEING THE REGIONAL LANGUAGE OF KERALA, WHERE OUR REGISTERED OFFICE IS LOCATED), EACH WITH WIDE CIRCULATION, AT LEAST FIVE WORKING DAYS PRIOR TO THE BID/ISSUE OPENING DATE AND SHALL BE MADE AVAILABLE TO BSE LIMITED (“BSE”) AND NATIONAL STOCK EXCHANGE OF INDIA LIMITED (“NSE, TOGETHER WITH BSE, THE “STOCK EXCHANGES”) FOR THE PURPOSE OF UPLOADING ON THEIR RESPECTIVE WEBSITES.

In case of any revision in the Price Band, the Bid/Issue Period shall be extended for at least three additional Working Days after such revision of the Price Band, subject to the total Bid/Issue Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Issue Period, if applicable, will be widely disseminated by notification to the Stock Exchanges, by issuing a press release, and also by indicating the change on the respective websites of the Book Running Lead Managers and at the terminals of the Syndicate Members and by intimation to Self-Certified Syndicate Banks (“SCSBs”) and other Designated Intermediaries, as applicable.

The Issue is being made in terms of Rule 19(2)(b)(i) of SCRR read with Regulation 41 of the SEBI ICDR Regulations. This Issue is being made through the Book Building Process in accordance with Regulation 26(1) of the SEBI ICDR Regulations, wherein not more than 50% of the Net Issue shall be available for allocation on a proportionate basis to Qualified Institutional Buyers (“QIBs”) (“QIB Portion”), provided that our Company and the Promoter Selling Shareholders may, in consultation with the BRLMs, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations (“Anchor Investor Portion”), of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under subscription in the Anchor Investor Portion, the remaining Equity Shares shall be added to the QIB Portion. Such number of Equity Shares representing 5% of the QIB Portion (other than Anchor Investor Portion) shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion (other than Anchor Investor Portion) shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. Further, not less than 15% of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Investors and not less than 35% of the Net Issue shall be available for allocation to Retail Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price. All potential Bidders (except Anchor Investors) are required to mandatorily utilise the Application Supported by Blocked Amount (“ASBA”) process, and provide details of their respective ASBA accounts in which the corresponding Bid Amounts will be blocked by the SCSBs. Anchor Investors are not permitted to participate in the Issue through the ASBA process. For details, see “Issue Procedure” on page 350.

RISKS IN RELATION TO THE FIRST ISSUE

This being the first public issue of Equity Shares of our Company, there has been no formal market for the Equity Shares. The face value of the Equity Shares is ₹ 10 each and the Floor Price is [●] times of the face value and the Cap Price is [●] times of the face value. The Issue Price (determined and justified by our Company and the Promoter Selling Shareholders, in consultation with the BRLMs, as stated in “Basis for Issue Price” on page 94) should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

Investment in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue, including the risks involved. The Equity Shares offered in the Issue have not been recommended or approved by the Securities and Exchange Board of India (“SEBI”), nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of the investors is invited to “Risk Factors” on page 17.

COMPANY’S AND THE PROMOTER SELLING SHAREHOLDER’S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to our Company and the Issue, which is material in the context of the Issue, that the information contained in this Draft Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect. Each of the Promoter Selling Shareholders, severally and not jointly, accepts responsibility only for the statements made by them in this Draft Red Herring Prospectus and confirms that this Draft Red Herring Prospectus contains all information about themselves as a Promoter Selling Shareholders and the Equity Shares offered by them in the Issue, and that such statements are true and correct in all material respects and are not misleading in any material respect.

LISTING

The Equity Shares offered through the Red Herring Prospectus are proposed to be listed on the BSE and the NSE. Our Company has received an ‘in-principle’ approval from each of the BSE and the NSE for the listing of the Equity Shares pursuant to their letters dated [●] and [●], respectively. For the purposes of the Issue, the Designated Stock Exchange shall be the [●]. A copy of the Red Herring Prospectus and the Prospectus shall be delivered for registration to the RoC in accordance with the Companies Act, 2013. For details of the material contracts and documents available for inspection from the date of the Red Herring Prospectus up to the Issue Closing Date, see “Material Contracts and Documents for Inspection” on page 441.

BOOK RUNNING LEAD MANAGERS

BOOK RUNNING LEAD MANAGERS		REGISTRAR TO THE ISSUE	
Karvy Investor Services Limited Karvy House, 46, Avenue 4, Street No. 1, Banjara Hills, Hyderabad - 500 034, Telangana Tel: +91 40 23428774; Fax: +91 40 23374714 Email: cmg@karvy.com Investor Grievance Email: igmbd@karvy.com Website: www.karvyinvestmentsbanking.com Contact Person: P. Balraj / Krishna Teja SEBI Registration No.: MB/INM000008365	Emkay Global Financial Services Limited 7th Floor, The Ruby, Senapati Bapat Marg, Dadar-West, Mumbai - 400028, Maharashtra Tel: +91 22 6612 1212; Fax: +91 22 6612 1355 Email: ipo.penver@emkayglobal.com Investor Grievance Email: igb@emkayglobal.com Website: www.emkayglobal.com Contact Person: Deepak Yadav SEBI Registration No.: INM0000011229	Equirus Capital Private Limited 12th Floor, C Wing, Marathon Futurex, N M Joshi Marg, Lower Parel, Mumbai - 400 013, Maharashtra Tel: +91 22 43320600; Fax: +91 22 43320601 Email: project.ppl@equirus.com Investor Grievance Email: investorsgrievance@equirus.com Website: www.equirus.com Contact Person: Sameer Purohit / Gaurav Phadke SEBI Registration No.: INM000011286	Karvy Computershare Private Limited Karvy Selenium Tower B, Plot No.31&32, Financial District, Nanakramguda, Gachibowli, Hyderabad - 500 032, Telangana Tel: +91 40 6716 2222; Fax: +91 40 2343 1551 E-mail: penver.ipo@karvy.com Investor Grievance E-mail: einward.ris@karvy.com Website: www.karishma.karvy.com Contact person: M.Murali Krishna SEBI Registration No.: INR0000000221

BID / ISSUE PROGRAMME

BID/ISSUE OPENS ON: [●]⁽¹⁾

BID/ISSUE CLOSES ON (FOR QIBS): [●]⁽²⁾

BID/ISSUE CLOSES ON (FOR NON-QIBS): [●]

⁽¹⁾Our Company and the Promoter Selling Shareholders, in consultation with the BRLMs, may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/Issue Period shall be one Working Day prior to the Bid/Issue Opening Date.

⁽²⁾ Our Company and the Promoter Selling Shareholders, in consultation with the BRLMs, may consider closing the Bid/Issue Period for QIBs, one Working Day prior to the Bid/Issue Closing Date in accordance with the SEBI ICDR Regulations.

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SECTION I: GENERAL

DEFINITIONS AND ABBREVIATIONS

This Draft Red Herring Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, shall have the meaning as provided below. References to any legislation, act, regulation, rules, guidelines or policies shall be to such legislation, act, regulation, rules, guidelines or policies as amended, supplemented or re-enacted from time to time as of the date of this Draft Red Herring Prospectus.

In case of any inconsistency between the definitions given below and the definitions contained in the General Information Document (as defined below), the definitions given in this section shall prevail. Notwithstanding the foregoing, terms in “Main Provisions of the Articles of Association”, “Statement of Special Tax Benefits”, “Industry Overview”, “Regulations and Policies”, “Financial Information”, “Outstanding Litigation and Material Developments” and “Part B” of “Issue Procedure”, will have the meaning ascribed to such terms in those respective sections.

The following list of defined terms is intended for the convenience of the reader only and is not exhaustive.

General Terms

Term	Description
“our Company”, “the Company”, “the Issuer”, “Penver”	Penver Products Limited, a company incorporated under the Companies Act, 1956 and having its registered and corporate office situated at Door No. AP 2/688, Industrial Estate, Aroor- 688534, Kerala, India
“we”, “us” or “our”	Unless the context otherwise indicates or implies, refers to our Company together with our Subsidiary, and the Associate Company, as applicable.

Company and Promoter Selling Shareholders Related Terms

Term	Description
Articles of Association / AoA	The articles of association of our Company, as amended from time to time
Associate Company or Associate	Blue Sea Products, LLC, USA
Audit Committee	The audit committee of the Board of Directors described in the section entitled “Our Management” on page 176 of this DRHP constituted in accordance with Regulation 18 of SEBI Listing Regulations and Section 177 of the Companies Act, 2013
Auditors / Statutory Auditors	The statutory auditor of our Company, being M/s. BSJ & Associates, Chartered Accountants
Board / Board of Directors	The Board of directors of our Company, and unless the context otherwise indicates or a duly constituted committee thereof
Company Secretary and Compliance Officer	The company secretary and compliance officer of our Company, namely Ravilal V R
Corporate Social Responsibility Committee / CSR Committee	The corporate social responsibility committee of our Board of Directors described in the section entitled “Our Management” on page 176 of this DRHP constituted in accordance with the Companies Act, 2013
Director(s)	The director(s) on the Board of our Company, unless otherwise specified
Equity Shares	Equity shares of our Company of face value of ₹ 10 each
Executive Director	An executive director of the Company
Fresh Issue	The fresh issue of Equity Shares aggregating up to ₹ 2,420 million by our Company
Group Entities/ Group Companies	Such companies as covered under the applicable accounting standards and also other companies as considered material by our Board pursuant to a policy on materiality of group companies approved by our Board on May 09, 2018. For details, see “Our Promoters, Promoter Group and Group Companies” on page 192

Term	Description
Independent Director	A non-executive, independent Director as per the Companies Act, 2013 and the SEBI Listing Regulations
IPO Committee	IPO committee constituted by our Board of Directors at its meeting held on May 09, 2018
Key Management Personnel/ KMPs	Key management personnel of our Company in terms of the Companies Act, 2013 and the SEBI ICDR Regulations as disclosed in the section entitled “ <i>Our Management</i> ” on page 176 of this DRHP
Memorandum of Association / MoA	The memorandum of association of our Company, as amended from time to time
Nomination and Remuneration Committee	The Nomination and Remuneration Committee of the Board of Directors described in the section entitled “ <i>Our Management</i> ” on page 176 of this DRHP constituted in accordance with Regulation 19 of SEBI Listing Regulations and Section 178 of the Companies Act, 2013
Non-Executive Director	A Director not being an Executive Director
Offered Shares	The offer for sale of up to 4,108,000 Equity Shares by the Promoter Selling Shareholders at the Issue Price
President and Chief Financial Officer	The president and chief financial officer of our Company, namely, C V George
Promoters	The promoters of our Company, namely Philips Thomas, Vinod Kumar K P, Madhukrishna Ganta and Abdul Kareem A. For details, see “ <i>Our Promoters, Promoter Group and Group Companies</i> ” on page 192
Promoter Group	Persons and entities constituting the promoter group of our Company in terms of Regulation 2(1) (zb) of the SEBI ICDR Regulations. For details, see “ <i>Our Promoters and Promoter Group</i> ” on page 192 of this DRHP
Registered Office and Corporate Office	Registered and corporate office of our Company is situated at Door No. AP 2/688, Industrial Estate, Aroor - 688534, Kerala, India
Registrar of Companies /RoC	Registrar of Companies, Ernakulam at Kerala
Restated Consolidated Financial Statements	The audited and restated consolidated financial statements of our Company, along with our Subsidiary and Associate for the Financial Years ended March 31, 2018, March 31, 2017, March 31, 2016, March 31, 2015, March 31, 2014 (presented in accordance with Ind AS); which comprises of the restated consolidated balance sheet, the restated consolidated statement of profit and loss, the restated consolidated cash flow statement and the restated consolidated statement of change in equity and notes thereto. For details, see “ <i>Financial Statements</i> ” on page 203 of this DRHP
Restated Financial Statements	Collectively, the Restated Consolidated Financial Statements and the Restated Standalone Financial Statements.
Restated Standalone Financial Statements	The audited and restated Standalone financial statements of our Company for the Financial Years ended March 31, 2018, March 31, 2017, March 31, 2016, March 31, 2015, March 31, 2014 (presented in accordance with Ind AS); which comprises of the restated standalone balance sheet, the restated standalone statement of profit and loss, the restated standalone cash flow statement and the restated standalone statement of change in equity and notes thereto. For details, see “ <i>Financial Statements</i> ” on page 203 of this DRHP
Promoter Selling Shareholders	Philips Thomas, Vinod Kumar K P, Madhukrishna Ganta and Abdul Kareem A
Shareholders	Shareholders of our Company from time to time
Stakeholders Relationship Committee	The Stakeholders Relationship Committee of the Board of Directors described in “ <i>Our Management</i> ” on page 176 of this DRHP constituted in accordance with Regulation 20 of SEBI Listing Regulations and Section 178 of the Companies Act, 2013
Subsidiary	Gayathri Aqua Sea Food Exports Private Limited
Whole-time Director(s)	The whole-time directors of our Company

Issue Related Terms

Term	Description
Acknowledgement Slip	The slip or document issued by the Designated Intermediary to a Bidder as proof of registration of the Bid cum Application Form
Allot/Allotment/Allotted	The allotment of the Equity Shares pursuant to the Fresh Issue and transfer of the respective portion of the Equity Shares offered by the Promoter Selling Shareholders pursuant to the Offer for Sale to the successful Bidders
Allotment Advice	Note or advice or intimation of Allotment sent to the Bidders who have been or are to be Allotted the Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange
Allottee	A successful Bidder to whom the Equity Shares are Allotted
Anchor Investor	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in the SEBI ICDR Regulations and the Red Herring Prospectus
Anchor Investor Allocation Price	The price at which Equity Shares will be allocated to the Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which will be decided by our Company and the Promoter Selling Shareholders in consultation with the Book Running Lead Managers on the Anchor Investor Bidding Date
Anchor Investor Application Form	The form used by an Anchor Investor to make a Bid in the Anchor Investor Portion and which will be considered as an application for Allotment in terms of the Red Herring Prospectus and Prospectus
Anchor Investor Bid/Issue Period	One Working Day prior to the Bid/Issue Opening Date, on which Bids by Anchor Investors shall be submitted and allocation to the Anchor Investors shall be completed
Anchor Investor Issue Price	<p>The price at which the Equity Shares will be Allotted to Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which price will be equal to or higher than the Issue Price but not higher than the Cap Price</p> <p>The Anchor Investor Issue Price will be decided by our Company and the Promoter Selling Shareholders in consultation with the BRLMs</p>
Anchor Investor Portion	<p>Up to 60% of the QIB Portion, consisting of up to [●] Equity Shares, which shall be allocated by our Company and the Promoter Selling Shareholders, in consultation with the BRLMs, to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations</p> <p>One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price at which allocation is being done to Anchor Investors</p>
Application Supported by Blocked Amount or ASBA	An application, whether physical or electronic, used by ASBA Bidders to make a Bid and authorize an SCSB to block the Bid Amount in the ASBA Account
ASBA Account	A bank account maintained with an SCSB and specified in the ASBA Form submitted by an ASBA Bidder, which will be blocked by such SCSB to the extent of the Bid Amount specified by a Bidder
ASBA Bid	A Bid made by an ASBA Bidder, including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations
ASBA Bidder	All Bidders except Anchor Investors
ASBA Form	An application form, whether physical or electronic, used by ASBA Bidders which will be considered as the application for Allotment in terms of the Red Herring Prospectus and the Prospectus
Bankers to the Issue/Escrow Collection Bank	Banks which are clearing members and registered with SEBI as bankers to an issue and with whom the Escrow Account will be opened, in this case being [●]
Basis of Allotment	The basis on which Equity Shares will be Allotted to successful Bidders under the Issue and which is described in “ <i>Issue Procedure</i> ” on page 350 of this DRHP

Term	Description
Bid	An indication to make an issue during the Bid/Issue Period by an ASBA Bidder pursuant to submission of the ASBA Form, or during the Anchor Investor Bid/Issue Period by an Anchor Investor, pursuant to submission of the Anchor Investor Application Form, to subscribe to or purchase the Equity Shares of our Company at a price within the Price Band, including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations and in terms of the Red Herring Prospectus and the Bid cum Application Form, and the term “Bidding” shall be construed accordingly
Bid Amount	<p>The highest value of optional Bids indicated in the Bid cum Application Form and payable by the Bidder or blocked in the ASBA Account, as the case may be, upon submission of the Bid.</p> <p>However, Retail Individual Investors and Eligible Employees applying in the Employee Reservation Portion can apply at the Cut-Off Price and the Bid amount shall be Cap Price, multiplied by the number of Equity Shares Bid for by such applicants and mentioned in the Bid cum Application Form.</p>
Bid cum Application Form	Anchor Investor Application Form or the ASBA Form, as the context requires
Bid/Issue Closing Date	<p>Except in relation to any Bids received from the Anchor Investors, the date after which the Designated Intermediaries will not accept any Bids, which shall be published in all editions of Financial Express (a widely circulated English national daily newspaper), all editions of Jansatta (a widely circulated Hindi national daily newspaper) and Alappuzha editions of Deshabhimani (a widely circulated newspaper in Malayalam which is the regional language of State of Kerala, where our Registered and Corporate Office is located) and in case of any revision, the extended Bid Closing Date also to be notified on the website and terminals of the Syndicate and SCSBs, as required under the SEBI ICDR Regulations</p> <p>Our Company and the Promoter Selling Shareholders in consultation with the BRLMs, may consider closing the Issue Period for QIBs one Working Day prior to the Issue Closing Date.</p>
Bid/Issue Opening Date	Except in relation to any Bids received from the Anchor Investors, the date on which the Designated Intermediaries shall start accepting Bids, which shall be notified in all editions of the English national newspaper, Financial Express, all editions of the Hindi national newspaper, Jansatta and Alappuzha edition of the Malayalam regional newspaper, Deshabhimani (Malayalam being the regional language of Kerala, where our Registered Office is located) and in case of any revision, the extended Issue Opening Date which shall also to be notified on the website and terminals of the Syndicate Members.
Bid/Issue Period	Except in relation to Anchor Investors, the period between the Bid/Issue Opening Date and the Bid/Issue Closing Date, inclusive of both days, during which prospective Bidders can submit their Bids, including any revisions thereof. Provided however that all the Bidding shall be kept open for a minimum of three working Days for all categories of Bidders, other than Anchor Investors.
Bid Lot	[●] Equity Shares
Bidder	Any prospective investor who makes a Bid pursuant to the terms of the Red Herring Prospectus and the Bid cum Application Form and unless otherwise stated or implied, includes an Anchor Investor
Bidding Centers	Centers at which Designated Intermediaries shall accept the ASBA Forms, i.e., Designated Branches for SCSBs, Specified Locations for Syndicate, Broker Centers for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs
Book Building Process/Method	Book building process, as provided in Part A of Schedule XI of the SEBI ICDR Regulations, in terms of which the Issue is being made

Term	Description
Book Running Lead Managers/ BRLMs	The book running lead managers to the Issue namely Karvy, Emkay and Equirus (as defined below).
Broker Centres	Broker centres notified by the Stock Exchanges where Bidders can submit the ASBA Forms to a Registered Broker. The details of such Broker Centers, along with the names and contact details of the Registered Broker are available on the respective websites of the Stock Exchanges i.e. www.bseindia.com and www.nseindia.com
CAN/Confirmation of Allocation Note	Notice or intimation of allocation of the Equity Shares sent to Anchor Investors, who have been allocated the Equity Shares, after the Anchor Investor Bid/Issue Period
Cap Price	The higher end of the Price Band, above which the Issue Price will not be finalized and above which no Bids will be accepted
Client ID	Client identification number maintained with one of the Depositories in relation to the demat account
Collecting Depository Participant or CDP	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Bids at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Controlling Branches	Such branches of SCSBs which coordinate Bids under the Issue with the BRLMs, the Registrar and the Stock Exchanges, a list of which is available on the website of SEBI at http://www.sebi.gov.in
Cut-off Price	The Issue Price finalised by our Company and the Promoter Selling Shareholders, in consultation with the BRLMs, which shall be any price within the Price Band. Only Retail Individual Investors and Eligible Employees Bidding in the Employee Reservation Portion (subject to the Bid Amount being up to ₹ 200,000 in the case of Retail Individual Investors and up to ₹500,000 in the case of Eligible Employees) are entitled to Bid at the Cut-off Price.`
Demographic Details	Details of the Bidders including the Bidder's address, name of the Bidder's father/husband, investor status, occupation and bank account details.
Designated CDP Locations	Such locations of the CDPs where ASBA Bidders can submit the ASBA Forms. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Bid cum Application Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com)
Designated Date	The date on which funds are transferred from the Escrow Account and the amounts blocked by the SCSBs are transferred from the ASBA Accounts, as the case may be, to the Public Issue Account or the Refund Account, as appropriate, in terms of the Red Herring Prospectus and the Prospectus, and the aforesaid transfer and instructions shall be issued only after finalization of the Basis of Allotment in consultation with the Designated Stock Exchange
Designated Intermediaries/ Collecting Agent	Collectively, Syndicate, sub-syndicate/agents, SCSBs, Registered Brokers, CDPs and RTAs, who are authorized to collect ASBA Forms from the ASBA Bidders, in relation to the Issue
Designated RTA Locations	Such locations of the RTAs where Bidders can submit the ASBA Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept Bid cum Application Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com)
Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Forms, a list of which is available on the website of SEBI at http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes or at such other website as may be prescribed by SEBI from time to time.

Term	Description
Designated Stock Exchange	[●]
Draft Red Herring Prospectus or DRHP	This Draft Red Herring Prospectus dated June 23, 2018 issued in accordance with the SEBI ICDR Regulations, which does not contain complete particulars of the price at which the Equity Shares will be Allotted and the size of the Issue, including any addenda or Corrigenda thereto.
Eligible Employee(s)	All or any of the following: a) a permanent and full time employee of our Company (excluding such employees who are not eligible to invest in the Issue under applicable laws) as of the date of filing of the Red Herring Prospectus with the RoC and who continues to be an employee of our Company, until the submission of the Bid cum Application Form; and b) a Director of our Company who is eligible to apply under the Employee Reservation Portion under applicable law and is resident in India as on the date of filing of the Red Herring Prospectus with the RoC and who continues to be a Director of our Company, until the submission of the Bid cum Application Form.
Eligible FPIs	FPIs from such jurisdictions outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom the Red Herring Prospectus and the Bid cum Application Form constitutes an invitation to subscribe to or purchase the Equity Shares offered thereby.
Eligible NRI(s)	NRI(s) from jurisdictions outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom the ASBA Form and the Red Herring Prospectus will constitute an invitation to subscribe to or to purchase the Equity Shares
Employee Reservation Portion	The portion of the Issue, being up to [●] Equity Shares that may be reserved for allocation and Allotment to Eligible Employees on a proportionate basis. The Employee Reservation Portion, if any, shall not exceed 5% of the post-Issue capital of our Company.
Emkay	Emkay Global Financial Services Limited
Escrow Account	An account opened with the Escrow Collection Bank and in whose favour Anchor Investors will transfer money through direct credit/NEFT/RTGS in respect of the Bid Amount when submitting a Bid
Escrow Agreement	The agreement to be entered into amongst our Company, the Promoter Selling Shareholders, the Registrar to the Issue, the BRLMs, the Syndicate Members, the Escrow Collection Bank and the Refund Bank for collection of the Bid Amounts from Anchor Investors and where applicable, refunds of the amounts collected from Anchor Investors on the terms and conditions thereof
Equirus	Equirus Capital Private Limited
First Bidder	Bidder whose name shall be mentioned in the Bid cum Application Form or the Revision Form and in case of joint Bids, whose name shall also appear as the first holder of the beneficiary account held in joint names
Floor Price	The lower end of the Price Band, subject to any revision thereto, in this case being ₹ [●] at or above which the Issue Price and the Anchor Investor Issue Price will be finalized and below which no Bids will be accepted
Fresh Issue	Fresh issue of up to [●] Equity Shares aggregating up to ₹ 2,420 million by our Company
General Information Document/GID	The General Information Document for Investing in Public Issues prepared and issued in accordance with the circular (CIR/CFD/DIL/12/2013) dated October 23, 2013 notified by SEBI and updated pursuant to the circulars (CIR/CFD/POLICYCELL/III/2015) dated November 10, 2015 and (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016, and included in “Issue Procedure – Part B – General Information Document for Investing in Public Issues” on page 361.

Term	Description
Issue	Initial public issue of [●] Equity Shares of the Company for cash at a price of ₹ [●] per Equity Share (including a share premium of ₹ [●] per Equity Share), aggregating ₹ [●] million, comprising a fresh issue of [●] Equity Shares, aggregating up to ₹ 2,420 million, and an offer for sale of up to 4,108,000 Equity Shares, comprising of up to 1,027,000 equity shares each by the Promoter Selling Shareholders. This Issue includes a reservation of up to [●] Equity Shares (constituting up to [●]% of our post-Issue paid-up equity share capital) for subscription by Eligible Employees for cash at a price of ₹ [●] per Equity Share, aggregating up to ₹ [●] million. The Issue less the Employee Reservation Portion is referred to as the Net Issue. The Issue shall constitute [●] % of our post-Issue issued, subscribed and paid-up equity share capital and the Net Issue shall constitute [●] % of our post-Issue issued, subscribed and paid-up equity share capital.
Issue Agreement	The agreement dated May 21, 2018 amongst our Company, the Promoter Selling Shareholders and the BRLMs, pursuant to which certain arrangements are agreed to in relation to the Issue
Issue Price	The final price at which Equity Shares will be Allotted to Bidders other than Anchor Investors. Equity Shares will be Allotted to Anchor Investors at the Anchor Investor Issue Price in terms of the Red Herring Prospectus Issue Price will be decided by our Company and the Promoter Selling Shareholders in consultation with the BRLMs on the Pricing Date
Issue Proceeds	The proceeds of the Issue that are available to our Company and the Promoter Selling Shareholders
Karvy	Karvy Investor Services Limited
Monitoring Agency	The monitoring agency appointed to monitor the utilisation of Net Proceeds from the Fresh Issue in terms of Regulation 16 of the SEBI ICDR Regulations, being [●]
Monitoring Agency Agreement	Agreement to be entered into between our Company and the Monitoring Agency in terms of the SEBI ICDR Regulations.
Mutual Funds	Mutual funds registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
Mutual Fund Portion	5% of the QIB Portion (excluding the Anchor Investor Portion), or [●] Equity Shares which shall be available for allocation to Mutual Funds on a proportionate basis
Net Issue	The Issue less the Employee Reservation Portion
Net Proceeds	Proceeds of the Fresh Issue less our Company's share of the Issue related expenses. For further details regarding the use of the Net Proceeds and the Issue expenses, see " <i>Objects of the Issue</i> " on page 80 of this DRHP
Non-Institutional Investors/NIIs	All Bidders, including Category III Foreign Portfolio Investors, that are not QIBs or Retail Individual Investors and who have Bid for Equity Shares for an amount more than ₹ 200,000 (but not including NRIs other than Eligible NRIs).
Non-Institutional Portion	The portion of the Issue being not less than 15% of the Net Issue consisting of [●] Equity Shares which shall be available for allocation on a proportionate basis to Non-Institutional Bidders, subject to valid Bids being received at or above the Issue Price
Non-Resident	Person resident outside India, as defined under FEMA and includes a non-resident Indian, FIIs, FVCIs and FPIs
Non- Resident Indian	An individual resident outside India who is a citizen of India or is an 'Overseas Citizen of India' cardholder within the meaning of section 7(A) of the Citizenship Act, 1955, and shall have the meaning ascribed to such term in the FEMA Regulations
Offer for Sale	The offer for sale of up to 4,108,000 Equity Shares by our Promoter Selling Shareholders aggregating up to ₹ [●] million, comprising and offer for sale up to : (i) 1,027,000 Equity Shares by Philips Thomas, (ii) 1,027,000 Equity Shares by Vinod Kumar K P, (iii) 1,027,000 Equity Shares by Madhukrishna Ganta and (iv) 1,027,000 Equity Shares by Abdul Kareem A

Term	Description
Price Band	<p>Any price between and including the Floor Price and the Cap Price, inclusive of revisions thereof.</p> <p>The Price Band and the minimum Bid Lot will be decided by our Company and the Promoter Selling Shareholders, in consultation with the BRLMs, and will be advertised in the Statutory Newspapers at least five Working Days prior to the Issue Opening Date with the relevant financial ratios calculated at the Floor Price and at the Cap Price, and shall be made available to the Stock Exchanges for the purpose of uploading on their respective websites</p>
Pricing Date	The date on which our Company and the Promoter Selling Shareholders in consultation with the BRLMs, will finalise the Issue Price
Prospectus	Prospectus to be filed with the RoC after the Pricing Date in accordance with Section 26 of the Companies Act, 2013, and the SEBI ICDR Regulations containing, inter alia, the Issue Price that is determined at the end of the Book Building Process, the size of the Issue and certain other information, including any addenda or corrigenda thereto
Public Issue Account	A bank account opened in accordance with the Companies Act, 2013 to receive monies from the Escrow Account and from the ASBA Accounts on the Designated Date
Public Issue Bank	Bank which is a clearing member and registered with SEBI as a banker to an issue and with whom the Public Issue Account will be opened, in this case being [●]
QIB Category/ QIB Portion	<p>The portion of the Net Issue (including the Anchor Investor Portion) being 50% of the Net Issue comprising [●] Equity Shares, which shall be allocated on a proportionate basis to QIBs, including the Anchor Investors).</p> <p>Our Company and the Promoter Selling Shareholders, in consultation with the BRLMs, may allocate up to 60% of the QIB Portion to Anchor Investor on a discretionary basis subject to valid Bids being received at or above the Issue Price.</p>
Qualified Institutional Buyers or QIBs or QIB Bidders	Qualified institutional buyers as defined under Regulation 2(1)(zd) of the SEBI ICDR Regulations
Red Herring Prospectus or RHP	<p>The Red Herring Prospectus to be issued in accordance with the Companies Act, 2013 and the provisions of the SEBI ICDR Regulations, which will not have complete particulars of the price at which the Equity Shares will be offered and the size of the Issue including any addenda or corrigenda thereto.</p> <p>The Red Herring Prospectus will be registered with the RoC at least three days before the Bid/Issue Opening Date and will become the Prospectus upon filing with the RoC after the Pricing Date</p>
Refund Account(s)	The account opened with the Refund Bank, from which refunds, if any, of the whole or part of the Bid Amount to Anchor Investors Bidders shall be made
Refund Bank(s)	The bank(s) with whom the Refund Account(s) will be opened
Registered Brokers	Stock brokers registered with the stock exchanges having nationwide terminals, other than the BRLMs and the Syndicate Members, eligible to procure Bids in terms of Circular No. CIR/CFD/14/2012 dated October 4, 2012 issued by SEBI
Registrar to the Issue/Registrar	Karvy Computershare Private Limited
Registrar Agreement	The agreement dated May 21, 2018 entered into amongst our Company, the Promoter Selling Shareholders and the Registrar to the Issue, in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to the Issue
Registrar and Share Transfer Agents or RTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Retail Individual Investors /RII(s)	Individual Bidders other than Eligible employees bidding in Employee Reservation Portion, who have Bid for the Equity Shares for an amount not more than ₹ 200,000

Term	Description
	in any of the Bidding options in the Net Issue (including HUFs applying through their Karta and Eligible NRIs and does not include NRIs other than Eligible NRIs)
Retail Portion	The portion of the Issue being not less than 35% of the Net Issue consisting of [●] Equity Shares which shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations subject to valid Bids being received at or above the Issue Price
Revision Form	Form used by the Bidders to modify the quantity of the Equity Shares or the Bid Amount in any of their Bid cum Application Forms or any previous Revision Form(s), as applicable. QIB Bidders and Non-Institutional Bidders are not allowed to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders can revise their Bids during the Bid/Issue Period and withdraw their Bids until Bid/Issue Closing Date
Self Certified Syndicate Bank(s) or SCSB(s)	Banks registered with SEBI, offering services in relation to ASBA, a list of which is available on the website of SEBI at http://www.sebi.gov.in/ and at such other websites as may be prescribed by SEBI from time to time
Share Escrow Agent	Escrow agent appointed pursuant to the Share Escrow Agreement, namely, [●]
Share Escrow Agreement	The agreement to be entered into amongst the Company, the Promoter Selling Shareholders, and the Share Escrow Agent in connection with the transfer of Equity Shares under the Offer for Sale by Promoter Selling Shareholders and credit of such Equity Shares to the demat account of the Allottees
Specified Locations	Bidding Centers where the Syndicate shall accept ASBA Forms from Bidders
Statutory Newspapers	All editions of the English national daily Newspaper Financial Express, all editions of the Hindi national daily newspaper Jansatta and the Alappuzha edition of the Malayalam newspaper, Deshabhimani (Malayalam being the regional language of Kerala where our registered office is located)
Stock Exchanges	BSE Limited and National Stock Exchange of India Limited
Sub Syndicate	The sub-syndicate members, if any, appointed by the BRLMs and the Syndicate Members, to collect ASBA Forms and Revisions Form(s)
Syndicate Agreement	The agreement to be entered into amongst the BRLMs, the Syndicate Members, our Company, the Promoter Selling Shareholders and Registrar to the Issue in relation to collection of Bid cum Application Forms by the Syndicate
Syndicate	BRLMs and the Syndicate Members
Syndicate Bidding Centers	Syndicate and Sub Syndicate centers established for acceptance of the Bid cum Application Form and Revision Forms
Syndicate Member	Intermediaries registered with SEBI who is permitted to carry out activities as an underwriter, namely, [●]
Underwriters	[●]
Underwriting Agreement	The agreement amongst the Underwriters, our Company, and the Promoter Selling Shareholders to be entered into on or after the Pricing Date and prior to filling of Prospectus
Working Day	All days other than second and fourth Saturday of the month, Sunday or a public holiday, on which commercial banks in Mumbai are open for business; provided however, with reference to (a) announcement of Price Band; and (b) Bid/Issue Period, shall mean all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business; and with reference to the time period between the Bid/ Issue Closing Date and the listing of the Equity Shares on the Stock Exchanges, shall mean all trading days of Stock Exchanges, excluding Sundays and bank holidays, as per the SEBI Circular SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016

Technical Terms

Term	Description
ASC	Aquaculture Stewardship Council
AUC	Area under Cultivation
BAP	Best Aquaculture Practices
BIS	Bureau of Indian Standards
Bps	Basis Points
BR	Base Rate
BRC Food Grade	British Retail Consortium Food Grade
CAA	Coastal Aquaculture Authority
GOAL	Global Aquaculture Alliance
HACCP	Hazard Analysis and Critical Control Point
IQF	Individual Quick Freezing
MEIS	Merchandise Exports from India Scheme
MPEDA	Marine Products Exports Development Authority
MTPA	Metric Tonnes Per Annum
NFDB	National Fisheries Department Board
Pacific White Shrimp	A decapod crustacean (<i>L. vannamei</i>)
PE	Poly Ethylene
Persistence Report	Aquaculture Market- Forecast, Trend Analysis and Competition – Global Outlook 2018 to 2025 dated May 31, 2018 issued by Persistence
Persistence	Persistence Market Research Private Limited
PH Level	Potential of Hydrogen Level
VAP	Value Added Products
US FDA	United States Food and Drug Administration

Conventional and General Terms or Abbreviations

Term	Description
A/c	Account
AGM	Annual General Meeting
AIF	Alternative Investment Fund as defined in and registered with SEBI under the Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012
AS / Accounting Standards	Accounting Standards issued by the Institute of Chartered Accountants of India
BTI Regulations	Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994.
BSE	BSE Limited
CAGR	Compounded Annual Growth Rate (as a %) : $(\text{End Year} / \text{Base Year})^{(1 / \text{No. of years between Base year and End year})} - 1$ [^ denotes 'raised to']
CDSL	Central Depository Services (India) Limited
CIN	Corporate Identity Number
Category I Foreign Portfolio Investors/Category I FPIs	FPIs who are registered with SEBI as “Category I foreign portfolio investors” under the SEBI FPI Regulations.
Category II Foreign Portfolio Investors / Category II FPIs	FPIs who are registered with SEBI as “Category II foreign portfolio investors” under the SEBI FPI Regulations.
Category III Foreign Portfolio Investors/Category III FPIs	FPIs who are registered as “Category III foreign portfolio investors” under the SEBI FPI Regulations.
Companies Act	Companies Act, 1956 and Companies Act, 2013, as applicable
Companies Act, 1956	Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon notification of the sections of the Companies

Term	Description
	Act, 2013) along with the relevant rules made thereunder
Companies Act, 2013	Companies Act, 2013, to the extent in force pursuant to the notification of sections of the Companies Act, 2013, along with the relevant rules made thereunder
Contract Labour Act	Contract Labour (Regulation and Abolition) Act, 1970
Client ID	Client identification number of the Bidders beneficiary account
CSR	Corporate Social Responsibility
Depositories	NSDL and CDSL
Depositories Act	The Depositories Act, 1996
DIN	Director Identification Number
DIPP	Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India
DP ID	Depository Participant Identification
DP / Depository Participant	Depository Participant as defined under the Depositories Act
EU	European Union
EURO	Currency of European Union
EBITDA	Earnings before interest, taxes, depreciation and amortisation
EGM	Extraordinary General Meeting
EPS	Earnings Per Share
Equity Listing Agreement	Listing Agreement to be entered into by our Company with the Stock Exchanges
FDI	Foreign Direct Investment
FEMA	Foreign Exchange Management Act, 1999, read with rules and regulations there under
FII(s)	Foreign institutional investors as defined under the SEBI FPI Regulations
FPI(s)	Foreign portfolio investors as defined under the SEBI FPI Regulations
FIPB	Foreign Investment Promotion Board
FVCI	Foreign venture capital investors as defined and registered under the SEBI FVCI Regulations
Financial Year / Fiscal / FY	Unless stated otherwise, the period of 12 months ending March 31 of that particular year
GAAR	General Anti Avoidance Rules
GDP	Gross Domestic Product
GoI or Government or Central Government	Government of India
GST	Goods and Services Tax
HUF	Hindu Undivided Family
ICAI	The Institute of Chartered Accountants of India
IFRS	International Financial Reporting Standards
ISO	International Organization of Standardization
IT Act	The Income Tax Act, 1961
Ind AS	Indian Accounting Standards notified under the Companies (Indian Accounting Standards) Rules, 2015
India	Republic of India
Indian GAAP	Generally Accepted Accounting Principles in India
IPO	Initial public offering
IST	Indian Standard Time
IT	Information Technology
JPY	Japanese Yen
KVA	Kilo Volt X Amps
LIBOR	London Inter Bank Offered Rate
LLP Act	Limited Liability Partnership Act, 2008
MICR	Magnetic Ink Character Recognition

Term	Description
Mutual Fund (s)	Mutual Fund (s) means mutual funds registered under the SEBI (Mutual Funds) Regulations, 1996
NAV	Net Asset Value
NECS	National Electronic Clearing Services
NEFT	National Electronic Fund Transfer
NRI	Person resident outside India, who is a citizen of India or a person of Indian origin, and shall have the meaning ascribed to such term in the Foreign Exchange Management (Deposit) Regulations, 2000
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
OCB/Overseas Corporate Body	Company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA. OCBs are not allowed to invest in the Issue
p.a.	Per annum
P/E Ratio	Price/earnings ratio
PAN	Permanent account number
PAT	Profit after tax
PLR	Prime lending rate
RBI	The Reserve Bank of India
RoNW	Return on Net Worth
₹/ Rs./Rupees/INR	Indian Rupees
RTGS	Real Time Gross Settlement
SCRA	Securities Contracts (Regulation) Act, 1956
SCR	Securities Contracts (Regulation) Rules, 1957
SEBI	The Securities and Exchange Board of India constituted under the Securities and Exchange Board of India Act, 1992
SEBI Act	Securities and Exchange Board of India Act, 1992
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, as amended
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000 as amended
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended
SEBI Takeover Regulations /Takeover Regulations	Securities and Exchange Board of India (Acquisition of Shares and Takeovers) Regulations, 2011, as amended
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 as repealed pursuant to the SEBI AIF Regulations
State Government	The government of a state in India
STT	Securities Transaction Tax
U.S. / U.S.A / USA / United States	United States of America
USD / US\$	United States Dollars
U.S. Securities Act	U.S. Securities Act of 1933, as amended
VCFs	Venture Capital Funds as defined in and registered with SEBI under the SEBI VCF Regulations
Wilful Defaulter(s)	Wilful defaulter as defined under Regulation 2(zn) of the SEBI Regulations

PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

Certain Conventions

All references in this Draft Red Herring Prospectus to “India” are to the Republic of India and all references to the “USA”, “US” and “United States” are to the United States of America.

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

Financial Data

Unless stated otherwise, the financial information in this Draft Red Herring Prospectus is derived from our Restated Financial Statements. The Restated Financial Statements included in this Draft Red Herring Prospectus are as at and for the Fiscals ended March 31, 2018, March 31, 2017, March 31, 2016, March 31, 2015 and March 31, 2014 and have been prepared in accordance with the Companies Act, Ind AS and have been restated in accordance with the SEBI ICDR Regulations and the guidance notes issued by ICAI. For further information, see “*Financial Information*” on page 203.

In this Draft Red Herring Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off. All figures in decimals have been rounded off to the second decimal and all percentage figures have been rounded off to two decimal places.

Our Company’s financial year commences on April 1 and ends on March 31 of the next year. Accordingly, all references to a particular financial year, unless stated otherwise, are to the 12 month period ended on March 31 of that year. Unless stated otherwise, or the context requires otherwise, all references to a “year” in this Draft Red Herring Prospectus are to a calendar year.

There are significant differences between Ind AS, U.S. GAAP and IFRS. Our Company does not provide reconciliation of its financial information to IFRS or U.S. GAAP. Our Company has not attempted to explain those differences or quantify their impact on the financial data included in this Draft Red Herring Prospectus and it is urged that you consult your own advisors regarding such differences and their impact on our financial data. Accordingly, the degree to which the financial information included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader’s level of familiarity with Indian accounting policies and practices, the Companies Act, the Ind AS and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian accounting policies and practices on the financial disclosures presented in this Draft Red Herring Prospectus should accordingly be limited.

Unless the context otherwise indicates, any percentage amounts, as set forth in “*Risk Factors*”, “*Our Business*” and “*Management’s Discussion and Analysis of Financial Conditional and Results of Operations*” on pages 17, 142 and 296 respectively, and elsewhere in this Draft Red Herring Prospectus have been calculated on the basis of our Restated Financial Statements.

Currency and Units of Presentation

All references to:

- “Rupees” or “₹” or “INR” or “Rs.” are to the Indian Rupee, the official currency of the Republic of India;
- “USD” or “US\$” are to United States Dollar, the official currency of the United States; “JPY” or “JP¥” or “¥” or “Yen” are to Japanese Yen, the official currency of Japan; and
- “Euro” or “€” are to Euro, the official currency of the Eurozone (the monetary union of the European Union).

Our Company has presented certain numerical information in this Draft Red Herring Prospectus in “million” units. One million represents 1,000,000 and one billion represents 1,000,000,000.

Exchange Rates

This Draft Red Herring Prospectus contains conversions of certain other currency amounts into Indian Rupees that have been presented solely to comply with the SEBI ICDR Regulations and for the convenience of potential investors. With respect to presentation of such financial information in Indian Rupees, the conversion rates from certain foreign currencies into Indian Rupees have been calculated on the basis of the rates applicable as of the end of the relevant financial period, as specified in the table below. These conversions should not be construed as a representation that these currency amounts could have been, or can be converted into Indian Rupees, at any particular rate or at all.

The following table sets forth, for the periods indicated, information with respect to the exchange rate between the Rupee and the respective foreign currencies:

(Amount in ₹, unless otherwise specified)

Currency	As on March 31, 2018	As on March 31, 2017	As on March 31, 2016	As at March 31, 2015	As at March 31, 2014
1 USD	65.04**	64.84	66.33	62.59	60.10*
1 Euro	80.62	69.25	71.62	67.51	82.58

Source: www.rbi.gov.in

*Exchange rate as on March 28, 2014, as RBI reference rate is not available for March 31, 2014, March 30, 2014 and March 29, 2014 being a public holiday, a Sunday and a Saturday, respectively.

** Exchange rate as on March 28, 2018, as RBI reference rate is not available for March 31, 2018, March 30, 2018 and March 29, 2018 being a Saturday and public holidays, respectively.

Please note that the above exchange rates have been provided for indicative purposes only and the amounts reflected in our Restated Financial Statements may not have been converted using any of the above mentioned exchange rates.

Industry and Market Data

Unless stated otherwise, industry and market data used in this Draft Red Herring Prospectus has been obtained or derived from Persistence Report as well as from various government, industry publications and sources.

Industry publications generally state that the information contained in such publications has been obtained from publicly available documents from various sources believed to be reliable but their accuracy and completeness are not guaranteed and their reliability cannot be assured. Although we believe the industry and market data used in this Draft Red Herring Prospectus is reliable, it has not been independently verified by us or the BRLMs or any of its affiliates or advisors. The data used in these sources may have been reclassified by us for the purposes of presentation. Data from these sources may also not be comparable.

The extent to which the market and industry data used in this Draft Red Herring Prospectus is meaningful depends on the reader's familiarity with and understanding of the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which the business of our Company is conducted, and methodologies and assumptions may vary widely among different industry sources. Accordingly, investment decisions should not be based solely on such information.

For details of risks in relation to the industry report, see "Risk Factors" Our Company has commissioned an industry report from Persistence Market Research and is relying on the market study of the industry", as prepared by Persistence Market Research. Any wrong or misleading information may lead to queries from regulators and shareholders" which have been used for industry related data in this Draft Red Herring Prospectus and such data has neither been independently verified by us nor BRLMs" on page 29 of this DRHP.

In accordance with the SEBI ICDR Regulations, "Basis for Issue Price" on page 94 of this DRHP includes information relating to our peer group companies. Such information has been derived from publicly available sources, and neither we, nor the BRLMs have independently verified such information.

FORWARD-LOOKING STATEMENTS

This Draft Red Herring Prospectus contains certain “forward-looking statements”. These forward-looking statements generally can be identified by words or phrases such as “aim”, “anticipate”, “believe”, “contemplate”, “expect”, “estimate”, “intend”, “future”, “goal”, “likely”, “objective”, “plan”, “project”, “seek to”, “should”, “will”, “will continue”, “will pursue” or other words or phrases of similar import. Similarly, statements that describe our Company’s strategies, objectives, plans, prospects or goals are also forward-looking statements.

These forward-looking statements, whether made by us or a third party, are based on our current plans, estimates and expectations and actual results may differ materially from those suggested by such forward-looking statements. All forward-looking statements are subject to risks, uncertainties and assumptions about our Company that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement.

Actual results may differ materially from those suggested by the forward-looking statements due to risks or uncertainties. Important factors that could cause actual results to differ materially from our Company’s expectations include, but are not limited to, the following:

- our dependence on our processing facilities, and the risks associated with our operations;
- The environmentally sensitive industry in which we operate is subject to biosecurity risks at shrimp farms, our shrimp hatchery, our processing and other facilities and during the transportation of raw and processed shrimp products;
- Any inability to maintain our longstanding relationship with our customers or reduction in their demand for our products.
- Competition in our business segment from other competitors located both in India and globally;
- the import policies of the countries to which we export our products;
- our ability to obtain, maintain or renew the statutory and regulatory licenses, permits and approvals required for our business and operations;
- Exchange rate fluctuations and exchange controls and policies;
- our ability to accurately forecast the demand for our products, and manage our inventory;
- the general, political, social and economic conditions in the countries to which we export our products; and
- the improper handling, processing or storage of raw materials or products, or spoilage of and damage to such raw materials and products, or any real or perceived contamination in our products.

For further discussion of factors that could cause our actual results to differ from the expectations, see “*Risk Factors*”, *Our Business* “and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” on pages 17, 142 and 296 respectively. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated and are not a guarantee of future performance.

Although we believe that the assumptions on which such statements are based are reasonable, we cannot assure Bidders that the expectations reflected in these forward looking statements will prove to be correct. Given these uncertainties, Bidders are cautioned not to place undue reliance on such forward looking statements and not to regard such statements as a guarantee of future performance.

Forward-looking statements reflect the current views of our Company as of the date of this Draft Red Herring Prospectus and are not a guarantee of future performance. These statements are based on our management’s beliefs and assumptions, which in turn are based on currently available information. Although we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect.

None of our Company, our Directors, the Promoter Selling Shareholders, any of the Syndicate or any of their respective affiliates has any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with SEBI requirements, our Company shall ensure that Bidders in India are informed of material developments from the date of the Red Herring Prospectus until the time of the grant of listing and trading permission by the Stock Exchanges for this Issue. The Promoter Selling Shareholders will ensure that our Company and the BRLMs are informed of material developments in relation to the Equity Shares offered by each of them in the Issue in addition to the statements and undertakings confirmed by each of them until such time as the grant of listing and trading permissions by the Stock Exchanges.

SECTION II – RISK FACTORS

This section describes the risks that we currently believe may materially affect our business and operations. Any investment in equity shares involves a high degree of risk. You should carefully consider all the information in this Draft Red Herring Prospectus, including the risks, uncertainties and challenges described below, before making an investment in our Equity Shares. To obtain a complete understanding, you should read this section together with “Our Business”, “Industry Overview” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on pages 142 100 and 296, respectively, as well as the other financial and statistical information contained in this Draft Red Herring Prospectus.

If any or a combination of the following risks, or other risks and uncertainties that are not currently known or are now deemed immaterial, actually materialize, our business, financial condition, cash flows, results of operations and prospects may suffer, the trading price of our Equity Shares may decline or fall significantly, and all or part of your investment in our Equity Shares may be lost. The risks and uncertainties described in this section are not the only risks that we currently face. Additional risks and uncertainties not known to us or that we currently believe to be immaterial may also have an adverse effect on our business, results of operations, financial condition and cash flows.

The risks described below are not the only ones relevant to us or the Equity Shares. Additional risks that may be unknown to us and some risks that we do not currently believe to be material could subsequently turn out to be material. Investors should consult tax, financial and legal advisors about the particular consequences of an investment in the Issue.

This Draft Red Herring Prospectus contains forward-looking statements that involve risks and uncertainties. Our actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Draft Red Herring Prospectus. See “Forward-Looking Statements” on page 15.

Unless specified or quantified in the relevant risks factors below, we are not in a position to quantify the financial or other implication of any of the risks described in this section. Unless otherwise stated, the financial information used in this section is derived from our Restated Financial Statements.

INTERNAL RISK FACTORS:

- 1. Our Company generates significant portion of revenues through export of processed products to United States. Any adverse developments, change in customer preference or changes in government policies in United States may have material adverse effect on our business, financial condition and results of operations.***

Our Company generates most of its revenues through export of processed products to customers located in United States. The revenue derived from United States was 65.80%, 70.45% and 62.87% of our revenue from operations for the Financial Year 2018, Financial Year 2017 and Financial Year 2016 respectively. Any adverse change in demand for our products, sea food consumption patterns, change in customer preferences, international prices, government regulations including drastic increase in the levy of anti-dumping duties on our products, and other social, economic, political and environmental developments in United States region may have material adverse affect our business, financial condition and results of operations.

- 2. There are outstanding legal proceedings against our Company and Madhukrishna Ganta, our Promoter and Whole-time Director which may adversely affect our business, financial condition and results of operations.***

There are outstanding legal proceedings against our Company and Madhukrishna Ganta, our Promoter and Whole-time Director. These proceedings are pending at different levels of adjudication before various courts, tribunals, enquiry officers and appellate tribunals.

A summary of the outstanding legal proceedings against our Company, our Directors and Promoters as disclosed in this Draft Red Herring Prospectus, have been set out below:

(i) ***Litigation against our Company***

Sl.No.	Nature of Litigation	Number of outstanding cases	Amount (₹ In millions)
1	Civil Proceedings	1	<i>Not Quantifiable</i>
2	Tax Matters	1	0.37

(ii) ***Litigation against the Promoters and Directors***

Sl.No.	Nature of Litigation	Number of outstanding cases	Amount (₹ In millions)
1	Criminal	1	<i>Not Quantifiable</i>

For further details regarding legal proceedings involving our Company, Promoters and Directors, see “*Outstanding Litigations and Material Developments*” beginning on page 318 of this DRHP.

There can be no assurance that these proceedings will not be determined against us and the Promoter or the Directors. Decisions in any such proceedings that are adverse to our interests and our failure to successfully defend claims may have a material, adverse effect on our business, future financial conditions. Such proceedings could divert management time and attention, and consume financial resources in their defence.

3. ***Any shortfall in the supply of our raw materials or an increase in raw material costs for aqua culture and/or capture fishery products or other input costs may adversely impact the pricing and supply of our products thereby adversely affecting our business.***

Raw materials are subject to supply disruptions and price volatility caused by various factors such as the quality and availability, consumer demand, changes in government programs, environmental hazards and regulatory sanctions. A substantial portion of our raw materials are purchased from third party farmers and are beyond our quality control measures. Our suppliers may be unable to provide us with a sufficient quantity of our raw materials at a suitable price for various reasons such as supply constraints or due to poor quality of raw materials, etc. The prices and supply of raw materials are dependent on various factors, which are not in our control such as general economic conditions, competition, production levels, quality adherence, transportation costs and import duties. On account of overall inflationary situation the cost of farming could go up significantly and may impact raw material prices. Any increase in raw material prices may affect our procurement of raw materials and will result in corresponding increases in our production costs, while the increase in the selling price of the finished products may not be proportionate to the increase in raw material prices. Such change in pricing may adversely affect our sales, cash flow and our overall profitability.

Our Company’s cost of raw material consumed constituted 79.52%, 82.63% and 85.17% of our revenue from operations in Financial Year 2018, Financial Year 2017 and Financial Year 2016, respectively. If we are unable to manage these costs or to increase the prices of our products to offset these increased costs, our margins, cash flows and our profitability may be adversely affected.

The absence of long-term supply contracts at fixed prices exposes us to volatility in the prices of our raw materials, which we may be unable to pass onto our customers. We also face a risk that one or more of our existing suppliers may discontinue their supplies to us, and any inability on our part to procure raw materials from alternate suppliers in a timely manner, or on commercially acceptable terms, may adversely affect our operations. If, for any reason, our major raw material suppliers should curtail or discontinue the delivery of such raw materials to us in the quantities that we need, or on commercially acceptable terms, our processing schedules could be disrupted, and our business, revenues and results of operations could be adversely affected.

- 4. *We do not have long term contractual arrangements with our customers. Any failure to fulfill the requirements of our international customers or a reduction in their demand for our products could adversely affect our business, results of operations, financial condition and cash flows.***

Our customers typically do not enter into any long-term supply agreements with us. We deliver our aquaculture and capture fishery products to our customers based on purchase orders raised by them from time to time depending on their requirements. There can be no assurance that our significant customers in the past will continue to place similar orders with us in the future. A significant decrease in business from any such key customer, whether due to circumstances specific to such customer or adverse market conditions affecting the seafood industry or the economic environment generally, may materially and adversely affect our business, results of operations and financial condition.

- 5. *We are subject to risks arising from foreign exchange rate fluctuations, which could adversely affect our financial condition and results of operations.***

Our business is focused on exports to customers in international markets and significant portion of our revenues from operations in particular are earned through customers based out of the United States. The exchange rate between the Indian Rupee and the US Dollar and other foreign currencies have changed considerably in recent years and may further fluctuate in the future. Such fluctuations in currency exchange rates may impact our results of operations. We may, therefore, be exposed to risks arising from exchange rate fluctuations, and, we may not be able to pass on all losses on account of foreign currency fluctuations to our customers. There is no guarantee that we may be able to manage our foreign currency risk effectively or mitigate exchange exposures, at all times and our inability may adversely affect our results of operations.

- 6. *We intend to utilize a portion of the Net Proceeds in the form of capital expenditure for setting up a processing facility, pre processing facility, hatchery and a captive solar power generation unit. We are yet to commence the civil work for the building, place orders for plant and machinery and apply for requisite government approvals for the proposed processing facility, pre processing facility, hatchery and a captive solar power unit. Any delay in adhering to the schedule of implementation could have an adverse effect on our business growth and prospects and results of operations.***

We intend to utilize a portion of the Net Proceeds in the form of capital expenditure for setting up a processing facility, pre processing facility, hatchery and a captive solar power generation unit. We are yet to commence the civil work for the building, place orders for plant and machinery and apply for requisite government approvals for the proposed processing facility, pre processing facility, hatchery and a captive solar power unit. Moreover, while we have entered into agreements for sale in respect of the properties on which the pre processing facility and hatchery are proposed to be constructed, there can be no assurance that we will be able to acquire such properties in a timely manner or at all. We are also yet to apply for, and obtain, the requisite government and other approvals in respect of the foregoing.

Further, we have not entered into any definitive agreements to utilize the net proceeds of the Issue and have relied on the quotations received from third parties for estimation of some of the cost. While we have obtained the quotations from various vendors in relation to the plant and machinery, most of these quotations are valid for a certain period of time and may be subject to revisions when we actually place the orders. We cannot assure that we will be able to procure the plant and machinery within the cost indicated by such quotations and set up a manufacturing facility as per our schedule of implementation. Any cost overrun due to our failure to undertake the civil work for the building and purchase plant and machinery within our budget could adversely impact our financial condition and also delay our growth prospects.

For details, see “Objects of the Issue” at page 80 of this Draft Red Herring Prospectus.

- 7. *We operate in a competitive business environment. Competition from existing players as well as new entrants and consequent pricing could have a material adverse effect on our business growth, prospects, financial condition and results of operations.***

The frozen seafood industry is highly competitive. We compete with several domestic and international seafood processors, primarily in Asian countries such as Indonesia, Vietnam, Ecuador and Thailand. We also face competition from several players in the unorganized sector. We expect that competition will continue to intensify both through the entry of new players and consolidation of existing players. Our competitors may succeed in developing products that are more popular or cheaper than any that we may develop, which may render our products uncompetitive and adversely affect our business and financial

results. Some of our competitors may have greater financial resources, better distribution network, technical and marketing resources and generate greater revenues, and therefore may be able to respond better to market changes than we can.

Further, our customers and end-retailers also operate within a highly competitive industry, where they are constantly required to adapt to factors such as changing consumer preferences, consolidation and the entry of new regional and local players, and constantly exert downward pricing pressure. We may be adversely affected in case our customers are unable to effectively respond to any factors that adversely impact the competitive landscape of their industry.

We believe that our ability to compete depends on a number of factors beyond our control, including the ability of our competitors to attract, train, motivate and retain skilled employees, the price at which our competitors offer comparable products and the extent of our competitor's responsiveness to customer needs. Our inability to adequately address competitive pressures may have a material adverse effect on our business, prospects, financial condition and results of operations.

8. *We are dependent on the timely delivery of our raw materials from our farms to our processing facilities due to their perishable nature. Further, we are also bound to supply our finished goods to our customers as per the agreed delivery schedules.*

We rely on transportation services in Andhra Pradesh and Kerala for movement of our raw material from farms and harbours to our pre-processing facilities as well as finished goods to various delivery centres, client places and port. We rely on transportation services through our owned Refrigerated and insulated trucks for timely delivery of our products to our customers. We also rely on third party logistics to provide transportation services. Disruptions of transportation services because of weather related problems, strikes, lock-outs, inadequacies in road transportation or other events could impair our procurement of raw materials and supply of the end products to our customers, to the extent that our losses are not covered by insurance. We cannot assure you that the insurance coverage is adequate or that our insurers in the event of a product liability claim will adequately compensate losses. A major part of our business is also dependent on booking a proper cargo shipment to ensure that the final packaged product is duly exported to our end customers at various international locations on a timely basis. Any delay or contingencies faced in booking such cargo and shipment may affect our sales and business.

9. *Our Company deals in diverse products in the aquaculture and capture fishery segment due to which our revenue mix may change and will be driven by the prices and demand of different product categories. Variations in demand and prices in any product category may have a material adverse effect on our business, financial condition and results of operations.*

We are a diversified seafood company engaged in the business of processing and exporting aquaculture shrimps and capture fishery products with about two decades of operating history. Our diverse product range comprises of farm-cultivated *Litopenaeus Vannamei* shrimp (L.Vannamei) and varied capture fishery products such as squids, wild shrimps, octopus, cuttlefish and wide variety of fishes. Our revenue is a mix of sales being derived from each product category. The prices are different for each product category and are driven by international demand – supply scenario, consumer preferences, quality of products, economic conditions, etc. The price determinant factor for each product varies and trends in the international market may differ from product to product. The procurement dynamics are different for all product categories and hence finished goods pricing is also dependent on availability of product as well as quality of raw material.

Our Company earned total income of ₹ 6,984.27 million, ₹ 4,079.71 million and ₹ 2,055.27 million revenues in Financial Year 2018, Financial Year 2017 and Financial Year 2016, respectively. Our Company's total revenue from aquaculture products were ₹ 1,306.93 million, ₹ 3,167.97 million and ₹ 5,004.44 million in Financial Year 2016, Financial Year 2017 and Financial Year 2018 respectively, growing at a CAGR of 95.68% from Financial Year 2016 and Financial Year 2018 and the total revenue from capture fishery products were ₹ 624.49 million, ₹ 603.50 million, ₹ 782.44 million in Financial Year 2016, Financial Year 2017 and Financial Year 2018 respectively, growing at a CAGR of 11.93% from Financial Year 2016 and Financial Year 2018. Any change in the product mix may change the percentage of revenues from respective product category and may have an impact on our cash flow as well as our overall profitability.

10. *Our business requires us to obtain and renew certain registrations; licenses and permits from government and regulatory authorities and the failure to obtain and renew them in a timely manner may adversely affect our business operations.*

Our business operations require us to obtain various statutory and regulatory permits and approvals under central, state and local government rules in India. Renewal of certain approvals, licenses, registration and permits from time to time, some of which may expire and for which we may have to make an application for obtaining the approval or its renewal.

The approvals required by us are subject to numerous conditions and we cannot assure you that these would not be suspended or revoked in the event of non-compliance or alleged non-compliance with any terms or conditions thereof, or pursuant to any regulatory action. If there is any failure by us to comply with the applicable regulations or if the regulations governing our business are amended, we may incur increased costs, be subject to penalties, have our approvals and permits revoked or suffer a disruption in our operations, any of which could adversely affect our business.

For more information about the licenses required in our business, refer section "Government and other statutory approvals" appearing on page no 323 of this DRHP.

11. *Our processing facilities and procurement operations are concentrated in Andhra Pradesh, Kerala, Karnataka and Tamil Nadu region and any adverse developments affecting these regions could have an adverse effect on our business, results of operations and financial condition.*

Our processing facility is located at Aroor, Kerala and Gudur, Andhra Pradesh and our procurement of raw materials for aquaculture processing and capture fishery processing are mainly concentrated in Andhra Pradesh, Kerala, Karnataka and Tamil Nadu region. Since our entire infrastructure, facilities and business operations are currently concentrated in these region, any significant social, political or economic disruption, or natural calamities or civil disruptions, or changes in the policies of the state or local governments of these regions or the Government of India, could require us to, change our business structure or strategy and/or to incur significant capital expenditure, which could have an adverse effect on our business, results of operations and financial condition.

12. *The supply of processed products to our customers may be subject to seasonal factors.*

The supply of raw materials related to our aquaculture and capture fishery products may be subject to variety of seasonal factors. Pacific White Shrimp (*L. vannamei*) generally grow rapidly in moderate to warm weather, and extreme cold weather conditions could lead to lower than expected production. Similarly, the capture fishery may also get affected with change in weather and sea conditions. We currently procure our raw materials for shrimp processing from farms located in Andhra Pradesh and capture fishery mainly from Karnataka, Kerala and Tamil Nadu. While we believe that we have been able to overcome the seasonality that typically impacts the supply of raw shrimp and capture fishery as we mainly procure such raw materials from areas that are generally warm throughout the year, there can be no assurance that such areas may not be impacted by adverse weather conditions in the future. In case any of the areas from where we procure a significant portion of our raw materials is affected by adverse weather conditions, our processing operations may be impacted, which may have an adverse effect on our business, results of operations and financial performance.

13. *If we are unable to introduce new products and respond to changing consumer preferences in a timely and effective manner, the demand for our products may decline, which may have an adverse effect on our business, results of operations and financial condition.*

The success of our business depends upon our corporate customers' ability to cater to the demands of their end consumers, which in turn depends on their ability to anticipate and identify changes in consumer preferences and offer such products. We work closely with our customers for our products to understand their requirements and to distinguish ourselves from our competitors to enable us to introduce new products and different variants of our existing products, based on consumer preferences and demand. Although we seek to identify such trends and introduce new products, we cannot assure you that our products would gain consumer acceptance or that we will be able to successfully compete in such new product segments. For example, in our shrimp production and processing business, the demand for shrimp may decline if we fail to respond to changing consumer preferences, especially given that customers from different countries have different preferences as to the type of shrimp they require. This will in turn result in substantial demands on our management, operational and financial resources, and our growth will require us to continuously invest in our operations and improve our operational, financial and internal controls, employee costs, newer units in newer locations, expansion of existing units and administrative infrastructure.

The development and commercialization process of a new product would require us to spend considerable time and money. Consequently, any failure on our part to successfully introduce new products and processes may have an adverse effect on our business, results of operations results and financial condition.

14. *Our inability to manage our growth may disrupt our business and reduce our profitability.*

As per the Restated Consolidated Financial Statements, the Company's total income have grown from ₹ 2,055.27 million in Financial Year 2016 to ₹ 6,984.27 million in Financial Year 2018, at a CAGR of 84.34%. As part of our growth strategy to meet customer needs, we are committed to diversify our product offerings, customer base and geographic footprint. This will in turn result in substantial demands from our management, operational, and financial resources. Our future prospects will depend on our ability to grow our business and operations, which could be affected by various factors, including our ability to introduce new products and maintain the quality of our products, general political and economic conditions in India and other countries, including the United States where we have substantial operations, government policies or strategies in respect of specific industries, prevailing interest rates, price of equipment and raw materials, energy supply and currency exchange rates. Since, our revenues are dependent on our exports to international customers and to the extent we are unable to effectively manage our global operations and risks, we may be not able to maintain our revenues and profitability

15. *Under-utilization of our processing capacities and an inability to effectively utilize our proposed processing capacities could have an adverse effect on our business, prospects and future financial performance.*

The success of any capacity expansion and expected return on investment on capital expenditure is subject to, among other factors, the ability to procure requisite regulatory approvals in a timely manner; recruit and ensure satisfactory performance of personnel to further grow our business; and the ability to absorb additional infrastructure costs and develop new expertise. Our capacity utilization is also affected by the product requirements of and procurement practice followed by, our customers. We intend to utilize a portion of net proceed for the expansion of our processing capacities. In case of oversupply in the industry or lack of demand we may not be able to utilise our expanded capacity efficiently. Underutilization of our processing capacities over extended periods, or significant underutilization in the short term, or an inability to fully realize the benefits of our recently implemented capacity expansion, could materially and adversely impact our business, growth prospects and future financial performance

16. *We are subject to strict quality requirements; inspections and delivery schedules from our customers and any failure to comply with these requirements may lead to cancellation of existing and future orders, which could negatively impact our reputation, and results of operations.*

Given the nature of our products and the sector in which we operate, our customers have high standards for product quality and delivery schedules. We are subject to strict quality requirements; inspections and delivery schedules from our customers and any failure to comply with quality standards as per our customers' requirements could result in cancellation or non- receipt of repeat orders that may have an adverse impact on our business, financial condition, results of operations and prospects.

Our quality-control procedures may fail to test for all possible conditions of use or identify all defects in the product. Any such defects could require us to undertake service actions or product recalls. Any negative publicity regarding our Company, or products could adversely affect our reputation, our operations and our results from operations.

17. *We currently benefit from subsidies in the state of Andhra Pradesh and avail benefits under export promotion schemes and any failure in meeting the obligations under the schemes could have a material adverse effect on our business, financial condition and results of operations.*

The state of Andhra Pradesh has favorable policies to aid the growth and development of the aquaculture industry and gives subsidies for setting up processing units and aquaculture farms in Andhra Pradesh. Further, the state provides interest subventions for loans taken to set up processing units or feed manufacturing units, and gives provisions for tax holidays. Further, we currently avail benefits under certain export promotion schemes. In accordance with the licensing requirements under the Export Promotion Capital Goods ("EPCG") scheme, we are required to export goods of a fixed amount, failing which, we may have to pay the Government of India a sum equivalent to the duty benefit enjoyed by us under the scheme together with interest. As of March 31, 2018, our pending export obligations against the EPCG license were ₹ 15.69 million.

Any reduction or withdrawal of benefits or any inability to meet the conditions prescribed under any of the schemes could have a material adverse effect on our business, financial condition and results of operations.

18. Any shortage, disruption or non-availability of power may adversely affect our farming, pre processing and processing operations which may have an adverse impact on our business, results of operations and financial condition.

Our facilities and operations require constant power supply as our raw materials and finished products are required to be processed and stored at specified controlled temperatures environments. Temperature control becomes essential in relation to, processing and preservation of our products. . Although we have diesel generators to meet exigencies at our facilities, we cannot assure you that our facilities will be operational during extended power failures. Any major failure in power supply may occur in the future as a result of any natural calamity, technical fault, or other factors beyond our control. Failure to obtain alternate sources of electricity, in a timely fashion, and at an acceptable cost may require us to either stop our operations or undertake activities which may involve additional time and increase our costs thereby having an adverse effect on our business, results of operations and financial condition.

19. Our Company would procure imported plant & machinery for the pre-processing plants and processing facilities. The imported plant & machinery are subject to risk arising from foreign exchange fluctuation.

Our business requires us to import plant and machinery based on lest and available market trends viz, demand, supply, sales, new methods, expansion plans etc. Most of our plants & machineries are imported and have been subject to exchange rates fluctuations. We would, for the on-going expansion and for future projects be importing plant & machinery. The exchange rate between the rupee and other currency is variable and may continue to fluctuate in future and we are subject to such fluctuations, as we have to import our plant and machinery. Our Company has a natural hedge against its payables as its receivables are in foreign currency, however our Company may still be subject to exchange rates fluctuations. Fluctuations in the exchange rate may affect the cost of the project, which may require us to arrange the additional fund for completion of the project. If we are not able to arrange such additional fund in due time, it may result in delay in implementation of our project thereby adversely affecting the profitability and financial results of our Company.

20. We are subject to anti-dumping duty levied on exports of our products by the U.S. Government. Any change in such quantum of duty being levied for export of our products may affect our financial and business operations.

We export a considerable amount of our output to the United States market thus generating considerable amount of our revenue from customers based in United States. The United States government levies anti-dumping duty on export of our products into their country. We cannot guarantee the fluctuation or change in the quantum of anti-dumping duty that may be levied by the United States government in the future. Any imposition, or upward revision in the quantum of, duty for seafood exports to any of the countries to which we export our products or the introduction of any new duties in the future may adversely affect our business results of operations and profitability.

21. The laws of various countries govern our arrangement with our customers and disputes arising from such arrangements may be subject to the exclusive jurisdiction of courts situated in such countries.

Our arrangement with our customers are governed by the laws of the country in which either the customer is incorporated or where the business of the customer is situated and any disputes related to such arrangements may be subject to the exclusive jurisdiction of courts situated in such countries. Lawsuits with respect to such disputes may be instituted in courts situated outside India, and it may become unfeasible for our Company to manage such litigation or obtain enforcement of awards made in such suits. Further, we may also incur significant litigation costs as a result of pursuing dispute resolution mechanisms outside India.

Moreover, we are required to obtain, maintain and renew certain certifications to allow us to continue exporting our products to certain markets. Any failure to maintain the necessary certifications or otherwise comply with the rules, regulations and licensing requirements in these jurisdictions may result in the rejection of, or ban on, some or all of our products by the country to which exports are currently being made. Further, we may also be subject to the imposition of penalties.

22. Our success depends heavily upon our Promoters and Key Managerial Personnel for their continuing services and strategic guidance.

Our success depends highly on our Directors, senior management and other key personnel for setting our strategic business direction and managing the business. Our senior management team and sales team have extensive experience in the seafood industry in India. Philips Thomas, Chairman & Managing Director, has been responsible for the overall performance of our Company, including developing and implementing strategic plans. He has over 2 decades of experience in the seafood business and has contributed significantly to our growth. Our ability to meet continued success and future business challenges depends on our ability to attract, recruit and retain experienced, talented and skilled professionals. Due to the current limited pool of skilled personnel, competition for senior management, commercial and finance professionals in our industry is intense. The loss of the services of our Directors, senior management or other key personnel or our inability to recruit or train a sufficient number of experienced personnel or our inability to manage the attrition levels in different employee categories may have an adverse effect on our business operations, financial results and growth prospects.

23. We have had negative cash flows in recent periods. Our inability to generate and sustain adequate cash flows in the future may adversely affect our business, results of operation and financial condition.

Our Company had negative cash flows in recent periods. Details of the negative cash flow for the last three years on consolidated basis are provided herein below:

(₹ In millions)			
Particulars	Year Ended March 31, 2018	Year Ended March 31, 2017	Year Ended March 31, 2016
Net Cash From Operating Activities	276.93	(260.70)	51.71
Net Cash Used In Investing Activities	(195.31)	(8.10)	(287.01)
Net Cash From Financing Activities	(95.09)	240.50	257.33

We may in the future experience negative operating cash flows. Negative cash flows over extended periods, or significant negative cash flows in the short term, could materially impact our ability to operate our business and implement our growth plans. As a result, our cash flows, business, future financial performance and results of operations could be materially and adversely affected. For further information, see “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on page 296 of this DRHP.

24. Any shortfall in raising/meeting the funding requirements for our “Objects of the Issue” could adversely affect our growth plans, operations and financial performance.

Our Objects of the Issue are determined based on various civil estimates and quotations received from different suppliers. Such estimates and quotations are provided for a certain period of time and may undergo a change after the expiry of such term. We cannot guarantee that the amounts estimated towards our Objects of Issue will not undergo any change during the actual commencement of such Objects. Any failure or delay on our part to mobilize the required resources or any shortfall in the Issue proceeds can affect the overall deployment of funds towards the Objects of the Issue. The delay/shortfall in receiving these proceeds could result in delay in implementing the project and may require us to borrow the funds on unfavourable terms, both of which scenarios may affect the business operation and financial performance of the company.

25. We are subject to counterparty credit risk and any delay in receiving payments or non-receipt of payments may adversely impact our results of operations.

We are subject to credit risk through our trade receivables and other receivables due from our customers in case of delay. By their nature, trade receivables involve risks, including the risk of non-performance by counterparties. Further, the failure of any of our customers to make timely payments could affect our profitability and liquidity and decrease in resources available to us for other uses, including our obligations under the credit facilities granted to us by our lenders. We may also be required to write off trade receivables or increase provisions made against our trade receivable. Any changes in the financial position of our customers that adversely affects their ability to pay and failure of any of our customers to make timely payments may materially and adversely affect our cash flows, business prospects, financial condition and results of operations.

26. *Our management has limited experience in hatchery operations. Any misuse or operational deficiency in the same may affect our business and result in an operational loss.*

Our Company, as a part of the Objects of the Issue, is planning to set up a hatchery for the purpose of enhancement of business and have control over output of shrimps at our farms as well as that of our partner farmers.

Our Company is proposing to set up its first hatchery facility at Rajupalem Village in Prakasham District, Andhra Pradesh. However, our management team has very limited knowledge and experience in operating a hatchery. Though we intend to hire experts to operate and manage operations at the proposed hatchery, we cannot assure that the same will be efficiently operated. Any deficiency in the operation of the hatchery may affect our business and results of operation.

For details regarding the Objects, see “*Objects of the Issue*” starting at page 80 of this DRHP.

27. *We have in the past entered into related party transactions and may continue to do so in the future, which may potentially involve conflicts of interest with the equity shareholders.*

We have entered into various transactions with related parties, including our Promoters in the past and may enter into related party transactions in the future. Such related party transactions may potentially involve conflicts of interest. While we believe that all such transactions have been conducted on an arm’s length basis, we cannot assure you that we might have obtained more favourable terms had such transactions been entered into with unrelated parties. For details on our related party transactions, see “*Related Party Transactions*” on page 201. For details on the interest of our Promoters, Directors and key management personnel of our Company, see “*Our Management – Interest of Directors*”, “*Our Management – Interest of Key Management Personnel*” and “*Our Promoters and Promoter Group*” on pages 188, 190 and 192 respectively. We cannot assure you that such transactions, individually or in the aggregate, will always be in the best interests of our shareholders and will not have an adverse effect on our business, results of operations, cash flows and financial condition.

28. *Our Company avails various credit facilities from banks and as per sanction terms there are certain restrictive covenants imposed on us.*

As on March 31, 2018, our aggregate long-term borrowings from banks and financial institutions were ₹ 155.48 million, while aggregate total short-term borrowings from banks amounted to ₹ 978.76 million. We have entered into certain agreements for our borrowings and some of these agreements require us to maintain certain financial ratios and also impose certain restrictive covenants on us, such as requiring lender consent for, *inter alia*, effecting any changes in capital structure, making material changes to constitutional documents, incurring further indebtedness, creating further encumbrances on or disposing of assets, undertaking a restructuring or declaring dividends. While there have not been any instances of non-compliances in relation to any of our loan agreements or any covenant therein, there can be no assurance that we will be able to comply with these covenants in the future or that we will be able to obtain the consents necessary to take the actions that may be necessary.

Any failure to service our debt, perform any condition or covenant or comply with the restrictive covenants could lead to a termination of one or more of our credit facilities, acceleration of amounts due under such facilities, affect our ability to raise additional funds or renew maturing borrowings to finance our existing working capital requirements and pursue our growth initiatives. We cannot provide any assurance that our business will generate sufficient cash to enable us to service our debt as they become due. The termination of, or declaration or enforcement of default under, any financing agreement may have an adverse effect on our business, results of operations, financial condition, results of operations and prospects.

29. *Any unsecured loans taken by our Company may be recalled at any time.*

The unsecured loan availed by us as on the date of this DRHP may be recalled at any time at the option of the lender. There can be no assurance that the lenders will not recall such borrowings or if we will be able to repay loans advanced to us in a timely manner or at all. In the event that any lender seeks a repayment of any such loan, we would need to find alternative sources of financing, which may not be available on commercially reasonable terms, or at all. As a result, if such unsecured loans are recalled at any time, it may impact our business, results of operations and financial condition.

30. *If we experience insufficient cash flows, there may be an effect on our business operations, financial condition, results and prospects.*

Our operations require a significant amount of working capital. Our working capital requirements have also increased significantly in recent years due to the growth in our business and a greater focus on expanding our global footprint. Our inability to maintain adequate cash flows to enable us to fund our working capital requirements or to service our working capital borrowings, may effect our business operations, financial condition, results and prospects.

Our industry requires considerable working capital for day-to-day operations for procurement of raw materials from third parties, running our operations and also extending credit to our customers. Hence, it is very important that a considerable amount of working capital is required to be deployed for smooth operations and growth. Our inability to meet with our capital requirements may have an effect on our growth prospects, business operations and financial results.

31. *We have certain contingent liabilities, which, if materialise, may adversely affect our financial condition.*

As of March 31, 2018, our contingent liabilities are as set out in the table below:

(₹ in millions)	
Particulars	As on March 31, 2018
Performance guarantee for export of squid re-imported by the Company	2.16
For AAIC to stand surety for the anti dumping duty Customs Bond with US Govt.	38.37
Customs duty saved on import of Capital Goods under EPCG scheme against future Export Obligations	15.69
Demand of Income tax for the assessment year 2014-15 against which petition u/s 154 filed was pending before the Assessing Officer	0.37
Total	56.59

32. *Any disruption in labour industry or strikes by our workforce or implementation of stringent labour laws may affect the production capability and profitability of our Company.*

Our manufacturing activities are labor intensive, and expose us to the risk of various labour related issues. We cannot assure you that we will not be subject to work stoppages, strikes, lockouts or other types of conflicts with our employees or contract workers in the future. Although we have not experienced any interruption to our operations as a result of labour disputes in the recent past, there can be no assurance that we will not experience any such disruption in the future as a result of disputes or disagreements with our work force, which may adversely affect our ability to continue our business operations. Any labour unrest experienced by us could directly or indirectly prevent or hinder our normal operating activities, and, if not resolved in a timely manner, could lead to disruptions in our operations. In the event of any prolonged delay or disruption our business, results of operations and financial condition could be materially and adversely affected.

Our Company is subject to a number of stringent labour laws, which protect the interests of workers, including in relation to dispute resolution, employee retrenchment, pending payments and legislation that imposes financial obligations on employers upon retrenchment. We are also subject to state and local laws and regulations of Andhra Pradesh and Kerala, governing our relationships with our employees, including those relating to minimum wage, bonus, gratuity, overtime, working conditions, recruitment and termination of employment, non-discrimination, work permits and employee benefits.

Further, stringent labour laws will ensure difficulty in maintaining flexible human resource policies, and working environment, which could have an adverse effect on our business, financial condition, results of operations and cash flows.

33. *If more stringent labour laws or other industry standards in India are introduced, our profitability may be adversely affected.*

Our Company is subject to a number of stringent labour laws, which protect the interests of workers, including in relation to dispute resolution, employee retrenchment, pending payments and legislation that imposes financial obligations on employers upon retrenchment. We are also subject to state and local laws and regulations of Andhra Pradesh and Kerala, governing our relationships with our employees, including those relating to minimum wage, bonus, gratuity, overtime, working conditions,

recruitment and termination of employment, non-discrimination, work permits and employee benefits.

Further, stringent labour laws will ensure difficulty in maintaining flexible human resource policies, and working environment, which could have an adverse effect on our business, financial condition, results of operations and cash flows.

34. *Any loss of or shutdown of operations at the processing and pre-processing facilities on any grounds could adversely affect our business or results of operations.*

Our processing facilities are subject to operating risks, such as breakdown or failure of equipment, interruption in power supply or processes, shortage of raw materials, natural disasters, obsolescence, labour disputes, strikes, lockouts, severe weather, industrial accidents, our inability to respond to technological advances as well as emerging industry standards & practices in the industry and the need to comply with the directives of relevant government authorities. The occurrence of any of these risks could significantly affect our operating results, and the loss or shutdown of operations at our pre processing and processing facilities will have a material adverse affect on our business, financial condition and results of operations.

35. *We may not be able to prevent unauthorised use of trademarks obtained / applied for by third parties, which may lead to the dilution of our goodwill.*

We do not enjoy a registered trademark status with respect to our flagship logo and few of our brands. Our Company has filed the application for the said trademarks and the same is currently pending before the trademark authorities in India. Till such time as the authorities grant the registration of the trademark, we cannot guarantee that we will be able to prevent unauthorised use of trademarks obtained / applied for, by third parties. Any unauthorized use of our trademarks, by unrelated third parties may damage our reputation and brand. Preventing trademark infringement, particularly in India, is difficult, costly and time-consuming. The measures we take to protect our trademarks may not be adequate to prevent unauthorized use by third parties, which may affect our brand and in turn adversely affect our business, financial condition, results of operations and prospects.

For further details, see “Government and Other Approvals” on page 323 of this DRHP.

36. *Our Promoters and members of the Promoter Group will continue to jointly retain majority control over our Company after the Issue, which will allow them to determine the outcome of matters submitted to shareholders for approval.*

As of the date of this Draft Red Herring Prospectus, our Promoters and members of Promoter Group hold approximately 96.55% of the equity share capital of our Company. Furthermore, post completion of the Issue, our Promoters and members of the Promoter Group will control directly or indirectly, approximately [●] % of the equity share capital of our Company. Accordingly, our Promoters, together with the members of the Promoter Group, may exercise a significant influence over our business policies affairs and all matters requiring shareholders’ approval, including the composition of our Board, the adoption of amendments to our certificate of incorporation, the approval of mergers, strategic acquisitions or joint ventures or the sales of substantially all of our assets, and the policies for dividends, lending, investments and capital expenditures. This concentration of ownership also may delay, defer or even prevent a change in control of our Company and may make some transactions more difficult or impossible without the support of these stockholders. The interests of the Promoters as our controlling shareholder could conflict with our interests or the interests of its other shareholders. We cannot assure you that the Promoters will act to resolve any conflicts of interest in our favour and any such conflict may adversely affect our ability to execute our business strategy or to operate our business.

37. *Our Promoters, Directors and Key Managerial Personnel may have interests in us other than reimbursement of expenses incurred or normal remuneration or benefits.*

Certain of our Promoters, Directors and key management personnel have interest in our Company, in addition to regular remuneration or benefits and reimbursement of expenses, to the extent of their shareholding in our Company. For instance, pre-processing unit at Chilamanchenu is on land that is leased from a member of the Promoter Group. We cannot assure you that our Promoters will exercise their rights as shareholders to the benefit and best interest of our Company.

For details on the interest of our Promoters and Directors of our Company, other than reimbursement of expenses incurred or normal remuneration or benefits, see “Our Management – Interest of Directors” and “Our Promoters and Promoter Group – Interest of Promoters” on pages 188 and 192, respectively.

38. *Our Promoters have provided personal guarantees for a significant portion of our borrowings and collaterals to secure certain of our loans.*

All our Promoters, have extended personal guarantees in favour of Federal Bank and South Indian Bank in relation to the borrowing facilities availed by our Company. In the event any such guarantees are revoked, our lenders may require us to furnish alternate guarantees, demand repayment of the amounts outstanding under the respective facilities or even terminate such facilities. There can be no assurance that our Company will be able to arrange any alternative guarantees in a timely manner or at all. If our lenders exercise their rights under the relevant debt financing agreements for want of such additional guarantees, our operations and use of assets may be significantly hampered, and our ability to avail further borrowings may be curtailed. Further, if we are required to repay the amounts outstanding under the aforesaid borrowing facilities, our business, results of operations and profitability may be adversely impacted.

For further details, see “*Financial Indebtedness*” on pages 316 of this DRHP.

39. *The land wherein our registered and corporate office is situated has been made available to us by way of a long-term lease arrangement with the Government of Kerala and is not owned by us. In the event that we lose our lease or are required to negotiate it, our cash flows, business, financial conditions and results of operations could be adversely affected.*

The land wherein our registered and corporate office along with our processing facility is situated has been made available to us by way of a long-term lease arrangement with the Government of Kerala and is not owned by us. Termination of the aforesaid lease could require us to vacate such premises at short notice, and could adversely affect our business and financial condition.

Any adverse impact on the title, ownership rights, development rights of the owners from whose premises we operate, breach of the contractual terms of any lease, leave and license agreements, or any inability to renew such agreement on acceptable terms may materially affect our business operations. In addition, the terms of certain of our leases require us to obtain the lessor's prior consent for certain actions, including making structural alterations to the leased premises, which may be required if we were to undertake an expansion in the future. For further details, see “*Our Business – Property*” on page 158.

40. *Our Company has not paid dividends on Equity Shares in the past and our ability to pay dividends in the future will depend upon future earnings, financial condition, cash flows, working capital requirements and capital expenditures.*

The amount of our future dividend payments, if any, will depend on various factors including our future earnings, financial condition, cash flows, working capital requirements and capital expenditures. Since incorporation, our Company has not paid any dividend as the profits of our Company were invested in our Company for the purposes of incurring capital expenditure. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board and will depend on factors that our Board deems relevant, including among others, our future earnings, financial condition, cash requirements, business prospects and any other financing arrangements. We cannot assure you that we will be able to pay dividends in the future. For details of dividend paid by our Company in the past, see “*Dividend Policy*” on page 202.

41. *We may be subject to regulatory action by the RBI for delayed filing of Annual Performance Report (APR) and delayed filing of Foreign Liabilities and Assets (FLA) Return pertaining to our investment and holding in our overseas Associate Company.*

Our Company holds 25% stake in Blue Sea Products, LLC, an associate company that is incorporated in the U.S.A. We are required to file the APR and the FLA returns on an annual basis with the RBI for such holding in Blue Sea Products, LLC. We have done delayed filing of the APR's and FLA returns for various years pertaining to our investment and holding. Any contraventions of FEMA Regulations on account of the delayed filings of such reports will be deemed to be continuing, until the RBI compounds the same. While no penalties have been imposed on our Company in this regard, we cannot assure you that the RBI will not impose any penalty on us or will not take any penal action in relation to the delays in making the necessary filings. In the event that any adverse actions are taken against us, our results of operations and profitability could be adversely affected.

42. *Our management will have broad discretion in how we deploy the Net Proceeds.*

We intend to use the Net Proceeds for the purposes described under “Objects of the Issue” on page 80 of this DRHP. Our funding requirements and the deployment of the Net Proceeds are based on management estimates and have not been appraised by any bank, financial institution or other independent agency. In response to the dynamic nature of our business, our management will have broad discretion to revise our business plans, estimates and budgets from time to time. Consequently, our funding requirements and deployment of funds may change, which may result in rescheduling of the proposed utilization of the Net Proceeds and increasing or decreasing expenditure for a particular activity, subject to compliance with applicable laws.

43. *Our Company plans to initiate certain expansion plan under the “Scheme for Integrated Cold Chain and Value Addition Infrastructure under Pradhan Mantri Kisan Sampada Yojana” (Scheme) and any failure in meeting the obligations under the schemes could have a material adverse effect on our business, financial condition and results of operations.*

Our Company plans to initiate certain expansion plan under the “Scheme for Integrated Cold Chain and Value Addition Infrastructure under Pradhan Mantri Kisan Sampada Yojana” (Scheme). Our Company can avail benefits under the scheme and receive a maximum grant in aid of ₹ 100 million, subject to fulfillment of various conditions. We cannot guarantee that we will be allowed such benefits to the extent sought for and on a timely manner. Any delay or shortfall in such benefits may delay our expansion plan and may affect our business, results of operations and profitability.

For further details, see “Our Business” on pages 142 of this DRHP.

44. *Our Company has commissioned an industry report from Persistence Market Research and is relying on the market study of the industry, as prepared by Persistence Market Research.*

Our Company has commissioned an industry report on the Global and Indian market study of aquaculture industry and capture variety of fishes industry. We have extensively relied on the data provided by Persistence Market Research in the industry report regarding the comparative study, global data, market data and forecasts. Neither we, nor any of the BRLMs, nor any other person connected with the Issue has independently verified the information in the industry report. Accordingly, investors should read the industry related disclosure in this Draft Red Herring Prospectus in this context. Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect. While industry sources take due care and caution while preparing their reports, they do not guarantee the accuracy, adequacy or completeness of the data. Accordingly, investors should not place undue reliance on, or base their investment decision solely on this information.

45. *The average cost of acquisition of Equity Shares by our Promoters will be less than the Issue Price in the Issue for Sale.*

Our Promoters will sell the Equity Shares in the Offer for Sale at a price that is in excess of their average cost of acquisition of the Equity Shares. For details of the average cost of acquisition of Equity Shares by the Promoter Selling Shareholders, see “Risk Factors – Prominent Notes” on page 33.

46. *Our Subsidiary may not pay cash dividends on shares that we hold in it. Consequently, our Company may not receive any return on investments in our Subsidiary.*

Our Subsidiary is a separate and distinct legal entity, having no obligation to pay dividends, and may be restricted from doing so by law or contract, including applicable laws, charter provisions and the terms of its financing arrangements. We cannot assure you that our Subsidiary will generate sufficient profits and cash flows, or otherwise be able to pay dividends to us in the future.

47. *We have issued Equity Shares in the last 12 months at a price, which will be lower than the Issue Price.*

We have in the last 12 months issued Equity Shares to the Promoters and other existing Shareholders of our Company at a price, which will be lower than the Issue Price. The details of the same are provided herein below.

Date of Allotment	Number of Equity Shares	Nature/reason for allotment
March 28, 2018	1,750,000	Allotment pursuant to acquisition of Subsidiary company
April 02, 2018	36,690,000	Bonus Issue of shares in the ratio of 2.2:1

For further details, see “Capital Structure” on pages 66 of this DRHP.

48. *One of our Promoter, Madhukrishna Ganta and members of Promoter Group are in the similar line of business as us, which may lead to competition with such persons or entities*

One of our Promoter, Madhukrishna Ganta and members of Promoter Group are involved in the similar line of business as our Company, by virtue of interests in group companies. We may hence have to compete with such persons or group companies for business, which may impact our business, financial condition and results of operations. For further details, see "Our Promoters ,Promoter Group and Group Companies" on page 192.

49. *Our inability to maintain adequate insurance cover in connection with our business may adversely affect our operations and profitability*

Managing business involves various risks that may adversely affect the Company’s operations, and thus in order to mitigate these risks to a certain extent, the appropriate risk cover is required. The Company maintains general liability insurance coverage for its facilities, plant & machinery, marine transit, employees, fixed assets, stocks, receivables and finished products. The Company believes that its insurance coverage is generally consistent with industry practice. However, to the extent that any uninsured risks materialize or if it fails to effectively cover it for any risks, it could be exposed to substantial costs and losses that would adversely affect results of operations. In addition, the Company cannot be certain that the coverage will be available in sufficient amounts to cover one or more large claims, or that its insurers will not disclaim coverage as to any claims. A successful assertion of one or more large claims against the Company that exceeds its available insurance coverage or that leads to adverse changes in its insurance policies, including premium increases or the imposition of a large deductible or co-insurance requirement, could adversely affect Company’s results of operations.

To the extent that we suffer loss or damage as a result of events for which we are not insured, or for which we did not obtain or maintain insurance, or which is not covered by insurance, exceeds our insurance coverage or where our insurance claims are rejected, the loss would have to be borne by us and our results of operations, financial performance and cash flows could be adversely affected.

50. *Increasing costs with the expansion and push for R&D and technology upgradation to further expand our product portfolio.*

Our continued growth and success depends significantly on continuous product innovation by way of further expanding our product portfolio. We seek to distinguish ourselves from our competitors by introducing new products and different variants of our existing products, based on consumer preferences and demand. Although we seek to identify such trends and introduce new products, we cannot assure you that our products would gain consumer acceptance or that we will be able to successfully compete in such new product segments. Additionally, the development and marketing process of a new product or variant of an existing product would require us to spend considerable time and money. Consequently, any failure on our part to successfully introduce new products and processes may have an adverse effect on our business, results of operations results and financial condition.

51. *Our Company will not receive any proceeds from the Offer for Sale.*

The Issue comprises of an Offer for Sale of up to 4,108,000 Equity Shares by the Promoter Selling Shareholders. The proceeds from the Offer for Sale will be paid to Promoter Selling Shareholders and we will not receive any such proceeds.

52. *Certain supporting documents in connection with the biographies of certain of our Promoters and a Key Management Personnel, included in this DRHP, are not available.*

Certain supporting documents in relation to the biographies of our Promoters, Vinod Kumar K P and Madhuskrishna Ganta, and a Key Management Personnel, M B Suresh, pertaining to their educational qualifications and past experience, are not available. Such details are supported by affidavits executed by such Promoters and the Key Management Personnel, certifying the authenticity of the information provided with respect to each such individual.

EXTERNAL RISK FACTORS

53. *Global economic, political and social conditions may harm our ability to do business, increase our costs and negatively affect our stock price.*

Global economic and political factors that are beyond our control, influence forecasts and directly affect performance. These factors include interest rates, rates of economic growth, Financial Year and monetary policies of governments, change in regulatory framework, inflation, deflation, foreign exchange fluctuations, consumer credit availability, consumer debt levels, unemployment trends, terrorist threats and activities, natural calamities, worldwide military and domestic disturbances and conflicts, and other matters that influence consumer confidence, and spending.

54. *Changing laws, rules and regulations and legal uncertainties, including adverse application of tax laws and regulations, in India may adversely affect our business and financial performance.*

Our Company is subject to various laws, rules, regulations and policies. For details see section titled - Regulations and Policies beginning on page 160 of this DRHP. Our business and prospects could be materially adversely affected by changing laws, rules and regulations and legal uncertainties, including adverse application of tax laws and regulations, in India, including the introduction of new laws, policies or regulations or changes in the interpretation or application of existing laws, policies and regulations. There can be no assurance that our Company will succeed in obtaining all requisite regulatory approvals in the future for our operations or that compliance issues will not be raised in respect of our operations, either of which could have a material adverse affect on our business, financial condition and results of operations.

54. *The occurrence of natural or man-made disasters could adversely affect our results of operations, cash flows and financial condition. Hostilities, terrorist attacks, civil unrest and other acts of violence could adversely affect the financial markets and our business.*

The occurrence of natural disasters, including cyclones, storms, floods, earthquakes, tsunamis, tornadoes, fires, explosions, pandemic disease and man-made disasters, including acts of terrorism and military actions, could adversely affect our results of operations, cash flows or financial condition. Terrorist attacks and other acts of violence or war in India or globally may adversely affect the Indian securities markets. In addition, any deterioration in international relations, especially between India and its neighbouring countries, may result in investor concern regarding regional stability which could adversely affect the price of the Equity Shares. In addition, India has witnessed local civil disturbances in recent years and it is possible that future civil unrest as well as other adverse social, economic or political events in India could have an adverse effect on our business. Such incidents could also create a greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse effect on our business and the market price of the Equity Shares.

55. *The price of our Equity Shares may be volatile, or an active trading market for our Equity Shares may not develop.*

Prior to this Issue, there has been no public market for our Equity Shares. However, the trading price of our Equity Shares may fluctuate after this Issue due to a variety of factors, including our results of operations and the performance of our business, competitive conditions, general economic, political and social factors, the performance of the Indian and global economy and significant developments in India's Financial Year regime, volatility in the Indian and global securities market, performance of our competitors, the Indian Capital Markets and Finance industry, changes in the estimates of our performance or recommendations by financial analysts and announcements by us or others regarding contracts, acquisitions, strategic partnership, joint ventures, or capital commitments.

56. *Rights of shareholders under Indian law may be more limited than under the laws of other jurisdictions.*

Our Articles and applicable Indian law govern our corporate affairs. Legal principles relating to these matters and the validity of corporate procedures, Directors' fiduciary duties and liabilities, and shareholders' rights may differ from those that would

apply to a financial institution or corporate entity in another jurisdiction. Shareholders' rights under Indian law may not be as extensive as shareholders' rights under the laws of other countries or jurisdictions. Investors may have more difficulty in asserting their rights as one of our shareholders than as a shareholder of a financial institution or corporate entity in another jurisdiction.

57. Investors may not be able to enforce a judgment of a foreign court against us.

Our Company is a public limited company incorporated under the laws of India. All our Directors and key personnel are residents of India and our operating assets are located in India. As a result, it may not be possible for investors to affect service of process on us or such persons outside India or enforce judgments obtained against such parties outside India.

India has reciprocal recognition and enforcement of judgments in civil and commercial matters with only a limited number of jurisdictions, which includes, amongst others, the United Kingdom, Singapore and Hong Kong. The United States has not been declared as a reciprocating territory for the purposes of the Civil Code and thus a judgment of a court outside India may be enforced in India only by a suit and not by proceedings in execution. In order to be enforceable, a judgment from a jurisdiction with reciprocity must meet certain requirements of the Indian Code of Civil Procedure, 1908 (the "Civil Code"). The Civil Code only permits the enforcement of monetary decrees, not being in the nature of any amounts payable in respect of taxes, other charges, fines or penalties and does not include arbitration awards. Judgments or decrees from jurisdictions, which do not have reciprocal recognition with India cannot be enforced by proceedings in execution in India. Therefore, a final judgment for the payment of money rendered by any court in a non-reciprocating territory for civil liability, whether or not predicated solely upon the general laws of the non-reciprocating territory, would not be enforceable in India. Even if an investor obtained a judgment in such a jurisdiction against officers, our directors, or us it may be required to institute a new proceeding in India and obtain a decree from an Indian court. However, the party in whose favor such final judgment is rendered may bring a fresh suit in a competent court in India based on a final judgment that has been obtained in a non-reciprocating territory within three years of obtaining such final judgment. It is unlikely that an Indian court would award damages on the same basis or to the same extent as was awarded in a final judgment rendered by a court in another jurisdiction if the Indian court believed that the amount of damages awarded was excessive or inconsistent with public policy in India. In addition, any person seeking to enforce a foreign judgment in India is required to obtain prior approval of the RBI to repatriate any amount recovered pursuant to the execution of the judgment.

58. Any future issuance of Equity Shares, or convertible securities or other equity linked securities by us and any sale of Equity Shares by our Promoter Selling Shareholders or Promoters or significant shareholders may adversely affect the trading price of the Equity Shares.

After the completion of the Issue, our Promoters and significant shareholders will own, directly and indirectly, approximately [●] % of our outstanding Equity Shares. Any future issuance of the Equity Shares, convertible securities or securities linked to the Equity Shares by us may dilute your shareholding in the Company, adversely affect the trading price of the Equity Shares and our ability to raise capital through an issue of our securities. Further, our significant shareholders may dispose of, sell or otherwise transfer a part or whole of their shareholding in our Company. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of the Equity Shares. No assurance may be given that we will not issue additional Equity Shares or that our shareholders will not dispose of, sell or otherwise transfer Equity Shares held by them.

59. Investors may be subject to Indian taxes arising out of capital gains on the sale of the Equity Shares.

Under current Indian tax laws, unless specifically exempted, capital gains arising from the sale of equity shares are generally taxable in India. The Finance Act, 2018, has levied taxes on such long-term capital gains arising from sale of equity shares on or after April 1, 2018. However, where specified conditions are met, such long term capital gains are only taxed to the extent they exceed ₹ 100,000. Further, any gain realized on the sale of our Equity Shares held for a period of 12 months or less will be subject to short-term capital gains tax in India. Capital gains arising from the sale of the Equity Shares will be exempt from taxation in India in cases where the exemption from taxation in India is provided under a treaty between India and the country of which the seller is a resident. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdiction on a gain upon the sale of Equity Shares. Accordingly, you may be subject to payment of capital gains tax in India, in addition to the payment of STT, on the sale of Equity Shares held for more than 12 months. STT will be levied and collected by a domestic stock exchange on which our Equity Shares are sold.

60. *Holders of Equity Shares may be restricted in their ability to exercise pre-emptive rights under Indian law and thereby suffer future dilution of their ownership position.*

Under the Companies Act, a company incorporated in India must offer its equity shareholders pre-emptive rights to subscribe and pay for a proportionate number of equity shares to maintain their existing ownership percentages prior to issuance of any new equity shares, unless the pre-emptive rights have been waived by the adoption of a special resolution by holders of three-fourths of the equity shares voting on such resolution.

However, if the law of the jurisdiction that you are in does not permit the exercise of such pre-emptive rights without our filing an offering document or registration statement with the applicable authority in such jurisdiction, you will be unable to exercise such pre-emptive rights unless we make such a filing. If we elect not to file a registration statement, the new securities may be issued to a custodian, who may sell the securities for your benefit. The value such custodian receives on the sale of any such securities, and the related transaction costs cannot be predicted. To the extent that you are unable to exercise pre-emptive rights granted in respect of our Equity Shares, your proportional interests in our Company may be reduced.

61. *Taxes and other levies imposed by the Government of India or other State Governments, as well as other financial policies and regulations, may have a material adverse impact on our business, financial condition and results of operations.*

Taxes and other levies imposed by the Central or State Governments in India that impact our industry include customs duties, excise duties, sales tax, income tax and other taxes, duties or surcharges introduced on a permanent or temporary basis from time to time. There can be no assurance that these tax rates/slab will continue in the future. Any changes in these tax rates/slabs could adversely affect our financial condition and results of operations.

Prominent Notes

1. Initial Public Offering of [●] Equity Shares of face value of ₹10 each (“**Equity Shares**”) of Penver Products Limited (“**Company**” or “**Issuer**”) for cash at a price of ₹ [●] per equity share (including a share premium of ₹ [●] per equity share) aggregating to ₹ [●] million, (“**The Issue**”). The Issue comprising a Fresh Issue of [●] equity shares, aggregating up to ₹ 2,420 million (“**Fresh Issue**”), and an Offer for Sale of up to 4,108,000 equity shares, comprising of up to 1,027,000 equity shares by Philips Thomas, up to 1,027,000 equity shares by Vinod Kumar K P, up to 1,027,000 equity shares by Madhukrishna Ganta and up to 1,027,000 equity shares by Abdul Kareem A in their capacity as sellers of the equity shares. This Issue includes a reservation of up to [●] equity shares (constituting up to [●]% of our post-Issue paid-up equity share capital) for subscription by Eligible Employees for cash at a price of ₹ [●] per equity share, aggregating up to ₹ [●] million. The Issue less the employee reservation portion is referred to as the “**Net Issue**”. The Issue shall constitute [●] % of our post-Issue issued, subscribed and paid-up equity share capital and the Net Issue shall constitute [●] % of our post-Issue issued, subscribed and paid-up equity share capital.
2. For details of incorporation of our Company, change in name and the Registered Office of our Company, see “*History and Certain Corporate Matters*” on page 168.
3. Our net worth was ₹ 1,566.89 Million as at March 31, 2018 as per our Restated Consolidated Financial Statement and ₹ 1,533.98 Million as at March 31, 2018 as per our Restated Standalone Financial Statement. For details, please see the “*Financial Statements*” on page 203.
4. The net asset value per Equity Share was ₹ 29.34 as at March 31, 2018 as per our Restated Consolidated Financial Statement and ₹ 28.72 as at March 31, 2018 as per our Restated Standalone Financial Statement.

5. The average cost of acquisition price per Equity Share by our Promoters, calculated by considering the net amount paid and received by our Promoters for acquisitions and disposals respectively, is set forth in the table below:

Name of the Promoter	Number of Equity Shares Held as on date of this Draft Red Herring Prospectus	Average Cost of Acquisition per Equity Share (in ₹)*
Philips Thomas	24,084,365	7.10
Vinod Kumar K P	6,595,367	6.57
Madhukrishna Ganta	8,556,237	24.10
Abdul Kareem A	6,051,638	10.93

* As certified by M/s. BSJ & Associates, Chartered Accounts, pursuant to certificate dated June 12, 2018

6. For details of related party transactions entered into by our Company with our subsidiary, group companies and other related parties during the last financial year, the nature of transactions and the cumulative value of transactions, see “Financial Statements” on page 203.
7. There has been no financing arrangement whereby our Promoters, Promoter Group, Directors, or any of their relatives have financed the purchase by any other person of the Equity Shares other than in the normal course of the business during the six months preceding the date of this Draft Red Herring Prospectus.
8. Bidders may contact any of the BRLMs who have submitted the due diligence certificate to SEBI, for any complaints, information or clarifications pertaining to the Issue. For further details of the BRLMs, see “General Information” on page 58.
9. Investors may contact any of the Book Running Lead Managers for any complaints, information or clarification pertaining to the Issue. For details of the Book Running Lead Managers, see “General Information” on page 58.
10. There has been no change in the name of our Company in the last three years.
11. All grievances in relation to Bids through the ASBA process, may be addressed to the Registrar to the Issue, with a copy to the relevant Designated Intermediary with whom the ASBA Form was submitted, quoting the full name of the sole or First Bidder, ASBA Form number, Bidders’ DP ID, Client ID, PAN, number of Equity Shares applied for, date of submission of ASBA Form, address of Bidder, the name and address of the relevant Designated Intermediary, where the ASBA Form was submitted by the Bidder and ASBA Account number in which the amount equivalent to the Bid Amount was blocked. Further, the Bidder shall enclose the Acknowledgment Slip from the Designated Intermediaries in addition to the documents or information mentioned hereinabove. Further, all grievances of the Anchor Investors may be addressed to the Registrar to the Issue, giving full details such as the name of the sole or First Bidder, Bid cum Application Form number, Bidders’ DP ID, Client ID, PAN, date of the Bid cum Application Form, address of the Bidder, number of the Equity Shares applied for, Bid Amount paid on submission of the Bid cum Application Form and the name and address of the BRLMs where the Bid cum Application Form was submitted by the Anchor Investor.
12. For more information on Group Companies that have business or other interests in our Company, see “Our Group Companies” and “Related Party Transactions” on pages 197 and 201, respectively of this DRHP.

SECTION III – INTRODUCTION

SUMMARY OF INDUSTRY

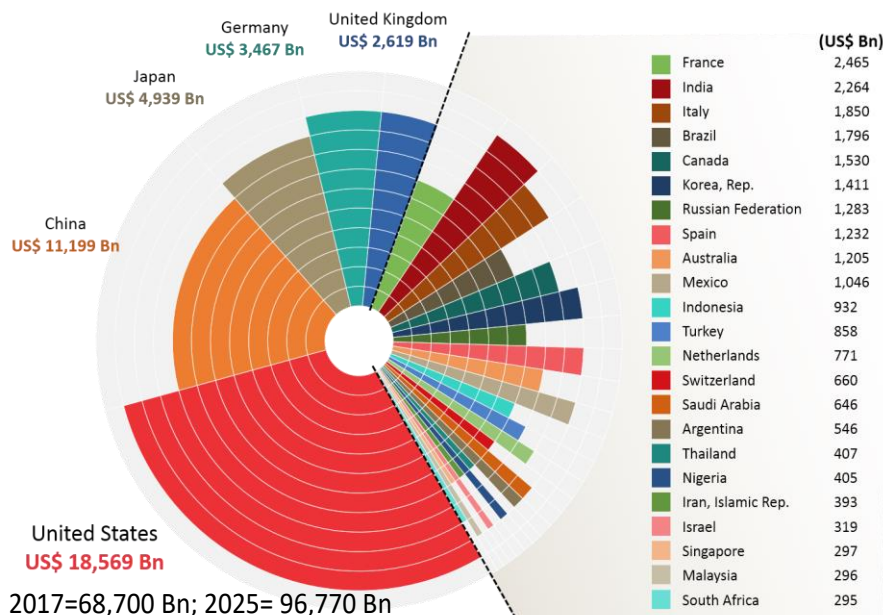
The information contained in this section is derived from “Aquaculture Market- Forecast, Trend Analysis and Competition – Global Outlook 2018 to 2025” by PERSISTENCE, publicly available information, as well as government and industry publications and sources. Neither we, the BRLMs nor any other person connected with the Issue has independently verified this information.

Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured. Industry publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect. Accordingly, investors should not place undue reliance on, or base their investment decision on this information. The information in this section must be read in conjunction with the sections titled “Risk Factors”, “Our Business” and “Industry Overview”.

GLOBAL ECONOMY

Global economic activity continues to firm up. Global output is estimated to have grown by 3.7 percent in 2017, which is ½ percentage point higher than in 2016. The pickup in growth has been broad based, with notable upside surprises in Europe and Asia. Global growth forecasts for 2018 and 2019 have been revised upward to 3.9 percent. The revision reflects increased global growth momentum and the expected impact of the recently approved U.S. tax policy changes. (Source: “World Economic Outlook Update, January 2018” by International Monetary Fund)

World GDP (Nominal), by Selected Economies, 2017



Source: - PMR Analysis, 2018

INDIA ECONOMY

India has emerged as the fastest growing major economy in the world as per the Central Statistics Organization (CSO) and International Monetary Fund (IMF) and it is expected to be one of the top three economic powers of the world over the next 10-15 years, backed by its strong democracy and partnerships. India's GDP is estimated to have increased 6.6 per cent in 2017-18 and is expected to grow 7.3 per cent in 2018-19. The tax collection figures between April 2017- February 2018 show an increase in net direct taxes by 19.5 per cent year-on-year and an increase in net direct taxes by 22.2 per cent year-on-year. India has retained its position as the third largest startup base in the world with over 4,750 technology startups, with about 1,400 new start-ups being founded in 2016, according to a report by NASSCOM. India's labour force is expected to touch 160-170 million by 2020, based on rate of population growth, increased labour force participation, and higher education enrolment, among other factors, according to a study by ASSOCHAM and Thought Arbitrage Research Institute. India's foreign exchange reserves were US\$ 422.53 billion in the week up to March 23, 2018, according to data from the RBI. (Source: Indian Brand Equity Foundation website at www.ibef.org/economy/indian-economy-overview)

GLOBAL AQUACULTURE MARKET

The ocean covers nearly three-quarters of the surface area of our planet. Encompassing 1.3 Bn km³ of water, it is the world's major ecosystem and plays a central role in supporting all life on Earth. It is also the breadwinner of a wide range of services and resources that directly support human health, societies and economies.

According to the United Nations Food and Agriculture Organization (FAO 2016), world seafood consumption has witnessed significant growth over the years and the overall seafood production has shown tremendous growth to cater to the rising demand from the consumers' side. World trade in fish and fishery (aquaculture & capture) products has grown significantly in terms of value sales with the exports rising from US\$8Bn in 1976 to US\$185Bn in 2017 with an annual growth rate of 8.0%. Developing countries have been exporting 56% of all fish and fish products whereas developed countries account for 44%. However, on the other side, capture fisheries production has reached its saturation point which indirectly suggests that any sustainable growth in seafood production will have to be driven by the growth in aquaculture. Aquaculture production is expected to account for more than half the world's fish production over the forecast period (2020-21 - FAO).

PMR forecasts the Global aquaculture market is forecasted to grow from US\$ 165.04 Bn in 2017 to US\$ 204.48 Bn in 2025. This represents a compound annual growth rate (CAGR) of 2.7% from 2017 to 2025. The year represents data for financial year.

As per trends, Asia Pacific (APAC) market is expected to dominate Global aquaculture market in terms of revenue in 2018, and the trend is projected to sustain throughout the forecast period, which is 2018 to 2025. APAC aquaculture market is the most attractive market, and is expected to grow at a CAGR of 2.5% from 2018 to 2025, compared to a historical growth as represented by a CAGR of 2.0% from 2012 to 2017.

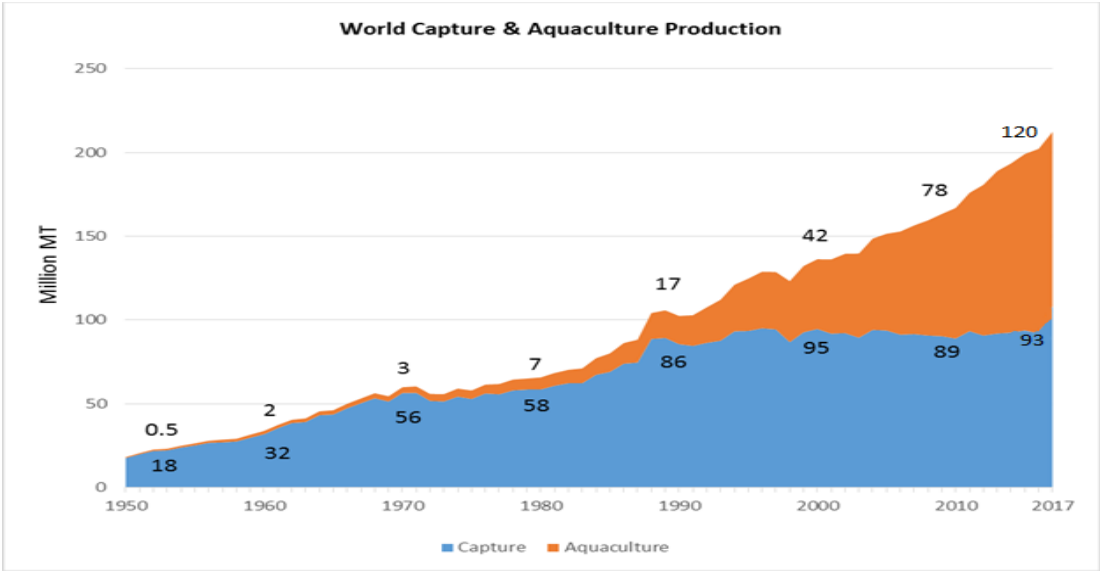
Among the global aquaculture market's product type, the largest is fish, which represents US\$ 91.6 Bn of the market in 2012 and was estimated to be US\$ 98.4 in 2017. Whereas it is estimated to be US\$ 99.9 Bn in 2018, and projected to reach US\$ 112.76 Bn in 2025, growing at a CAGR of 1.7%.

The largest share is contributed by carp's sub-segment of fish segment in Global aquaculture market. It accounted for US\$ 40.7 Bn in 2012 and was estimated to be US\$ 44.1 Bn in 2017. It is estimated to reach US\$ 45.0 Bn in 2018, and projected at US\$ 51.2 Bn in 2025, representing a CAGR across forecast period of 1.9%.

Aquaculture is the fastest growing sector in the overall food sector with a supply capacity of more than 50% of the total fish demand. The increasing knowledge sharing through the varied platform by governmental agencies and the independent regulatory groups have produced successful results in both developed and developing regions. This has also resulted into rapid adoption of aquaculture techniques over primitive capture techniques, globally. According to FAO in 2016, Fish is considered to supply an average of 15% of protein to around 4.5 Bn people. Fish's distinctive nutritious properties make it also essential to the health of consumers in both developed and developing countries. Fish is one of the most efficient converters of feed into high quality food and its carbon footprint is lower compared to other animal production systems. Fish contributes substantially to the income and therefore to the indirect food security of more than 10% of the world population, essentially in developing and emergent countries. Yet, limited attention has been given so far to fish as a key element in food security and nutrition strategies at national level and in wider development discussions and interventions. As a result, the tremendous potential for

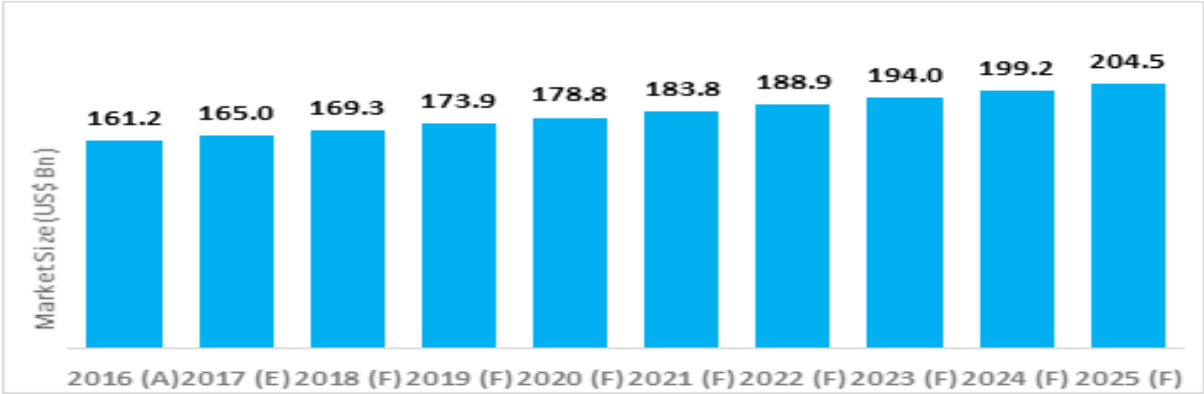
improving food security and nutrition embodied in the strengthening of the fishery and aquaculture sectors is missed. The Asia Pacific is projected to produce more than 92% of the total aquaculture production and is expected to consume 86.8% of the total aquaculture production, globally by 2017.

World Capture Fisheries and Aquaculture Production (Mn MT)



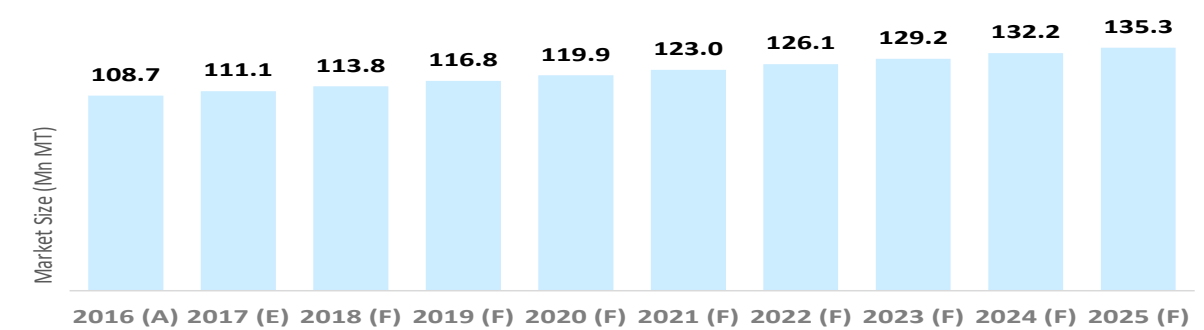
Source: FAOSTAT, PMR Analysis, 2018

Global Aquaculture Market Value Bn USD Analysis, 2017–2025



Source: - PMR Analysis, 2018

Global Aquaculture Market Volume (Mn MT) Analysis, 2017–2025

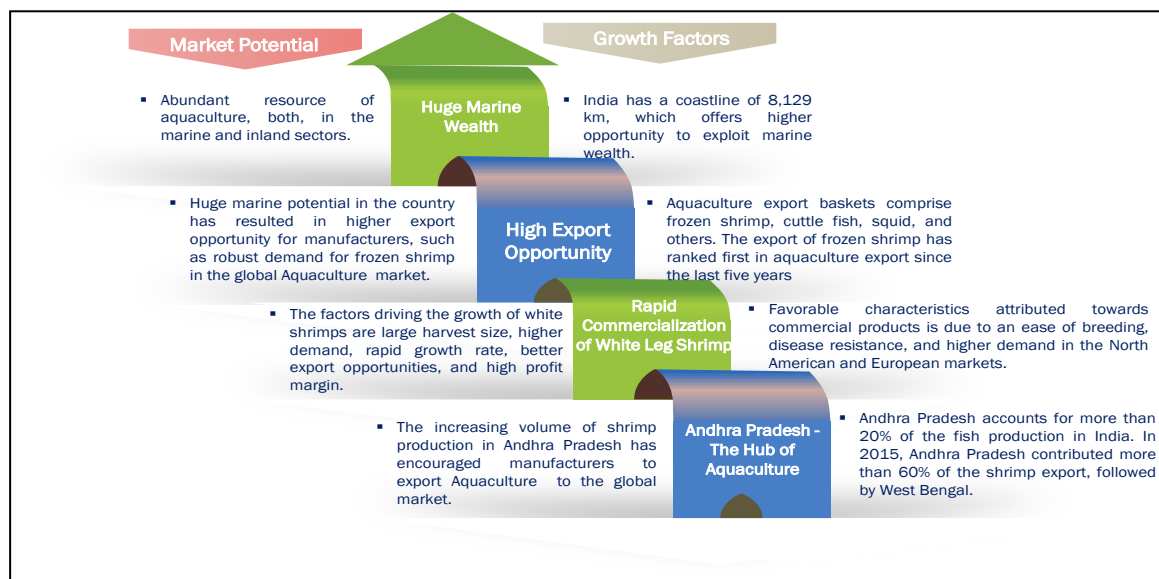


Source: PMR Analysis, 2018

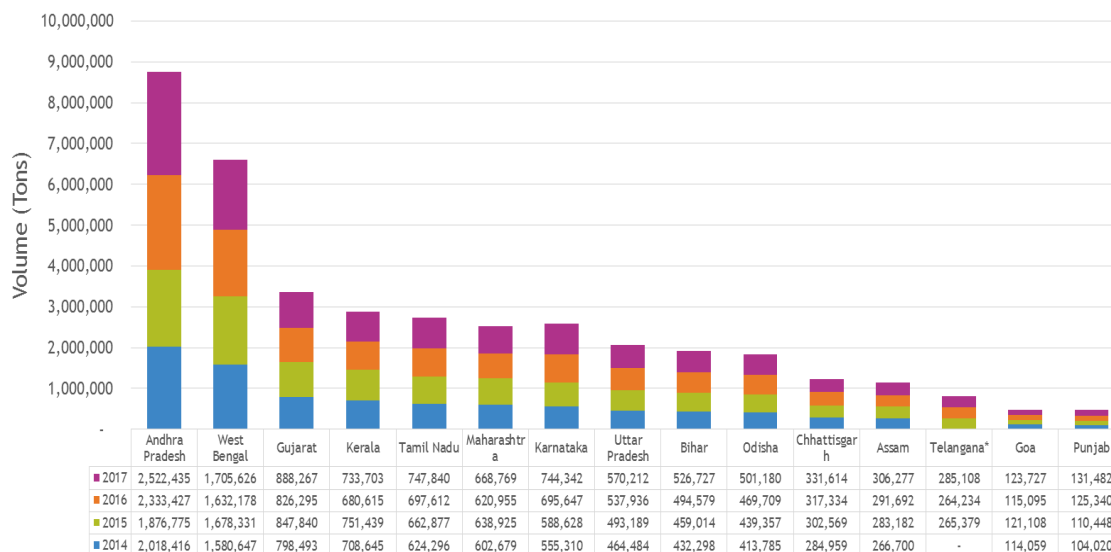
INDIA AQUACULTURE MARKET OVERVIEW

In tune with changing lifestyles of consumers in India, food processing has witnessed a tremendous surge over the past few years. Economic expansion has contributed to development of seafood product consumption, with consumers demanding for quality products having improved shelf life and nutritional value equivalent to fresh seafood products. Manufacturers in the global market are adopting advanced technologies for manufacturing varied aquaculture products through further processing products it for enhance shelf life. Although, with higher presence of domestic players, the market awaits the predominance of food & beverage conglomerates that can propel the identity of aquaculture products in food retail industry.

Key Market Insights



Top 15 State-wise Fish Production, India 2014-2017



Source: PMR Analysis, 2018

OVERVIEW OF VALUE ADDED PRODUCTS (VAP)

Owing to the increasing demand for the on-the-go food and ready-to-cook with benefits of reduced preparation time is expected to boost demand for value added seafood across the global retail market. The frozen and canned segment is currently experiencing larger demand from the developed regions of North America and Europe however, a stride for the same has been observed in the developing region. The major fish producing regions of the Asia Pacific and Latin America are currently witnessing a rise in processed seafood product across the retail sector as major players operating in the region for the frozen and processed seafood are diverting some of their key offerings for the local market to build consumer base in the regional market. The frozen segment is expected to stand as the most dominating segment over the global capture & aquaculture market owing to its lower price point at retail and larger penetration, However, with increasing working population and snacking segment, the seafood industry is expected to experience faster growth rates for the value-added products such as canned, breaded, pickled and marinated products over the forecast period.

Global Value Added Product (Capture & Aquaculture) Volume (MT) Forecast, 2018–2025

VAP	2016 (A)	2017 (A)	2018 (E)	2019 (F)	2020 (F)	2021 (F)	2022 (F)	2023 (F)	2024 (F)	2025 (F)	CAGR (2018-25)
CURING - FERMENTATION, PICKLING, SMOKING, BREADING AND BLENDS	17,941,000	19,770,982	21,811,347	24,088,452	26,632,193	29,476,511	32,665,869	36,242,782	40,374,459	44,904,473	10.87%
CANNED	18,119,571	19,786,572	21,630,680	23,668,290	25,921,511	28,415,161	31,177,114	34,238,707	37,635,187	41,398,705	9.72%

Source: PMR Analysis, 2018

Improving processing technology is also attributed towards the growth of the seafood market over the forecast period as the finished products are of much more superior quality owing to the usage of cutting edge technology to seal in the taste and flavors and with extended shelf life.

Seafood exports contribute about 3.32% of India's export and are the fourth largest contributor of net foreign exchange to the country. Marine products especially seafood business in India is booming. In 2009-10, Indian seafood exports business crossed the \$2-Bn mark (US\$ 2.1 Bn) by exporting about 663,603 MT of seafood. About 800 seafood exporters operate in India, but 100 companies control the majority of the marine products business.

Japan is the largest importer of India's seafood with about 22.6% of the exports but quantities to EU, USA and Australia are on the rise. Frozen shrimp and squid, frozen cuttlefish, frozen lobsters, live crabs and lobsters, live shrimp, finfish, and ornamental fish are the main exports. Unlike the marine fish production, which has been stagnating, the inland aquaculture production in India is surging ahead. Major interests in India in promoting inland aquaculture surround carps, catfishes including Pangasius, freshwater shrimps, freshwater pearl culture, cold-water fisheries, ornamental fish culture etc. The estimated potential for ornamental fish export from India is about US\$ 30 Mn. There is also great future for Tilapia, which is being carefully introduced. The marine shrimp sector is well developed with the presence of world's industry leaders, and the recent introduction of P. vannamei. A huge untapped potential lies in developing mariculture including the farming of mussels, edible oysters, marine pearls, seaweeds etc. The potential for open water cage and pen culture in the inland and coastal areas is also immense.

India Aqua feed Market Outlook

Shrimp and Fish Feed

India currently has 13 feed mills that can produce modern feed for shrimp sector with a production capacity of 1.53 million tonnes. On fish feed, the current installed capacity is 1.67 million tonnes. The total feed production for shrimp and fish stands at 5.92 lakh tonnes and 7.04 lakh tonnes respectively.

Considering the freshwater fish, in the last 5-10 years, freshwater fish feed demand has grown rapidly, driven by the growth in freshwater fish segment in India. It is expected that the demand for freshwater fish feed is expected to grow at 5-6% in forecast period. India is one of the largest and fastest growing compound feed for Aquaculture markets in the world. The Indian Aquafeed industry is undergoing a very exciting phase of growth for the next decade. Indian Aquafeed industry is presently growing at a CAGR of 11.3%. With this growth rate India will soon become one of the leading Aquafeed market in the coming years. However, current aqua feed consumption is estimated to be around 1.2 million tonnes, mainly for shrimp and freshwater aquaculture. Due to rapid changes in shrimp and fish farming sector, production capacities for modern feed has gradually gone up to 3 million tonnes (26 feed mills) in 2016-17.

Indian aquaculture production is at 8.4 million tonnes in 2017 with the requirement of the industry is around 1.30 million tonnes by shrimp and freshwater aquaculture. With the introduction of vannamei shrimp, the cultured shrimp production is growing at significant rate. The demand from shrimp will drive the growth of the aqua feed industry at a CAGR of 11.3%.

India Aqua feed Market Value (US\$ Mn), By End User 2017-2022

Year	2017	2018	2019	2020	2021	2022	CAGR (2017-2022)
Fishes	1,779.8	1,989.5	2,225.4	2,492.4	2,792.5	3,128.3	11.9%
Crustaceans	1,069.4	1,190.0	1,324.7	1,473.3	1,640.3	1,829.2	11.3%
Other End User	597.3	655.0	717.9	786.4	859.1	936.7	9.4%
Total	3,446.5	3,834.5	4,268.0	4,752.1	5,291.9	5,894.2	11.3%

Source: PMR Analysis, 2018

Indian aqua feed market is anticipated to increase at a CAGR of 11.3% over 2017-2022, to reach US\$ 5,894.2 Mn by 2022. The largest share is contributed by Fishes segment in India Aqua feed market. This represented US\$ 1,779.8 Mn, to reach US\$ 3,128.3 Mn in 2022, representing a CAGR across forecast period of 11.9%

SUMMARY OF BUSINESS

The information in this section is qualified in its entirety by, and should be read together with, the more detailed financial and other information included in this Draft Red Herring Prospectus, including the information contained in “Forward Looking Statements”, “Risk Factors”, “Management’s Discussion and Analysis of Financial Condition and Results of Operations of our Company” and “Financial Statements” on pages 15, 17 and 296 of this DRHP, respectively.

Unless otherwise indicated on the context otherwise required, the financial information included herein is based on our Restated Consolidated Financial Statements. For further information, see “Financial Statements” on page 203.

We are a diversified seafood company engaged in the business of processing and exporting aquaculture and capture fishery products with about two decades of operating history. We are present across various segments of the seafood value chain viz., farming, feed distribution, processing and overseas distribution. We cater to end consumers at various geographical locations worldwide, through food distribution and retailing channels primarily in the U.S.A, EU and Far East. Our diverse product range comprises of farm-cultivated *Litopenaeus Vannamei* shrimp (L.Vannamei) and varied capture fishery products such as squids, wild shrimps, octopus, cuttlefish and wide variety of fishes. Our operations are strategically located on the western and eastern coasts of India viz., Kerala, a major capture fishery hub and Andhra Pradesh, a major aquaculture hub, respectively. Our ability to adapt to dynamic situations has enabled us to grow our business by offering a wide array of products to our customers and expand our operational set-up across different geographical locations.

Our Company is promoted by a set of entrepreneurs having decades of experience in seafood business. Our Managing Director, Philips Thomas, hails from a family that has traditionally been into seafood export business in India. He is the grandson of O.C. Thomas, who co-pioneered seafood export business in India by using freezing technology in place of erstwhile dried/salted/canned methods of processing for seafood products. Philips Thomas has over 2 decades of experience in the domain of aquaculture, seafood processing and export business. Our other Promoters viz., Vinod Kumar K P has been a veteran in seafood industry with 8 years of experience in Choice Canning Company from 1990 to 1998, Madhukrishna Ganta has been a veteran in the seafood industry with 9 years of experience in Devi Sea Foods Limited from 1999 to 2008, he is a Managing Partner of Gayathri Sea Foods, partnership firm since 2008 and Managing Director of Gayathri Aqua Sea Food Exports Private Limited since 2015, Abdul Kareem A has over 25 years of experience in the seafood industry.

We have dedicated processing facilities for aquaculture and capture fishery products. Our plant at Aroor, Kerala, is mainly focused on the processing of capture fishery products whilst the one located at Gudur, Andhra Pradesh is mainly focused on processing of aquaculture products. The processing plant owned by us in Gudur has a total installed capacity of 10,560 MTPA and in Aroor the total installed capacity is 4,675 MTPA. Our state of art processing facilities at these locations are certified and approved by authorities, such as Directorate General of Foreign Trade, NSF Food Safety Certification LLC, MPEDA, Global Aquaculture Alliance (GAA), NSF Certification UK Ltd., Intertek Certification Ltd. and Export Inspection Council of India. Our Company has been recognised by the GAA’s Best Aquaculture Practices team as the first group in India to achieve four-star Best Aquaculture Practices status for shrimp or any species. We constantly enrich and educate ourselves with the requirement of the prevailing market and enhance our R&D mechanism to cater to the changing customer trends, demands and requirements. We maintain strong and robust in house quality control personnel at our processing facilities, to ensure that we adhere to the best possible quality checks and standards across the value chain at all times.

The Company’s total revenue in aquaculture segment of the business have grown from ₹ 1,306.93 million in Fiscal 2016 to ₹ 5,004.44 million in Fiscal 2018, at a CAGR of 95.68% and the total revenue in capture fishery segment of the business have grown from ₹ 624.49 million in Fiscal 2016 to ₹ 782.44 million in Fiscal 2018, at a CAGR of 11.93%.

As per the Restated Consolidated Financial Statements, the Company’s total income has grown from ₹ 2,055.27 million in Fiscal 2016 to ₹ 6,984.27 million in Fiscal 2018, at a CAGR of 84.34%.

Our Competitive Strengths

We offer a diversified portfolio of seafood products processed from our strategically located facilities.

Our product portfolio comprises of farm-cultivated shrimps and varied capture fishery products such as squids, wild shrimps, octopus, cuttlefish and wide variety of fishes. This diversification enables us to offer varied products based on customer preferences & demands and act as a one-stop shop to our clients. Further, our ability to offer diverse product basket enables us

to sustain our growth during changing business cycles and provides us with an ability to manage our business profitability. Our processing facilities are also fungible across products and render flexibility to innovate and improvise our offerings depending on customer requirements.

Our operating facilities are strategically located along the coastal belts of eastern and western coast of India. Having our processing facilities across vast marine rich coastlines provides us with an edge in raw material procurement. The processing facility at Aroor, Kerala procures its raw material from wider capture fisheries sources viz., the Bay of Bengal, Arabian Sea and Indian Ocean. Our processing facility at Gudur, Andhra Pradesh is located within a range of 10-150 kilometers from the various farms leased as well as contracted by us. Both our facilities are located close to the coast and ports, thus facilitating a smooth delivery of raw materials and ensuring a just in time delivery of finished products to our customers. Further, our Aroor facility is approximately 15 Kms from Kochi port and our Gudur facility is approximately 50 kms from Krishnapatnam port and approximately 150 kms from Chennai port. The proximity of both our facilities from the coasts and the ports provide a substantial logistical advantage for the transport of raw materials and our finished products.

Scalability of our business on account of systematic and efficient procurement practices.

Timely procurement of quality raw material at competitive prices is one of the key factors for maintaining our growth and profitability. For our aquaculture products, we procure raw material through our own shrimp farms, contract-farming arrangements and from marketers. We believe that our in-house and contract farming efforts as well as our healthy relationship with farmers that we have fostered over the past years enables a high quality, reliable and continuous supply of raw shrimps for processing at our facility located in Gudur.

Further, we procure capture fishery products from local fishermen with whom we have maintained strong relationships over the years as well as through auctions that happen at the fishing harbors. Our Company procures the products by bidding in such open auctions happening in the states of Kerala, Karnataka and Tamil Nadu. Our Company has maintained strong relationships with various agents and marketers in all the aforesaid jurisdictions for ensuring active participation in the capture fishery auction process at the harbours and ensures that our Company procures the best quality capture fishery from such bidding process. Our experience of successfully bidding in such auction processes and our long standing relationship with the fishermen community enables a continuous supply of quality raw material for our capture fishery products to cater to our customer demand and requirements.

We are also into the business of retailing and distribution of shrimp feed and probiotics through our wholly owned subsidiary Gayathri Aqua Sea Food Exports Private Limited. Through our retailing and distribution business, we cater to a number of farmers directly by offering them shrimp feed and probiotic on a harvest-linked credit period wherein the farmers enjoy credit arrangement till the time they harvest and sell their produce.

Experienced Management team and diverse promoter holding

We have an experienced and dedicated management team with vast and varied experience across the value chain in the seafood industry. Our Company is promoted by a set of entrepreneurs having decades of experience in seafood business. Our Chairman & Managing Director, Philips Thomas, hails from a family that has traditionally been into seafood export business in India. He is the grandson of O.C. Thomas, who co-pioneered seafood export business in India by using freezing technology in place of erstwhile dried/salted/canned methods of processing for seafood products. Philips Thomas has over 2 decades of experience in the domain of aquaculture, seafood processing and export business. Our other Promoters viz., Vinod Kumar K P has been a veteran in seafood industry with 8 years of experience in Choice Canning Company from 1990 to 1998, Madhukrishna Ganta has been a veteran in the seafood industry with 9 years of experience in Devi Sea Foods Limited from 1999 to 2008, he is a Managing Partner of Gayathri Sea Foods, partnership firm since 2008 and Managing Director of Gayathri Aqua Sea Food Exports Private Limited since 2015, Abdul Kareem A has over 25 years of experience in the seafood industry.

The operations of our Company are led by senior management, who have been associated with us and have been instrumental towards the growth of our Company.

Established Customer Relationships

We majorly export to the markets of U.S.A, EU and Far East. With an operating history of nearly two decades in seafood business, we have developed long-standing relationships with many of our main customers who are situated at various jurisdictions across the globe. As of FY 2018 we had a total of 91 customers spread mainly across U.S.A, EU and Far East. As of FY 2018, FY 2017 and FY 2016 our top ten customers contributed ₹ 3,583.81 million, ₹ 2,007.98 million and ₹ 1,151.60 million, comprising of 51.58%, 49.40% and 56.21% of our total revenues from operations, respectively. Our top ten customers include names such as Chicken of the Sea Frozen Foods, Blue Sea Products, LLC, Limson Trading Inc., Sunnyvale Sea Foods, Censea Inc., Pacific Coral Seafood Co Inc. and Arista Industries Inc. We believe that the quality of our diversified product portfolio, timely delivery and competitive pricing have been instrumental in serving our vast clientele and strengthening the business relationships leading to repeat orders. Our past performance track record, market presence, product portfolio, distribution strength and quality consciousness has enabled us to penetrate newer markets and foster & nurture strong customer relationships.

Focus on high quality control measures and research & development initiatives

We export 100% of our farm-cultivated shrimps and capture fishery products to various countries across the world, mainly to U.S.A, EU and Far East. Each area of our operation strictly adheres to the highest level of quality checks and controls at all times. As we are into the business of perishable products, it is imperative that we constantly endeavour in adhering strict quality standards. We have constantly upgraded our quality standards over the years to the satisfaction of our customers. We have also been enhancing our R&D mechanism to cater to the changing market trends and customer requirements to ensure that we are capable of offering the best quality of finished products. We have a strong and qualified in-house quality control team and laboratory to ensure that we adhere to the best possible quality checks and standards at all times. Technical and quality assurance teams are deployed across the entire spectrum of our operations. The technical & quality assurance team monitors the shrimp growth and nutritional value of the shrimps at our own farms as well as those of our contract farmers to ensure optimal yield of raw materials by closely monitoring water & feeding parameters at each ponds and farming locations. We also advise third party farmers who have been doing business with us on numerous aspects of shrimp growth, health of shrimps, pond management, feeding techniques, etc. We also deploy the technical & quality control team at various harbours to ensure that the data collection with regards to capture fishery products is accurate as also the product that lands meets our standards. This enables us in deciding the level of bidding at the harbours and procurement of capture fishery products through local fishermen. Further, the technical and quality assurance team monitors the product right from raw material stage at the farm gates to receipt of materials to pre-processing and processing of products along with administration of meeting the exact client product specifications to product freezing. Each batch of product at every stage is constantly being checked and monitored for meeting quality standards to customer's expectation at all times. Our labs are equipped with modern quality control equipments and state of the art technology to provide strict quality assurance at each stage of the product life cycle.

Our farms, pre-processing, processing and cold storage facilities are routinely audited by numerous global food accreditation agencies and inspected by our customers, thereby ensuring quality standards are maintained at all times.

Leveraging our association with U.S.A based distribution Group Company

We have also forward integrated our operations by having a distribution arm through our Associate Company, Blue Sea Products, LLC in U.S.A., one of our key markets. Apart from being our major distributor, Blue Sea Products, LLC sources seafood products from various jurisdictions globally, for the purpose of distributing the same in U.S.A. This association allows us to penetrate the U.S.A market and enables us to gauge market trends and understand customer preferences, thereby developing product expertise. Our ability to distribute our own products in the U.S.A. has enabled us to build a strong customer base. Apart from our own distribution efforts, we have also been able to develop direct relationships with food distribution companies Chicken of the Sea Frozen Foods, Limson Trading Inc., Sunnyvale Sea Foods, Censea Inc., Pacific Coral Seafood Co Inc. and Arista Industries Inc. Today, U.S.A is one of our key markets and we derived 78.62% of our total revenue for Fiscal 2018 from U.S.A market.

Robust Financial Performance

Our business has been growing in line with the export market trends and demand for shrimp as well as capture fishery products. Our efforts of ramping our production capacities along with ancillary infrastructure, setting up our own farms & tying up with contract farmers, diversifying the product offering, expanding our customer base and focusing on penetrating newer markets has enabled us to grow our revenues, thereby contributing to our financial strength and profitability. As per the Restated Consolidated Financial Statements, the Company's revenue from operations have grown from ₹ 2,048.73 million in Fiscal 2016 to ₹ 6,948.11 million in Fiscal 2018, at a CAGR of 84.16%.

Particulars	Year ended March 31, 2018	Year ended March 31, 2017	Year ended March 31, 2016
Revenue from operations (net) (₹ in million)	6,948.11	4,064.94	2,048.73
EBITDA (₹ in million)	706.25	249.83	80.46
Profit after tax, as restated (₹ in million)	456.25	94.85	2.08
Total Comprehensive Income, as restated	476.34	93.14	(0.94)
Return on net worth (%)	30.40	18.42	(0.35)

Our Strategies

Augmenting our processing and pre processing capabilities

Customer preferences have been the biggest driving factor in the seafood industry. Thus, keeping in view the overall industry growth trend and growing customer demands, our Company intends to set up a new processing plant thereby enhancing our processing capabilities. We set up a new facility in Gudur that was commissioned in October 2015 with an installed capacity of 7,200 MTPA. Subsequently, in May 2018, we commissioned a new IQF line for Ready-to-cook products with a capacity of 3,360 MTPA. Thus the installed capacity is enhanced to 10,560 MTPA. Further, we intend to set up a new state of art facility adjacent to our existing processing facility in Gudur. The new facility will have a total installed capacity of 11,520 MTPA of which installed capacity for Ready-to-Cook products would be 3,360 MTPA, high value ready-to-eat products would be 6,720 MTPA and breaded product line would be 1,440 MTPA. With the augmentation of the new facility, the aggregate installed capacity at both the facilities in Gudur would aggregate to 22,080 MTPA. The new facilities will enable us to cater to the increasing customer demand as well as undertake more business from existing as well as new customers. We intend to incur a capital expenditure to the tune of ₹ 941.9 million, which will be utilized from the Issue proceeds.

Further, we are also in the process of setting up a ready-to-eat product facility at Aroor through which we would be able to offer value added capture fishery products. This will help us to cater to retail and restaurant clients as well as derive higher value through these products. We currently have an installed capacity of 4,675 MTPA at Aroor. We would be replacing one block / tunnel freezing line and set up a new IQF line in Aroor under “*Scheme for Integrated Cold Chain and Value Addition Infrastructure*” with a capacity of 2,200 MTPA. With the implementation of the new facility the installed capacities would augment to 5,280 MTPA. Thus, the aggregate current capacities at Gudur and Aroor, which stands at 15,235 MTPA, would be augmented to 27,360 MTPA.

Our strategy to set up a pre-processing plant in Thamminipatnam will enable us to procure raw material in a timely manner from the farms, draw appropriate local workforce and being closer to the Gudur facility will enable easy transportation of material. The pre-processing centre will add to the logistical value of the entire production cycle. We expect to get skilled human resources from adjoining areas, having extensive experience in the field of aquaculture farming and pre-processing. This initiative will ensure that we save time and focus on higher value added products, which will help us in improving our profitability. We intend to incur a capital expenditure to the tune of ₹161.40 million for our proposed new pre processing facility in Thamminipatnam, which will be utilized from the Issue proceeds.

Strengthening our backward integration by setting up our own hatchery and enhance farming activity.

We have integrated our operations by setting up our own farms and tying up with farmers, thereby exercising control over the quality of raw materials for our aquaculture products. We believe that the success of our business mainly depends on the quality of finished products that we supply to our customers. Currently we have an aggregate farming area of 823.37 acres under our ambit of which 351.56 acres is owned farms on leased land and 471.81 acres of contract farming arrangement wherein we sell

the seed and feeds to the farmers and have a first right of refusal on the shrimps being cultivated on their farm land. These farms are being located in the state of Andhra Pradesh.

Our strategy of setting up our own hatchery is to ensure best quality and self-monitored shrimp seeds and reduce dependence on any third party for seed procurement. In the process we are also mitigating the risks associated with inferior quality products. We would be supplying the seeds at our own farms, contract farmers and third party farmers from whom we regularly procure raw material. The hatchery is being set up at Rajupalem Village, Kothapatnam Mandal, Prakasham district at an intended capital expenditure of ₹ 163.01 million, which will be utilized from the Issue proceeds. For further details please refer to the section titled “Objects of the Issue” on page 80 of this DRHP. We believe that our hatchery and farming initiative will enable us to boost our sourcing of raw material, ensure quality, widen our product offerings and enhance our profit margins.

Increase our value-added products portfolio and expand our global footprint

We are a diversified seafood company engaged in the business of processing and exporting aquaculture and capture fishery products. Our portfolio consists of Ready-to-Cook and Ready-to-Eat format products across aquaculture mainly consisting of farm cultivated shrimps and capture fisheries consisting of squids, wild shrimps, octopus, cuttlefish and wide variety of fishes. We are in continuous talks with our customers to understand their preferences and demands. Also based on market trends we carry out research & development for enhancing our product offering. It has been our constant endeavour to direct our efforts and resources to cater to the needs of our customers and also to progress by innovating the existing product and entering into newer product categories as per customer preferences. Through years of operations and on the back of customer relationships that we have built over the years, we propose to venture into newer areas of ready-to-eat products like breaded products, high-end specialized value added products, nobashi, sushi ebi, squids, tempuras, etc. This will help us in further diversify our product portfolio and enable us to satiate the demand of the existing customers as well as penetrate newer markets and customers.

Our Company’s total revenue from aquaculture products were ₹ 1,306.93 million, ₹ 3,167.97 million and ₹ 5,004.44 million in Financial Year 2016, Financial Year 2017 and Financial Year 2018 respectively, growing at a CAGR of 95.68% from Financial Year 2016 and Financial Year 2018 and the total revenue from capture fishery products were ₹ 624.49 million, ₹ 603.50 million , ₹ 782.44 million in Financial Year 2016, Financial Year 2017 and Financial Year 2018 respectively, growing at a CAGR of 11.93% from Financial Year 2016 and Financial Year 2018

Through the proposed expansion plan in Gudur, we would be adding 11,520 MTPA of processing capacities of which 3,360 MTPA would be for ready-to-cook products, 6,720 MTPA would be for high value ready-to-eat products and 1,440 MTPA for breaded products. The new facilities would enable us to improve our share of value added products as well as enter into the high-end specialized products space. With the new facility we would be able to produce specialized high-end products such as Nobashi, Sushi Ebi, Tempura, shrimp rings, shrimp skewers, breaded shrimps, etc for USA, EU and Japanese markets. The capital expenditure in Gudur has been planned by taking into consideration the changing market trend, increasing demand and customer preferences for such products.

To improve our technology and research & development platform, for better yield and to ensure higher standard of finished product.

Quality control and quality assurance are critical aspects of our business. Our key markets of U.S.A and EU have stipulated stringent quality measures for our products. Due to this reason, our customers prefer that quality control & quality assurance standards being followed are stringent. We have been constantly upgrading our quality management practices in order to offer a standardized, superior and traceable product to our customers. We thrive to develop and innovate newer and better methods of farming, seed production, pre-processing, processing and packaging of our products. We are in a continuous pursuit to improve and enhance our prevailing R&D and lab facilities in order to better our quality control and quality assurance procedures. We constantly study and try to emulate the best and the newest possible quality management practices for the purpose of our business. We regularly upgrade our labs and R&D facilities as well as our production facilities in order to meet changing customer requirements and align with the evolving techniques, methodology and innovation in the field of aquaculture and capture fishery processing.

We have strong technical and quality assurance teams that are deployed across the entire spectrum of our operations. Each of our facilities have a robust R&D and quality lab with qualified quality control personnel to ensure that we adhere to the best possible quality checks and standards at all times. Our labs are equipped with modern quality control equipments and state of the art technology to provide strict quality assurance at each stage of the product life cycle. Our farms, pre-processing,

processing and cold storage facilities are routinely audited by numerous global food accreditation agencies as well as customer appointed quality assurance agencies. Our customers also inspect our facilities regularly, thereby ensuring that the quality of the products is maintained and that we meet the best standards at all times. We also do periodical inspection from our end and obtain reports to ensure that a proper quality and health check is maintained above the customer-approved levels.

Expansion plan under the “Scheme for Integrated Cold Chain and Value Addition Infrastructure under Pradhan Mantri Kisan Sampada Yojana”

Our Company plans to initiate an expansion plan under the “Scheme for Integrated Cold Chain and Value Addition Infrastructure under Pradhan Mantri Kisan Sampada Yojana” (Scheme). We believe that this expansion plan under the said Scheme will boost our production capability in quantity as well as variety. The expansion plan will enable us to offer value added ready-to-cook and ready-to eat capture fishery products. It will enable us to cater to retail and restaurant clients as well as derive higher value from these products and will enhance our quantity of output of our aquaculture products and be able to cater to the rising demand of our existing as well as new customers.

To avail the benefits under the scheme and to receive a maximum grant aid of ₹100 million, our Company needs to do the following:

- Avail term loan from the Bank / Financial Institutions (FI) for an amount not less than 20% of the project cost.
- The project needs to be appraised from the bank/financial institution specific to the proposal. Detailed Project Report /Techno Economic Viability Report merely stamped or endorsed by the Bank/ financial institution.
- Infusion of equity of at least 20% of the total project cost respectively for projects.

The grant will be restricted only to the plant & machinery and technical civil work created subsequent to the submission of the proposal.

SUMMARY OF FINANCIAL INFORMATION

The following tables set forth the summary financial information derived from:

a. The Restated Consolidated Financial Statements for the Fiscals 2018, 2017, 2016, 2015 and 2014.

b. The Restated Standalone Financial Statements for the Fiscals 2018, 2017, 2016, 2015 and 2014.

The Restated Financial Statements referred to above are presented under “Financial Statements” on page 203. The summary financial information presented below should be read in conjunction with the Restated Financial Statements, the notes thereto and “Financial Statements” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on pages 203 and 296, respectively.

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Restated Consolidated Summary Statement of Assets and Liabilities
(Amount in ₹ Millions)

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
ASSETS					
(1) Non-Current Assets					
(a) Property, Plant and Equipment	696.04	575.72	613.19	102.27	99.03
(b) Capital Work-in-Progress	13.90	11.11	-	243.83	4.02
(c) Good will	550.63	-	-	-	-
(d) Other Intangible Assets	0.19	0.37	0.74	0.53	0.43
(e) Financial Assets:					
(i) Investments	51.34	39.98	34.33	44.28	45.03
(ii) Loans	35.82	10.07	13.63	22.10	12.89
(f) Other Non-Current Assets	35.28	1.37	0.00	0.00	0.00
Total Non-current assets	1,383.19	638.63	661.89	413.01	161.40
(2) Current Assets					
(a) Inventories	372.06	335.27	286.94	113.93	216.55
(b) Financial Assets:					
(i) Trade Receivables	1,088.88	913.90	536.26	454.95	390.54
(ii) Cash and Cash Equivalents	39.99	53.46	81.76	59.72	15.18
(iii) Bank Balances other than (ii) above	163.13	83.93	33.14	17.88	30.69
(iv) Loans	120.83	84.31	11.51	0.59	4.15
(c) Other Current Assets	127.41	88.44	64.77	39.59	32.10
(d) Current Tax Asset	3.65	-	4.23	0.11	1.99
Total current assets	1,915.93	1,559.30	1,018.61	686.77	691.19
Total Assets	3,299.12	2,197.93	1,680.50	1,099.78	852.59
EQUITY AND LIABILITIES					
EQUITY					
(a) Equity Share Capital	167.14	149.64	110.73	110.73	94.90
(b) Other Equity	1,400.61	356.77	162.54	163.48	87.35
Total equity	1,567.75	506.41	273.27	274.21	182.25
LIABILITIES					
(1) Non- Current Liabilities					
(a) Financial Liabilities					
(i) Borrowings	155.48	199.95	296.71	157.56	30.97
(b) Provisions	7.73	3.98	2.08	1.30	0.90
(c) Deferred Tax Liabilities/Assets (Net)	22.62	17.18	6.56	0.24	(0.56)
Total Non-current liabilities	185.84	221.11	305.35	159.11	31.30
(2) Current Liabilities					
(a) Financial Liabilities					
(i) Borrowings	978.76	959.95	683.07	516.91	479.28
(ii) Trade Payables	380.63	406.83	328.42	119.02	133.54
(b) Other Current Liabilities	132.85	82.51	88.15	28.89	24.87
(c) Provisions	53.30	9.47	2.24	1.65	1.35
(d) Current Tax Liability	-	11.64	-	-	-
Total current liabilities	1,545.54	1,470.41	1,101.88	666.46	639.04
Total equity and liabilities	3,299.12	2,197.93	1,680.50	1,099.78	852.59

Restated Consolidated Summary Statement of Profit and Loss
(Amount in ₹ Millions)

Particulars	Year Ended March 31, 2018	Year Ended March 31, 2017	Year Ended March 31, 2016	Year Ended March 31, 2015	Year Ended March 31, 2014
I Revenue from operations	6,948.11	4,064.94	2,048.73	2,242.01	2,037.18
II Other income	36.16	14.77	6.54	27.98	42.71
III Total Income	6,984.27	4,079.71	2,055.27	2,269.99	2,079.90
IV Expenses:					
Cost of materials consumed	5,525.32	3,358.70	1,744.83	1,712.46	1,745.85
Changes in Inventory of finished Goods	(21.71)	(38.40)	(173.68)	96.02	(132.62)
Employee benefits expenses	165.39	109.58	50.99	38.91	34.94
Finance costs	69.43	79.62	47.98	31.11	35.27
Depreciation & Amortisation expenses	44.67	36.11	21.96	11.32	15.05
Other expenses	609.02	400.00	352.67	332.00	293.60
Total Expenses	6,392.13	3,945.62	2,044.75	2,221.83	1,992.08
V Restated Profit / (Loss) before exceptional items and tax	592.14	134.09	10.53	48.17	87.81
VI Exceptional items	0.00	0.00	0.00	0.00	0.00
VII Restated Profit/ (Loss) before tax	592.14	134.09	10.53	48.17	87.81
VIII Tax Expense					
(1) Current tax	130.43	28.63	2.12	15.24	29.23
(2) Deferred tax	5.46	10.61	6.32	0.81	(0.51)
IX Restated Profit (Loss) for the period	456.25	94.85	2.08	32.12	59.09
X Other Comprehensive Income					
A (i) Items that will not be reclassified to profit or loss	21.42	(2.29)	(3.60)	(0.16)	(0.36)
(ii) Income tax relating to items that will not be reclassified to profit or loss	-	0.49	0.74	0.05	0.12
B (i) Items that will be reclassified to profit or loss	(0.99)	0.08	(0.13)	(0.04)	0.25
(ii) Income tax relating to items that will be reclassified to profit or loss	(0.34)	0.02	(0.03)	(0.01)	0.08
XI Total Comprehensive Income for the period	476.34	93.14	(0.94)	31.96	59.18
XII Restated Earnings per equity share					
Basic and Diluted	9.22	1.87	(0.02)	0.69	1.30

Restated Consolidated Statement of Cash Flows
(Amount in ₹ Millions)

	Particulars	Year Ended March 31, 2018	Year Ended March 31, 2017	Year Ended March 31, 2016	Year Ended March 31, 2015	Year Ended March 31, 2014
A.	CASH FLOW FROM OPERATING ACTIVITIES :					
	NET PROFIT/(LOSS) BEFORE TAX	592.14	134.09	10.53	48.17	87.81
	Adjustments for:					
	Depreciation	44.67	36.11	21.96	11.32	15.05
	Exchange (Gain) / Loss	(4.84)	1.40	0.83	(0.26)	0.13
	Finance Cost	69.43	79.62	47.98	31.11	35.27
	Loss/(profit) on sale of property plant and equipments	10.99	(0.31)	0.00	0.03	0.01
	Interest Received	(8.75)	(4.38)	(2.23)	(3.09)	(2.14)
	Dividend Received	(0.01)	(0.01)	(0.01)	(0.02)	(0.02)
	Loss/(Income) from investments	(20.10)	(7.40)	9.95	(7.42)	(39.11)
	Profit on sale of investment	(0.49)	0.00	0.00	(0.18)	0.00
	Other Non-cash items	11.27	0.78	0.92	7.82	4.25
		102.18	105.81	79.39	39.32	13.44
	Operating Profit/(Loss) Before Working Capital Changes	694.32	239.91	89.91	87.49	101.25
	(Invested in)/Generated from:					
	Inventories	(36.79)	(48.33)	(173.01)	102.62	(147.99)
	Trade Receivables	(170.14)	(380.44)	(82.70)	(63.90)	(351.45)
	Other Receivables	(143.30)	(142.36)	(43.81)	(7.34)	(21.61)
	Current Liabilities and Payables	54.58	81.10	263.54	(10.25)	52.34
		(295.65)	(490.02)	(35.98)	21.13	(468.70)
	Cash Generated from Operations	398.67	(250.12)	53.94	108.62	(367.45)
	Direct Taxes paid	(121.74)	(10.58)	(2.22)	(13.31)	(17.72)
	Net cash from/(used in) operating activities	276.93	(260.70)	51.71	95.31	(385.17)
B.	CASH FLOW FROM INVESTING ACTIVITIES					
	Purchase of Property Plant and Equipment	(181.64)	(59.48)	(289.25)	(254.80)	(16.80)
	Sale of Property, Plant and Equipments	3.06	0.41	-	0.29	0.20
	Capital Advance	(26.67)	(3.42)	-	-	-
	Subsidy Received	-	50.00	-	-	-
	Sale proceeds From Investment	1.19	0.00	0.00	7.53	0.10
	Interest Received	8.75	4.38	2.23	3.09	2.14
	Dividend Received	0.01	0.01	0.01	0.02	0.02
	Net cash from/(used in) Investing Activities	(195.31)	(8.10)	(287.01)	(243.87)	(14.34)
C.	CASH FLOW FROM FINANCING ACTIVITIES					

Particulars		Year Ended March 31, 2018	Year Ended March 31, 2017	Year Ended March 31, 2016	Year Ended March 31, 2015	Year Ended March 31, 2014
	Proceeds from issue of share capital	-	140.00	-	60.00	1.88
	Short Term Borrowings	-	276.89	166.16	37.63	427.25
	Long Term Borrowings	80.84	16.43	81.51	10.72	2.07
	Repayment of Loans	(106.50)	(113.19)	57.64	115.87	(11.91)
	Finance Cost	(69.43)	(79.62)	(47.98)	(31.11)	(35.27)
	Net cash from/(used in) financing activities	(95.09)	240.50	257.33	193.11	384.01
	NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	(13.47)	(28.30)	22.04	44.54	(15.50)
	CASH AND CASH EQUIVALENTS - OPENING	53.46	81.76	59.72	15.18	30.68
	CASH AND CASH EQUIVALENTS - CLOSING	39.99	53.46	81.76	59.72	15.18
	Note:					
	Cash and Cash equivalents include:					
	Cash on Hand	1.96	1.53	1.05	0.73	1.69
	Balance with Banks:					
	Current Accounts	38.03	51.92	80.71	58.99	13.49
		39.99	53.46	81.76	59.72	15.18

Restated Standalone Summary Statement of Assets and Liabilities
(Amount in ₹ Millions)

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
ASSETS					
(1) Non-Current Assets					
(a) Property, Plant and Equipment	685.59	575.72	613.19	102.27	99.03
(b) Capital Work-in-Progress	13.90	11.11	-	243.83	4.02
(c) Other Intangible Assets	0.19	0.37	0.74	0.53	0.43
(d) Financial Assets:					
(i) Investments	636.34	40.08	34.43	44.38	45.13
(ii) Loans	12.65	10.17	13.72	22.20	12.98
(e) Other Non-Current Assets	35.28	1.37	-	-	-
Total Non-current assets	1,383.94	638.82	662.08	413.20	161.59
(2) Current Assets					
(a) Inventories	362.50	335.27	286.94	113.93	216.55
(b) Financial Assets:					
(i) Trade Receivables	799.79	913.90	536.26	454.95	390.54
(ii) Cash and Cash Equivalents	39.87	53.46	81.76	59.72	15.18
(iii) Bank Balances other than (ii) above	163.13	83.93	33.14	17.88	30.69
(iv) Loans	99.08	84.31	11.51	0.59	4.15
(c) Other Current Assets	127.41	88.20	64.55	39.37	31.91
(d) Current Tax Asset	4.43	-	4.23	0.11	1.99
Total current assets	1,596.20	1,559.06	1,018.39	686.54	691.00
Total Assets	2,980.14	2,197.88	1,680.46	1,099.75	852.59
EQUITY AND LIABILITIES					
EQUITY					
(a) Equity Share Capital	167.14	149.64	110.73	110.73	94.90
(b) Other Equity	1,367.71	356.77	162.54	163.48	87.35
Total equity	1,534.84	506.41	273.27	274.21	182.25
LIABILITIES					
(1) Non-Current Liabilities					
(a) Financial Liabilities					
(i) Borrowings	150.37	199.95	296.71	157.56	30.97
(b) Provisions	7.73	3.98	2.08	1.30	0.90
(c) Deferred Tax Liabilities/Assets (Net)	23.20	17.18	6.56	0.24	(0.56)
Total Non-current liabilities	181.30	221.11	305.35	159.11	31.30
(2) Current Liabilities					
(a) Financial Liabilities					
(i) Borrowings	899.02	959.95	683.07	516.91	479.28
(ii) Trade Payables	215.43	406.83	328.42	119.02	133.54
(b) Other Current Liabilities	97.84	82.47	88.11	28.86	24.86
(c) Provisions	51.70	9.47	2.24	1.65	1.35
(d) Current Tax Liability	-	11.64	-	-	-
Total current liabilities	1,263.99	1,470.36	1,101.84	666.43	639.03
Total equity and liabilities	2,980.14	2,197.88	1,680.46	1,099.75	852.59

Restated Standalone Summary Statement of Profit and Loss
(Amount in ₹ Millions)

Particulars	Year Ended March 31, 2018	Year Ended March 31, 2017	Year Ended March 31, 2016	Year Ended March 31, 2015	Year Ended March 31, 2014
I Revenue from operations	6,245.52	4,064.94	2,048.73	2,242.01	2,037.18
II Other income	36.16	14.77	6.54	27.98	42.71
III Total Income	6,281.69	4,079.71	2,055.27	2,269.99	2,079.90
IV Expenses:					
Cost of materials consumed	4,905.18	3,358.70	1,744.83	1,712.46	1,745.85
Changes in Inventory of finished Goods	(21.71)	(38.40)	(173.68)	96.02	(132.62)
Employee benefits expenses	157.52	109.58	50.99	38.91	34.94
Finance costs	61.22	79.62	47.98	31.11	35.27
Depreciation & Amortisation expenses	40.77	36.11	21.96	11.32	15.05
Other expenses	593.27	400.00	352.67	332.00	293.60
Total Expenses	5,736.26	3,945.62	2,044.75	2,221.83	1,992.08
V Restated Profit / (Loss) before exceptional items and tax	545.42	134.09	10.53	48.17	87.81
VI Exceptional items	-	-	-	-	-
VII Restated Profit/ (Loss) before tax	545.42	134.09	10.53	48.17	87.81
VIII Tax Expense					
(1) Current tax	116.05	28.63	2.12	15.24	29.23
(2) Deferred tax	6.02	10.61	6.32	0.81	-0.51
IX Restated Profit (Loss) for the period	423.35	94.85	2.08	32.12	59.09
X Other Comprehensive Income					
A (i) Items that will not be reclassified to profit or loss	21.42	(2.29)	(3.60)	(0.16)	(0.36)
(ii) Income tax relating to items that will not be reclassified to profit or loss	-	0.49	0.74	0.05	0.12
B (i) Items that will be reclassified to profit or loss	(0.99)	0.08	(0.13)	(0.04)	0.25
(ii) Income tax relating to items that will be reclassified to profit or loss	(0.34)	0.02	(0.03)	(0.01)	0.08
XI Total Comprehensive Income for the period	443.43	93.14	(0.94)	31.96	59.18
XII Restated Earnings per equity share					
Basic and Diluted	8.58	1.87	(0.02)	0.69	1.30

Restated Standalone Statement of Cash Flows
(Amount in ₹ Millions)

Particulars	Year Ended March 31, 2018	Year Ended March 31, 2017	Year Ended March 31, 2016	Year Ended March 31, 2015	Year Ended March 31, 2014
A. CASH FLOW FROM OPERATING ACTIVITIES :					
NET PROFIT/(LOSS) BEFORE TAX	545.42	134.09	10.53	48.17	87.81
Adjustments for:					
Depreciation	40.77	36.11	21.96	11.32	15.05
Exchange (Gain) / Loss	(4.84)	1.40	0.83	(0.26)	0.13
Finance Cost	61.22	79.62	47.98	31.11	35.27
Loss/(profit) on sale of property plant and equipments	10.99	(0.31)	-	0.03	0.01
Interest Received	(8.75)	(4.38)	(2.23)	(3.09)	(2.14)
Dividend Received	(0.01)	(0.01)	(0.01)	(0.02)	(0.02)
Loss/(Income) from investments	(20.10)	(7.40)	9.95	(7.42)	(39.11)
Profit on sale of investment	(0.49)	-	-	(0.18)	-
Other Non-cash items	11.27	0.78	0.92	7.82	4.25
	90.07	105.81	79.39	39.32	13.44
Operating Profit/(Loss) Before Working Capital Changes	635.49	239.91	89.91	87.49	101.25
(Invested in)/Generated from:					
Inventories	(27.23)	(48.33)	(173.01)	102.62	(147.99)
Trade Receivables	118.95	(380.44)	(82.70)	(63.90)	(351.45)
Other Receivables	(132.73)	(142.35)	(43.80)	(7.31)	(21.50)
Current Liabilities and Payables	(147.33)	81.09	263.53	(10.27)	52.34
	(188.35)	(490.02)	(35.98)	21.13	(468.60)
Cash Generated from Operations	447.14	(250.12)	53.94	108.62	(367.35)
Direct Taxes paid	(108.14)	(10.58)	(2.22)	(13.31)	(17.72)
Net cash from/(used in) operating activities	339.01	(260.70)	51.71	95.31	(385.07)
B. CASH FLOW FROM INVESTING ACTIVITIES					
Purchase of Property Plant and Equipment	(167.30)	(59.48)	(289.25)	(254.80)	(16.80)
Sale of Property, Plant and Equipments	3.06	0.41	-	0.29	0.20
Capital Advance	(26.67)	(3.42)	-	-	-
Subsidy Received	-	50.00	-	-	-
Sale proceeds From Investment	1.29	-	-	7.53	-
Interest Received	8.75	4.38	2.23	3.09	2.14
Dividend Received	0.01	0.01	0.01	0.02	0.02
Net cash from/(used in) Investing Activities	(180.86)	(8.10)	(287.01)	(243.87)	(14.44)

Particulars	Year Ended March 31, 2018	Year Ended March 31, 2017	Year Ended March 31, 2016	Year Ended March 31, 2015	Year Ended March 31, 2014
C. CASH FLOW FROM FINANCING ACTIVITIES					
Proceeds from issue of share capital	-	140.00	-	60.00	1.88
Short Term Borrowings	-	276.89	166.16	37.63	427.25
Long Term Borrowings	32.88	16.43	81.51	10.72	2.07
Repayment of Loans	(143.38)	(113.19)	57.64	115.87	(11.91)
Finance Cost	(61.22)	(79.62)	(47.98)	(31.11)	(35.27)
Net cash from/(used in) financing activities	(171.73)	240.50	257.33	193.11	384.01
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	(13.58)	(28.30)	22.04	44.54	(15.50)
CASH AND CASH EQUIVALENTS - OPENING	53.46	81.76	59.72	15.18	30.68
CASH AND CASH EQUIVALENTS - CLOSING	39.87	53.46	81.76	59.72	15.18
Note:					
Cash and Cash equivalents include:					
Cash on Hand	1.86	1.53	1.05	0.73	1.69
Balance with Banks:					
Current Accounts	38.01	51.92	80.71	58.99	13.49
	39.87	53.46	81.76	59.72	15.18

THE ISSUE

The following table summarizes details of Issue:

Issue of Equity Shares ⁽¹⁾⁽²⁾	Up to [●] Equity Shares aggregating up to ₹ [●] million
<i>Of which</i>	
Fresh Issue ⁽¹⁾	Up to [●] Equity Shares aggregating up to ₹ 2,420 million
Offer for Sale ⁽²⁾	Up to 4,108,000 Equity Shares aggregating up to ₹ [●] million
<i>Of which</i>	
<i>Of which:</i>	
Offer for sale by Philips Thomas	Up to 1,027,000 Equity Shares aggregating up to ₹ [●] million
Offer for sale by Vinod Kumar K P	Up to 1,027,000 Equity Shares aggregating up to ₹ [●] million
Offer for sale by Madhukrishna Ganta	Up to 1,027,000 Equity Shares aggregating up to ₹ [●]million
Offer for sale by Abdul Kareem A	Up to 1,027,000 Equity Shares aggregating up to ₹ [●] million
<i>The Issue consists of:</i>	
Employee Reservation Portion ⁽³⁾	Up to [●] Equity Shares aggregating up to ₹ [●] million
Net Issue	Up to [●] Equity Shares aggregating up to ₹ [●] million
<i>The Net Issue consists of</i>	
A) QIB Portion⁽⁴⁾⁽⁵⁾⁽⁶⁾	Not more than [●] Equity Shares
<i>Of which:</i>	
Anchor Investor Portion ⁽⁴⁾	Up to [●] Equity Shares
Balance available for allocation to QIBs other than Anchor Investors (assuming Anchor Investor Portion)	[●] Equity Shares
<i>Of which:</i>	
Available for allocation to Mutual Funds only (5% of the QIB Portion (excluding the Anchor Investor Portion))	[●] Equity Shares
Balance for all QIBs including Mutual Funds	[●] Equity Shares
B) Non- Institutional Portion⁽⁵⁾	Not less than [●] Equity Shares
C) Retail Portion⁽⁶⁾	Not less than [●] Equity Shares
Equity Shares outstanding prior to the Issue	53,403,640 Equity Shares
Equity Shares outstanding after the Issue	[●] Equity Shares
Use of proceeds of the Issue	For details of the utilization of the Net Proceeds, see “ <i>Objects of the Issue</i> ” on page 80. Our Company will not receive any proceeds from the Offer for Sale.

- (1) *The Fresh Issue has been authorized by our Board of Directors and our Shareholders, pursuant to their resolutions dated May 09, 2018 and May 14, 2018, respectively.*
- (2) *The Promoter Selling Shareholders, severally and not jointly, have confirmed that their respective portions of the Offered Shares, are eligible in accordance with the SEBI ICDR Regulations. Each of the Promoter Selling Shareholders have by way of their respective consent letters, each dated May 18, 2018, consented to offer of up to 1,027,000 Equity Shares in the Offer for Sale.*
- (3) *Eligible Employees Bidding in the Employee Reservation Portion can Bid up to a Bid Amount of ₹500,000. However, a Bid by an Eligible Employee in the Employee Reservation Portion will be considered for allocation, in the first instance, for a Bid Amount of up to ₹200,000. In the event of under-subscription in the Employee Reservation Portion (post the initial Allocation of up to ₹200,000 per Eligible Employee), the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹200,000 subject to the maximum value of Allotment made to an Eligible Employee not exceeding ₹500,000. The unsubscribed portion, if any, in the Employee Reservation Portion (after allocation to Eligible Employees with Bid Amounts over ₹200,000 up to a maximum of ₹500,000), shall be added to the Net Issue.*
- (4) *Our Company and the Promoter Selling Shareholders, in consultation with the BRLMs, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. 5% of the QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. Any unsubscribed portion in the Mutual Fund Portion will be added to the QIB Portion (excluding the Anchor Investor Portion) and allocated proportionately to the QIB Bidders (other than Anchor Investors) in proportion to their Bids. For details, see “Issue Procedure” on page 350.*
- (5) *In the event of under-subscription in the Anchor Investor Portion, the remaining Equity Shares shall be added to the QIB Portion (other than the Anchor Investor Portion).*
- (6) *Subject to valid Bids being received at or above the Issue Price, under subscription, if any, in any portion, except in the QIB Portion, would be allowed to be met with spill over from any other portion or combination of categories at the discretion of our Company and the Promoter Selling Shareholders in consultation with the BRLMs and the Designated Stock Exchange. However, under subscription, if any, in the QIB Portion will not be allowed to be met with spill-over from other categories or a combination of categories.*

Notes

- i. Pursuant to Rule 19(2)(b)(i) of the SCRR read with Regulation 41 of the SEBI ICDR Regulations, the Issue is being made for at least 25% of the post-Issue paid-up equity share capital of our Company.
- ii. Allocation to all categories, except Anchor Investors, if any and Retail Individual Investors shall be made on a proportionate basis. The allocation to each Retail Individual Investor shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis. For details, see “Issue Procedure” on page 350.
- iii. In case of undersubscription in the Net Issue, spill-over to the extent of under-subscription shall be permitted to be met with spill over from the Employee Reservation Portion, subject to compliance with Rule 19(2)(b)(i) of the SCRR. Further, a Bidder bidding in the Employee Reservation Portion can also Bid under the Net Issue and such Bids will not be treated as multiple Bids. In the event of under-subscription in the Issue, subject to receiving minimum subscription for 90% of the Fresh Issue and compliance with Rule 19(2)(b)(i) of the SCRR, Allotment will be first made towards the Fresh Issue from the valid Bids. For further details, see “Issue Structure” on page 347.

For details further details see “Issue Procedure” and “Terms of the Issue” on pages 350 and 342, respectively.

GENERAL INFORMATION

Our Company was originally incorporated on March 18, 1999 as Penver Products Private Limited, as a private limited company under the Companies Act, 1956. Subsequently, the name of our Company was changed to Penver Products Limited, pursuant to its conversion into a public company and a fresh certificate of incorporation dated February 23, 2018, was issued by Registrar of Companies, Ernakulam at Kerala.

For further details including changes in the registered office of our Company, see “*History and Certain Corporate Matters*” on page 168 and for details of the business of our Company, see “*Our Business*” on page 142.

Registered and Corporate Office:

Penver Products Limited

Door No. AP 2/688, Industrial Estate,
Aroor, Kerala 688534,
India

Tel: +91 478 2832204

Fax: +91 478 2874 298

Email: cs@penverproducts.com

Website: www.penverproducts.com

Corporate Identity Number: U05004KL1999PLC012901

Registration Number: 012901

Address of the Registrar of Companies

Our Company is registered with the Registrar of Companies, Ernakulam, Kerala, situated at 1st Floor, Company Law Bhawan BMC Road Thikkakakra, P.O, Kakkanad, Kochi, Kerala 682021, India

Board of Directors

The Board of our Company comprises the following:

Name	Designation	DIN	Address
Philips Thomas	Chairman & Managing Director	00937647	Villa J, Chakolas Bougain Villa Fr Mulavarickal Road, Konthuruthy Ernakulam 682013, Kerala
Vinod Kumar K P	Whole-Time Director	00937960	Right 144-Kumaranasan Nagar, Kumaranasan Road, Kadavanthra Post Office, Ernakulam, 682020 Kerala
Madhukrishna Ganta	Whole-Time Director	07073909	15-335,Varada Nagar, Gudur Town, Potti Sriramulu Nellore – 524101 Andhra Pradesh
Abdul Kareem A	Whole-Time Director	01846637	Old No. 36/A, New No. 10 Railway Colony, 3rd Street Aminjikarai Chennai 600029 Tamil Nadu
Dr. Anandavally N	Non-Executive Independent Director	08103463	Tejus M/ 10/ 32, Changampuzha Nagar P.O. Kalamassery, Ernakulam - 682033.
C K Gopalan Nair	Non-Executive Independent Director	02662315	29/156, C40, C24, Choice Gardens , Vyttila, Ernakulam, Kochi- 682019
K N Mathew	Non-Executive Independent Director	01901726	TC-11-537, MBC- 13, Museum Bains Compound, Nanthancode, Kowdiar, P.O, Trivandrum– 695003
T J Kamalanabhan	Non-Executive Independent Director	06885073	No 70 Ramakrishnanagar, 1st Main Road West Velachery, Chennai – 600088

For brief profiles of our Directors, see “*Our Management*” on page 176.

Company Secretary and Compliance Officer

Ravilal V R is the Company Secretary and Compliance Officer of our Company. His contact details are as follows:

Door No. AP 2/688, Industrial Estate,
Aroor, Kerala - 688534
Tel: +91 478 2832 204
Fax: +91 478 2874 298
Email: cs@penverproducts.com

President and Chief Financial Officer

C V George is the President and Chief Financial Officer of our Company. His contact details are as follows:

Door No. AP 2/688, Industrial Estate,
Aroor, Kerala- 688534
Tel: +91 478 2832 202
Fax: +91 478 2874 298
Email: cfo@penverproducts.com

Investor Grievances

Investors can contact the Company Secretary and Compliance Officer, the BRLMs or the Registrar to the Issue in case of any pre-Issue or post-Issue related problems, such as non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders and non-receipt of funds by electronic mode.

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

All grievances of the Anchor Investors may be addressed to the Registrar to the Issue, giving full details such as name of the sole or first Bidder, Anchor Investor Application Form number, Bidder DP ID, Client ID, PAN, date of the Anchor Investor Application Form, address of the Bidder, number of Equity Shares applied for, Bid Amount paid on submission of the Anchor Investor Application Form and the name and address of the relevant BRLMs where the Anchor Investor Application Form was submitted by the Anchor Investor.

Further, the investor shall also enclose a copy of the Acknowledgment Slip received from the Designated Intermediaries in addition to the information mentioned hereinabove.

Book Running Lead Managers

Karvy Investor Services Limited

Karvy House, 46, Avenue 4,
Street No. 1, Banjara Hills,
Hyderabad - 500 034,
Telangana
Tel: +91 40 2342 8774
Fax: +91 40 2337 4714
Email: cmg@karvy.com
Investor Grievance Email: igmbd@karvy.com
Website: www.karvyinvestmentbanking.com
Contact Person: P. Balraj / Krishna Teja
SEBI Registration No: MB/INM000008365

Emkay Global Financial Services Limited

7th Floor, The Ruby,
Senapati Bapat Marg, Dadar-West,
Mumbai- 400028
Maharashtra
Tel: +91 22 6612 1212
Fax: +91 22 6612 1355
Email: ipo.penver@emkayglobal.com
Investor Grievance Email: ibg@emkayglobal.com
Website: www.emkayglobal.com
Contact Person: Deepak Yadav
SEBI Registration No: INM000011229

Equirus Capital Private Limited

12th Floor, C Wing,
Marathon Futurex,
N M Joshi Marg, Lower Parel,
Mumbai – 400 013, Maharashtra
Tel: +91 22 4332 0600
Fax: +91 22 4332 0601
Email: project.ppl@equirus.com
Investors Grievance Email:
investorgrievance@equirus.com
Website: www.equirus.com
Contact Person: Sameer Purohit / Gaurav Phadke
SEBI Registration No: INM000011286

Syndicate Members

[•]

Legal Advisor to the Issue**ALMT Legal**

#2, Lavelle Road,
Bengaluru - 560001
Karnataka
Tel: +91 80 4016 0000
Email: rbopaiah@almtlegal.com
Contact Person: Rajat Bopaiah

Statutory Auditors of our Company**M/s BSJ & Associates, Chartered Accountants**

41/1029 B-1, 1st Floor, Veekshanam Road, Kochi- 682018
Tel: 0484 2355552/2355553
Fax number: NA
E-mail ID: jobby@bsjassociates.in
Contact person: CA. Jobby George
Firm registration number: 010560S
Membership No.: 211174
Peer Review No.: 010856
Website: www.bsjassociates.in

Registrar to the Issue**Karvy Computershare Private Limited**

“Karvy Selenium Tower B”, Plot No. 31 & 32,
Financial District, Nankramguda, Gachibowli
Hyderabad – 500 032
Telangana
Tel: +91 40 6716 2222
Fax: +91 40 2343 1551
E- mail: penver.ipo@karvy.com
Investor grievance e - mail: einward.ris@karvy.com
Website: www.karisma.karvy.com
Contact Person: Murali Krishna M
SEBI Registration No.: INR000000221

Bankers to the Issue/Escrow Collection Banks

[•]

Refund Banks

[•]

Bankers to our Company

The Federal Bank Limited

St. Augustines Church Building,
Bye Pass Junction, Aroor,
Alapuzha, Kerala
Tel: +91-478-2872001, 2634235,
Fax: +91478 2873160
Contact Person: Mr Ajith V Mathew
Email: ajithvmathew@federalbank.co.in
Website: www.federalbank.co.in

The South Indian Bank Limited

Building No.122, Ward No.V,
K Building, NH-47, Aroor Post Office
Kerala District, Alapuzha
Tel: +91 478 2876040
Email: br0606@sib.co.in
Website: www.southindianbank.com

Designated Intermediaries

Self Certified Syndicate Banks

The list of banks that have been notified by SEBI to act as the SCSBs for the ASBA process is provided on the website of SEBI at <http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>. For a list of branches of the SCSBs named by the respective SCSBs to receive ASBA Forms from the Designated Intermediaries, please refer to the above-mentioned link.

Syndicate SCSB Branches

In relation to Bids submitted under the ASBA process to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of the ASBA Forms from the members of the Syndicate is available on the website of SEBI <http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes> and updated from time to time. For more information on such branches collecting Bid cum Application Forms from the Syndicate at Specified Locations, see the website of the SEBI at <http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>.

Registered Brokers

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

Registrar and Share Transfer Agents

The list of the RTAs eligible to accept the Bid cum Application Forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, is provided on the websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com respectively, as updated from time to time.

CDPs

The list of the CDPs eligible to accept ASBA Forms at the Designated CDP Locations, including details such as name and contact details, is provided on the websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com, respectively, as updated from time to time.

For further details, see “Issue Procedure” on page 350.

Credit Rating

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

Trustees

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

IPO grading

No credit agency registered with SEBI has been appointed in respect of obtaining grading for the Issue.

Monitoring Agency

Our Company will appoint a monitoring agency prior to the filing of Red Herring Prospectus in accordance with Regulation 16 of the SEBI ICDR Regulations.

Appraising Agency

None of the objects for which the Net Proceeds will be utilized have been appraised by any agency. Accordingly, no appraising entity is appointed for the Issue.

Experts

Except as stated below, our Company has not obtained any expert opinions:

M/s. BSJ & Associates bearing Firm No. 010560S, Chartered Accountants, have provided their written consent to be named as an 'expert' under Section 26 of the Companies Act, 2013 and for the inclusion of the reports each dated June 12, 2018 on the Restated Financial Statements, and the statement of special tax benefits dated June 12, 2018 in the form and context in which it appears in this Draft Red Herring Prospectus.

V. Devi Prasad, Chartered Engineer bearing registration no. F 016365/8, have provided their written consent to be named as an "expert" as defined under Section 2(38) and Section 26(1)(a)(v) of the Companies Act, 2013 in relation hereto.

The aforesaid consents have not been withdrawn at the time of delivery of this Draft Red Herring Prospectus to SEBI.

Inter-se Allocation of Responsibilities among the BRLMs

The following table set forth the inter se allocation of responsibilities for various activities among the BRLMs for the Issue:

Sr. No.	Activity	Responsibility	Co-ordination
1	Capital structuring, positioning strategy and due diligence of the Company including its operations/ management/ business plans/ legal. Drafting and design of the Draft Red Herring Prospectus, Red Herring Prospectus and Prospectus, including memorandum containing salient features of the Prospectus. Ensuring compliance with stipulated requirements and completion of prescribed formalities with the Stock Exchanges, RoC, and SEBI including finalisation of Prospectus and registering with the RoC	Karvy^, Emkay, Equirus	Karvy^
2	Drafting and approval of all statutory advertisement	Karvy^, Emkay, Equirus	Karvy^
3	Co-ordination of auditor deliverables	Karvy^, Emkay, Equirus	Karvy^
4	Drafting and approval of all publicity material other than statutory advertisement as mentioned above including corporate advertising, brochure, etc. Co-ordination for the filing of media compliance report with SEBI	Karvy^, Emkay, Equirus	Emkay
5	Appointment of intermediaries, viz., Registrar to the Issue, advertising agency, printers, Bankers and monitoring agency (including coordinating all agreements to be entered with such parties)	Karvy^, Emkay, Equirus	Karvy^
6	Institutional marketing strategy, including finalizing the list and allocation of investors for one to one meetings, in consultation with the Company, finalizing the international road show schedule & investor meeting schedules. Preparation of the roadshows presentation, pricing presentation, roadshows script, and FAQs	Karvy^, Emkay, Equirus	Emkay
7	Non-institutional and retail marketing of the Issue, which will cover, among others <ul style="list-style-type: none"> Finalising media, marketing, and public relations strategy Finalising centers for holding conferences for brokers, etc. Follow-up on the distribution of publicity and Issue material including forms, Prospectus and deciding on the quantum of the Issue material Finalising Syndicate ASBA collection centers 	Karvy^, Emkay, Equirus	Karvy^
8	Co-ordination with Stock Exchanges for book building software, bidding terminals, mock trading and payment of 1% security deposit	Karvy^, Emkay, Equirus	Karvy^
9	Managing the book and finalisation of Issue Price in consultation with the Company	Karvy^, Emkay, Equirus	Emkay
10	Post Issue activities, which shall involve: <ul style="list-style-type: none"> Essential follow-up steps, advising the Company about the closure of the Issue based on the Bid file, finalisation of the Basis of Allotment or weeding out of multiple applications, listing of Equity Shares, demat credit etc., including co-ordination with various agencies connected with the intermediaries such as Registrar to the Issue Coordinating with Stock Exchanges and SEBI for release of 1% security deposit post-closure of the Issue 	Emkay, Equirus	Emkay
11	Payment of the applicable Securities Transaction Tax ("STT") on sale of unlisted equity shares by the Promoter Selling Shareholders under the offer for sale included in the Issue to the Government and filing of the STT return by the prescribed due date as per Chapter VII of Finance (No. 2) Act, 2004	Emkay, Equirus	Emkay

[^]Karvy shall not be involved in any of the post issue activities as it is an affiliate of the Registrar to the Issue.

Book Building Process

Book building, in the context of the Issue, refers to the process of collection of Bids from investors on the basis of the Red Herring Prospectus within the Price Band which will be decided by our Company and the Promoter Selling Shareholders in consultation with the BRLMs, and advertised in the Statutory Newspapers at least five Working Days prior to the Issue Opening Date and such advertisement shall be made available to Stock Exchanges for the purpose of uploading on their respective websites. The Issue Price shall be determined by our Company in consultation with Promoter Selling Shareholders and BRLMs after the Issue Closing Date. The principal parties involved in the Book Building Process are:

1. Our Company;
2. The Promoter Selling Shareholders;
3. The BRLMs;
4. The Syndicate Members;
5. The Registrar to the Issue;
6. The Escrow Collection Banks;
7. The SCSBs;
8. The CDPs;
9. The RTAs; and
10. The Registered Brokers.

The Issue is being made in terms of Rule 19(2)(b)(i) of SCRR read with Regulation 41 of the SEBI ICDR Regulations. This Issue is being made through the Book Building Process in accordance with Regulation 26(1) of the SEBI ICDR Regulations. 50% of the Net Issue shall be available for allocation on a proportionate basis to QIBs. Our Company in consultation with the BRLMs may allocate up to 60% of the QIB Portion to Anchor Investors at the Anchor Investor Allocation Price, on a discretionary basis, out of which at least one-third will be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. For further details, see “*Issue Structure*” and “*Issue Procedure*” on pages 347 and 350, respectively.

All Bidders, except Anchor Investors, can participate in the Issue only through the ASBA process.

In accordance with the SEBI ICDR Regulations, QIBs (other than Anchor Investors) bidding in the QIB Portion other than Anchor Investor Portion and Non-Institutional Investors bidding in the Non- Institutional Portion are not allowed to withdraw or lower the size of their Bids (in terms of the quantity of the Equity Shares or the Bid Amount) at any stage. Retail Individual Investors and Eligible Employees can revise their Bids during the Issue Period and withdraw their Bids until the Issue Closing Date. Further, Anchor Investors cannot withdraw their Bids after the Anchor Investor Issue Period. Allocation to the Anchor Investors will be on a discretionary basis.

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

For details on the method and procedure for Bidding, see “*Issue Procedure*” on page 350

Illustration of Book Building Process and Price Discovery Process

For an illustration of the Book Building Process and the price discovery process, see “*Issue Procedure – Part B – Basis of Allocation - Illustration of the Book Building and Price Discovery Process*” on page 383.

Investors should note the Issue is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment; and (ii) final approval of the RoC after the Prospectus is filed with the RoC.

Underwriting Agreement

After determination of the Issue Price but prior to the filing of the Prospectus with the RoC, our Company and the Promoter Selling Shareholders will enter into an Underwriting Agreement with the Underwriters for the Equity Shares proposed to be offered through the Issue. It is proposed that pursuant to the terms of the Underwriting Agreement, the BRLMs will be responsible for bringing in the amount devolved in the event that the Syndicate Members do not fulfil their underwriting obligations. The Underwriting Agreement is dated [•]. Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters will be several and will be subject to certain conditions specified therein.

The Underwriters have indicated their intention to underwrite the following number of Equity Shares:

(This portion has been intentionally left blank and will be completed before filing the Prospectus with the RoC.)

Name, address, telephone number, fax number and e-mail address of the Underwriters.	Indicative number of Equity Shares to be underwritten	Amount underwritten (₹ in millions)
[•]	[•]	[•]
[•]	[•]	[•]
[•]	[•]	[•]

The above mentioned table will be finalized after determination of the Issue Price and finalization of the Basis of Allotment and subject to the provisions of the SEBI ICDR Regulations.

In the opinion of our Board of Directors (based on representations given by the Underwriters), resources of the Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. The Underwriters are registered with SEBI under Section 12(1) of the SEBI Act or registered as brokers with the Stock Exchange(s). Our Board of Directors/IPO Committee, at its meeting held on [•], has accepted and entered into the Underwriting Agreement on behalf of our Company.

Allocation among the Underwriters may not necessarily be in proportion to their underwriting commitment set forth in the table above.

Notwithstanding the above table, the Underwriters shall be severally responsible for ensuring payment with respect to the Equity Shares allocated to investors procured by them in accordance with the Underwriting Agreement. In the event of any default in payment, the respective Underwriter, in addition to other obligations defined in the Underwriting Agreement, will also be required to procure subscribers for or subscribe to the Equity Shares to the extent of the defaulted amount in accordance with the Underwriting Agreement.

CAPITAL STRUCTURE

The Equity Share capital of our Company as at the date of this Draft Red Herring Prospectus is set forth below:

(In ₹ except share data)

Sl. No.	Particulars	Aggregate value at face value	Aggregate value at Issue Price
A	AUTHORIZED SHARE CAPITAL ⁽¹⁾		
	90,000,000 Equity Shares of face value of ₹ 10 each	900,000,000	[●]
B	ISSUED, SUBSCRIBED AND PAID-UP CAPITAL BEFORE THE ISSUE		
	53,403,640 Equity Shares of face value of ₹ 10 each	534,036,400	[●]
C	PRESENT ISSUE IN TERMS OF THIS DRAFT RED HERRING PROSPECTUS		
	Issue of up to [●] Equity Shares aggregating up to ₹ [●] million	[●]	[●]
	<i>Which includes</i>		
	Fresh Issue of [●] Equity Shares of face value of ₹ 10 each aggregating up to ₹ 2,420.00 million ⁽²⁾	[●]	[●]
	Offer for Sale of up to 4,108,000 Equity Shares ^{(3) (4)}	[●]	[●]
	<i>Employee Reservation Portion of up to [●] Equity Shares</i>	[●]	[●]
D	ISSUED, SUBSCRIBED AND PAID-UP CAPITAL AFTER THE ISSUE		
	[●] Equity Shares	[●]	[●]
E	SECURITIES PREMIUM ACCOUNT		
	Before the Issue	731,080,000	
	After the Issue*	[●]	

⁽¹⁾ For details in relation to changes in the authorized share capital of our Company, see “History and Certain Corporate Matters”, on page 168.

⁽²⁾ Our Board has approved the Fresh Issue pursuant to the resolution passed at their meeting held on May 09, 2018 and our Shareholders pursuant to a special resolution passed on May 14, 2018.

⁽³⁾ Details of the Equity Shares offered by the Promoter Selling Shareholders is as follows:

Sr. No.	Name of the Promoter Selling Shareholder	Date of consent letters	Up to Equity Shares offered for sale
1.	Philips Thomas	May 18, 2018	1,027,000
2.	Vinod Kumar K P	May 18, 2018	1,027,000
3.	Madhukrishna Ganta	May 18, 2018	1,027,000
4.	Abdul Kareem A	May 18, 2018	1,027,000

⁽⁴⁾ The Promoter Selling Shareholders have, severally and not jointly, specifically confirmed that the Equity Shares proposed to be offered and sold by each of them in the Issue are eligible for being offered for sale in the Issue in terms of Regulation 26(6) of the SEBI ICDR Regulations.

Notes to Capital Structure

1. Equity Share Capital History of our Company

(a) The history of the Equity Share capital of our Company is provided in the following table:

Date of Allotment	Nature/reason for allotment	No. of Equity Shares Allotted	Face Value per Equity Share (₹)	Issue price per Equity Share (₹)	Nature of consideration	Cumulative Number of Equity Shares	Cumulative Paid-up Equity Share Capital (₹)
March 18, 1999	Initial subscription to MoA ⁽¹⁾	200	100	100.00	Cash	200	20,000
November 15, 2000	Further Allotment ⁽²⁾	19,800	Allotment pursuant to business acquisition of Penta Trading	--	Other than cash	20,000	2,000,000
April 02, 2001	Further Allotment ⁽³⁾	4,000	Allotment pursuant to business acquisition of Penta Trading	--	Other than cash	24,000	2,400,000
March 31, 2002	Further Allotment ⁽⁴⁾	24,000	Allotment pursuant to business acquisition of Penta Trading	--	Other than cash	48,000	4,800,000
March 12, 2012	Further Allotment ⁽⁵⁾	190,522	100	100.00	Cash	238,522	23,852,200
April 10, 2012	Further Allotment ⁽⁶⁾	36,478	100	100.00	Cash	275,000	27,500,000
May 14, 2012	Bonus Issue ⁽⁷⁾	550,000	100	--	Other than Cash	825,000	82,500,000
August 22, 2012	Further Allotment ⁽⁸⁾	50,000	100	100.00	Cash	875,000	87,500,000
January 31, 2014	Further Allotment ⁽⁹⁾	6,872	100	706.00	Cash	881,872	88,187,200
February 28, 2014	Further Allotment ⁽¹⁰⁾	19,444	100	828.00	Cash	901,316	90,131,600
March 24, 2014	Further Allotment ⁽¹¹⁾	47,682	100	100.00	Cash	948,998	94,899,800
December 27, 2014	Further Allotment ⁽¹²⁾	79,155	100	379.00	Cash	1,028,153	102,815,300
January 10, 2015	Further Allotment ⁽¹³⁾	26,384	100	379.00	Cash	1,054,537	105,453,700
February 13, 2015	Further Allotment ⁽¹⁴⁾	26,385	100	379.00	Cash	1,080,922	108,092,200
March, 16, 2015	Further Allotment ⁽¹⁵⁾	26,387	100	379.00	Cash	1,107,309	110,730,900
September 19, 2016	Further Allotment ⁽¹⁶⁾	389,055	100	359.85	Cash	1,496,364	149,636,400
Pursuant to a resolution of our shareholders dated December 11, 2017, the face value per share was subdivided from ₹ 100 to ₹ 10 and accordingly, 1,496,364 equity shares of our Company of face value of ₹ 100 each were split into 14,963,640 equity shares of face value of ₹ 10 each							

March 28, 2018	Allotment pursuant to acquisition of Subsidiary ⁽¹⁷⁾	1,750,000	10	--	Other than cash	16,713,640	167,136,400
April 02, 2018	Bonus Issue ⁽¹⁸⁾	36,690,000	10	--	Other than cash	53,403,640	534,036,400

- (1) Allotment of equity shares to Philips Thomas 100 and Papachan Francis 100 towards initial subscription to the Memorandum of Association;
- (2) Further allotment of equity shares to Philips Thomas 9,900 and Papachan Francis 9,900 pursuant to business acquisition of Penta Trading;
- (3) Further allotment of equity shares to Philips Thomas 2,000 and Papachan Francis 2,000 pursuant to business acquisition of Penta Trading;
- (4) Further allotment of equity shares to Philips Thomas 12,000 and Papachan Francis 12,000 pursuant to business acquisition of Penta Trading;
- (5) Further allotment of equity shares to Philips Thomas 169,632 and Vinod Kumar K P 20,890;
- (6) Further allotment of equity shares to John Wilfred 35,000 and K A Abdul Khader 1,478;
- (7) Bonus issue of shares by capitalization of free reserves in the ratio of 2:1 to Philips Thomas 413,986, Vinod Kumar K P 63,058, John Wilfred 70,000 and K A Abdul Khader 2956;
- (8) Further allotment of equity shares to Jose Sebastian 50,000;
- (9) Further allotment of equity shares to K A Abdul Khader 3,331 and Niyas Seafood Traders represented by U.K. Bawa, Managing Partner 3,541;
- (10) Further allotment of equity shares to G S Khetan 7,367 and P Sunil Kumar 12,077;
- (11) Further allotment of equity shares to Vinod Kumar K P 10,000 and Philips Thomas 37,682;
- (12) Further allotment of equity shares to Madhukrishna Ganta 79,155;
- (13) Further allotment of equity shares to Madhukrishna Ganta 26,384;
- (14) Further allotment of equity shares to Madhukrishna Ganta 26,385;
- (15) Further allotment of equity shares to Madhukrishna Ganta 26,387;
- (16) Further allotment of equity shares to Abdul Kareem A 250,105, Rumaiz Ahammed 83,370 and Riaz Ahammed 55,580;
- (17) Further allotment of equity shares to Philips Thomas 402,500, Vinod Kumar K P 122,500, Madhukrishna Ganta 350,000 and Gayathri Ganta 875,000 pursuant to acquisition of Gayathri Aqua Sea Food Exports Private Limited;
- (18) Bonus issue of shares by capitalization of free reserves in the ratio of 2.2:1 to Philips Thomas 16,546,725, Vinod Kumar K P 4,531,227, Madhukrishna Ganta 5,878,407, Abdul Kareem A 4,157,668, Claramma Thomas 28,121, Thomas Philips 532,888, Rumaiz Ahammed 1,830,149 Riaz Ahammed 1,220,099, Arsha Fisheries, a partnership firm represented by Ammanamveetil Saidumohammed Shanavas 25,135, Raffic Ammanam Abubakker 4,786, Kadambot Alikunjimohammed Rasheed 4,390, Arsha Fisheries, a partnership firm represented by Ammanamveetil Saidumohammed Shanavas 4,786, Abdul Kader Kakkat Ali 4,808 and Gayathri Ganta 1,920,811.

(b) Issue of Equity Shares for consideration other than cash or through bonus

Details of equity shares issued for consideration other than cash or through bonus are as follows:-

Date of Allotment	Name of the allottee	Number of Equity Shares allotted	Face value (in ₹)	Issue price per Equity Share (in ₹)	Reason for allotment	Benefit accrued to our Company
November 15, 2000	Philips Thomas	9,900	100	--	Allotment pursuant to business acquisition of Penta Trading	Business Acquisition
	Papachan Francis	9,900				
April 02, 2001	Philips Thomas	2,000	100	--	Allotment pursuant to business acquisition of Penta Trading	Business Acquisition
	Papachan Francis	2,000				
March 31, 2002	Philips Thomas	12,000	100	--	Allotment pursuant to business acquisition of Penta Trading	Business Acquisition
	Papachan Francis	12,000				

Date of Allotment	Name of the allottee	Number of Equity Shares allotted	Face value (in ₹)	Issue price per Equity Share (in ₹)	Reason for allotment	Benefit accrued to our Company
May 14, 2012	Philips Thomas	413,986	100	--	Bonus issue, by capitalization of free reserves, in the ratio of 2:1 authorized by our Shareholders on May 14, 2012	-
	Vinod Kumar K P	63,058				
	John Wilfred	70,000				
	K A Abdul Khadar	2,956				
March 28, 2018	Philips Thomas	402,500	10	--	Allotment pursuant to business acquisition of Gayathri Aqua Sea Food Exports Private Limited	Business Acquisition
	Vinod Kumar K P	122,500				
	Madhukrishna Ganta	350,000				
	Gayathri Ganta	875,000				
April 02, 2018	Philips Thomas	16,546,725	10	--	Bonus issue, by capitalization of free reserves, in the ratio of 2.2:1 authorized by our Shareholders on April 2, 2018	-
	Vinod Kumar K P	4,531,227				
	Madhukrishna Ganta	5,878,407				
	Abdul Kareem A	4,157,668				
	Claramma	28,121				
	Thomas Philips	532,888				
	Rumaiz Ahammed	1,830,149				
	Riaz Ahammed	1,220,099				
	Ammanamveetil Saidumohammed Shanavas representative of Arsha Fisheries	25,135				
	Raffic Ammanam Abubakker	4,786				
	Kadambot Alikunjimohammed Rasheed	4,390				
	Ammanamveetil Saidumohammed Shanavas	4,786				
	Abdul Kader Kakkat Ali	4,808				
	Gayathri Ganta	1,920,811				

(c) Issue of Equity Shares at price lower than the Issue Price in the last one year

Date of Allotment of the Equity Shares	Nature/reason for allotment	No. of Equity Shares Allotted	Face Value (₹)	Issue price per Equity Share (₹)	Nature of consideration	Allottees
28.03.2018	Allotment pursuant to acquisition of Subsidiary company	1,750,000	10	--	Other than cash	Please see footnote 17 "Equity Share Capital History of our Company" on page 68.

02.04.2018	Bonus Issue	36,690,000	10	--	Other than cash	Please see footnote 18 "Equity Share Capital History of our Company" on page 68.
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2. History of Build up, contribution and Lock-in of Promoter`s Shareholding

As on the date of this Draft Red Herring Prospectus, our Promoters hold 45,287,607 Equity Shares, constituting 84.80% of the issued, subscribed and paid-up Equity Share capital of our Company.

The details regarding our Promoters' shareholding are set out below.

Name of the promoter	Date of allotment/transfer	Nature of transaction	No. of Equity Shares allotted/transferred	Nature of consideration	Face value per Equity Share (in ₹)	Issue price/transfer price per Equity Share (in ₹)	Percentage of the pre-Issue capital (%)	Percentage of the post-Issue capital* (%)
Philips Thomas	March 18, 1999	Initial Subscription to MOA	100	Cash	100	100.00	0.00	[●]
	November 15, 2000	Further Allotment pursuant to business acquisition of Penta Trading	9,900	Other than cash	100	--	0.00	[●]
	April 2, 2001	Further Allotment pursuant to business acquisition of Penta Trading	2,000	Other than cash	100	--	0.00	[●]
	November 16, 2001	Transfer to Vinod Kumar K P	(2,000)	Cash	100	100.00	0.00	[●]
	March 31, 2002	Further allotment pursuant to business acquisition of Penta Trading	12,000	Other than Cash	100	100.00	0.02	[●]
	February 16, 2003	Transfer to Vinod Kumar K P	(2,000)	Cash	100	100.00	0.00	[●]
	August 19, 2008	Transfer from Papachan Francis	6,807	Cash	100	397.50	0.01	[●]
	October 14, 2008	Transfer from Papachan Francis	4,220	Cash	100	397.50	0.01	[●]
	January 15, 2009	Transfer from Papachan Francis	4,224	Cash	100	397.50	0.01	[●]

Name of the promoter	Date of allotment/transfer	Nature of transaction	No. of Equity Shares allotted/transferred	Nature of consideration	Face value per Equity Share (in ₹)	Issue price/transfer price per Equity Share (in ₹)	Percentage of the pre-Issue capital (%)	Percentage of the post-Issue capital* (%)
	January 30, 2009	Transfer from Papachan Francis	2,110	Cash	100	397.50	0.00	[●]
	March 12, 2012	Further Allotment	169,632	Cash	100	100.00	0.32	[●]
	May 14, 2012	Bonus Issue	4,13,986	Other than Cash	100	NA	0.78	[●]
	March 24, 2014	Further Allotment	37,682	Cash	100	100.00	0.07	[●]
	May 31, 2014	Transfer from Jose Sebastian	50,000	Cash	100	100.00	0.09	[●]
	April 20, 2017	Transfer from Vinod Kumar K P	459	Cash	100	392.00	0.00	[●]
	April 20, 2017	Transfer from Abdul Kareem	853	Cash	100	392.00	0.00	[●]
	April 20, 2017	Transfer from Niyas Sea Foods Exports Private Limited,	3,541	Cash	100	392.00	0.00	[●]
Pursuant to a resolution of our shareholders dated December 11, 2017, the face value per share was subdivided from ₹ 100 to ₹ 10 and accordingly, 1,496,364 equity shares of our Company of face value of ₹ 100 each were split into 14,963,640 equity shares of face value of ₹ 10 each. Accordingly, 713,514 equity shares of the Company having face value ₹ 100 each held by Philips Thomas were sub-divided into 7,135,140 Equity Shares.								
	March 28, 2018	Further Allotment	4,02,500	Other than Cash	10	NA	0.75	[●]
	April 02, 2018	Bonus Issue	16,546,725	Other than Cash	10	NA	30.98	[●]
Total (A)			24,084,365					
Vinod Kumar K P	November 16, 2001	Transfer from Philips Thomas	2,000	Cash	100	100.00	0.01	[●]
	November 16, 2001	Transfer from Papachan Francis	2,000	Cash	100	100.00	0.01	[●]
	February 16, 2003	Transfer from Philips Thomas	2,000	Cash	100	100.00	0.01	[●]
	February 16, 2003	Transfer from Papachan Francis	2,000	Cash	100	100.00	0.01	[●]
	August 19, 2008	Transfer from Papachan Francis	2,639	Cash	100	398.00	0.01	[●]
	March 12, 2012	Further Allotment	20,890	Cash	100	100.00	0.04	[●]

Name of the promoter	Date of allotment/transfer	Nature of transaction	No. of Equity Shares allotted/transferred	Nature of consideration	Face value per Equity Share (in ₹)	Issue price/transfer price per Equity Share (in ₹)	Percentage of the pre-Issue capital (%)	Percentage of the post-Issue capital* (%)
	May 14, 2012	Bonus Issue	63,058	Other than Cash	100	NA	0.12	[●]
	March 24, 2014	Further Allotment	10,000	Cash	100	100.00	0.02	[●]
	November 05, 2015	Transfer from John Wilfred	105,000	Cash	100	33.33	0.20	[●]
	April 20, 2017	Transfer to Madhukrishna Ganta	(14,964)	Cash	100	392.00	(0.03)	[●]
	April 20, 2017	Transfer to Philips Thomas	(459)	Cash	100	392.00	0.03	[●]
	Pursuant to a resolution of our shareholders dated December 11, 2017, the face value per share was subdivided from ₹100 to ₹10 and accordingly, 1,496,364 equity shares of our Company of face value of ₹100 each were split into 14,963,640 equity shares of face value of ₹10 each. Accordingly, 194,164 equity shares of the Company having face value ₹100 each held by Vinod Kumar K P were sub-divided into 1,941,640 Equity Shares.							
	March 28, 2018	Further Allotment	1,22,500	Other than Cash	10	NA	0.23	[●]
	April 02, 2018	Bonus Issue	4,531,227	Other than Cash	10	NA	8.48	[●]
	Total (B)		6,595,367					
	Madhukrishna Ganta							
	December 27, 2014	Further Allotment	79,155	Cash	100	379	0.15	[●]
	January 10, 2015	Further Allotment	26,384	Cash	100	379	0.05	[●]
	February 13, 2015	Further Allotment	26,385	Cash	100	379	0.05	[●]
	March 16, 2015	Further Allotment	26,387	Cash	100	379	0.05	[●]
	April 20, 2017	Transfer to Thomas Philips	(347)	Cash	100	392	0.00	[●]
	April 20, 2017	Transfer from Abdul Kareem A	14,964	Cash	100	392	0.03	[●]
	April 20, 2017	Transfer from Vinod Kumar K P	59,855	Cash	100	392	0.11	[●]
	Pursuant to a resolution of our shareholders dated December 11, 2017, the face value per share was subdivided from ₹ 100 to ₹ 10 and accordingly, 1,496,364 equity shares of our Company of face value of ₹ 100 each were split into 14,963,640 equity shares of face value of ₹10 each. Accordingly, 232,783 equity shares of the Company having face value ₹ 100 each held by Madhukrishna Ganta were sub-divided into 2,327,830 Equity Shares							
	March 28, 2018	Further Allotment	3,50,000	Other than Cash	10	NA	0.65	[●]
	April 02, 2018	Bonus Issue	5,878,407	Other than cash	10	NA	11.00	[●]

Name of the promoter	Date of allotment/transfer	Nature of transaction	No. of Equity Shares allotted/transferred	Nature of consideration	Face value per Equity Share (in ₹)	Issue price/transfer price per Equity Share (in ₹)	Percentage of the pre-Issue capital (%)	Percentage of the post-Issue capital* (%)
Total (C)			8,556,237					
Abdul Kareem A	September 19, 2016	Further Allotment	250,105	Cash	100	359.85	0.47	[●]
	April 20, 2017	Transfer to Madhukrishna Ganta and Philips Thomas	(60,708)	Cash	100	392.00	(0.11)	[●]
	Pursuant to a resolution of our shareholders dated December 11, 2017, the face value per share was subdivided from ₹ 100 to ₹ 10 and accordingly, 1,496,364 equity shares of our Company of face value of ₹ 100 each were split into 14,963,640 equity shares of face value of ₹ 10 each. Accordingly, 189,397 equity shares of the Company having face value ₹ 100 each held by Abdul Kareem A were sub-divided into 1,893,970 Equity Shares							
	April 02, 2018	Bonus Issue	4,157,668	Other than cash	10	NA	7.78	[●]
Total			6,051,638					
TOTAL (A+B+C+D)			45,287,607					

All the Equity Shares held by our Promoters were fully paid-up on the respective dates of acquisition of such Equity Shares.

None of the Equity Shares held and/or transferred by or to our Promoters have been held jointly with one or more persons as on the respective dates of their acquisition or transfer. As on the date of this Draft Red Herring Prospectus, none of the Equity Shares held by our Promoters are pledged.

3. Shareholding of our Promoters and member of our Promoter Group

Sl. No.	Name of Shareholder	Pre- Issue		Post-Issue*	
		No. of Equity Shares	% of total shareholding	No. of Equity Shares	% of total shareholding
Promoters					
1.	Philips Thomas	24,084,365	45.10	[●]	[●]
2.	Vinod Kumar K P	6,595,367	12.35	[●]	[●]
3.	Madhukrishna Ganta	8,556,237	16.02	[●]	[●]
4.	Abdul Kareem A	6,051,638	11.33	[●]	[●]
	(A)	45,287,607	84.80	[●]	[●]
Promoter Group					
5.	Rumaiz Ahamed	2,663,849	4.99	[●]	[●]
6.	Claramma Thomas	40,931	0.08	[●]	[●]
7.	Thomas Philips	775,638	1.45	[●]	[●]
8.	Gayathri Ganta	2,795,811	5.24	[●]	[●]
	(B)	6,276,229	11.75	[●]	[●]
	Total (A+ B)	51,563,836	96.55	[●]	[●]

* Details shall be incorporated in the Prospectus.

The Equity Shares held by our Promoters and other members of our Promoter Group shall be dematerialized prior to listing of Equity Shares on the Stock Exchanges.

4. Details of Promoter's contribution locked in for three years:

Pursuant to Regulations 32 and 36 of SEBI ICDR Regulations, an aggregate of 20% of the post-Issue paid up capital of our Company held by our Promoters, shall be considered as the minimum Promoters' contribution and locked-in for a period of three years from the date of Allotment ("**Promoters' Contribution**") and our Promoters' shareholding in excess of 20% shall be locked in for a period of one year from the date of Allotment.

The lock-in of the Promoters' Contribution would be created as per applicable law and procedures and details of the same shall also be provided to the Stock Exchanges before the listing of the Equity Shares.

Our Promoters have consented to the inclusion of such number of Equity Shares held by them, in aggregate, as may constitute 20% of the post-Issue Equity Share capital of our Company as Promoters' Contribution and have agreed not to sell, transfer, charge, pledge or otherwise encumber in any manner the Promoters' Contribution from the date of filing of this Draft Red Herring Prospectus, until the commencement of the lock-in period specified above, or for such other time as required under the SEBI ICDR Regulations. Details of the Promoters' Contribution are as provided below:-

Name	Date of allotment/ transfer	No. of equity shares	Face value (in ₹)	Issue/acquisition price per Equity Share (in ₹)	No. of Equity Shares locked in *	Nature of transaction	Percentage of post- Issue paid up Equity Share capital (%)
Philips Thomas	[●]	[●]	10	[●]	[●]	[●]	[●]
Vinod Kumar K P	[●]	[●]	10	[●]	[●]	[●]	[●]
Madhukrishna Ganta	[●]	[●]	10	[●]	[●]	[●]	[●]
Abdul Kareem A	[●]	[●]	10	[●]	[●]	[●]	[●]

**Subject to finalization of Basis of Allotment.*

Our Promoters have confirmed to the Company and the BRLMs that the acquisition of the Equity Shares forming part of the Promoters' Contribution have been financed from personal funds and no loans or financial assistance from any banks or financial institution has been availed for this purpose.

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

The Equity Shares that are being locked-in are not ineligible for computation of Promoters' Contribution under the SEBI ICDR Regulations. In this computation, as per Regulation 33 of the SEBI ICDR Regulations, our Company confirms that the Equity Shares which are being locked-in do not, and shall not, consist of:

- Equity Shares acquired during the preceding three years (a) for consideration other than cash and revaluation of assets or capitalization of intangible assets is involved in such transactions; or (b) arising from bonus shares out of revaluation reserves or unrealized profits of our Company or bonus shares issued against Equity Shares which are otherwise ineligible for computation of Promoters' Contribution;
- Equity Shares acquired during the one year preceding the date of this Draft Red Herring Prospectus, at a price lower than the price at which the Equity Shares are being offered to the public in the Issue; and
- Equity Shares held by the Promoters that are subject to any pledge or any other form of encumbrance.
- Our Company has not been formed by the conversion of a partnership firm into a company and thus, no Equity Shares have been issued to our Promoters upon conversion of a partnership firm.
- The Equity Shares held by our Promoters and other members of our Promoter Group shall be dematerialized prior to listing of Equity Shares on the Stock Exchanges.

5. Details of share capital locked-in for one year

Except for the Promoters' Contribution, which shall be locked-in as above, and excluding the shares being offered through Offer for Sale, the entire pre-Issue capital of our Company shall be locked in for a period of one year from the date of Allotment.

6. Other requirements in respect of lock-in

In terms of the SEBI ICDR Regulations, Equity Shares held by the Promoters and subjected to lock-in requirements, may be pledged with any scheduled commercial bank or public financial institution as collateral security if the loan has been granted by such bank or institution if the Equity Shares are locked in for one year in terms of the SEBI ICDR Regulations and the pledge of the Equity Shares is one of the terms of the sanction of the loan.

The Equity Shares held by the Promoters and subject to lock-in may be transferred to and among the Promoters, members of the Promoter Group or to any new promoter or person in control of our Company, subject to continuation of the lock-in in the hands of the transferees for the remaining period and in compliance with the SEBI Takeover Regulations, as applicable and such transferee shall not be eligible to transfer them till the lock-in period stipulated in the SEBI ICDR Regulations has expired. Further, in terms of the SEBI ICDR Regulations, the Equity Shares held by persons other than the Promoters prior to the Issue and subject to lock-in, may be transferred to any other person holding Equity Shares which are locked in along with the Equity Shares proposed to be transferred, subject to the continuation of the lock-in in the hands of the transferee for the remaining period and compliance with the provisions of the SEBI Takeover Regulations, as applicable.

The Offered Shares which will be transferred by the Promoter Selling Shareholders in the Offer for Sale shall not be subject to lock-in. However, any unsubscribed portion of Equity Shares offered by the Promoter Selling Shareholders in the Offer for Sale would also be locked-in as required under the SEBI ICDR Regulations.

7. Lock-in of the Equity Shares to be Allotted, if any, to the Anchor Investors

Any Equity Shares allotted to Anchor Investors Portion pursuant to the Issue shall be locked-in for a period of 30 days from the date of Allotment.

8. Shareholding Pattern of our Company

Cat ego ry (I)	Category of Sharehol der (II)	Nos. of Shar ehol ders (III)	No. of fully paid equity shares held (IV)	No. of partl y paid up equit y share s held (V)	No. of shar es unde rlyin g Depo sitor y Rece ipts (VI)	Total nos. shares held (VII) = (IV)+(V)+ (VI)	Shar ehold ing as a % of total no. of Shar es (calcula ted as per SCR R, 1957) (VIII)) As a % of (A+B +C2)	Number of Voting Rights held in each class of securities (IX)		No. of Shares underl ying outsta nding conver tible securit ies (inclu ding Warra nts) (X)	Shareh olding, as a % assumi ng full conver sion of conver tible securit ies (as a percen tage of dilute share capital) (XI)= (VII)+(X) As a % of (A+B+ C2)	Number of locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in demateriali zed form* (XIV)
								No of voting rights				No. (a)	As a % of total Sha res held (b)	No. (a)	As a % of total Share s held (b)	
								Class- Equity Shares	Total as a % of (A+B+ C)							
(A)	Promoters and Promoter Group	8	51,563,836	-	-	5,15,63,836	96.55	Equity	96.55	-	96.55	-	-	-	-	-
(B)	Public	6	1,839,804	Nil	Nil	1,839,804	3.45	Equity	3.45	Nil	3.45	Nil	Nil	Nil	Nil	
(C)	Non- Promoter- Non Public	N.A														
(C1)	Shares underlyin g DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C2)	Shares held by employee trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-	Total	14	53,403,640	-	-	53,403,640	100	-	100	-	100.00	-	-	-	-	

* The Equity Shares held by our Promoters and other members of our Promoter Group shall be dematerialized prior to listing of Equity Shares on the Stock Exchanges

9. Details of Equity Shareholding of the 10 largest Equity Shareholders of our Company:

The 10 largest Equity Shareholders and the number of Equity Shares held by them:

As on the date of filing of this Draft Red Herring Prospectus is set forth below:

Sl. No.	Name of the Shareholder	No. of Equity Shares	Percentage (%)
1.	Philips Thomas	24,084,365	45.10
2.	Madhukrishna Ganta	8,556,237	16.02
3.	Vinod Kumar K P	6,595,367	12.35
4.	Abdul Kareem A	6,051,638	11.33
5.	Gayathri Ganta	2,795,811	5.24
6.	Rumaiz Ahamed	2,663,849	4.99
7.	Riaz Ahamed	1,775,899	3.33
8.	Thomas Philips	775,638	1.45
9.	Claramma Thomas	40,931	0.08
10.	Arsha Fisheries, a partnership firm represented by Ammanamveetil Saidumohammed Shanavas	36,585	0.07

Ten days prior to the date of filing of this Draft Red Herring Prospectus is set forth below:

Sl. No.	Name of the Shareholder	No. of Equity Shares	Percentage (%)
1.	Philips Thomas	24,084,365	45.10
2.	Madhukrishna Ganta	8,556,237	16.02
3.	Vinod Kumar K P	6,595,367	12.35
4.	Abdul Kareem A	6,051,638	11.33
5.	Gayathri Ganta	2,795,811	5.24
6.	Rumaiz Ahammed	2,663,849	4.99
7.	Riaz Ahammed	1,775,899	3.33
8.	Thomas Philips	775,638	1.45
9.	Claramma Thomas	40,931	0.08
10.	Arsha Fisheries, a partnership firm represented by Ammanamveetil Saidumohammed Shanavas	36,585	0.07

Two years prior to the date of filing of this Draft Red Herring Prospectus are is set forth below:

Sl. No.	Name of the Shareholder	No. of Equity Shares	Percentage (%)
1.	Philips Thomas	708,661	63.99
2.	Vinod Kumar K P	209,587	18.92
3.	Madhukrishna Ganta	158,311	14.29
4.	P Sunil Kumar	12,077	1.09
5.	K A Abdul Khader	7,765	0.70
6.	G S Khetan	7,367	0.66
7.	Niyas Seafood Traders represented by the Managing Partner U.K. Bawa.	3,541	0.31

10. Except for 1,750,000 Equity Shares allotted on March 28, 2018 for acquisition of Gayathri Aqua Sea Food Exports Private Limited, 36,690,000 Equity Shares allotted on April 02, 2018 by way of a Bonus Issue and allotment of 389,055 Equity Shares on September 19, 2016 to Abdul Kareem A, Rumaiz Ahammed and Riaz Ahammed. our Company has not issued any Equity Shares in the last two years preceding the date of filing of this Draft Red Herring Prospectus.
11. Our Company, our Directors and the BRLMs have not entered into any buy-back and/or standby and/or any other similar arrangements for the purchase of Equity Shares from any person.

12. As on the date of filing of this Draft Red Herring Prospectus, the BRLMs or their respective associates, determined as per the definition of 'associate company' under Companies Act, 2013, do not hold any Equity Shares. The BRLMs and their affiliates may engage in transactions with and perform services for our Company in the ordinary course of business or may in the future engage in commercial banking and investment banking transactions with our Company and/or our Subsidiary, for which they may in the future receive customary compensation.
13. Our Company has not issued any Equity Shares out of revaluation reserves.
14. The Equity Shares are fully paid-up and there are no partly paid-up Equity Shares as on the date of filing this Draft Red Herring Prospectus.
15. As on the date of this Draft Red Herring Prospectus, there are no outstanding convertible securities or any other right which would entitle any person any option to receive Equity Shares.
16. As on the date of filling this Draft Red Herring Prospectus, the total number of shareholders of our company are 14.
17. There are no outstanding warrants, options or rights to convert debentures, loans or other instruments convertible into the Equity Shares as on the date of this Draft Red Herring Prospectus.
18. Over-subscription to the extent of 10% of the Fresh Issue can be retained for the purpose of rounding off to the nearest multiple of the minimum Allotment lot while finalizing the Basis of Allotment.
19. Except as disclosed in Draft Red Herring Prospectus, Neither our Promoter, nor any of the members of our Promoter Group, our Directors, or their immediate relatives have purchased or sold or gifted any securities of our Company or our Subsidiary, during a period of six months preceding the date of filing the Draft Red Herring Prospectus with SEBI.
20. Except for the sale of Equity Shares in the Issue by the Promoter Selling Shareholders, our Promoters and the members of our Promoter group will not participate in the Issue. The Promoter Selling Shareholders are collectively offering an aggregate of up to 4,108,000 Equity Shares for sale in the Issue.
21. There have been no financing arrangements whereby the Promoter Group, the Directors or their relatives have financed the purchase of our Equity Shares by any other person other than in the normal course of business of the financing entity during the period of six months immediately preceding the date of this Draft Red Herring Prospectus.
22. In terms of Rule 19(2)(b)(i) of the SCRR read with Regulation 41 of the SEBI ICDR Regulations and in compliance with Regulation 26(1) of the SEBI ICDR Regulations, wherein 50% of the Net Issue shall be allocated on a proportionate basis to QIBs. Our Company and the Promoter Selling Shareholders may, in consultation with the BRLMs, allocate up to 60% of the QIB Portion to Anchor Investors at the Anchor Investor Allocation Price, on a discretionary basis, out of which at least one third shall be reserved for domestic Mutual Funds only, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under subscription in the Anchor Investor Portion, the remaining Equity Shares shall be added to the QIB Portion (other than Anchor Investor Portion). Such number of Equity Shares representing 5% of the QIB Portion (other than Anchor Investor Portion) shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion (other than Anchor Investor Portion) shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. Further, not less than 15% of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Investors and not less than 35% of the Net Issue shall be available for allocation, in accordance with the SEBI ICDR Regulations, to Retail Individual Investors, subject to valid Bids being received at or above the Issue Price. The unsubscribed portion if any, in the Employee Reservation Portion shall be added back to the Net Issue. In case of under-subscription in the Net Issue, spill-over to the extent of such under-subscription shall be permitted from the Employee Reservation Portion.

23. Our Company presently does not intend or propose to alter the capital structure for a period of six months from the Issue Opening Date, by way of split or consolidation of the denomination of Equity Shares or further issue of Equity Shares (including issue of securities convertible into or exchangeable, directly or indirectly for Equity Shares) whether on a preferential basis or by way of issue of bonus or rights or further public issue of Equity Shares or qualified institutions placement or otherwise. However, if our Company enters into acquisitions, joint ventures or other arrangements, our Company may, subject to necessary approvals, consider raising additional capital to fund such activity or use Equity Shares as currency for acquisitions or participation in such joint ventures.
24. There have been no allotments of Equity Shares of our Company pursuant to any schemes approved under Sections 391 to 394 of the Companies Act, 1956.
25. Subject to valid Bids being received at or above the Issue Price, under-subscription, if any, in any category, except the QIB Portion, would be allowed to be met with spill-over from other categories or a combination of categories at the discretion of our Company in consultation with the BRLMs and the Designated Stock Exchange. However, under subscription, if any, in the QIB Portion will not be allowed to be met with spill-over from other categories or a combination of other categories.
26. The Equity Shares allotted and/or transferred pursuant to the Issue shall be fully paid-up at the time of Allotment.
27. There shall be only one denomination of the Equity Shares, unless otherwise permitted by law.
28. Our Company shall ensure that any transaction in the Equity Shares by the Promoters and the Promoter Group during the period between the date of registering the Red Herring Prospectus with the RoC and the date of closure of the Issue shall be reported to the Stock Exchanges within 24 hours of such transaction.
29. No person connected with the Issue, including, but not limited to, the members of the Syndicate, our Company, the Promoter Selling Shareholders, our Subsidiary, the Directors, the Promoters or the members of our Promoter Group and Group Companies, shall offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any Bidder for making a Bid.
30. Except as disclosed in "*History of Equity Share Capital of our Company*" hereinabove, our Company has not issued any Equity Shares in the last one year preceding the date of filing of this Draft Red Herring Prospectus, which may have been issued at a price that is lower than the Issue Price.
31. Our Company shall comply with such disclosures and accounting norms as may be specified by SEBI from time to time.
32. As on the date of this DRHP, our Company does not have any existing employee stock option scheme or plan.

OBJECTS OF THE ISSUE

The Issue comprises of Fresh Issue of [●] Equity Shares by our Company aggregating up to ₹ 2,420 million and the Offer for Sale of up to 4,108,000 Equity Shares by the Promoter Selling Shareholders.

Offer for Sale

The Promoter Selling Shareholders will be entitled to the respective proportion of the proceeds of the Offer for Sale after deducting their portion of the Issue related expenses and relevant taxes thereon. Our Company will not receive any proceeds of the Offer for Sale.

All expenses in relation to the Issue other than the listing fees (which shall be borne by our Company) shall be shared among our Company and the Promoter Selling Shareholders in accordance with applicable laws. Each Promoter Selling Shareholder shall reimburse our Company for all expenses incurred in relation to the Offer for Sale on behalf of such Promoter Selling Shareholder.

Fresh Issue

Our Company proposes to utilise the Net Proceeds from the Fresh Issue towards the following objects:

1. To set up a new shrimp processing unit at Voduru Village in Nellore District, Andhra Pradesh;
2. To set up a new pre processing centre at Thamminipatnam in Nellore District, Andhra Pradesh;
3. To set up a new hatchery facility at Rajupalem Village in Prakasham District, Andhra Pradesh;
4. Towards prepayment or repayment of all or portion of certain borrowings availed by our Company;
5. To set up a 4 megawatt captive solar facility at Nellore District, Chillakur Mandal, Voduru Village, Voduru Panchayat, Andhra Pradesh; and
6. General Corporate purposes.

(collectively, referred to herein as the “**Objects**”)

The main objects as set out in the MoA enables our Company (i) to undertake our existing business activities; and (ii) to undertake activities for which we are raising funds through the Fresh Issue. In addition, our Company expects that the listing of the Equity Shares will enhance our visibility and our brand image among our existing and potential customers.

Requirements of Funds

The details of the proceeds of the Fresh Issue are summarised in the table below:

Sl. No.	Particulars	Amount* (In ₹ million)
(a)	Gross proceeds of the Issue	[●]
(b)	Less: Proceeds of the Offer for Sale	[●]
(c)	Less: Proceeds of the Issue Expenses to be borne by the Company**	[●]
(d)	Net Proceeds of the Fresh Issue (“ Net Proceeds ”)	[●]
	Total	[●]

*To be finalized upon determination of Issue Price.

***Other than the listing fees (which shall be borne by our Company), all expenses in relation to the Issue will be shared among our Company and the Promoter Selling Shareholders in proportion to the Equity Shares being issued or sold by them, respectively, pursuant to the Issue and in accordance with applicable laws. Each Promoter Selling Shareholder shall reimburse our Company for all expenses incurred by our Company on behalf of such Promoter Selling Shareholders, in relation to the Issue.*

Utilization of Net Proceeds

Our Company proposes to use the Net Proceeds in accordance with the details provided in the following table:

Sl. No.	Particulars	Amount (in ₹ million)
1	To set up of a new shrimp processing unit at Voduru Village in Nellore District, Andhra Pradesh.	941.90
2	To set up a new pre processing centre at Thamminipatnam in Nellore District, Andhra Pradesh	161.40
3	To set up a new hatchery facility at Rajupalem Village in Prakasham District, Andhra Pradesh.	163.01
4	Towards prepayment or repayment of all or portion of certain borrowings availed by our Company	156.95
5	To set up a 4 megawatt captive solar facility at Nellore District, Chillakur Mandal, Voduru Village, Andhra Pradesh	282.63
6	General corporate purposes ⁽¹⁾	[●]
	Total Net Proceeds	[●]

⁽¹⁾ To be finalized upon determination of the Issue Price and updated in the Prospectus prior to filing with the ROC. The amount shall not exceed 25% of the gross proceeds of the Fresh Issue.

The fund requirements mentioned above are based on the internal management estimates of our Company and have not been verified by the BRLMs or appraised by any bank, financial institution or any other external agency. They are based on current circumstances of our business and our Company may have to revise its estimates from time to time on account of various factors beyond its control, such as market conditions, competitive environment, costs of commodities and interest or exchange rate fluctuations. Further, given the nature of these borrowings and the terms of repayment, the aggregate outstanding amounts under these loans may vary from time to time and our Company may, in accordance with the relevant repayment schedule, repay some of its existing borrowings / take additional borrowings prior to allotment. Consequently, the fund requirements of our Company are subject to revisions in the future at the discretion of the management.

In the event of any shortfall of funds for the activities proposed to be financed out of the Net Proceeds as stated above, our Company may re-allocate the Net Proceeds to the activities where such shortfall has arisen, subject to compliance with applicable laws. Further, in case of a shortfall in the Net Proceeds or cost overruns, our management may explore a range of options including utilising our internal accruals.

Means of Finance

We propose to fund the requirements of the objects detailed above entirely from the Net Proceeds. Accordingly, Paragraph VII C of Part A of Schedule VIII of the SEBI ICDR Regulations (which requires firm arrangements of finance to be made through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised through the Fresh Issue) does not apply.

We operate in a highly competitive and dynamic industry and may have to revise our estimates from time to time on account of changes in external circumstances or costs, or changes in other financial conditions, business or strategy. In case of variations in the actual utilization of funds earmarked for the purposes set forth above, increased fund requirements may be financed through our internal accruals and/or incremental debt, as required.

Certain of the activities proposed to be financed out of the Net Proceeds are already underway and are currently being funded out of our internal accruals, which shall be replenished subsequently by the resources mobilised from the Net Proceeds. In the event that estimated utilization out of the Net Proceeds in a fiscal is not completely met, due to any reason, the same shall be utilized (in part or full) in the subsequent period as may be determined by our Company, in accordance with applicable law. If the actual utilization towards any of the objects is lower than the proposed deployment such balance will be used for future growth opportunities including funding existing objects, if required, and general corporate purposes, to the extent that the total amount to be utilized towards the general corporate purposes will not exceed 25% of the Gross Proceeds of the Fresh Issue in compliance with the SEBI ICDR Regulations. Any such change in our plans may require rescheduling of our expenditure programs and increasing or decreasing expenditure for a particular object vis-à-vis the utilization of Net Proceeds.

Schedule of Implementation and Deployment of Net proceeds

The Net Proceeds are currently expected to be deployed in accordance with the schedule as stated below:

Sl. No.	Particulars	Total estimated cost	Amount to be funded from the Net Proceeds	Amount deployed till May 31, 2018 *	Estimated Utilisation	
					Financial Year 2019	Financial Year 2020
1.	To set up of a new shrimp-processing unit at Nellore District, Andhra Pradesh.	941.90	941.90	-	500.00	441.90
2.	To set up a new pre processing centre at Thamminipatnam in Nellore District, Andhra Pradesh	161.40	161.40	1.00	100.00	60.40
3.	To set up a new hatchery facility at Rajupalem Village, in Prakasham District	163.01	163.01	0.50	100.00	62.51
4.	Towards prepayment or repayment of all or a portion of certain borrowings availed by our Company	156.95	156.95	-	156.95	-
5.	To set up a 4 megawatt captive solar facility at Nellore District, Chillakur Mandal, Voduru Village, Andhra Pradesh	282.63	282.63	-	141.00	141.60
6.	General corporate purposes**	[●]	[●]	-	[●]	[●]
	TOTAL	[●]	[●]	1.50	[●]	[●]

* As certified by our Statutory Auditor by way of their certificate dated June 12, 2018.

** The amount utilised towards general corporate purposes shall not exceed 25% of the gross proceeds of the Fresh Issue.

To the extent our Company is unable to utilise any portion of the Net Proceeds towards the Objects, as per the estimated schedule of deployment specified above, our Company shall deploy the Net Proceeds in the subsequent Financial Years towards the Objects.

Details of the Objects of the Fresh Issue

1. To set up a new shrimp processing unit at Voduru Village in Nellore District, Andhra Pradesh.

With a view to expand our processing capacity, we intend to utilize ₹ 941.90 million from the Net Proceeds to set up a new shrimp processing facility at Nellore District, Chillakur Mandal, Voduru Village, Andhra Pradesh Company is proposing to set-up the new processing facility at Sy Nos. 499-1A1, 496-2, 496-1B, 499-1A2, 499-1-C, 499-1-D, 497, 498, 1008, 499-3, 497/1, 497/2, 498/1, 498/2, 500, 500/1, 500/2, 421-3E2, 421-3G, 500/3, 501/1 and 503/2 situated in Nellore District, Chillakur Mandal, Voduru Village admeasuring a total extent of 36.07 acres, which is in the name of our Company. Our Company has received the conversion order for 22.87 acres vide two separate conversion order dated September 15, 2014 and February 01, 2015 for 15.51 acres and 7.36 acres respectively issued by the Competent Authority & Revenue Divisional Officer, Gudur, Nellore District.

Our Company has applied for the conversion of 11.63 acre vide an application for conversion was made before the Government of Andhra Pradesh bearing the Application Number NLCR011800021255 dated May 10, 2018.

The following table provides the estimated expenses related to expansion of the processing unit:

Sl. No.	Particulars	Total Estimated Cost (₹ in millions)
i.	Buildings & Civil works	262.61
ii.	Plant & Machinery	634.44
iii.	Contingency expenses	44.85
	Total	941.90

i. Building and Civil works

The building and civil works includes construction of new factory building including, cold storage, packing facilities, processing hall, pre processing hall, machine room, admin & lab building, male and female quarters, canteen, security room, power room, roads, drains, sump and compound wall etc. In relation to the same, we have received a detailed estimated costs from V. Devi Prasad (Chartered Engineer) pursuant to his letter dated May 15, 2018 for an estimated cost of approximately ₹ 196.31. The summary of the same is as follows:

Sl. No.	Description of the work	Amount (₹ in million)*
(i)	Building and civil works (Main factory buildings and non factory buildings)	176.23
(ii)	External works	2.01
(iii)	Infrastructure Fit-out works	18.07
	Total	196.31

* The aforesaid amount is exclusive of the applicable taxes.

In addition, the Company has also received a quotation from Kirby Building Systems dated April 30, 2018 for pre fabricated steel building for the factory building. The total estimated cost for the same is estimated at ₹ 66.30 million including taxes.

ii. Plant & Machinery

We propose to utilise ₹ 634.44 million towards purchase of plant and machinery which primarily comprises of various imported and indigenous machinery including cool steam cooking system, freezers, peeling machine, evaporative condenser, PUF panel, mobile racking, ammonia pump, breeding line, multihead weighter, tempura fryer, metal detector check weigher, industrial oven, vacuum machine, reach trucks, powered pallet truck, steel doors, screw compressor, pressure vessel, refrigeration equipment, automation panel, tube ice flakes, flake ice machines, wooden pallets, effluent treatment plant, water treatment plant, boilers, weighing scales, transformer and generator set among others. We are yet to place orders for plant and machinery. We have received an estimated quotation from various vendors for the estimated cost of approximately ₹ 634.44 million, the summary of which is as follows: -

a) Imported Machinery

Description of Machinery	Date of Quotation	Name of Supplier	Indicative Quantity	Unit cost in Foreign Currency (in USD)**	Unit cost (Rs. in ₹ Millions)	Total Amount (In ₹ Millions)*
Cool Steam Cooking System	April 24, 2018	Laitram Machinery Inc.	01	430,356.00	28.83	28.83
Washing machines, various conveyors, grading machine, feeding tank, processing table, soaking machine, shrimp cutting	April 07, 2018	Nam Dung Co., Ltd.	--	1,378,155.60	92.34	92.34

machine and Nobashi line,,						
Peeling System Machine	April 24, 2018	Jonsson International Inc.	--	815,643	54.65	54.65
Evaporative Condensor	March 24, 2018	Vision Engineering (Madras) Pvt. Ltd. acting as authorised representative of	03	56,700	3.80	11.40
Erection and Commission charges	March 24, 2018	Baltimore Aircoil Company	--	--	0.11	0.33
Wall/Ceiling Panel	April 05, 2018	Emirates Industrial Panel	-	604,039.99	40.47	40.47
Mobile Pallet Racking System	April 07, 2018	Schaefer Systems International Pte Ltd	01	458,800.00	30.74	30.74
Freezing Equipment IQF – 750 kgs/hr	April 14, 2018	Glory Co., Ltd.	01	398,800	26.72	26.72
Freezing Equipment IQF – 900 kgs/hr	April 14, 2018	Glory Co., Ltd.	02	459,900	30.81	61.63
Water Chiller	April 14, 2018	Glory Co., Ltd.	02	39,850	2.67	5.34
Breaded Shrimp Full Line	April 14, 2018	Glory Co., Ltd.	01	362,700	24.30	24.30
Freezing breaded shrimp line						
Installation and commission charges	April 14, 2018	Glory Co.,Ltd.	--	45,000	-	3.02
		Total (A)				379.76
Description of Machinery	Date of Quotation	Name of the Supplier	Indicative Quantity	Unit cost in (€Euro)**	Unit cost (In ₹ Millions)	Total Amount (In ₹ Millions)*
Ammonia Pumps	April 30, 2018	HERMETIC-Pumps Singapore Pte Ltd		45,005.00	3.65	3.65
Breeding Line	March 31, 2018	Vishva Enterprises	01	894,719.00	72.47	72.47
Refrigeration Systems	April 27, 2018	Coldkat Refrigeration	01	225,700	18.28	18.28
Installation charges	April 27, 2018	Coldkat Refrigeration	--	--	--	5.04
		Total (B)				99.44
Description of Machinery	Date of Quotation	Name of the Supplier	Indicative Quantity	Unit cost in (¥Japanese Yen) **	Unit cost (In ₹ Millions)	Total Amount (In ₹ Millions)*
Electric Automatic Pre-cook fryer	April 25, 2018	PF Max Company	01	24,510,000	14.95	14.95
Check weigher with Metal Detector	April 24, 2018	Jay Instruments & Systems Pvt. Ltd.	04	3,650,000	2.23	8.92
Vaccum Packaging Machine	April 24, 2018	Jay Instruments & Systems Pvt. Ltd. in collaboration with Seaence Co. Ltd., Japan	01	42,52,500	2.59	2.59
Multi Head Weigher System	April 30, 2018	Ishida India Private Limited	02	8,000,000	4.88	9.76
		Total (C)				36.22
GRAND TOTAL (A+B+C)						515.42

* Unless otherwise specified, the charges towards, taxation, freight, handling and packaging have been included in the cost

*Quotation amounts are converted at an exchange rate of ₹67.00 per USD, ₹81.00 per Euro and ₹0.61 for Japanese Yen.

b) Indigenous Machinery

Description of Machinery	Date of Quotation	Name of Supplier	Indicative Quantity	Amount as per Quotation (In ₹ Million)*
Rational Combi Oven Self Cooking Centre	April 26, 2018	Total Food Solutions Pvt. Ltd.	01	2.01
Powered Pallet Truck	April 30, 2018	Toyota Material Handling India Pvt. Ltd.	02	1.36
Reach Truck	April 30, 2018	Toyota Material Handling India Pvt. Ltd.	02	5.84
Refrigeration Systems	April 27, 2018	Coldkat Refrigeration	01	2.23
Flighted Belt type elevator	April 30, 2018	Ishida India Private Limited	02	5.07
Pipes for refrigeration	March 24, 2018	Sunshine Traders	-	6.30
Booster and High Stage Screw Compressor Package	April 25, 2018	Frick India Limited	-	30.04
Pressure Vessels for Refrigeration System	March 16, 2018	Sacred Heart Refrigeration & Engineering Works	-	2.80
PLC, VFD and Panel Accessories	April 25, 2018	Vinayak Automation	-	6.53
Generators	April 26, 2018	GMMCO Limited	03	8.96
Transformer	May 03, 2018	CG Power and Industrial Solutions Limited	01	3.14
Thermax Make Steam Boiler	March 26, 2018	Cinzac Sales & Services Private Limited	01	2.24
Water Treatment Plant	May 05, 2018	Ion exchange (India) Limited	-	13.57
Effluent Treatment Plant	March 24, 2018	Universal Enviro Associates	-	9.56
Wooden Storage Pallets	April 24, 2018	D'Cruz & Stanes	4,500	6.30
Flake Ice Maker and Tube Ice Machine	April 25, 2018	Push Engineering Pvt. Ltd.	01	4.63
Various Steel doors	April 07, 2018	Metaflex Doors India Pvt. Ltd.	-	8.44
Total				119.02

* Unless otherwise specified, the charges towards, taxation, freight, handling and packaging have been included in the cost.

iii. Contingency Expenses

We have estimated our contingency expenses in relation to the setting up of the new shrimp processing unit to be ₹ 44.85 million, which is 5.00% of the estimated cost of the new shrimp processing unit.

2. To set up a new pre-processing facility at Thamminipatnam in Nellore District, Andhra Pradesh.

Our Company intends to set up a new pre-processing facility in Thamminipatnam. The following table provides the estimated expenses related to the setting up of the new pre- processing facility:

Sl. No.	Particulars	Total Estimated Cost (₹ in million)
i	Land	24.12
ii	Buildings & Civil works	56.28
iii	Plant & Machinery	73.32
iv	Contingency	7.68
	Total	161.40

i. Land

The total area of land required for the proposed pre processing facility is estimated to be approximately 15.56 acres.

The following are the details of the land acquired / proposed to be acquired by us:

The Company proposes to acquire land situated at survey number 62-1A, 62-2B1, 62-2B2, 62-2A1A, 62-2A1B, 62-2A2A, 62-2A2C, 63-A1, 63-A2, 63-B1, 64-2, 64-5 Thamminipatnam Village, Thamminipatnam Panchayat, Chillakuru Mandal, Gudur Registration District for the proposed project. The Company has entered into an agreement to sale with Penna Shipyard and Logistics Private Limited (“PSLPL”) on April 26, 2018 for land admeasuring 15 acres and 56 cents against the total consideration of ₹ 24.12 million excluding registration fee. Pursuant to the agreement to sale dated April 26, 2018, the Company has paid ₹ 1.00 million to PSLPL towards the part payment for acquisition of the land and the balance ₹ 23.12 million shall be paid on or before September 26, 2018. Post payment of the balance amount, PSLPL have agreed to enter into a sale deed in respect of the said land. The aforesaid amount is excluding the stamp duty and registration charges that may be applicable on the sale consideration.

PSLPL has received the conversion order for 15.56 acres vide the conversion order dated September 24, 2010 issued by the Competent Authority & Revenue Divisional Officer, Gudur, Nellore District.

ii. Buildings & Civil Works

The building and civil works includes construction of factory building, compound wall etc. In relation to the same, we have received an estimated costs from V. Devi Prasad, Chartered Engineer by way a letter dated May 15, 2018 for an estimated cost of approximately ₹ 56.28 million, the summary of which is as follows:

Sl. No.	Particulars	Amount* (In ₹ million)
1.	Buildings and civil works	32.24
2.	Infrastructure	24.04
	Total	56.28

* The aforesaid amount is exclusive of the applicable taxes.

iii. Plant & Machinery

We propose to utilise ₹ 73.32 million towards purchase of plant and machinery, which includes various imported and indigenous machineries such as washing machines, various conveyors grading machine, feeding tank, processing table, refrigeration systems, wall/ceiling panel, tube ice plant, weighing machine among others. We are yet to place orders for plant and machinery. We have received quotations from various vendors for the estimated cost of approximately ₹ 73.32 million, the summary of which (including approximate units to be purchased or acquired, to the extent applicable) is as follows:

Description	Date of Quotation	Name of Supplier	Indicative Quantity	Unit cost in Foreign Currency (in USD)**	Unit cost (₹ in Million)	Amount as per Quotation (In ₹ Million)*
Imported Machinery						
Various equipments like washing machines, various conveyors grading machine, feeding tank, and processing table	April 06, 2018	Nam Dung Co., Ltd.	-	547,558	36.69	36.69
Wall/ceiling Panel with Double Tongue and Groove Joint	April 07, 2018	Emirates Industrial Panel	-	149,332	10.00	10.00
		Total (A)				46.69
Description	Date of Quotation	Name of Supplier	Indicative Quantity	Unit cost in Foreign Currency (in Euro)**	Unit cost (₹ in Million)	Amount as per Quotation (In ₹ Million)*
Refrigeration Systems	April 10, 2018	Coldkat Refrigeration	-	22,650		1.83
Refrigeration Systems – (Condensing Unit and Installation)	April 10, 2018	Coldkat Refrigeration	-	-		3.37
		Total (B)				5.20
GRAND TOTAL (A+B)						51.89

* Unless otherwise specified, the charges towards, taxation, freight, handling and packaging have been included in the cost.

**Quotation amounts are converted at an exchange rate of ₹ 67.00 per USD, ₹ 81.00 per Euro.

Indigenous Machineries

Description	Date of Quotation	Name of Supplier	Indicative Quantity	Amount as per Quotation (In ₹ Million)*
Effluent Treatment Plant	February 26, 2018	Universal Enviro Associates	01	6.84
Water Treatment Plant	April 04, 2018	Ion Exchange (India) Limited	01	0.84
Tube Ice Plant	April 25, 2018	Push Engineering Pvt. Ltd.	01	6.86
Various Steel doors	April 07, 2018	Metaflex Doors India Pvt. Ltd.	-	3.05
Transformer	May 03, 2018	CG Power and Industrial Solutions Limited	01	1.82
Weighing machine	May 02, 2018	Essae Teraoka Private Limited	-	2.02
Total				21.43

* Unless otherwise specified, the charges towards, taxation, freight, handling and packaging have been included in the cost.

iv. Contingency Expenses

We have estimated our contingency expenses in relation to the setting up of the setting up a processing plant in Thamminipatnam to be ₹ 7.68 million, which is 5.00% of the estimated cost of the proposed new pre-processing facility in Thamminipatnam.

3. To set up a new hatchery facility at Prakasham District.

With a view to enhancing the quality of inputs for production of high quality shrimp, we intend to utilize ₹ 163.01 million for setting up the new hatchery at Rajupalem Village, Kothapatnam Mandal, Prakasham district.

The following table provides the estimated expenses related to setting up a new Hatchery facility:

Sl. No.	Description of the work	Amount (₹ in million)
i	Land	15.47
ii	Building and civil works	126.07
iii	Plant and Machinery	13.71
iv	Contingency expenses	7.76
	Total	163.01

i. Land

The total area of land required for the proposed Hatchery facility is estimated to be approximately 4.02 acres.

The following are the details of the land proposed to be acquired by us:

The Company proposes to acquire land situated at survey number 268/2 and 268/4 Rajupalem Village, Rajupalem Grama Panchayat, Kothapatnam Mandal for the proposed project. The Company has entered into an agreement to sale with Munnangi Hacheries Private Limited ("MHPL") on May 05, 2018 for land admeasuring 4.02 acres against the total consideration of ₹ 15.47 million excluding registration fee. Pursuant to the agreement to sale dated May 05, 2018, the Company has paid ₹ 0.50 million to MHPL towards the part payment for acquisition of the land and the balance ₹ 14.97 million shall be paid on or before August 31, 2018. Post payment of the balance amount, MHPL have agreed to enter into a sale deed in respect of the said land. The aforesaid amount is excluding the stamp duty and registration charges that may be applicable on the sale consideration.

ii. Building and civil works

The building and civil works includes setting up of a hatchery including sheds, reservoirs, quarters, lab, chiller & blower room, power house, machine store, rest room, tanks, drains, roads, compound wall and etc. In relation to the same, we have received a detailed estimated costs from V. Devi Prasad (Chartered Engineer) vide the letter dated May 15, 2018 for an estimated cost of approximately ₹ 126.07 million for the entire civil works bifurcated as follows:

Sl. No.	Description of the work	Amount (₹ in million)*
(i)	Building and civil works	122.41
(ii)	External works	3.66
	Total	126.07

* The above quote is without the applicable GST.

ii. Plant and Machinery

The Company also intends to purchase certain equipments for the purpose of the Hatchery proposed in Rajupalem Village, Kothapatnam Mandal, Prakasham district. We are yet to place orders for plant and machinery. We have received quotation for the estimated cost of approximately ₹ 13.71 million.

Description	Date of Quotation	Name of Supplier	Indicative Quantity	Amount as per Quotation (In ₹ Million)*
Generators	April 26, 2018	GMMCO Limited	03	10.57
Transformer	May 03, 2018	CG Power and Industrial Solutions Limited	01	3.14
Total				13.71

** Unless otherwise specified, the charges towards, taxation, freight, handling and packaging have been included in the cost.*

iii. Contingency Expenses

We have estimated our contingency expenses in relation to the setting up of the new shrimp processing unit to be ₹ 7.76 million, which is 5.00% of the estimated cost of the proposed new hatchery facility at Prakasham District.

4. Towards partial re-payment or prepayment of the loans availed by our Company

Our Company proposes to utilise an aggregate amount of ₹ 156.95 million from the Net Issue Proceeds towards partial re-payment or prepayment of the loans availed by our Company. The selection and extent of loans proposed to be repaid from our Company's loans mentioned below will be based on various commercial considerations including, among others, the costs, expenses and charges relating to the facility, interest rate of the relevant loan, the amount of the loan outstanding, the remaining tenor of the loan, restrictive covenants pertaining to the loan, presence of onerous terms and conditions under the facility, if any, levy of any prepayment penalties and the quantum thereof, provisions of any law, rules, regulations governing such borrowings, terms of pre-payment to lenders, if any and mix of credit facilities provided by lenders.

The prepayment or repayment will help reduce our outstanding indebtedness and debt servicing costs, assist us in maintaining a favourable debt to equity ratio and enable utilisation of our internal accruals for further investment in business growth and expansion. In addition, we believe that the leverage capacity of our Company will improve our ability to raise further resources in the future to fund potential business development opportunities and plans to grow and expand our business in the future.

Below is the detailed schedule of the outstanding loans as on May 31, 2018, which we propose to prepay or repay in full or in part from the Net Issue Proceeds aggregating an amount of ₹ 156.95 million.

Sl. No.	Name of the Lender	Amount Sanctioned (₹ million)	Purpose	Tenor	Interest rate	Amount Outstanding as on May 31, 2018 (₹ million)	Type of Loan
1.	South Indian Bank	280.00	To finance for setting up New Factory at Gudur, Andhra Pradesh	84 months	10.8% per annum	140.05	Term Loan
2.	Axis Bank Ltd.	21.50	To finance for setting up New Factory at Gudur, Andhra Pradesh	120 - 180 months	10.60 % & 11.50 % per annum	16.90	Term Loan

As per the certificate dated June 12, 2018 issued by our Statutory Auditors, the amounts drawn down under above-mentioned loans have been utilized towards purposes for which such loans have been sanctioned. Given the nature of these borrowings and the terms of repayment, the aggregate outstanding loan amounts under the loan facilities identified above may vary from time to time. In addition, we may, from time to time, repay, refinance, enter into further financing arrangements or draw down funds from existing facilities. In such cases, we may utilize the Net Proceeds towards repayment/ pre-payment of such additional indebtedness which will be selected based on various commercial considerations including, among others, the interest rate on the loan facility, the amount of the loan outstanding and the remaining tenor of the loan, any conditions attached to the borrowings restricting our ability to pre-pay/ repay the borrowings, receipt of consents for pre-payment from the respective lenders and applicable law governing such borrowings.

Some of our loan agreements provide for the levy of pre-payment penalties or premiums. We will take such provisions into consideration while deciding the loans to be pre-paid from the Net Proceeds. Payment of such prepayment penalty, if any, shall be out of the Net Proceeds or internal accruals of our Company.

5. To set up a 4 megawatt captive solar facility at Nellore District, Chillakur Mandal, Voduru Village, Andhra Pradesh for the existing processing plant and the proposed processing plant.

Our Company intends to set up a 4 megawatt captive solar facility on our owned land located at Nellore District, Chillakur Mandal, Voduru Village, Andhra Pradesh for captive consumption of the existing processing plant and the proposed processing plant with an estimated cost of ₹ 282.63 million. Our Company proposes to construct 1 megawatt captive solar unit on the roof of the existing processing facility 1 megawatt captive solar unit on the roof of the proposed expansion of the processing facility and 2 megawatt captive solar unit on the land owned by the Company.

The details of the proposed captive 4-megawatt captive solar facility along with the estimated costs are provided here in below:

Description	Date of Quotation	Supplier	Amount (₹ in million)
Engineering, procurement and construction of 2MWp DC rooftop and 2MWp DC ground based solar PV plant	April 28, 2018	Bosch Limited	269.18

** Unless otherwise specified, the charges towards, taxation, freight, handling and packaging have been included in the cost*

We have estimated our contingency expenses in relation to the setting up of the 4 megawatt captive solar facility to be ₹ 13.45 million, which is 5.00% of the estimated cost of the captive solar facility.

6. General Corporate Purposes

Our Company proposes to deploy the balance Net Proceeds aggregating to ₹ [●] million towards general corporate purposes, subject to such utilisation not exceeding 25% of the Gross Proceeds from the Fresh Issue, in compliance with the SEBI ICDR Regulations, including but not limited to strategic initiatives, partnerships and joint ventures, meeting exigencies which our Company may face in the ordinary course of business, meeting expenses incurred in the ordinary course of business and any other purpose as may be approved by the Board or a duly appointed committee from time to time, subject to compliance with the necessary provisions of the Companies Act.

Our Company's management, in accordance with the policies of the Board, will have flexibility in utilising any surplus amounts.

Issue expenses

The total expenses of the Issue are estimated to be approximately ₹ [●] million. The Issue expenses consist of underwriting fees, selling commission, fees payable to the BRLMs, fees payable to legal counsel, fees payable to the SCSBs including processing fee for processing the ASBA Forms submitted by ASBA Bidders procured by the Syndicate and submitted to the SCSBs and Registrar to the Issue, brokerage and selling commission payable to Registered Brokers, RTAs and CDPs, printing and stationery expenses, advertising and marketing expenses and all other incidental and miscellaneous expenses for listing the Equity Shares on the Stock Exchanges as agreed in terms of the Issue Agreement. All expenses for the Issue, except for listing fees (which shall be paid by our Company), shall be shared amongst the Promoter Selling Shareholders and our Company, in proportion to the Equity Shares being offered by them in the Offer for Sale.

The estimated break-up for the Issue expenses is as follows:

Activity	Estimated expenses*	As a % of the total estimated Issue expenses*	As a % of the total Issue size*
Fees payable to the BRLMs including underwriting commission, brokerage and selling commission, as applicable	[●]	[●]	[●]
Advertising and marketing expenses	[●]	[●]	[●]
Fees payable to the Registrar to the Issue	[●]	[●]	[●]
Brokerage and selling commission payable to Syndicate Members and SCSB, Registered Brokers, RTAs and CDPs**	[●]	[●]	[●]
Processing fees to SCSBs for ASBA Applications procured by the members of the Syndicate or Registered Brokers and submitted with the SCSBs*	[●]	[●]	[●]
Others (listing fees, legal fees, SEBI and Stock Exchanges processing fees, etc.)	[●]	[●]	[●]
Total Estimated Expenses	[●]	[●]	[●]

* Will be incorporated at the time of filing of the Prospectus.

** Shall be finalized prior to filing of the Red Herring Prospectus.

Any payments made by our Company in relation to the Issue shall be on behalf of the Promoter Selling Shareholders and the Promoter Selling Shareholders will reimburse such payments to our Company in proportion to the Equity Shares being offered for sale in the Issue.

Deployment of Funds

The details of the amount spent by our Company as of May 31, 2018 towards the Objects of the Issue and as certified by our Statutory Auditors, vide certificate dated June 12, 2018 are provided in the table below:

Deployment of Funds	Amount (₹ in million)
Advance for Purchase of Land for setting up of Pre-Processing Plant at Thamminipatnam in Nellore District, Andhra Pradesh	1.00
Advance for Purchase of Land for setting up of Hatchery Facility at Rajupalem Village, Prakasham District	0.50
Issue Related Expenses	5.30
Total	6.80

Sources of Funds	Amount (₹ in million)
Internal Accruals	6.80
Total	6.80

Interim use of Net Proceeds

Our Company, in accordance with the policies established by the Board from time to time, will have flexibility to deploy the Net Proceeds. Pending utilization of the Net Proceeds for the purposes described above, our Company shall deposit the funds only in one or more Scheduled Commercial Banks included in the Second Schedule of Reserve Bank of India Act, 1934. In accordance with Section 27 of the Companies Act, 2013, our Company confirms that it shall not use the Net Proceeds for buying, trading or otherwise dealing in shares of any other listed company or for any investment in the equity markets.

Bridge Financing Facilities

Our Company has not raised any bridge loans from any bank or financial institution as on the date of this Draft Red Herring Prospectus, which are proposed to be repaid from the Net Proceeds. However, depending upon business requirements, our Company may consider raising bridge financing facilities including any other short-term instrument like non-convertible debentures, commercial papers, etc., pending receipt of the Net Proceeds.

Monitoring Utilization of Funds

In terms of Regulation 16 of the SEBI ICDR Regulations, we propose to appoint a monitoring agency to monitor the utilization of the Net Proceeds prior to the filing of the Red Herring Prospectus with the RoC.

Our Company undertakes to place the report(s) of the Monitoring Agency on receipt before the Audit Committee. Our Company will disclose the utilization of the Net Proceeds under a separate head in our balance sheet along with the relevant details, for all such amounts that have not been utilized. Our Company will indicate investments, if any, of unutilized Net Proceeds in the balance sheet of our Company for the relevant financial years subsequent to the completion of the Issue.

Pursuant to SEBI Listing Regulations, our Company shall disclose to the Audit Committee the uses and applications of the Net Proceeds, on a quarterly basis. The Audit Committee shall make recommendations to our Board for further action, if appropriate. Our Company shall prepare a statement of funds utilized for purposes other than those stated in this Draft Red Herring Prospectus and place it before the Audit Committee of the Board of Directors, as required under applicable law. Such disclosure shall be made only until such time that all the Net Proceeds have been utilized in full. The statutory auditor of our Company shall certify the statement. Furthermore, in accordance SEBI Listing Regulations, our Company shall furnish to the Stock Exchanges on a quarterly basis, a statement indicating (i) deviations, if any, in the utilization of the proceeds of the Issue from the Objects; and (ii) details of category wise variations in the utilization of the proceeds from the Issue from the Objects. This information will also be published in newspapers simultaneously with the interim or annual financial results, after placing the same before the Audit Committee.

Variation in Objects

In accordance with Sections 13(8) and 27 of the Companies Act 2013, our Company shall not vary the Objects of the Issue unless our Company is authorized to do so by way of a special resolution of its Shareholders. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution shall specify the prescribed details and be published in accordance with the Companies Act 2013. Pursuant to the Companies Act 2013, the Promoters or controlling Shareholders will be required to provide an exit opportunity to the Shareholders who do not agree to such proposal to vary the objects, subject to the provisions of the Companies Act and in accordance with such terms and conditions, including in respect of pricing of the Equity Shares, in accordance with the Companies Act 2013 and provisions of Chapter VI A of the SEBI ICDR Regulations.

Appraising Entity

No Bank or financial institution have appraised the Objects, for which the Net Proceeds will be utilised.

Other Confirmations

Our Company does not propose to purchase any second-hand machinery or material from the Net Proceeds. Further, all of the plant and machinery proposed to be purchased from the Net Proceeds will be in a ready-to use condition. We have not entered into any definitive agreements with the suppliers of such plant, machinery or material and there can be no assurance that the same suppliers would be engaged to eventually supply the plant, machinery and material at the same costs. The quantity of the plant, machinery and material to be purchased is based on the estimates of our management. Our Company shall have the flexibility to deploy the plant, machinery and material at our existing and future projects, according to the business requirements of such projects, which are dynamic, which may evolve with the passage of time and based on the estimates of our management. Our Promoters, Directors, Key Management Personnel or Group Entities have no interest in the proposed procurements, as stated above.

No part of the Net Proceeds will be utilized by our Company as consideration to our Promoters, members of the Promoter Group, Directors, Group Companies or key managerial employees. Our Company has not entered into or is not planning to enter into any arrangement/ agreements with Promoters, Directors, Key Management Personnel or our Group Companies in relation to the utilization of the Net Proceeds of the Issue. Further, we confirm that our Company, Promoters, members of our Promoter Group, and our Group Companies, are not related to the entities that have provided quotations for the purchase of capital equipment by our Company, as stated above.

BASIS FOR THE ISSUE

The Issue Price will be determined by our Company and the Promoter Selling Shareholders in consultation with the BRLMs, on the basis of assessment of market demand through the Book Building Process and on the basis of qualitative and quantitative factors as described below. The face value of the Equity Shares is ₹ 10 and the Issue Price is [•] times the face value at the lower end of the Price Band and [•] times the face value at the higher end of the Price Band. Bidders should also refer to the sections titled “Our Business”, “Risk Factors” and “Financial Statements” on pages 142, 17 and 203 respectively, of this Draft Red Herring Prospectus to have an informed view before making an investment decision.

Qualitative Factors

The following business strengths provide us to compete in the industry:

- We offer a diversified portfolio of seafood products processed from our strategically located facilities;
- Scalability of our business on account of systematic and efficient procurement practices;
- Experienced and dedicated Management team;
- Established Customer Relationships;
- Leveraging our association with U.S.A based distribution group company and
- Robust Financial Performance.

For further details, see “Our Business” on page 142 of this Draft Red Herring Prospectus.

Quantitative Factors

Information presented in this section is derived from the Restated Consolidated Financial Statements and Restated Standalone Financial Statements. For details, see “Financial Statements” beginning on page 203.

Some of the quantitative factors which may form the basis for computing the Issue Price are as follows:

1. Basic and Diluted Earnings Per Share (“EPS”) (as adjusted for changes in capital, if any):

Financial Year	Standalone		Consolidated	
	Basic and Diluted EPS (in ₹)	Weight	Basic and Diluted EPS (in ₹)	Weight
2016	(0.02)	1	(0.02)	1
2017	1.87	2	1.87	2
2018	8.58	3	9.22	3
Weighted Average	4.91		5.23	

Note:

1. Basic and diluted EPS: Net Profit after tax as restated divided by weighted average number of Equity Shares outstanding for the year.
2. Weighted average number of Equity Shares is the number of Equity Shares outstanding at the beginning of the year adjusted by the number of Equity Shares issued during the year multiplied by the time weighting factor. The Earnings per share calculations are in accordance with IND AS 33 - Earnings per share, prescribed under Section 133 of the 2013 Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 after adjusting split on December 11, 2017 and Bonus issue of shares on April 2, 2018.

2. Price/Earning (P/E) Ratio in relation to Price Band of ₹ [•] to ₹ [•] per Equity Share:

Particulars	P/E ratio based on the lower end of the Price Band		P/E ratio based on the higher end of the Price	
	Basic EPS	Diluted EPS	Basic EPS	Diluted EPS
Restated Standalone Financials as at [•]	[•]	[•]	[•]	[•]
Restated Consolidated Financials as at [•]	[•]	[•]	[•]	[•]
Industry P/E Multiple*				
Highest		52.61		
Lowest		18.35		
Industry Composite		28.95		

*The Industry high and low has been considered based on the Consolidated and standalone (in case of peers where there is no consolidation) financials from the Industry Peer Set consisting of Apex Frozen Foods Limited, Avanti Feeds Limited, The Waterbase Limited and Zeal Aqua Limited. The Industry composite has been calculated as the arithmetic average of consolidated and standalone (in case of peers where there is no consolidation) P/E of the Industry are computed based on closing market price as on June 13, 2018 at BSE, For further details, please see “Comparison with Listed Industry Peers” provided below.

3. Return on Net Worth (“RoNW”):

Financial Year	Standalone		Consolidated	
	RoNW (%)	Weight	RoNW (%)	Weight
2016	(0.35)	1	(0.35)	1
2017	18.42	2	18.42	2
2018	28.91	3	30.40	3
Weighted Average	20.54		21.28	

Return on net worth (%) - Net Profit available to Equity Shareholders divided networkth for Equity Shareholders.

Net Worth: Net Worth means aggregate value of paid up share capital of the Company and other equity excluding capital reserve as per the Restated Consolidated/Standalone Statement of Assets and Liabilities of the Company.

4. Minimum return on increased net worth after the Issue required for maintaining pre-Issue EPS at [•]

Particulars	At the Lower end of the Price Band		At the Higher end of the Price Band	
	Standalone	Consolidated	Standalone	Consolidated
Basic EPS (%)	[•]	[•]	[•]	[•]
Diluted EPS (%)	[•]	[•]	[•]	[•]

5. Net Asset Value (“NAV”) Per Equity Share:

Financial Year	Standalone	Consolidated
	NAV per share (in ₹)	NAV per share (in ₹)
2016	5.70	5.70
2017	9.79	9.79
2018	28.72	29.34
NAV after the Issue	[•]	[•]
Issue Price	[•]	[•]

Net Asset Value per Equity Share is Net Worth for Equity Shareholders divided by total number of Equity Shares outstanding at the end of the period after adjusting split on December 11, 2017 and Bonus issue of shares on April 2, 2018

6. Peer Group Comparison

We believe following is our peer group which has been determined on the basis of listed public companies comparable in the similar line of segments in which our Company operates i.e. aquaculture, fisheries etc, whose business segment in part or full may be comparable with that of our business, however, the same may not be exactly comparable in size or business portfolio on a whole with that of our business:

Name of the Company	Standalone/ Consolidated	Revenue from operations (in ₹ million)	Face Value (₹)	EPS (₹) **	P/E Ratio ***	RoNW (%) ****	NAV Per Share (₹) ****
Penver Products Limited ⁽¹⁾	Standalone	6,245.52	10	8.58	[●]#	28.91	28.72
	Consolidated	6,948.11	10	9.22	[●]#	30.40	29.34
Peer Group*							
Apex Frozen Foods Limited ⁽²⁾	Standalone ⁽⁴⁾	9,986.34	10	26.63	18.35	24.87	96.74
Avanti Feeds Limited ⁽²⁾	Standalone	28,153.29	2	91.37	20.51	44.12	206.51
	Consolidated	33,929.03	2	98.31	19.06	45.10	227.12
The Waterbase Limited ⁽²⁾	Standalone ⁽⁴⁾	3,427.40	10	7.58	25.78	20.10	36.12
Zeal Aqua Limited ⁽³⁾	Standalone ⁽⁴⁾	1,775.58	10	9.96	52.61	10.23	97.42

1. Based on restated financials as per IND AS of our Company for the Financial Year 2018.

2. Based on financials as per IND AS for the Financial Year 2018

3. Based on financials as per previous GAAP for the Financial Year 2018

4. The Peer Group Company has only one set of financials i.e. standalone financial statements

*Source: Respective peer group company's regulatory filings with BSE

**Basic earnings per share for peer group is based on the respective peer group company's regulatory filings with BSE for the financial year ended March 31, 2018.

***The P/E figures for the peers is computed based on the closing price on the BSE website (available at www.bseindia.com) as on June 13, 2018, divided by basic EPS based on the respective peer groups regulatory filings with the BSE Limited for the financial year ended March 31, 2018

****The RONW and NAV per share for the peers have been computed based on the respective peer group company's regulatory filings with BSE for the financial year ended March 31, 2018 as follows:

Return on net worth (%) = Net profit after tax * 100 / Net worth at the end of the financial year i.e., March 31, 2018

Net Asset value per share = Net worth at the end of the year / No. of shares outstanding at the end of year i.e., March 31, 2018

Net Worth = Net Worth means aggregate value of paid up share capital of the Company and other equity

Based on the Issue Price of ₹ [●], to be determined on conclusion of book building process and the basic EPS of our Company

The Issue Price of ₹ [●] has been determined by our Company and the Promoter Selling Shareholders, in consultation with the Book Running Lead Managers on the basis of the assessment of market demand from investors for the Equity Shares determined through the Book Building Process and is justified based on the above qualitative and quantitative parameters. Investor should read the above mentioned information along with the section titled "Risk Factors" on page 17 of this Draft Red Herring Prospectus and the financials of our Company including important profitability and return ratios, as set out in the section titled "Financial Statements" on page 203 of this Draft Red Herring Prospectus. The trading price of the Equity Shares could decline due to the factors mentioned in section titled "Risk Factors" on page 17 of this Draft Red Herring Prospectus and an investor may lose all or part of his investment.

STATEMENT OF TAX BENEFITS

To
The Board of Directors
Penver Products Limited
Regd. Office- Door No. AP 2/688
Industrial Estate,
Aroor - 688534
India

Dear Sirs,

Sub: Statement of possible tax benefits available to Penver Products Limited (“the Company”) and its shareholders on proposed initial public offering of equity shares of face value of Rs. 10 each (the “Equity Shares”) by the Company (the “Issue”) prepared in accordance with the requirement in Schedule VIII Part A – Clause (VII) (L) of Securities and Exchange Board of India (Issue of Capital Disclosure Requirements) Regulations 2009, as amended (“the Regulations”).

We hereby report that the enclosed statement in Annexure prepared by the Company states the possible special tax benefits available to the Company and to its shareholders under the provisions of the Income-tax Act, 1961, (“**the Act**”) and Income-tax Rules, 1962, as amended (together “**Tax Laws**”) presently in force in India. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant Tax Laws. Hence, the ability of the Company or its shareholders to derive these special tax benefits is dependent upon their fulfilling such conditions, which is based on business imperatives the Company may face in the future and accordingly, the Company or its shareholders may or may not choose to fulfil.

The benefits discussed in the enclosed Annexure covers only special tax benefits available to the Company and to its shareholders and do not cover general tax benefits available to the Company and to its shareholders. The benefits discussed in the enclosed Annexure are not exhaustive. Further, the preparation of the Statement and its contents is the responsibility of the Company’s management. This statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences, the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the Issue or holding/selling of the Equity Shares thereafter, particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the benefits, which an investor can avail. Neither we are suggesting nor advising the investor to invest money based on this statement.

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

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

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

Our views expressed herein are based on the facts and assumptions indicated to us. No assurance is given that the revenue authorities / courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes. We will not be liable to any other person in respect of this Statement.

This Statement is intended solely for your information and for the inclusion in the draft red herring prospectus, red herring prospectus, the prospectus and in any other material used in connection with the proposed Issue by the Company and is not to be used, referred to or distributed for any other purpose without our prior written consent.

For BSJ & Associates
Chartered Accountants
Firm Registration No.010560S

CA. Jobby George
Partner
Membership Number: 211174

Place: Aroor
Date: June 12, 2018

ANNEXURE TO STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY AND ITS SHAREHOLDERS UNDER THE APPLICABLE TAX LAWS IN INDIA

Outlined below are the possible Special tax benefits available to the Company and its shareholders under the tax laws in force in India (i.e. applicable for the Financial Year 2018-19 relevant to the assessment year 2019-20). These benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant tax laws. Hence, the ability of the Company or its shareholders to derive the special tax benefits is dependent upon fulfilling such conditions, which based on business imperatives it faces in the future, it may not choose to fulfill.

SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY

Tax holiday under section 80IB of the Income Tax Act

The following specific tax benefits may be available to the Company after fulfilling conditions as per the respective provisions of the relevant tax laws on certain eligible projects / contracts:

In accordance with and subject to the conditions specified in Section 80-IB of the Act, the Company may be entitled for a deduction of profits or gains derived from any enterprise carrying on business of processing, preservation and packing of marine products for hundred per cent of the profits and gains derived for five assessment years and, thirty per cent of the profits and gains derived from the operation of such business in a manner that the total period of deduction does not exceed ten consecutive assessment years.

However, the aforesaid deduction is not available while computing Minimum Alternative Tax ('MAT') liability of the Company under Section 115JB of the Act. Nonetheless, such MAT paid/ payable on the adjusted book profits of the Company computed in terms of the provisions of Act, read with the Companies Act, 2013 would be eligible for credit against tax liability arising in succeeding years under normal provisions of Act as per Section 115JAA of the Act to the extent of the difference between the tax as per normal provisions of the Act and MAT in the year of set-off. Further, such credit would not be allowed to be carried forward and set off beyond 15 Assessment Years immediately succeeding the Assessment Year in which such credit becomes allowable.

SPECIAL TAX BENEFITS TO THE SHAREHOLDERS OF THE COMPANY

There are no Special tax benefits available to the shareholders of the Company.

SECTION IV: ABOUT THE COMPANY

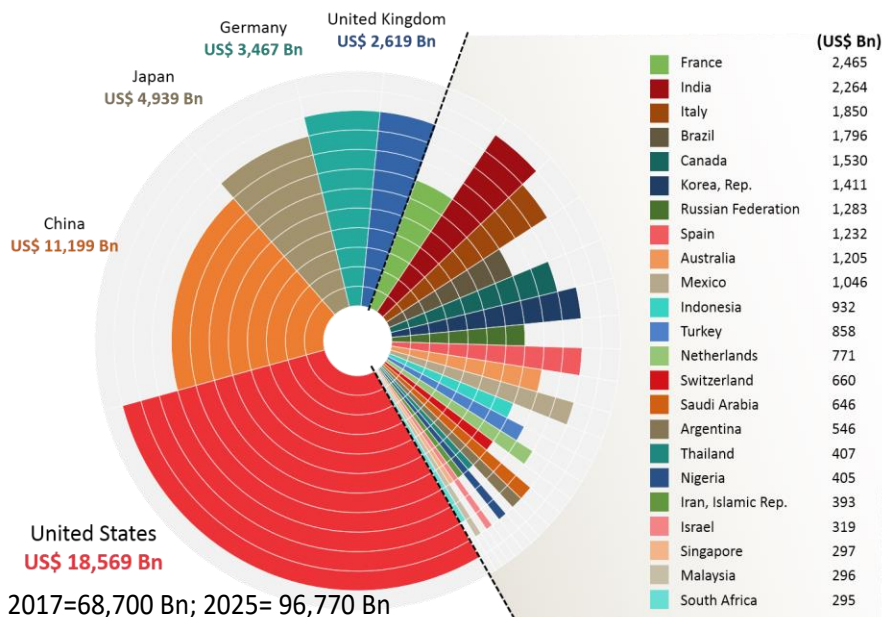
INDUSTRY OVERVIEW

Unless noted otherwise, the information in this section is obtained or extracted from “AQUACULTURE MARKET Forecast, Trend Analysis and Competition-Global Outlook 2018 to 2025”, prepared and issued by PERSISTENCE Market Research (the “PERSISTENCE Report”/“PMR Report”) on our request, publicly available information, as well as government and industry publications and sources. Neither we nor any other person connected with the Issue have independently verified this information. We may have reclassified the data for the purposes of presentation. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but that their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured. Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect. Accordingly, investors must rely on their independent examination of, and should not place undue reliance on, or base their investment decision solely on this information. Our Company has paid a fee and obtained consent from PERSISTENCE so as to utilize relevant extracts from the PMR Report. The recipient should not construe any of the contents in this report as advice relating to business, financial, legal, taxation or investment matters and are advised to consult their own business, financial, legal, taxation, and other advisors concerning the transaction. The information in this section must be read in conjunction with the sections titled “Risk Factors” and “Our Business”

GLOBAL ECONOMY

Global economic activity continues to firm up. Global output is estimated to have grown by 3.7 percent in 2017, which is ½ percentage point higher than in 2016. The pickup in growth has been broad based, with notable upside surprises in Europe and Asia. Global growth forecasts for 2018 and 2019 have been revised upward to 3.9 percent. The revision reflects increased global growth momentum and the expected impact of the recently approved U.S. tax policy changes. (Source: “World Economic Outlook Update, January 2018” by International Monetary Fund)

World GDP (Nominal), by Selected Economies, 2017



Source: - PMR Analysis, 2018

INDIA ECONOMY

India has emerged as the fastest growing major economy in the world as per the Central Statistics Organization (CSO) and International Monetary Fund (IMF) and it is expected to be one of the top three economic powers of the world over the next 10-15 years, backed by its strong democracy and partnerships. India's GDP is estimated to have increased 6.6 per cent in 2017-18 and is expected to grow 7.3 per cent in 2018-19. The tax collection figures between April 2017- February 2018 show an increase in net direct taxes by 19.5 per cent year-on-year and an increase in net direct taxes by 22.2 per cent year-on-year. India has retained its position as the third largest startup base in the world with over 4,750 technology startups, with about 1,400 new start-ups being founded in 2016, according to a report by NASSCOM. India's labour force is expected to touch 160-170 million by 2020, based on rate of population growth, increased labour force participation, and higher education enrolment, among other factors, according to a study by ASSOCHAM and Thought Arbitrage Research Institute. India's foreign exchange reserves were US\$ 422.53 billion in the week up to March 23, 2018, according to data from the RBI. (Source: Indian Brand Equity Foundation website at www.ibef.org/economy/indian-economy-overview)

GLOBAL AQUACULTURE MARKET

The ocean covers nearly three-quarters of the surface area of our planet. Encompassing 1.3 Bn km³ of water, it is the world's major ecosystem and plays a central role in supporting all life on Earth. It is also the breadwinner of a wide range of services and resources that directly support human health, societies and economies.

According to the United Nations Food and Agriculture Organization (FAO 2016), world seafood consumption has witnessed significant growth over the years and the overall seafood production has shown tremendous growth to cater to the rising demand from the consumers' side. World trade in fish and fishery (aquaculture & capture) products has grown significantly in terms of value sales with the exports rising from US\$ 8Bn in 1976 to US\$ 185Bn in 2017 with an annual growth rate of 8.0%. Developing countries have been exporting 56% of all fish and fish products whereas developed countries account for 44%. However, on the other side, capture fisheries production has reached its saturation point which indirectly suggests that any sustainable growth in seafood production will have to be driven by the growth in aquaculture. Aquaculture production is expected to account for more than half the world's fish production over the forecast period (2020-21 - FAO).

PMR forecasts the Global aquaculture market is forecasted to grow from US\$ 165.04 Bn in 2017 to US\$ 204.48 Bn in 2025. This represents a compound annual growth rate (CAGR) of 2.7% from 2017 to 2025. The year represents data for financial year.

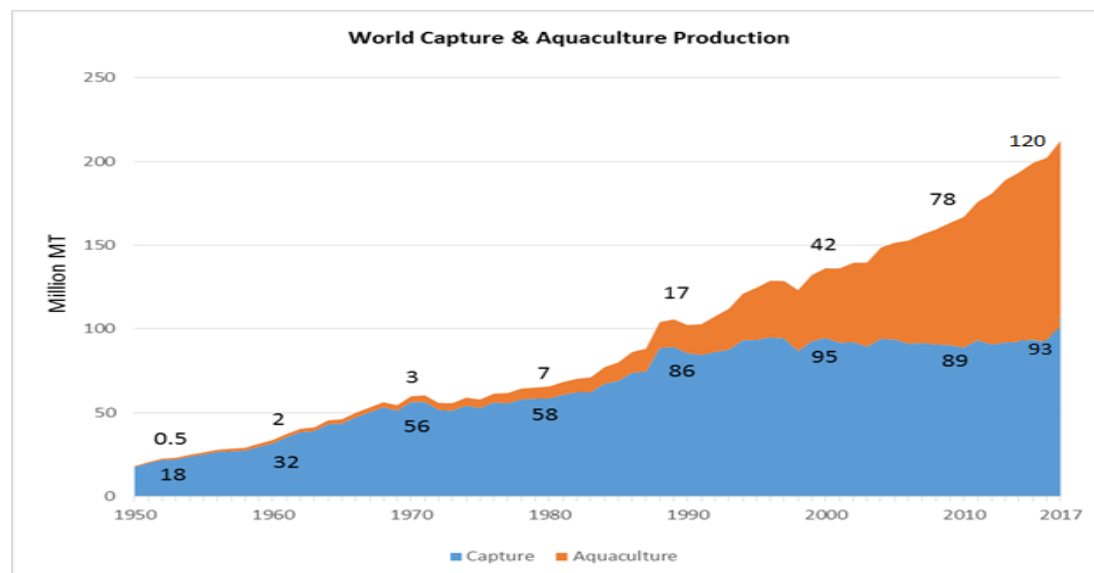
As per trends, Asia Pacific (APAC) market is expected to dominate Global aquaculture market in terms of revenue in 2018, and the trend is projected to sustain throughout the forecast period, which is 2018 to 2025. APAC aquaculture market is the most attractive market, and is expected to grow at a CAGR of 2.5% from 2018 to 2025, compared to a historical growth as represented by a CAGR of 2.0% from 2012 to 2017.

Among the global aquaculture market's product type, the largest is fish, which represents US\$ 91.6 Bn of the market in 2012 and was estimated to be US\$ 98.4 in 2017. Whereas it is estimated to be US\$ 99.9 Bn in 2018, and projected to reach US\$ 112.76 Bn in 2025, growing at a CAGR of 1.7%.

The largest share is contributed by carp's sub-segment of fish segment in Global aquaculture market. It accounted for US\$ 40.7 Bn in 2012 and was estimated to be US\$ 44.1 Bn in 2017. It is estimated to reach US\$ 45.0 Bn in 2018, and projected at US\$ 51.2 Bn in 2025, representing a CAGR across forecast period of 1.9%.

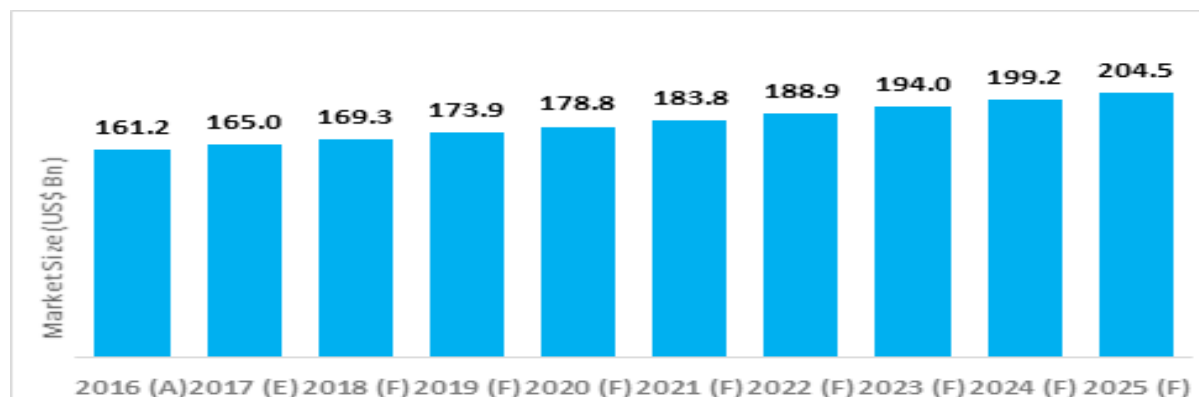
Aquaculture is the fastest growing sector in the overall food sector with a supply capacity of more than 50% of the total fish demand. The increasing knowledge sharing through the varied platform by governmental agencies and the independent regulatory groups have produced successful results in both developed and developing regions. This has also resulted into rapid adoption of aquaculture techniques over primitive capture techniques, globally. According to FAO in 2016, Fish is considered to supply an average of 15% of protein to around 4.5 Bn people. Fish's distinctive nutritious properties make it also essential to the health of consumers in both developed and developing countries. Fish is one of the most efficient converters of feed into high quality food and its carbon footprint is lower compared to other animal production systems. Fish contributes substantially to the income and therefore to the indirect food security of more than 10% of the world population, essentially in developing and emergent countries. Yet, limited attention has been given so far to fish as a key element in food security and nutrition strategies at national level and in wider development discussions and interventions. As a result, the tremendous potential for improving food security and nutrition embodied in the strengthening of the fishery and aquaculture sectors is missed. The Asia Pacific is projected to produce more than 92% of the total aquaculture production and is expected to consume 86.8% of the total aquaculture production, globally by 2017.

World Capture Fisheries and Aquaculture Production (Mn MT)



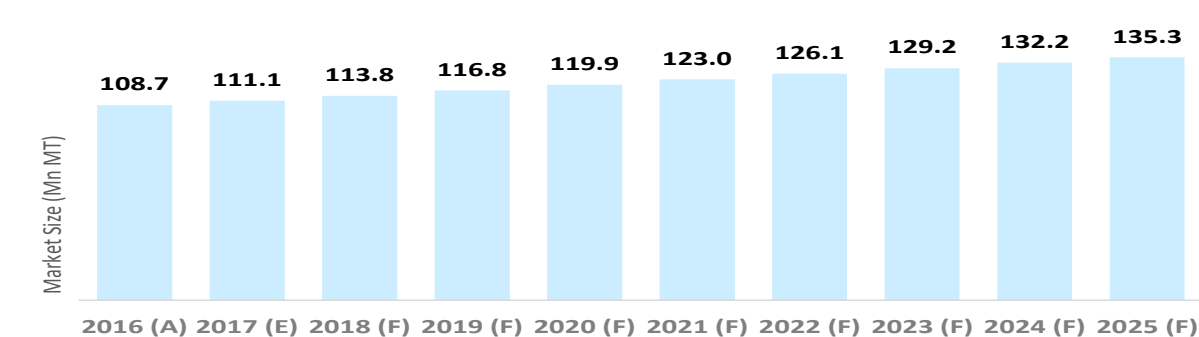
Source: FAOSTAT, PMR Analysis, 2018

Global Aquaculture Market Value Bn USD Analysis, 2017–2025



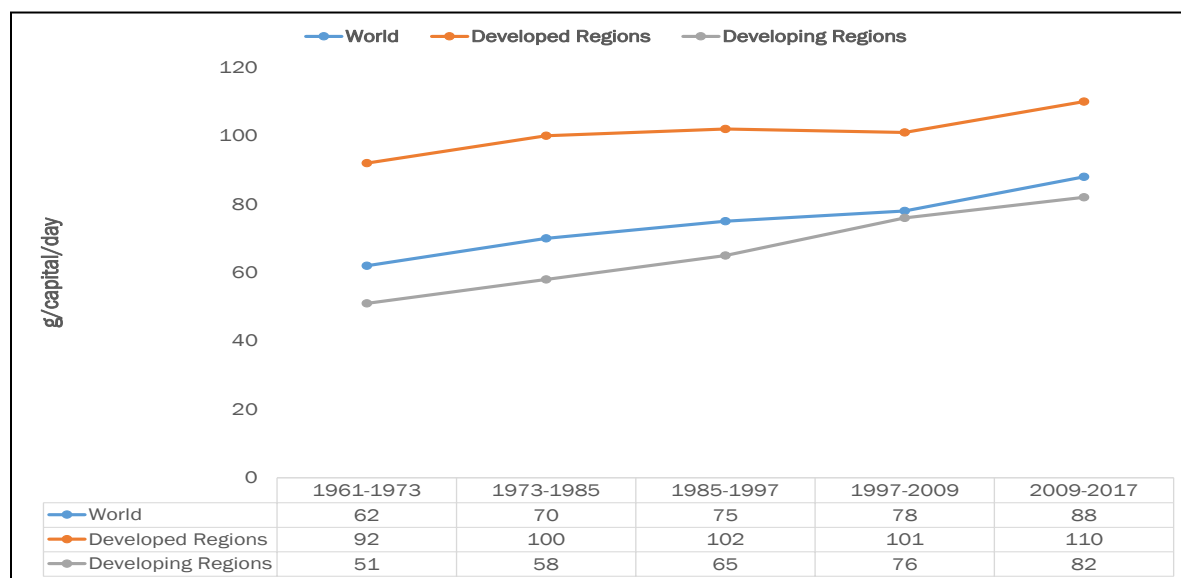
Source: - PMR Analysis, 2018

Global Aquaculture Market Volume (Mn MT) Analysis, 2017–2025



Source: PMR Analysis, 2018

Global Protein Demand



Source: World Bank, PMR Analysis, 2018

Rising population coupled with changing socio-demographic conditions is anticipated to increase the demand for protein as more and more people are adopting high protein based diet. Current demand for protein from 7.3 Bn population is around 202 Mn MT, which is expected to shoot up to 8.6 Bn in 2030 and 9.8 Bn by 2050, according to United Nations. To address this we need to double up the protein production minimizing pressure on our resources by using high yield techniques. Aquaculture is an excellent solution to the above problem with ability to being used both over land and marine, it is anticipated to successfully feed the future protein demand.

The global aquaculture market is estimated to be valued at US\$ 165.0 Bn by 2017 end, and is forecast to be valued at US\$ 204.5 Bn by 2025 end. Sales revenue is expected to increase with a CAGR of 2.7% during the forecast period (2017–2025). Among the product type segments, the fish segment is estimated to be dominant in the global aquaculture market with a market share of 59.6% in terms of volume by 2017 and is expected to reach 55.1% by 2025. Among the fish sub-segments, the Carp sub-segment is estimated to be dominant in the global fin fish aquaculture market with a revenue share of 44.9% by 2017 and is expected to reach 45.4% by 2025. Among the crustacean's sub-segments, the shrimp sub-segment is estimated to be dominant in the global aquaculture market with a revenue share of 69.7% by 2017 and is expected to reach 70.1% by 2025. In terms of volume, global aquaculture market stood at 111.1Mn MT in 2017, and is expected to reach 135.3Mn MT by 2025 end

According to the Food and Agriculture Organization (FAO), the global production volume of fisheries (capture & aquaculture) stood at 213Mn MT in 2017, up from 167 Mn Mt in 2010. The sector witnessed a CAGR of 2.5% during the period from 2010 to 2015. China, Indonesia, and India are the top three nations' which contributed more than half of the global fisheries production.

Global human consumption of fish observed a growth of 3.5% in 2015 from 152.2Mn MT in 2014. Global per capita fish supply reached a record high of 20.3 kg in 2017 due to rise in production.

India produced around 10.4Mn MT of fish (capture & aquaculture) in 2017, in which aquaculture production accounted for a share of 50.8%. The annual per capita consumption of fish in India is low (around 7.3 kg/capita/year) compared to the world average of 20 kg in 2017.

The aquaculture industry plays a significant role in the overall economic development and nationwide economy of the country. India being an important manufacturer, with a contribution of 6.4% to the global aquaculture production in 2016, was ranked second in the world after China (which accounted for more than 38.4% of the global aquaculture production). Fishery (Aquaculture & Capture) sector is the major source of livelihood across the coastal regions and around inland waters of India.

Key growth drivers and restraints

Growth Drivers

Consumer Demand for Fresh and Frozen Aquaculture

Approximately, more than three-fourth of the Aquaculture products consumed in the U.S. are in the fresh and frozen form, and slightly over 50% of fresh and frozen products are finfish (Tuna, Billfish, Tilapia, Carps, Salmons, and others). Less than half are shellfish (Crabs, Shrimps, Lobsters, Krills, Molluscus and others), and among that, the demand for crustaceans is the highest.

Volume and Value of U.S. imports of selected fish and shellfish products

Species– Volume (MT)	2010	2011	2012	2013	2014	2015	2016	2017	CAGR (2010-17)
Trout, fresh and frozen	7,406	5,027	8,898	8,488	8,760	12,115	14,227	12,669	8.0%
Atlantic salmon, fresh	92,493	87,195	100,839	86,376	78,146	107,353	108,539	119,040	3.7%
Pacific salmon, fresh	8,598	8,937	4,431	5,512	5,021	4,559	6,654	4,383	-9.2%
Atlantic salmon, frozen	2,748	2,583	2,190	2,542	3,108	2,772	3,730	2,888	0.7%
Pacific salmon, frozen	36,677	38,740	29,706	32,423	34,586	35,738	40,445	43,863	2.6%
Atlantic salmon, fillets	81,134	91,445	125,510	144,234	163,417	168,499	168,574	177,294	11.8%
Salmon, canned, prepared	12,348	11,415	12,492	16,831	14,688	14,690	13,890	15,237	3.0%
Tilapia	215,441	196,479	228,449	228,927	230,644	225,019	197,134	182,752	-2.3%
Shrimp, frozen	415,003	430,214	418,610	392,422	449,041	452,767	471,711	517,068	3.2%

Source: PMR Analysis, 2018

Species – Value Mn USD	2010	2011	2012	2013	2014	2015	2016	2017	CAGR (2010-17)
Trout, fresh and frozen	56.0	37.9	72.4	79.1	95.0	104.8	121.0	135.2	13.4%
Atlantic salmon, fresh	576.8	564.9	567.8	615.2	568.9	658.8	842.6	948.9	7.4%
Pacific salmon, fresh	59.8	66.2	51.4	65.6	111.5	70.0	80.0	70.9	2.5%
Atlantic salmon, frozen	18.9	19.1	12.4	14.8	21.5	16.4	24.2	22.5	2.5%
Pacific salmon, frozen	208.7	267.4	210.7	212.8	224.3	239.0	246.2	302.4	5.4%
Atlantic salmon, fillets	843.2	936.2	1,025.9	1,445.4	1,766.8	1,503.2	1,795.2	2,160.0	14.4%
Salmon, canned, prepared	113.7	136.1	145.5	178.8	167.8	175.4	166.6	195.4	8.0%
Tilapia	843.1	864.2	976.8	1,034.5	1,114.4	980.7	754.8	674.5	-3.1%
Shrimp, frozen	3,250.4	3,869.5	3,485.6	4,123.7	5,292.9	4,157.6	4,460.0	5,064.8	6.5%

Source: PMR Analysis, 2018

Increasing Per Capita Consumption of Fish and Aquaculture and Increasing Urban Population in Asia-Pacific Region

The increasing preference for a healthy source of animal protein is prompting consumers in Western Europe towards the consumption of Aquaculture products. This is expected to drive the growth of the European Aquaculture market over the forecast period, as a steady growth in per capita consumption is anticipated.

The demand for Aquaculture products has increased in Asia Pacific, due to the increasing urban population, especially in China and India. The average growth of the urban population in China and India, in 2015, was 2.6%, and it is expected that this increasing urban population and their increasing expenditure on Aquaculture products is expected to drive the demand for products in the near future.

Increasing per-capita household consumption expenditure in countries such as India and China is also expected to support the demand for Aquaculture products in Asia Pacific.

Country	2013	2017	
India	884.1	1,040.0	Household final consumption expenditure per capita, (2010 Constant, US\$)
India	4.9	7.3	Kg per capita fish and fish products consumption
China	2,042.00	2,653.70	Household final consumption expenditure per capita, (2010 Constant, US\$)
China	46.5	57.6	Kg per capita fish and fish products consumption
Australia	2,9650.8	3,0655.9	Household final consumption expenditure per capita, (2010 Constant, US\$)
Australia	19.4	27.4	Kg per capita fish and fish products consumption
Indonesia	1,890.7	2,204.1	Household final consumption expenditure per capita, (2010 Constant, US\$)
Indonesia	26.5	32.2	Kg per capita fish and fish products consumption
Japan	2,6213	2,6745.1	Household final consumption expenditure per capita, (2010 Constant, US\$)
Japan	46.5	52.2	Kg per capita fish and fish products consumption
Thailand	2,850.8	3,011.6	Household final consumption expenditure per capita, (2010 Constant, US\$)
Thailand	20.2	28.2	Kg per capita fish and fish products consumption

Source: World Bank, FAO& PMR Analysis

Increasing demand for seafood in Middle East countries

The Middle East is primarily an import-driven region for food and beverages. In addition, the import of Aquaculture products in this region is higher, due to the increasing demand for it. This is due to the lack of fresh water sources and suitable conditions for fish farming.

Importers (Mn USD)	2013	2014	2015	2016	CAGR (2013-2016)
GCC	1,063.3	1,335.9	1,221.1	1,282.6	6.5%
United Arab Emirates	474.9	611.0	514.1	552.6	5.2%
Saudi Arabia	381.5	443.7	385.5	378.7	-0.2%
Kuwait	97.9	141.8	165.9	174.8	21.3%
Qatar	54.3	64.7	76.3	78.5	13.1%
Oman	33.9	43.7	48.3	60.2	21.1%
Bahrain	20.9	30.9	31.0	37.7	21.8%

Source: U.N. Comtrade& PMR, Analysis

Restraints

Stringent Rules and Regulations

The importers of Aquaculture products have to follow strict rules and regulations. For instance, as per U.S. Customs and Border Protection (CBP), products such as shrimp in the peeled and deveined form should be appropriately labeled, and should meet the CBP's requirement of guidelines.

FDA's multifaceted and risk-informed seafood safety program relies on various measures of compliance with its seafood Hazard Analysis and Critical Control Points (HACCP) regulations, which describe a management system in which food safety is addressed through the analysis and control of biological, chemical, and physical hazards from raw material production, procurement and handling, to manufacturing, distribution and consumption of the finished product. For imported seafood, these measures include:

- Inspections of foreign processing facilities,
- Sampling of seafood offered for import into the United States,
- Domestic surveillance sampling of imported products,
- Inspections of seafood importers,
- Evaluations of filers of seafood products,
- Foreign country program assessments, and
- Relevant information from our foreign partners and FDA overseas offices

To export fish to the European Union, respective country must be on the list of approved countries. In order to become an approved country, the national authority of the respective country must submit a formal request to the Directorate-General for Health and Consumer Protection of the European Commission. The approval is granted on the basis of the respective country's public health and control systems. This means that the country must be able to ensure that the fishery products exported meet the strict health requirements of the European Union. If the country has been approved, it also has a competent authority in place, which further approves establishments and factory vessels. Approved establishments receive a unique identification code, usually referred to as a "EU number".

- Fishery products must be caught by approved vessels (capture fisheries) or produced in registered farms (aquaculture)
- Fishery products must be accompanied by proper health certificates
- Hygiene-related regulations include the health standards of the fish, including contaminants and microbiological contamination as well as the implementation of Hazard Analysis and Critical Control Points (HACCP) principles.
- Labels must provide precise information on the harvesting and production of the seafood. This applies to all unprocessed seafood, as well as to some processed seafood, regardless of whether it is pre-packed.
- Contaminants that may end up in the food product as a result of various stages in the process or environmental contamination are restricted by legislation
- Microbiological contamination as a result of bacteria unintentionally introduced into the fish and forms part of the health standard of the fish as established in Regulation (EC) No 2073/2005.

Penetration of Alternative Products

Changing eating habits, especially into millennial consumer due to acclimation of westernized diet among is expected to affect the consumption of Aquaculture products in the developing regions. Increasing consumption of other food products among consumers is shifting their preference from Aquaculture products towards other food products such as beef, poultry, and others. However, seafood products are expected to keep a strong demand as it is considered nutritionally superior in the developed regions.

Trends

Emerging Trend of Aquaculture Snacks owing to its health benefits

The increasing concern about health and fast-paced lifestyle in the global food industry is driving consumers towards Aquaculture - related snacks on a regular basis. Traditional fish and chips shops are experiencing larger footfall on a daily basis, and this is anticipated to boost the growth of the Aquaculture market, as the demand for Aquaculture snacks is expected to increase over the forecast period.

According to the report published by the GLOBEFISH Research Programme, FAO regular seafood consumption has shown clear nutritional benefits as it provides high quality protein, minerals, essential trace elements, fat-soluble vitamins (Vitamin D) and essential fatty acids, particularly of the long-chain polyunsaturated variety (LC-PUFA). Also, Seafood is a palatable and convenient source. Seafood provides the main source of the longer chain length essential LC-PUFAs, that is the "good" oils with 20 or 22 carbon atoms in the chain, referred to as the omega (ω)-3 (or n-3) LC-PUFAs. The nomenclature ω -3 is a chemical convention indicating that the first of the six unsaturated double bonds is after the third carbon atom from the methyl end of the chain.

Increasing Number of Foodservice and Quick Chain Restaurants

The number of foodservice and quick chain restaurants is increasing, with a higher growth rate in developing countries, due to which, the demand for Aquaculture is increasing. This is also attributed to cater to increasing consumer demand for Aquaculture food products in restaurants and quick service outlets. Health conscious consumers are more inclined towards protein-rich food products over high-calorie products. This is also another trend in developing countries, and it is expected to continue over the forecast period.

Global Key Food Service Chain Analysis (2012-17)

Food Service Chain	Store Units 2017	Store Units 2012	% change Vs. 2012
McDonald's	37,241	34,480	8.0%
Yum Brands (KFC, Pizza Hut, & Taco Bell)	45,084	10,172	343.2%
Doctor's Associates (Subway)	43,734	37,199	17.6%
Burger King Holdings	16,767	2,183	668.1%

Source: PMR Analysis, 2018

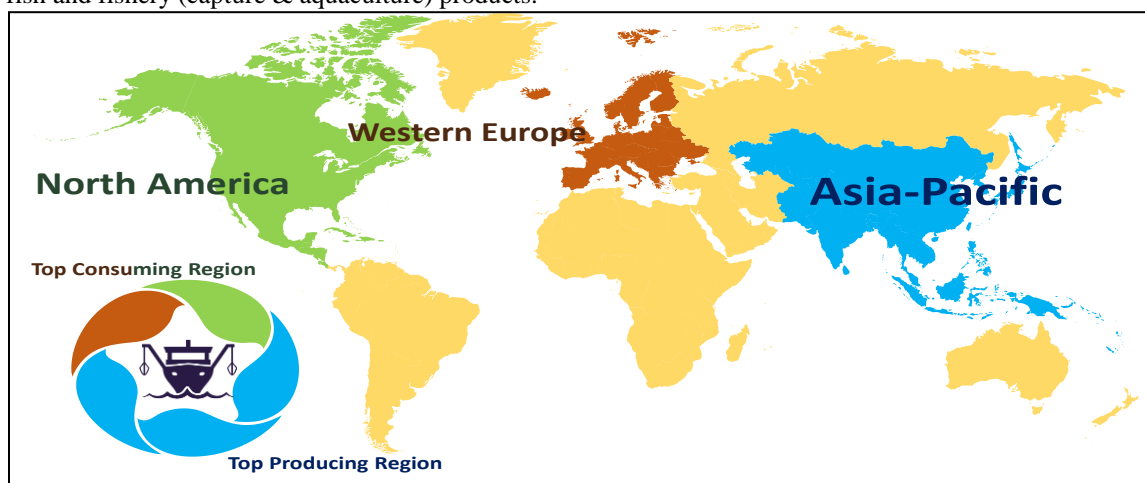
Culture Trend of Western European Countries in Other Countries of the World

Rapid urbanization and strong following of Western European culture in Eastern Europe and Asia Pacific is leading to the establishment of a number of hypermarket and supermarket chains across the region. For instance, the demand for processed and exotic food products is expected to grow under this influence, leading to the demand for processed Aquaculture products over the forecast period.

Trade Analysis

Top Producing and Consuming Regions

Trade played an important role in the aquaculture sector contributing to employment creation, food supply, income generation and more importantly, contribution to economic growth and development. There are several critical parameters included in the trade scenario i.e. harvesting and processing, policing and vessel supervision, infrastructure facilities, usage of port and port-related services, stock assessment, trade mapping and data analysis. Fish and fishery (capture & aquaculture) products are considered to be the most traded segment in the food sector. About 78% of seafood products is expected to be exposed in the world trade scenario. Expanding fishery production and rising demand for seafood products are some of the key factors fuelling the expansion of trade in fish and fishery (capture & aquaculture) products.



Source: - FAOSTAT, PMR Analysis

GLOBAL AQUACULTURE MARKET – BY PRODUCT TYPE

The aquaculture market is segmented into fish, molluscs, crustaceans, seaweeds and other aquatic animals. The fish type is further sub-segmented into Tuna, Tilapia, Carps, Salmons, and others.

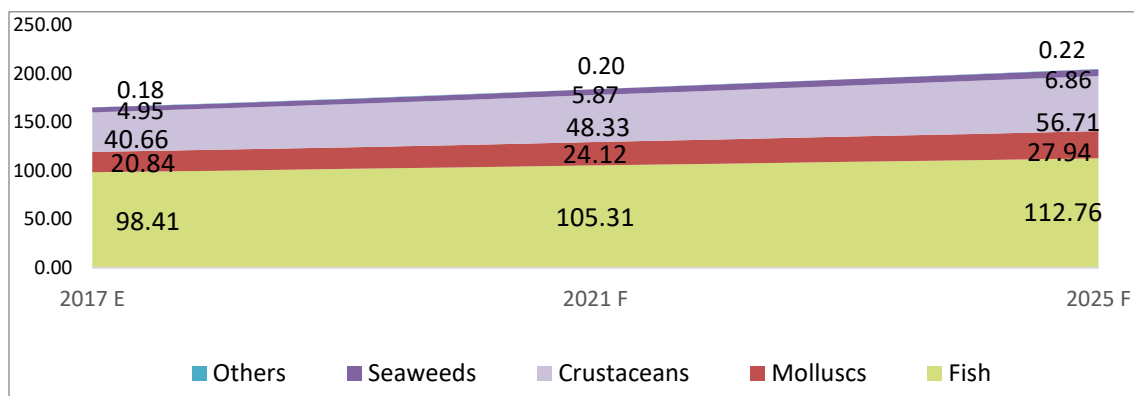
Fish: The production of freshwater fish is carps, which accounted for 31.8Mn MT in 2017. The largest producer of carps is China, which accounts for 78.1% of total fish production in the global level followed by India (15.6%). Other major producers are Bangladesh, Myanmar, Vietnam, Indonesia, and Pakistan. The total global tilapia production in 2017 was 6.1Mn MT. This segment witnessed significant growth rate in the global market. China (31.2%), Indonesia (19%), Egypt (17%), Bangladesh (7%) and Vietnam (7%) are being considered as the top 5 producers in the global market. Norway and Chile are the world's leading aquaculture producers of Salmons.

Molluscs: In 2016, global Molluscaquaculture production consisted of oysters (33.1 %), carpet shells and clams (33.5 %), mussels (11.7 %) and scallops (12.9 %). The mollusk production grew at an average annual rate of 3.7% between 2000 and 2015. The consumption of other types of Molluscs, Cephalopods (cuttlefish, squid, and octopus) has increased slightly in recent years. Spain, Italy, and Japan remain the largest consumers and importers of this kind of species. Whereas Thailand, Spain, China, Argentina, and Peru were the largest exporters of squid and cuttlefish, while Morocco, Mauritania, and China were the principal octopus exporters.

Crustaceans: Crustaceans represent one of the most important fishery species in the world, both ecologically and economically. Understanding the demand pattern of these species is fundamental to their stock assessment and sustainability management. The growing demand for shrimps across the globe is driving demand for crustaceans.

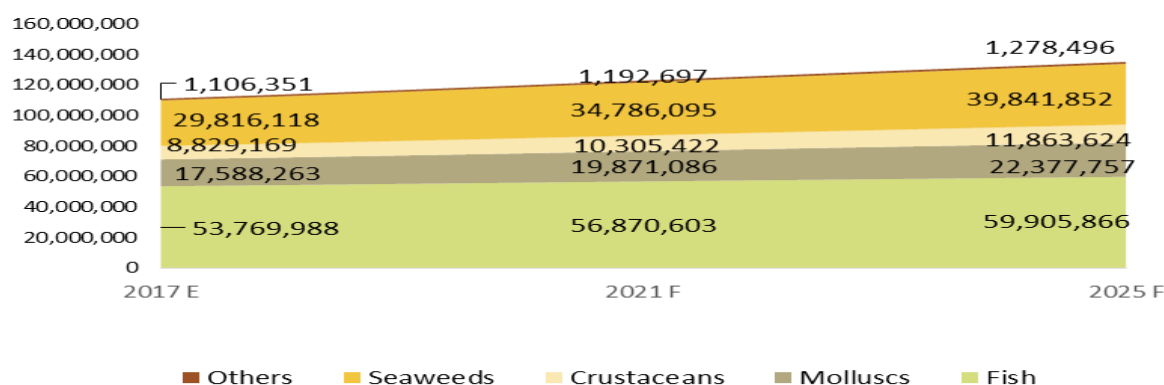
Seaweed: Aquatic plants account for 28.1% of global aquaculture production (By volume) in 2017. South Asian countries dominate the global seaweed production in terms of volume and value sales. China, Indonesia, Korea and the Philippines are the key players in the region.

Global Aquaculture Market Value (Bn USD) Analysis, By Product Type, 2017–2025



Source: PMR Analysis, 2018

Global Aquaculture Market Volume (MT) Analysis, By Product Type, 2017–2025



Source: PMR Analysis, 2018

In terms of volume, demand for crustaceans including shrimps is relatively high as compared to Finfish segment. In 2017, the market for crustaceans was estimated at US\$ 40.6 Bn and is expected to expand at value CAGR of 4.2% over the forecast period 2017–2025. Consumption of crustaceans was pegged at 8,829,169 MT in 2017 and is expected to witness a CAGR of 3.8% during the forecast period. In terms of volume, the demand for fish in aquaculture market is expected to decrease in near future. Key reason behind decreasing demand for fish food is due to increasing demand for crustaceans and molluscs owing to health benefits, better taste, and higher demand in food service industry.

Global Aquaculture Market Value (Bn USD) Forecast, By Product Type, 2018–2025

Product Type	2018 (E)	2019 (F)	2020 (F)	2021 (F)	2022 (F)	2023 (F)	2024 (F)	2025 (F)	CAGR (2018-2025)
Fish	99.99	101.71	103.47	105.31	107.16	109.00	110.87	112.76	1.7%
Molluscs	21.53	22.32	23.19	24.12	25.05	26.01	26.97	27.94	3.8%
Crustaceans	42.42	44.32	46.29	48.33	50.38	52.46	54.57	56.71	4.2%
Seaweeds	5.16	5.39	5.63	5.87	6.11	6.35	6.60	6.86	4.2%
Other Aquatic Animals	0.18	0.19	0.19	0.20	0.20	0.21	0.21	0.22	2.9%
Total	169.29	173.92	178.77	183.82	188.90	194.03	199.22	204.48	2.7%

Source: PMR Analysis, 2018

Fish segment is estimated to account for 59.1% revenue share of the global aquaculture market by 2018 end and is expected to lose 392 BPS in its market share by 2025 over 2018. Molluscs segment is estimated to account for 12.7% revenue share of the global aquaculture market by 2018 end and is expected to gain 95 BPS in its market share by 2025 over 2018. Crustaceans segment is estimated to account for 25.1% revenue share of the global aquaculture market by 2018 end and is expected to gain 267 BPS in its market share by 2025 over 2018. Seaweeds segment is estimated to account for 3% revenue share of the global aquaculture market by 2018 end and are expected to gain 31 BPS in its market share by 2025 over 2018. Other aquatic animals segment is estimated to account for 0.1% revenue share of the global aquaculture market by 2018 end.

Global Aquaculture Market Volume (MT) Forecast, By Product Type, 2018–2025

Product Type	2018(E)	2019 (F)	2020 (F)	2021 (F)	2022 (F)	2023 (F)	2024 (F)	2025 (F)	CAGR (2018-2025)
Fish	54,506,867	55,288,293	56,073,633	56,870,603	57,656,330	58,417,764	59,167,435	59,905,866	1.4%
Molluscs	18,065,503	18,618,544	19,228,490	19,871,086	20,503,803	21,133,217	21,757,783	22,377,757	3.1%
Crustaceans	9,170,768	9,536,824	9,916,664	10,305,422	10,694,161	11,084,536	11,474,088	11,863,624	3.7%
Seaweeds	30,962,995	32,218,831	33,512,550	34,786,095	36,044,943	37,304,966	38,568,091	39,841,852	3.7%
Other Aquatic Animals	1,127,679	1,149,569	1,171,060	1,192,697	1,214,484	1,236,019	1,257,341	1,278,496	1.8%
Total	113,833,812	116,812,062	119,902,397	123,025,903	126,113,721	129,176,503	132,224,738	135,267,595	2.5%

Source: PMR Analysis, 2018

In terms of volume, fish market is estimated to be pegged at 54,506,867 MT by 2018 end, and is expected to reach 59,905,866 MT by 2025 end at a CAGR of 1.4% and Molluscs market is expected to reach volume sales of 22,377,757 MT by 2025 end expanding at CAGR of 3.1% over the forecast period. In terms of volume, the demand for crustaceans in aquaculture market is expected to register an impressive CAGR of 3.7% over the forecast period and estimated to be pegged at 11,863,624 MT by 2025 end. In terms of volume, seaweeds is estimated to account for 27.2% share in global aquaculture market by 2018 end, and is expected to increase volume share to 29.5% by the end of 2025. Other aquatic animals segment is expected to register low CAGR of 1.8% over the forecast period.

Global Aquaculture Market Value (Bn USD) Forecast, By Crustaceans Type, 2018–2025

Crustaceans Type	2018 (E)	2019 (F)	2020 (F)	2021 (F)	2022 (F)	2023 (F)	2024 (F)	2025 (F)	CAGR (2018-2025)
Shrimps	29.67	31.08	32.52	33.97	35.40	36.84	38.29	39.75	4.3%
Krill & others	12.75	13.24	13.78	14.36	14.98	15.62	16.28	16.95	4.2%
Total	42.42	44.32	46.29	48.33	50.38	52.46	54.57	56.71	4.2%

Source: PMR Analysis, 2018

Shrimp sub-segment is estimated to account for 69.9% revenue share of the global aquaculture market by crustaceans' type, 2018 end and is expected to gain 17 BPS in its market share by 2025 over 2018. Revenue from shrimp sub-segment is anticipated to increase at a CAGR of 4.3% over 2018–2025, to reach US\$ 39.8 Bn by 2025. Shrimp sub-segment revenue in the global aquaculture market is expected to grow 1.4x by 2025 end as compared to that in 2018.

Global Aquaculture Market Volume (MT) Forecast, By Crustaceans Type, 2018–2025

Crustaceans Type	2018(F)	2019 (F)	2020 (F)	2021 (F)	2022 (F)	2023 (F)	2024 (F)	2025 (F)	CAGR (2018-2025)
Shrimps	5,644,434	5,890,906	6,140,228	6,387,109	6,627,333	6,865,317	7,101,711	7,336,433	3.8%
Krill & others	3,526,334	3,645,919	3,776,436	3,918,313	4,066,827	4,219,219	4,372,377	4,527,191	3.6%
Total	9,170,768	9,536,824	9,916,664	10,305,422	10,694,161	11,084,536	11,474,088	11,863,624	3.7%

Source: PMR Analysis, 2018

By volume, shrimps sub-segment accounts more than 61.5 % market share. In terms of volume, shrimps are estimated to be pegged at 5,644,434MT by 2018 end, and is expected to reach 7,336,433 MT by 2025 end at CAGR of 3.8%. Krill and others market is estimated to be pegged at 4,527,191MT by 2025 end, expanding at CAGR of 3.6% over the forecast period.

Global Aquaculture Market Value (Bn USD) Forecast, By Shrimps Type, 2018–2025

By ShrimpS	2018(F)	2019 (F)	2020 (F)	2021 (F)	2022 (F)	2023 (F)	2024 (F)	2025 (F)	CAGR (2018-2025)
Giant Tiger Shrimps	7.50	7.90	8.32	8.73	9.16	9.59	10.03	10.49	4.9%
Marine Shrimps	3.34	3.44	3.55	3.67	3.79	3.92	4.05	4.18	3.3%
Whiteleg Shrimps	10.81	11.30	11.77	12.22	12.65	13.08	13.49	13.88	3.6%
Others	8.02	8.44	8.88	9.34	9.80	10.26	10.72	11.20	4.9%
Total	29.67	31.08	32.52	33.97	35.40	36.84	38.29	39.75	4.3%

Source: PMR Analysis, 2018

Giant Tiger shrimps sub-segment is estimated to account for 25.3% revenue share of the global aquaculture market by 2018 end and is expected to gain 110 BPS in its market share by 2025 over 2018. Marine shrimp sub-segment is estimated to account for 11.3% revenue share of the global aquaculture market by 2018 end. Whiteleg shrimps sub-segment is estimated to account for 36.4% revenue share of the global aquaculture market by 2018 end. Others sub-segment is estimated to account for 27.0% revenue share of the global aquaculture market by 2018 end and is expected to gain 115 BPS in its market share by 2025 over 2018.

Global Aquaculture Market Volume (MT) Forecast, By Shrimps Type, 2018–2025

Shrimps	2018(E)	2019 (F)	2020 (F)	2021 (F)	2022 (F)	2023 (F)	2024 (F)	2025(F)	CAGR (2018-2025)
Giant Tiger Shrimps	1,797,869	1,885,733	1,977,122	2,067,948	2,158,655	2,250,348	2,342,969	2,437,030	4.4%
Marine Shrimps	600,095	616,884	635,261	655,470	676,511	697,815	719,218	740,735	3.1%
White leg Shrimps	2,045,980	2,127,922	2,205,087	2,277,524	2,343,453	2,406,502	2,466,291	2,521,864	3.0%
Others	1,200,491	1,260,366	1,322,758	1,386,167	1,448,715	1,510,652	1,573,232	1,636,803	4.5%
Total	5,644,434	5,890,906	6,140,228	6,387,109	6,627,333	6,865,317	7,101,711	7,336,433	3.8%

Source: PMR Analysis, 2018

By shrimps, Giant Tiger Shrimps segment is estimated to be pegged at 1,797,869MT by 2018 end, and is expected to reach 2,437,030MT by 2025 end. Whiteleg shrimps accounts majority of volume share in shrimps segment, in 2018 Whiteleg shrimps accounts to 36.2% volume market share and expected to reach 2,521,864MT by the end of 2025. Marine shrimps sub-segment accounts only 11.3% volume share in shrimps sub-segment in 2018 end and expected to expand at CAGR of 3.3% over the forecast period.

Global Aquaculture Market Value (Bn USD) Forecast, By Molluscs Type, 2018–2025

Molluscs	2018 (E)	2019 (F)	2020 (F)	2021 (F)	2022 (F)	2023 (F)	2024 (F)	2025 (F)	CAGR (2018-2025)
Freshwater molluscs	0.4	0.4	0.4	0.5	0.5	0.5	0.5	0.5	3.2%
Abalones, winkles, conchs	1.6	1.7	1.9	2.0	2.1	2.3	2.4	2.6	7.2%
Oysters	5.1	5.2	5.4	5.5	5.7	5.8	6.0	6.1	2.6%
Mussels	3.8	4.0	4.1	4.3	4.5	4.7	4.9	5.1	4.3%
Scallops, pectens	4.1	4.3	4.6	4.8	5.1	5.3	5.6	5.9	5.3%
Clams, cockles, arkshells	5.8	5.9	6.0	6.2	6.3	6.4	6.6	6.7	2.1%
Miscellaneous marine molluscs	0.7	0.7	0.7	0.8	0.8	0.9	0.9	1.1	6.7%
Total	21.5	22.3	23.2	24.1	25.1	26.0	27.0	27.9	3.8%

Source: PMR Analysis, 2018

Global Aquaculture Market Volume (MT) Forecast, By Molluscs Type, 2018–2025

Molluscs	2018(F)	2019 (F)	2020 (F)	2021 (F)	2022 (F)	2023 (F)	2024 (F)	2025 (F)	CAGR (2018-2025)
Freshwater molluscs	428,386	442,808	457,229	471,650	486,072	500,493	514,914	529,336	3.1%
Abalones, winkles, conchs	452,429	478,640	507,085	537,223	567,941	599,405	631,564	664,416	5.6%
Oysters	5,909,542	6,058,512	6,224,003	6,397,914	6,566,457	6,731,776	6,893,401	7,051,435	2.6%
Mussels	2,120,164	2,189,480	2,265,763	2,346,190	2,425,753	2,505,224	2,584,417	2,663,360	3.3%
Scallops, pectens	2,420,359	2,537,169	2,664,401	2,799,031	2,935,196	3,073,783	3,214,542	3,357,477	4.8%
Clams, cockles, arkshells	5,945,196	6,067,998	6,205,648	6,349,853	6,486,845	6,618,780	6,745,209	6,866,258	2.1%
Miscellaneous marine molluscs	789,425	843,938	904,360	969,224	1,035,540	1,103,756	1,173,736	1,245,476	6.7%
Total	18,065,503	18,618,544	19,228,490	19,871,086	20,503,803	21,133,217	21,757,783	22,377,757	3.1%

Source: PMR Analysis, 2018

GLOBAL AQUACULTURE MARKET, BY REGION

Fisheries and aquaculture endure significant sources of health, nutrition and income livelihood for billions of people around the world. World per capita fish supply reached a new record high of 20.4 kg in 2017, due to dynamic growth in aquaculture, which now provides half of all fish for human consumption. Moreover, fish continues to be one of the most-traded food commodities worldwide with more than half of fish exports by value originating in developing countries. Recent reports by high-level experts, international organizations, industry and civil society representatives all highlight the tremendous potential of the oceans and inland waters now, and even more so in the future, to contribute significantly to food security and adequate nutrition for a global population expected to reach 9.7 Bn by 2050.

Global Aquaculture Market Value (Bn USD) Forecast, By Region, 2018–2025

Region	2018(E)	2019 (F)	2020 (F)	2021 (F)	2022 (F)	2023 (F)	2024 (F)	2025 (F)	CAGR (2018-2025)
North America	6.18	6.46	6.76	7.10	7.47	7.86	8.26	8.67	5.0%
Latin America	3.90	4.03	4.16	4.30	4.43	4.57	4.71	4.85	3.2%
Europe	9.04	9.42	9.83	10.26	10.71	11.17	11.64	12.11	4.3%
Asia-Pacific	146.76	150.50	154.37	158.34	162.32	166.30	170.32	174.39	2.5%
Middle East & Africa	3.40	3.52	3.66	3.81	3.96	4.12	4.29	4.45	3.9%
Total	169.29	173.92	178.77	183.82	188.90	194.03	199.22	204.48	2.7%

Source: PMR Analysis, 2018

North America market is estimated to account for 3.7% revenue share of the global aquaculture market by 2018 end and is expected to gain 59 BPS in its market share by 2025 over 2018. Latin America market is estimated to account for 2.3% revenue share of the global aquaculture market by 2018 end and is expected to gain 7 BPS in its market share by 2025 over 2018. Europe market is estimated to account for 5.3% revenue share of the global aquaculture market by 2018 end and is expected to gain 58 BPS in its market share by 2025 over 2018. MEA market is estimated to account for 2% revenue share of the global aquaculture market by 2018 end and is expected to gain 17 BPS in its market share by 2025 over 2018.

Global Aquaculture Market Volume (MT) Forecast, By Region, 2018–2025

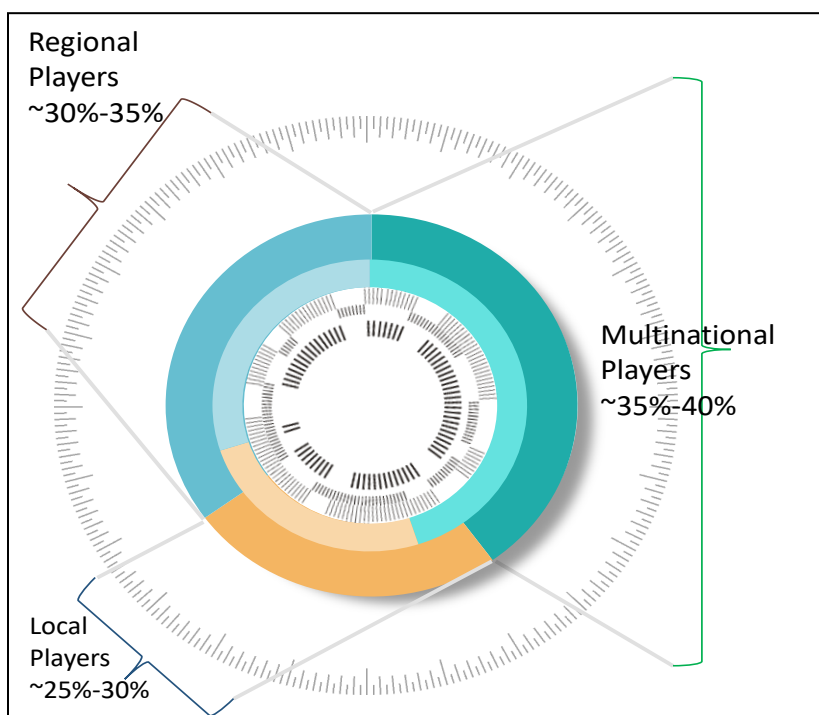
Region	2018(E)	2019 (F)	2020 (F)	2021 (F)	2022 (F)	2023 (F)	2024 (F)	2025 (F)	CAGR (2018-2025)
North America	4,157,452	4,337,309	4,536,470	4,755,104	4,988,594	5,233,548	5,482,954	5,737,810	4.7%
Latin America	2,620,358	2,703,389	2,789,110	2,875,269	2,960,045	3,043,907	3,127,602	3,211,480	2.9%
Europe	6,082,071	6,324,776	6,590,279	6,868,634	7,151,626	7,439,022	7,726,273	8,011,520	4.0%
Asia-Pacific	98,689,207	101,080,583	103,531,546	105,977,257	108,366,721	110,714,490	113,042,408	115,360,732	2.3%
Middle East & Africa	2,284,725	2,366,003	2,454,993	2,549,638	2,646,734	2,745,536	2,845,503	2,946,054	3.7%
Total	113,833,812	116,812,062	119,902,397	123,025,903	126,113,721	129,176,503	132,224,738	135,267,595	2.5%

Source: PMR Analysis, 2018

In terms of volume, Asia Pacific region is estimated to account majority of market share. In 2018, Asia Pacific accounts 85.3% volume share in global aquaculture market and expected to reach 115,360,732MT by 2025 end at CAGR of 2.3%. North America aquaculture market is estimated to be pegged at 4,157,452MT by 2018 end and is expected to register an impressive CAGR of 4.7% over the forecast period followed by Europe. In 2018, aquaculture market in Europe is estimated to be pegged at 6,082,071MT and expected to reach 8,011,520MT by the end of 2025. In 2018, Latin America and Middle East and Africa collectively accounts volume share of 4.3% in global aquaculture market.

Global Aquaculture Market Competitive Landscape –

Market Share Analysis



Source: PMR Analysis, 2018

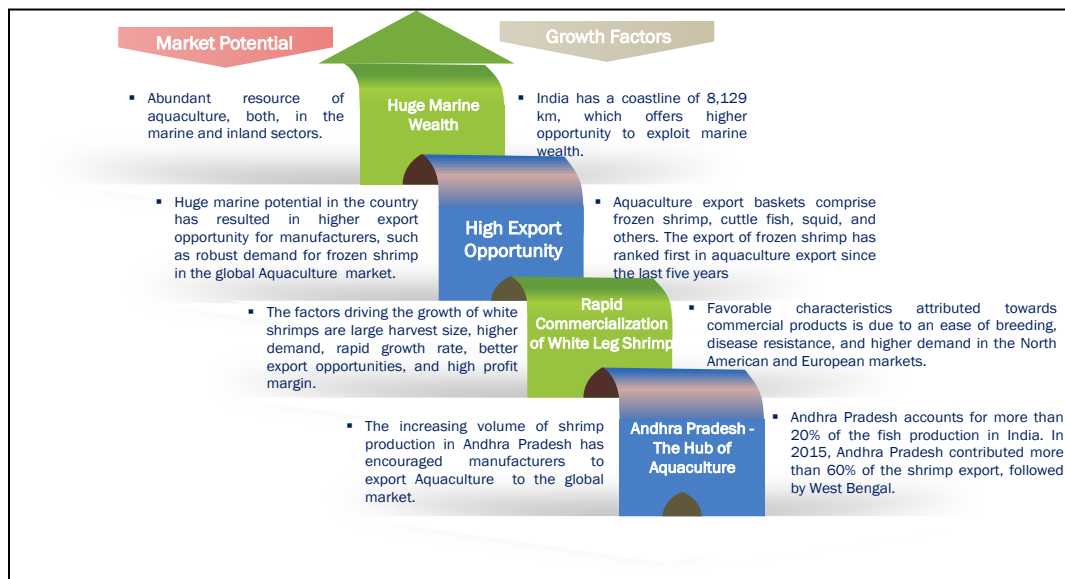
Global aquaculture market is primarily characterized by an essence of large number of regional and multinational companies operate. An approximate share of 35-40% is accounted by multinational players and offers wide range of shrimp based products in global Aquaculture market. North America and Western Europe are the two main regions on their target due to increasing per capita consumption of Aquaculture products in the region. Companies such as Surapon Foods Public Company Limited, Nippon Suisan Kaisha, Ltd., Charoen Pokphand Food PCL, Trident Aquaculture s Corporation and others are some major companies operating in aquaculture market.

Further regional players and local player's accounts market share of 30-35% and local 25-30% respectively. Primarily these players are operating in Asia-Pacific region and their major target audiences are consumers especially seeking for healthier and quality Aquaculture products.

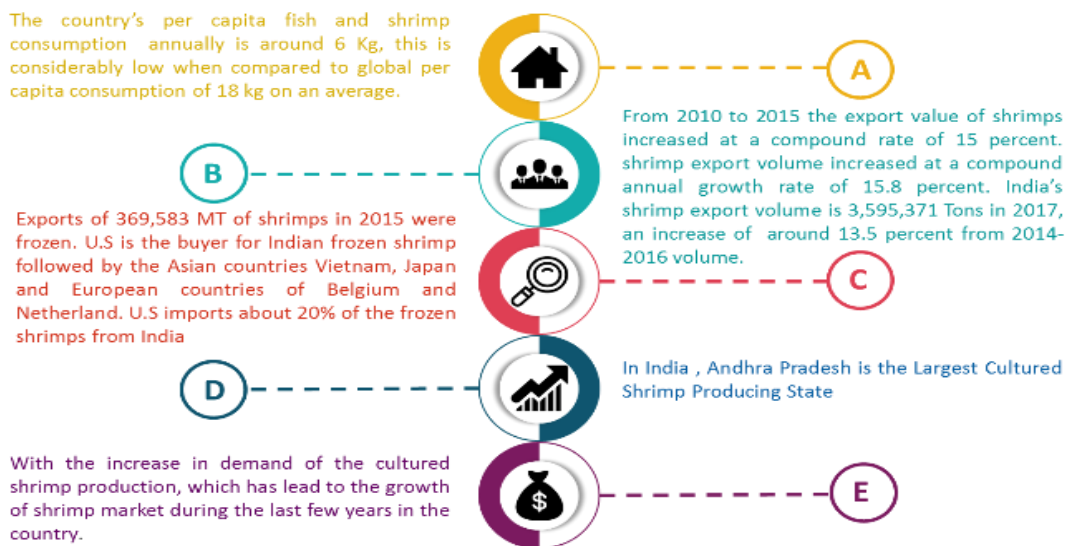
INDIA AQUACULTURE MARKET OVERVIEW

In tune with changing lifestyles of consumers in India, food processing has witnessed a tremendous surge over the past few years. Economic expansion has contributed to development of seafood product consumption, with consumers demanding for quality products having improved shelf life and nutritional value equivalent to fresh seafood products. Manufacturers in the global market are adopting advanced technologies for manufacturing varied aquaculture products through further processing products it for enhance shelf life. Although, with higher presence of domestic players, the market awaits the predominance of food & beverage conglomerates that can propel the identity of aquaculture products in food retail industry.

Key Market Insights



The country's per capita fish and shrimp consumption annually is around 6 Kg, this is considerably low when compared to global per capita consumption of 18 kg on an average.

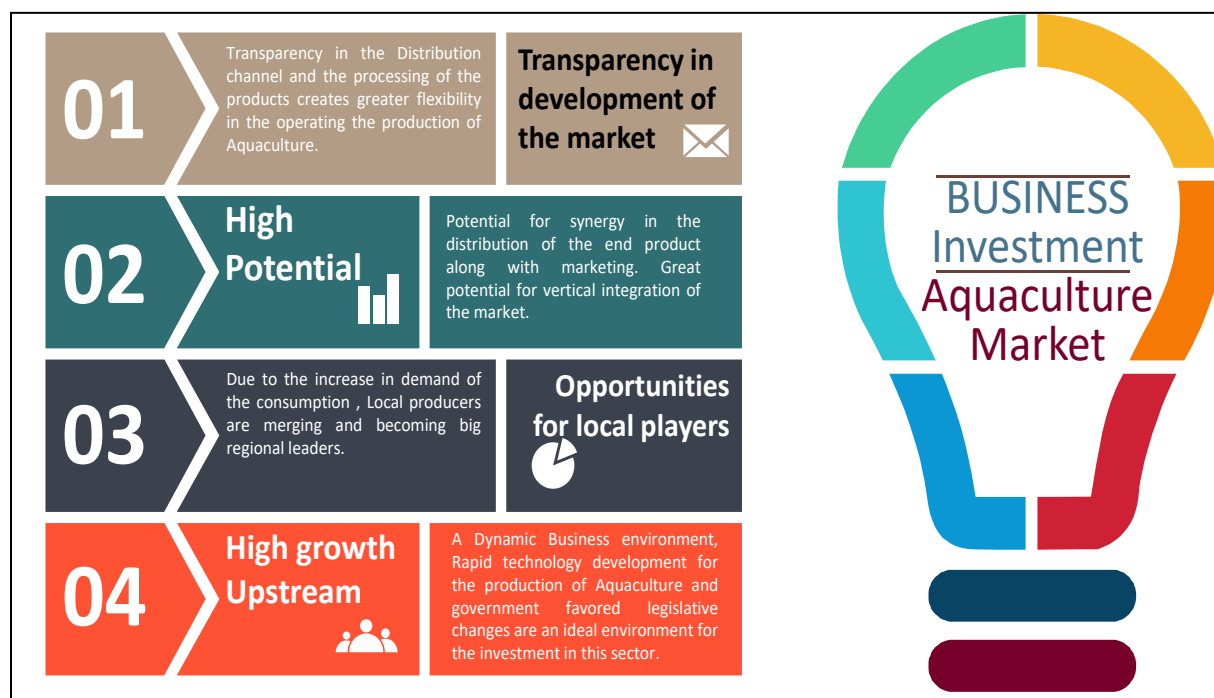


Source: PMR Analysis, 2018

Market Evolution

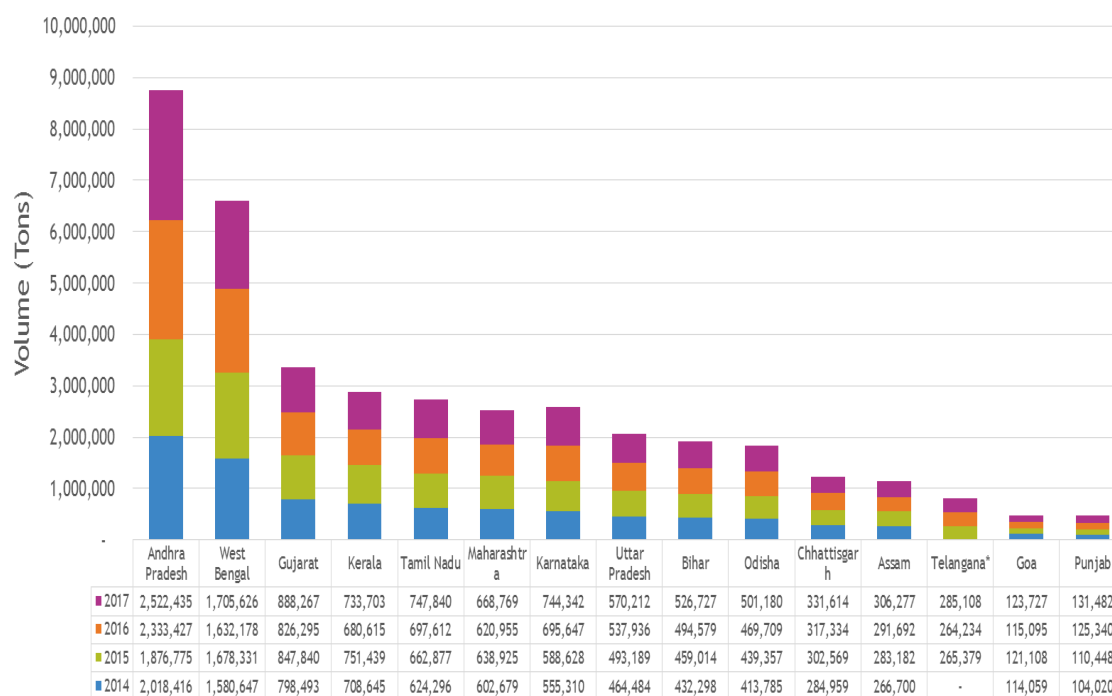
The Indian fishery (capture & aquaculture) industry has emerged as a significant high-value contributor in the Indian agriculture and contributes more than 1.0% to Indian GDP and 5.1% contribution to the agriculture GDP. India fishery (capture & aquaculture) shares more than 6% of the global fish production and exports its majority of products in North America, Asia Pacific and Western European countries. Fishery (Capture & Aquaculture) and value added products have currently emerged as one of the largest group in agriculture exports of India. Currently, India exports more than 50 different types of capture & aquaculture products to more than 70 countries around the world. In 2017, India export US\$ 6.6Bn of fisheries (capture & aquaculture) with an annual growth of 4% in 2017 over 2016 and 62.5% overall growth in exported value from year 2012 to 2017. In 2017, 60% of export of Indian fisheries (capture & aquaculture) was imported by U.S. and Vietnam.

Investments Trends: India –



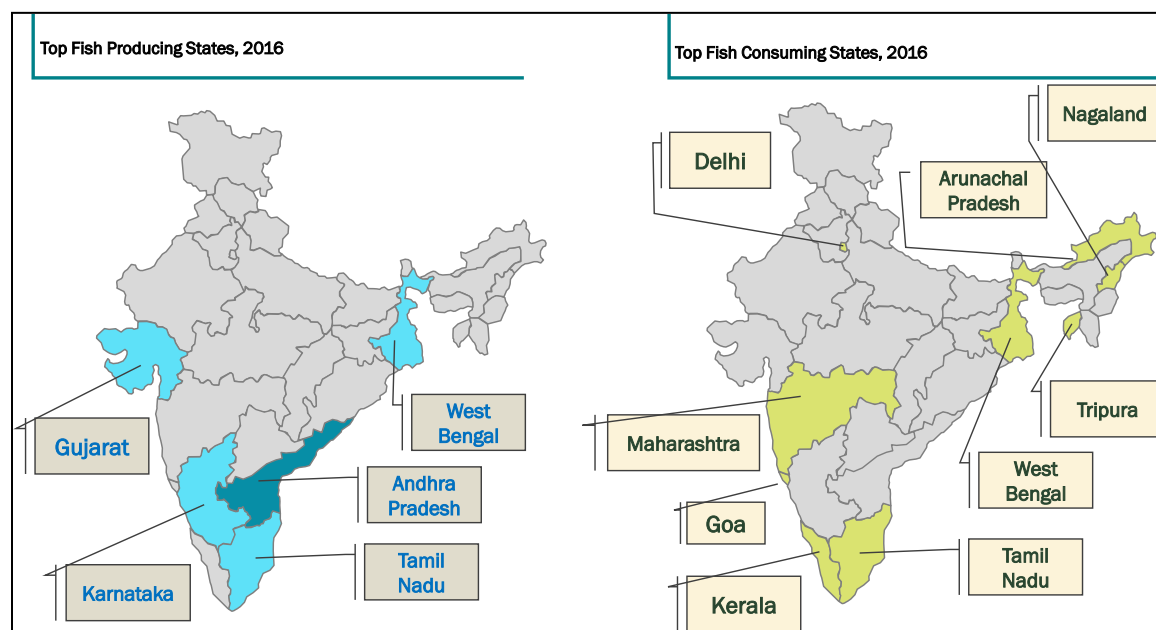
Source: PMR Analysis, 2018

Top 15 State-wise Fish Production, India 2014-2017



Source: PMR Analysis, 2018

Production and Consumption Scenario



Growth Drivers

Institutional Foodservices to Factor High Demand

Growth of HoReCa sector has emerged as one of the key factor driving growth of the seafood consumption in Indian market. Growth of the HoReCa industry has always been linked to the prospects of the tourism industry and tourism is the foremost demand driver for increasing food consumption of a wide variety of food products. The India hospitality industry has recorded healthy growth fuelled by robust inflow of domestic and foreign tourists as well as increased tourist flow within the country and it has emerged as one of the key factors for the market growth. Increasing seafood consumption from basic cafeteria to deluxe luxury hotels and restaurants is leading to market growth.

India has rapidly emerged as one of the top destinations for premium seafood products. Booming foreign tourists, increasing domestic travels, tourism industry and commercial progress in the region have fuelled an increasing demand for high-end seafood products such as tuna, shrimps, and other high quality fish. Demand from the Indian foodservice sector for seafood is expected to grow at a significant rate with growth in tourism.

Fish – Top-Sellers in Supermarkets

Consumers continue to remain more inclined towards aquaculture products that can be readied for consumption within a half hour of thawing. Fish products are prominently displayed on supermarket isles dedicated to refrigerated products. The wide variety of fresh, frozen, canned processed seafood products present in these supermarket to promote overall sales, and thereby propel the demand for aquaculture.

Low Perishability and High Shelf Life

Longer shelf life of frozen and canned seafood products effectively lowers the impact of issues related to transport of seafood to sales channels. As a result, changes in transport schedules and delayed delivery to sales outlets cannot impede the quality of aquaculture products. Furthermore, low perishability continues to be a key characteristic of frozen products, which helps them gain popularity as shelf-stable foods available in retail chains.

Increasing Interests of Fish Producers towards Frozen Processing

Large number of fish producer groups are showing high interests in the frozen seafood markets, considering how frozen products can incur significant value additions between the fish catch and retail stores. Refrigerated processing or frozen processing of fish and fish products holds the potential to translate larger profit shares for these producers. Moreover, lack of high competition is observed to be lucrative for entry of large fish producers in frozen fish product markets.

Restraints

Constrained to Local Demands

Frozen fish products markets are predominantly characterized by higher concentration of small scale manufacturers. Companies partaking the market are exclusively catering to the local demands. Only a handful of players are attending to potential for overseas trade of frozen fish products. Only key industry stakeholders are focusing the fish processing for foreign market.

Frozen Processing Technologies to Entail High Capital

Limitations associated with required technology and initial investment is restricting the market from unfolding its threshold potential. Production of frozen fish products involves adoption of advanced frozen processing technologies. These technologies entail high initial investments, along with the disposal of high capital that supports the developments of processing facilities in the subsequent years. For some companies, these prerequisites can be observed as deterrents for market entry. For example, manufacturers of frozen fish products have two options for frozen processing – mechanical or cryogenic. While mechanical frozen processing requires higher investments and low operating costs, cryogenic or nitrogen-based refrigeration entails low investments but high operating costs. Hence, several companies may observe manufacturing of frozen products as a “no-win” situation that implies exorbitant expenditure. For processing of refrigerated or frozen fish products, the technological requirements are complex, and require additional costs for handling the processing equipment. As a result, increased spending on workmanship and quality labor gets translated into high market entry costs.

Unorganized Cold Chain Networks

Maintaining the negative temperatures for storing and transporting frozen seafood products is a key challenge for manufacturers. In some regions, local cold chain networks are comparatively unorganized, which downgrades the overall cold chain infrastructure in the global frozen seafood products market. As a result, companies are compelled to provide shipments only to retailers within the expanse of a robust temperature-controlled supply chain.

Trends and Opportunities

Changing Consumer Preferences

In parallel to the ever-evolving landscape of food & beverage businesses, consumers are also exhibiting changes with respect to their proclivity towards seafood. In the foreseeable future, a large consumer base is anticipated to be drawn towards “less perishable” seafood products rather than fresh seafood. Improper storage options may factor the declining demand for fresh products. Moreover, frozen products providing nutritional value and taste equivalent to fresh seafood will also contribute to this change in consumer preferences.

Greater Scope for Value Addition

Shipping frozen & canned seafood products across regional markets involves lucrative value additions. The increasing “value-added” element for frozen & canned seafood products is observed to draw more players towards the market. This added value may also be attributed by the variety of products offered in a range of frozen seafood. Also, increasing demand for wide variety of seafood may bolster the value of canned, dried and frozen seafood products in the overall food & beverage industry.

Government Support

The Government of India in its Budget 2018-19 has decided to extend the Kisan Credit Card for farmers, who are engaged in fisheries, aquaculture and animal husbandry. The Finance minister of India declared to allocate Rs 10,000 crore for the development of the sector. This effort by the government is expected to improve the standards of animal rearing in the country.

Proponent to Quality Control

Players in the overall canned & frozen seafood market have adopted several measures for facilitating robust quality throughout the production and distribution network. Manufacturing utilities such as processing equipment are becoming semi-automatic to insure consistency in quality of canned & frozen seafood products. The mandate for instating a mini-laboratory to test the quality of finished products has indorsed the reputation of canned and frozen seafood product manufacturers among retailers and consumers.

Widespread Integration in Modern Trade

Foodservice, food retail and consumer goods industries have been integrated in the modern trade eco-system. Gradually, seafood products are being introduced to a larger consumer base. Developing markets, in particular, can be observed lucrative for manufacturers interested in presenting their seafood products to untapped consumer bases. Increasing adoption of foodservice businesses beyond conventionalities is also unlocking new outlets for consumption of seafood.

India Total Fishery (Capture & Aquaculture) Export Volume (MT), By Product Type 2012–2017

By Product Type	2012 (A)	2013 (A)	2014 (A)	2015 (A)	2016 (A)	2017 (A)
Crustaceans	282,306	278,596	357,781	383,145	427,511	455,656
Molluscus	157,447	187,075	166,731	167,810	178,813	187,575
Fin Fish	459,961	411,859	429,808	348,209	377,531	386,327
Others	14,952	17,927	18,797	24,081	34,702	36,885
Total	914,666	895,457	973,117	923,245	1,018,557	1,066,443

Source: PMR Analysis, 2018

India Total Fishery (Capture & Aquaculture) Export Volume (MT), By Product Type 2018–2025

Product Type	2018 (F)	2019 (F)	2020 (F)	2021 (F)	2022 (F)	2023 (F)	2024 (F)	2025 (F)	CAGR (2018-2025)
Crustaceans	485,880	518,353	553,257	590,793	631,178	674,649	721,465	771,907	6.8%
Molluscus	196,941	206,963	217,696	229,201	241,546	254,803	269,055	284,391	5.4%
Fin Fish	395,805	406,030	417,073	429,018	441,954	455,986	471,230	487,818	3.0%
Others	39,255	41,830	44,632	47,686	51,018	54,657	58,640	63,003	7.0%
Total	1,117,882	1,173,176	1,232,659	1,296,698	1,365,695	1,440,095	1,520,389	1,607,118	5.3%

Source: PMR Analysis, 2018

India Total Fishery (Capture & Aquaculture) Export Value (US\$ Mn), By Product Type 2012–2017

Product Type	2012 (A)	2013 (A)	2014 (A)	2015 (A)	2016 (A)	2017 (A)
Crustaceans	1,791.3	2,976.8	3,834.9	3,195.7	3,595.4	3,856.0
Molluscus	543.9	609.5	553.8	528.1	674.5	712.4
Fin Fish	931.2	983.1	936.9	815.1	868.3	900.5
Others	67.2	125.6	144.3	208.6	324.7	346.4

Total	3,333.6	4,695.1	5,469.8	4,747.4	5,462.9	5,815.3
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Source: PMR Analysis, 2018

India Total Fishery (Capture & Aquaculture) Export Value (US\$ Mn), By Product Type 2018–2025

Product Type	2018 (E)	2019 (F)	2020 (F)	2021 (F)	2022 (F)	2023 (F)	2024 (F)	2025 (F)	CAGR (2018-2025)
Crustaceans	4,139.6	4,448.4	4,785.1	5,152.4	5,553.6	5,992.2	6,472.4	6,998.4	7.8%
Molluscus	753.0	796.6	843.4	893.8	948.1	1,006.6	1,069.8	1,137.9	6.1%
Fin Fish	934.9	971.8	1,011.3	1,053.6	1,099.1	1,148.1	1,200.8	1,257.6	4.3%
Others	370.1	395.7	423.7	454.1	487.3	523.5	563.2	606.5	7.3%
Total	6,197.6	6,612.5	7,063.4	7,554.0	8,088.1	8,670.5	9,306.0	10,000.4	7.1%

Source: PMR Analysis, 2018

India Aquaculture Industry Outlook

In the context of India, aquaculture market is quite a success story. With reference to ancient scripts dated back to 300 B.C India has a primitive way of aquaculture practices until 1949 when Pond Culture Division of Cuttack was introduced in the state of Orissa. Center of Central Inland Fisheries Research Institute (CIFRI), West Bengal played a pivotal role in the establishment of the successful aquaculture industry in the region. During 2003, aquaculture was producing one-third of the total production in the country. With increasing investment and number of initiatives by the governmental bodies the aquaculture production crossed the halfway mark by 2010. The total aquaculture produced by the country is majorly directed towards local fresh market. 20-25% of the production volume is estimated to be diverted into export and other process related industries. The prime exporting regions for India aquaculture industry are U.S, U.K., Italy, China, South Korea and ASEAN countries.

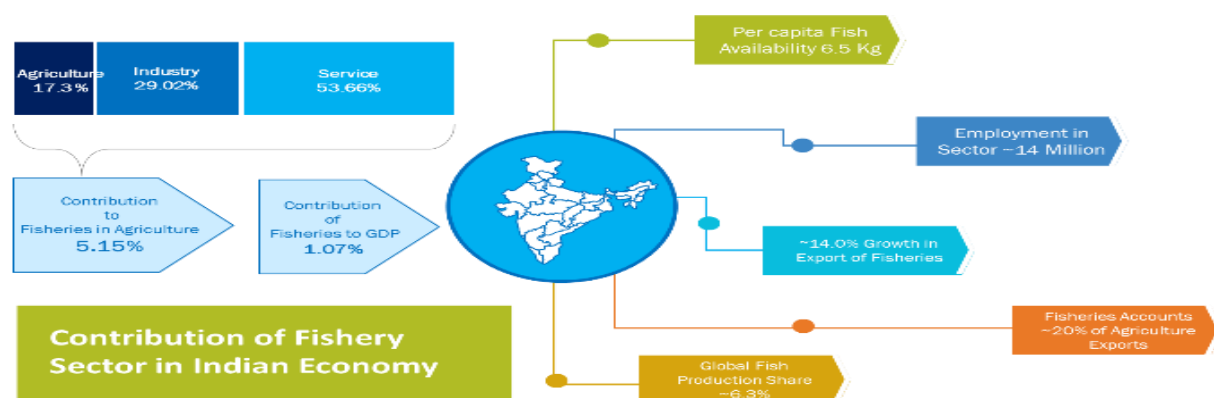
India with its increasing youth population has become the protein-hungry country. Latest survey observes a huge potential for protein-rich food to expand into the market as the region per capita protein consumption is way below the global average. With improvements in standard of living and increasing penetration of HoReCa, it is expected to form a very lucrative market for the aquaculture product over the forecast period.

India Quick Facts

Quick Facts	
Coastline	8129 km
Exclusive Economic Zone	2.02 million sq. km
Continental Shelf	0.506 million sq. km
Rivers and Canals	1,91,024 km
Reservoirs	3.15 million ha
Ponds and Tanks	2.35 million ha
Oxbow lakes and derelict waters	1.3 million ha
Brackish waters	3.5 million ha
Estuaries	3.9 million ha

Source: PMR Analysis, 2018

Aquaculture Industry Contribution 2017



Source: PMR Analysis, 2018

India's fisheries sector grew at a year on year growth of 9.4% from 2006 to 2017; it has increased 69.7% from 6.81 Mn MT in 2006 to 11.56Mn MT in 2016.

In India, capture fisheries have increased slightly in terms of production whereas aquaculture has continued to grow at a rapid rate. In terms of food security, revenue generation and employment, both capture fisheries and aquaculture sectors continue to be of fundamental importance to the Indian economy as it accounts for significant share in GDP.

In India catching or farming aquatic resources forms a vital part of rural people's livelihoods. Fisheries and aquaculture also have a deep cultural significance and are more than just sources of income or food supply; traditional fishery products such as fish sauce and fish-based condiments have always been important ingredients of people's daily diets and are not easily substituted.

India Aquaculture Market Value (US\$ Mn) Forecast, By Product Type, 2018–2025

Product Type	2018(E)	2019 (F)	2020 (F)	2021 (F)	2022 (F)	2023 (F)	2024 (F)	2025 (F)	CAGR (2018-2025)
Fish	12,530	14,152	16,006	18,114	20,485	23,155	26,159	29,538	13.0%
Molluscs	1,812	2,036	2,289	2,575	2,897	3,260	3,667	4,123	12.5%
Crustaceans	4,768	5,463	6,272	7,207	8,280	9,509	10,910	12,506	14.8%
Seaweeds	7	8	9	10	12	13	15	15	12.9%
Other Aquatic Animals	4	5	5	6	7	8	9	9	11.9%
Total	19,121	21,663	24,581	27,911	31,681	35,944	40,759	46,191	13.4%

Source: PMR Analysis, 2018

Fish segment is estimated to account for 65.5% revenue share of the India aquaculture market by 2018 end. Molluscs segment is estimated to account for 9.5% revenue share of the India aquaculture market by 2018 end Crustaceans segment is estimated to account for 24.9 % revenue share of the India aquaculture market by 2018 end and is expected to gain 213BPS in its market share by 2025 over 2018. Seaweeds segment is estimated to account for 0.04% revenue share of the India aquaculture market by 2018 end. Other aquatic animals segment is estimated to account for 0.02% revenue share of the global aquaculture market by 2018 end.

India Aquaculture Market Volume (MT) Forecast, By Product Type, 2018–2025

Product Type	2018 (F)	2019 (F)	2020 (F)	2021 (F)	2022 (F)	2023 (F)	2024 (F)	2025 (F)	CAGR (2018-2025)
Fish	6,043,899	6,785,711	7,627,319	8,578,647	9,645,775	10,841,221	12,176,614	13,667,850	12.4%
Molluscs	2,237,511	2,506,532	2,809,572	3,149,939	3,531,758	3,958,158	4,433,005	4,961,017	12.0%
Crustaceans	1,156,926	1,320,137	1,508,407	1,724,849	1,971,795	2,252,875	2,571,129	2,931,197	14.2%
Seaweeds	22,903	23,870	24,967	26,183	27,467	28,804	30,161	31,542	4.7%
Other Aquatic Animals	11,092	11,487	11,897	12,320	12,765	13,219	13,672	14,121	3.5%
Total	9,472,331	10,647,737	11,982,163	13,491,938	15,189,560	17,094,277	19,224,581	21,605,727	12.5%

Source: PMR Analysis, 2018

In terms of volume, fish market is estimated to be pegged at 6,043,899MT by 2018 end, and is expected to reach 13,667,850MT by 2025 end at a CAGR of 12.4% and Molluscs market is expected to reach volume sales of 4,961,017 MT by 2025 end expanding at CAGR of 12.0% over the forecast period. In terms of volume, the demand for crustaceans in aquaculture market is expected to register CAGR of 14.2% over the forecast period and estimated to be pegged at 2,931,197MT by 2025 end. In terms of volume, seaweeds and other aquatic animal collectively accounts volume market share of only 0.6% by 2018 end.

India Aquaculture Market Value (US\$ Mn) Forecast, By Fish Type, 2018–2025

Fish Type	2018(E)	2019 (F)	2020 (F)	2021 (F)	2022 (F)	2023 (F)	2024 (F)	2025 (F)	CAGR (2018-2025)
Tuna	6,106	6,923	7,860	8,925	10,121	11,467	12,981	14,689	13.4%
Tilapia	33	37	42	47	52	59	66	74	12.1%
Carps	4,880	5,487	6,177	6,959	7,839	8,830	9,944	11,193	12.6%
Others	1,511	1,704	1,927	2,183	2,472	2,798	3,166	3,581	13.1%
Total	12,530	14,152	16,006	18,114	20,485	23,155	26,159	29,538	13.0%

Source: PMR Analysis, 2018

Tuna, billfish (swordfish) sub-segment is estimated to account for 48.8% revenue share of the India aquaculture market by 2018 end. Tilapia sub-segment is estimated to account for 0.3% revenue share of the India aquaculture market by 2018 end Carps sub-segment is estimated to account for 38.9% revenue share of the aqua aquaculture market by 2018 end and is expected lose 125 BPS in its market share by 2025 over 2018.

India Aquaculture Market Volume (MT) Forecast, By Fish Type, 2018–2025

Fish Type	2018 (F)	2019 (F)	2020 (F)	2021 (F)	2022 (F)	2023 (F)	2024 (F)	2025 (F)	CAGR (2018-2025)
Tuna	310,454	350,708	396,673	448,656	506,721	571,653	644,342	725,750	12.9%
Tilapia	30,011	33,549	37,530	41,995	46,991	52,559	58,751	65,626	11.8%
Carps	4,935,254	5,537,599	6,219,625	6,989,574	7,852,939	8,819,701	9,898,885	11,103,269	12.3%
Others	768,179	863,854	973,491	1,098,422	1,239,125	1,397,308	1,574,637	1,773,204	12.7%
Total	6,043,899	6,785,711	7,627,319	8,578,647	9,645,775	10,841,221	12,176,614	13,667,850	12.4%

Source: PMR Analysis, 2018

By Fish type, in terms of volume, Tuna, billfish (swordfish) sub-segment accounts 5.1% market share in India aquaculture market and expected to reach 725,750MT by 2025 end, and Tilapia market is estimated to be pegged at 30,011 MT by 2018 end and accounts only less than 0.5% volume share in India aquaculture market. In terms of volume market share, Carps segment accounts 81.7% volume share by 2018 end, and expected to reach volume of 11,103,269MT by the end of 2025 at a CAGR of 12.3%. Others sub-segment is estimated to account 12.7% by 2018 end and expected to reach volume sales of 1,773,204 MT by the end of 2025.

India Aquaculture Market Value (US\$ Mn) Forecast, By Crustaceans Type, 2012–2017

Crustaceans Type	2012	2013	2014	2015	2016	2017	CAGR (2012-2017)
Shrimps	1,563	1,781	2,030	2,313	2,637	3,011	14.0%
Krill & others	606	689	785	893	1,018	1,160	13.8%
Total	2,169	2,471	2,814	3,206	3,655	4,171	14.0%

India Aquaculture Market Value (US\$ Mn) Forecast, By Crustaceans Type, 2018–2025

Crustaceans Type	2018(e)	2019 (F)	2020 (F)	2021 (F)	2022 (F)	2023 (F)	2024 (F)	2025 (F)	CAGR (2018-2025)
Shrimps	3,443	3,945	4,525	5,193	5,956	6,829	7,821	8,951	14.6%
Krill & others	1,325	1,518	1,746	2,013	2,323	2,680	3,087	3,554	15.1%
Total	4,768	5,463	6,272	7,207	8,280	9,509	10,910	12,506	14.8%

Source: PMR Analysis, 2018

Shrimp sub-segment is estimated to account for 72.2% revenue share of the India aquaculture market by 2018 end. Revenue from shrimp sub-segment is anticipated to increase at a CAGR of 14.6% over 2017–2025, to reach US\$ 8.9 Bn by 2025.

India Aquaculture Market Volume (MT) Forecast, By Crustaceans Type, 2012–2017

Crustaceans Type	2012	2013	2014	2015	2016	2017	CAGR (2012-2017)
Shrimps	426,028	484,569	550,768	626,008	711,580	809,642	13.7%
Krill & others	109,029	123,718	140,511	159,624	181,320	206,029	13.56%
Total	535,057	608,286	691,278	785,632	892,899	1,015,671	13.7%

India Aquaculture Market Volume (MT) Forecast, By Crustaceans Type, 2018–2025

Crustaceans Type	2018(F)	2019 (F)	2020 (F)	2021 (F)	2022 (F)	2023 (F)	2024 (F)	2025 (F)	CAGR (2018-2025)
Shrimps	922,369	1,052,222	1,201,374	1,372,153	1,566,520	1,787,314	2,037,055	2,319,221	14.1%
Krill & others	234,557	267,915	307,033	352,696	405,275	465,561	534,074	611,976	14.7%
Total	1,156,926	1,320,137	1,508,407	1,724,849	1,971,795	2,252,875	2,571,129	2,931,197	14.2%

Source: PMR Analysis, 2018

By volume, shrimps sub-segment accounts more than 79.6% market share by 2018 end. In terms of volume, shrimps is estimated to be pegged at 922,369MT by 2018 end, and is expected to reach 2,319,221MT by 2025 end at CAGR of 14.1%. Krill and others market is estimated to be pegged at 611,976 MT by 2025 end, expanding at CAGR of 14.7% over the forecast period.

India Aquaculture Market Value (US\$ Mn) Forecast, By Shrimps Type, 2012–2017

Shrimps	2012(F)	2013 (F)	2014 (F)	2015 (F)	2016(F)	2017 (F)	CAGR (2012-2017)
Giant Tiger Shrimps	257	291	330	374	424	481	13.4%
Marine Shrimps	262	298	339	385	438	499	13.8%
Whiteleg Shrimps	249	286	327	375	430	494	14.7%
Others	795	907	1,034	1,179	1,345	1,537	14.1%
Total	1,563	1,781	2,030	2,313	2,637	3,011	14.0%

India Aquaculture Market Value (US\$ Mn) Forecast, By Shrimps Type, 2018–2025

Shrimps	2018(F)	2019 (F)	2020 (F)	2021 (F)	2022 (F)	2023 (F)	2024 (F)	2025 (F)	CAGR (2018-2025)
Giant Tiger Shrimps	546	621	708	807	918	1,044	1,187	1,348	13.8%
Marine Shrimps	568	648	740	846	967	1,105	1,261	1,439	14.2%
Whiteleg Shrimps	570	661	767	890	1,031	1,191	1,375	1,586	15.7%
Others	1,759	2,014	2,310	2,650	3,041	3,489	3,998	4,578	14.6%
Total	3,443	3,945	4,525	5,193	5,956	6,829	7,821	8,951	14.6%

Source: PMR Analysis, 2018

Giant Tiger shrimps sub-segment is estimated to account for 15.9% revenue share of the India aquaculture market by 2018 end. Marine shrimp sub-segment is estimated to account for 16.5% revenue share of the India aquaculture market by 2018 end Others sub-segment is estimated to account for 51.1% revenue share of the India aquaculture market by 2018 end.

India Aquaculture Market Volume (MT) Forecast, By Shrimps Type, 2012–2017

Shrimps	2012 (A)	2013 (F)	2014(F)	2015 (F)	2016 (F)	2017 (F)	CAGR (2018-2025)
Giant Tiger Shrimps	71,842	81,294	92,036	104,215	117,962	133,529	13.2%
Marine Shrimps	83,597	94,970	107,792	122,331	138,835	157,723	13.5%
Whiteleg Shrimps	30,206	34,526	39,432	45,050	51,489	58,937	14.3%
Others	240,382	273,778	311,507	354,413	403,294	459,453	13.8%
Total	426,028	484,569	550,768	626,008	711,580	809,642	13.7%

India Aquaculture Market Volume (MT) Forecast, By Shrimps Type, 2018–2025

Shrimps	2018(F)	2019 (F)	2020 (F)	2021 (F)	2022 (F)	2023 (F)	2024 (F)	2025 (F)	CAG R (2018- 2025)
Giant Tiger Shrimps	151,287	171,665	194,974	221,401	251,071	284,456	321,959	363,895	13.4 %
Marine Shrimps	179,366	204,197	232,650	265,213	302,303	344,429	392,028	445,780	13.9 %
Whiteleg Shrimps	67,698	78,080	90,167	104,069	119,836	137,733	158,081	181,225	15.1 %
Others	524,018	598,280	683,583	781,470	893,311	1,020,696	1,164,987	1,328,319	14.2 %
Total	922,369	1,052,222	1,201,374	1,372,153	1,566,520	1,787,314	2,037,055	2,319,221	14.1 %

Source: PMR Analysis, 2018

By shrimps, Giant Tiger Shrimps segment is estimated to be pegged at 151,287MT by 2018 end, and is expected to reach 363,895 MT by 2025 end. In 2018, Marine shrimps sub-segment accounts only 19.4% volume share in shrimps sub-segment and expected to expand at CAGR of 13.9% from 2018 to 2025.

India Aquaculture Market Value (US\$ Mn) Forecast, By Region, 2018–2025

Region	2018(F)	2019 (F)	2020 (F)	2021 (F)	2022 (F)	2023 (F)	2024 (F)	2025 (F)	CAGR (2018-2025)
North	1,433	1,635	1,870	2,141	2,453	2,810	3,217	3,680	14.4%
East	6,083	6,916	7,877	8,973	10,213	11,616	13,200	14,985	13.7%
West	3,507	3,979	4,517	5,124	5,805	6,571	7,434	8,408	13.3%
South	8,098	9,133	10,318	11,673	13,210	14,948	16,909	19,119	13.1%
Total	19,121	21,663	24,581	27,912	31,681	35,945	40,760	46,192	13.4%

Source: PMR Analysis, 2018

North region is estimated to account for 7.5% revenue share of the India aquaculture market by 2018 end and is expected to gain 46BPS in its market share by 2025 over 2018. East region is estimated to account for 31.8% revenue share of the India aquaculture market by 2018 end and is expected to gain 62BPS in its market share by 2025 over 2018. West region is estimated to account for 18.3% revenue share of the India aquaculture market by 2018 end. South region is estimated to account for 42.3% revenue share of the India aquaculture market by 2018 end.

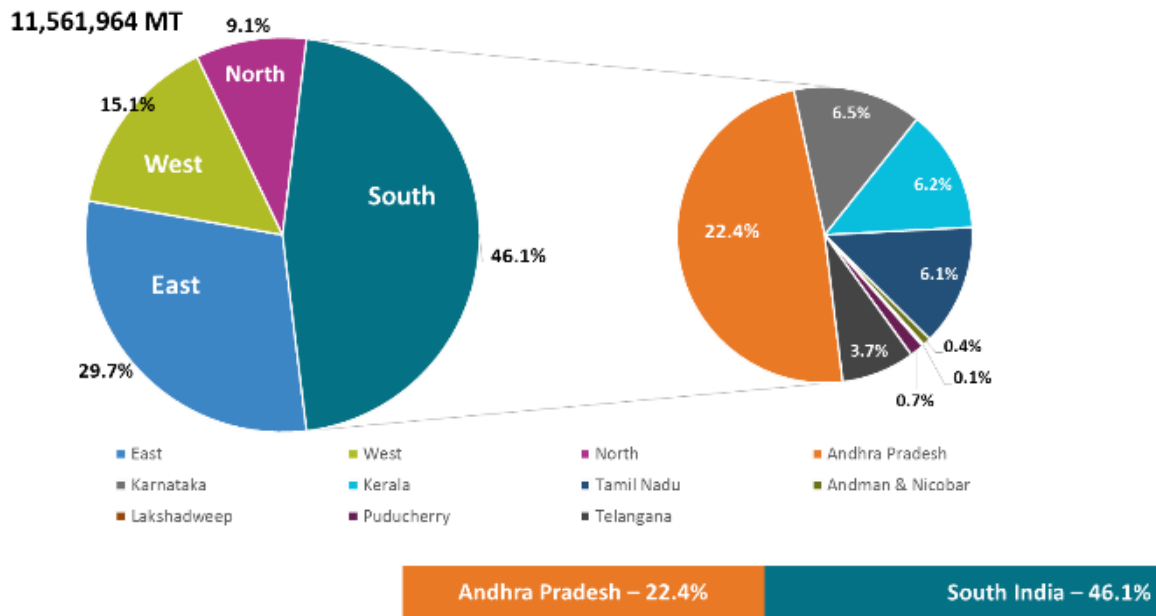
India Aquaculture Market Volume (MT) Forecast, By Region, 2018–2025

Region	2018(F)	2019 (F)	2020 (F)	2021 (F)	2022 (F)	2023 (F)	2024 (F)	2025 (F)	CAGR (2018-2025)
North	710,094	803,710	911,291	1,034,883	1,176,019	1,336,465	1,517,372	1,721,474	13.5%
East	3,013,411	3,399,224	3,839,516	4,337,395	4,896,483	5,524,056	6,225,849	7,009,186	12.8%
West	1,737,338	1,955,948	2,201,894	2,477,021	2,783,445	3,125,022	3,506,436	3,932,559	12.4%
South	4,011,488	4,488,855	5,029,461	5,642,638	6,333,613	7,108,734	7,974,924	8,942,507	12.1%
Total	9,472,331	10,647,737	11,982,163	13,491,938	15,189,560	17,094,277	19,224,581	21,605,727	12.5%

Source: PMR Analysis, 2018

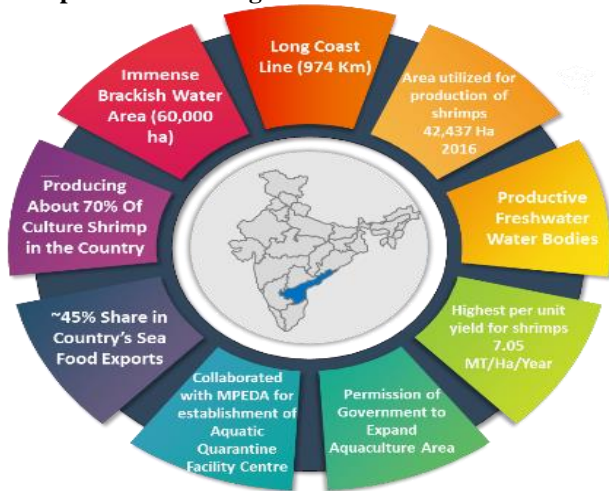
In terms of volume, North region is estimated to be pegged at 710,094 MT and expected to reach 1,721,474 MT by 2025 end at CAGR of 13.5%. In 2018, South regions accounts majority of volume share in India aquaculture market and expected to reach 8,942,507 MT by the end of 2025.

Market Landscape of Andhra Pradesh and South India as Producing Regions, Share in Overall Production (Aquaculture & Capture), 2017



Source: PMR Analysis, 2018

Competitive Advantage of Andhra Pradesh Over Other States



Source: PMR Analysis, 2018

Long Coastline of 974 km: -

The Coastline of Andhra Pradesh is located on the southeast coast of Indian Peninsula, and forms a part of Coromandel Coast, with waters of Bay of Bengal. Andhra Pradesh state has 13 districts in total, including nine districts that have a combined 974 kilometers of coastline. The total marine fishermen population in the state is around 605,000 and seagoing fishermen total around 150,000. There are an estimated 29,195 fishing vessels in Andhra Pradesh, composed of 12,747 motorized craft, 1,771 mechanized vessels, and 14,677 traditional craft. There are four fishing harbors, 353 fish landing centers, and 555 fishing villages.

The coastal corridor consists of several ports, harbors, vast stretches of sandy beaches, wildlife and bird sanctuaries, freshwater lakes, estuaries etc.

Major ports of Andhra Pradesh are Visakhapatnam Port, Kakinada port, and Machilipatnam Port. Some of the major ports are Krishnapatnam port, Gangavaram port, Rawa port of East Godavari district. These ports enhance the business opportunities for exports of aquaculture products from India.

45% share of Country's Sea Food Exports: -

Andhra Pradesh contributes nearly 45% of the total marine exports of the country. The sector has used acquaintance and capability from the Netherlands to increase the quantity of produce, upsurge resistance from diseases, and utilize the resources more efficiently. Right from designing and engineering of aquaculture ponds to the sale of Individually Quick Frozen (IQF) machinery, the possibilities are infinite. From sensors that could do real-time monitoring of water quality, the temperature to fish feed, there exist numerous areas where Dutch companies can carve out niches. Dutch expertise in areas such as the Internet of Things (IoT) based real-time monitoring, Recirculating Aquaculture System (RAS), big data analysis and forecasting have helped to manage risks more effectively and improve overall production efficiency.

Brackish Water Area: -

Brackish water aquaculture encompasses breeding of fish that habitat the sea like sea bass, gray mullet, tiger shrimp and mud crabs. It is widely practiced in Andhra Pradesh. It is widely practiced at three scales, namely, subsistence-oriented traditional farming by small and marginal farmers, semi-intensive farming in the small scale sector, and high-tech, intensive farming by corporate bodies.

Producing about 70% of cultured shrimp in the country:-

Andhra Pradesh being a major hub for shrimp production is home to 391 L. vannamei hatcheries producing surplus shrimp seed to meet the requirement from within and outside the State. The State ranks third in global shrimp production (0.3 Mn MT) and sixth in aquaculture production (1.57 Mn MT).

Future Prospects of Shrimps: -

According to Ram Sankar Naik, Commissioner of Fisheries, there is an opportunity for further expansion of brackish water aquaculture in the State in a sustainable way as the government has identified fisheries as one of the important growth engines. A.P. ranks No. 1 in the country in total fish and shrimp production and produces over 70% of cultured shrimp in India. During 2017-18, out of total export earnings of 39,000 crores from India, the share of A.P. was about 18,000 crore.

Permission of Government to expand Aquaculture Area: -

Fishing and aquaculture represent major industries in Andhra Pradesh, located in India's southeast. Total fisheries production in 2017 was 1.96 Mn MT valued at INR 160 Bn (USD 2.51 Bn, EUR 2.02 Bn). The state government has called for a doubling of fish production in the next five years to 4.2 million metric MT and a target total value of INR 800 Bn (USD 12.59 Bn, EUR 10.12 Bn).

The introduction of aqua zones would be a first in India. The proposed plan calls for 181 aqua clusters, covering 1,248 villages. Besides serving a regulatory role, the clusters would act to more easily identify various diseases in shrimp and fish, allow for more orderly and legal expansion of production areas, facilitate fish seed-stocking in potential inland water bodies, and enable the promotion of alternate species in aquaculture.

The recently proposed zones are intended to streamline aquaculture development in the state by more closely regulating land and water use. Paired with a proposed new regulatory plan and the creation of a state-level aquaculture authority, the government hopes

to crack down on illegal farms, eliminate the overuse of antibiotics in shrimp farming, and impose more regular product testing at existing aquaculture labs, according to the Times of India.

As part of its current fisheries plan, Andhra Pradesh's government is also seeking to establish freshwater fish brood-banks, reform deep-sea fisheries, increase marketing of the state's products, and promote more sustainable processes and systems for both wild-capture and aquaculture operations in the state.

Productive Freshwater Bodies:-

There are a total of 104 reservoirs in the state with 2.40 lakh hectares water spread area. There are about 25,400 tanks with an area of about 3.38 lakh ha, aquaculture ponds 42100 with an extent of 1.25 lakh ha, one fresh water Kolleru lake with an extent of 0.90 lakh ha and rivers and canals covering a length of 11,514 Kms. There are 132 Fish Seed Farms (Government 50 + 82 Private) and about 300 Shrimp hatcheries and catering the needs of fish and shrimps seed to aqua farmers of the state and also to other states.

Area utilized for production of shrimps: -

Andhra Pradesh stands as the major region with land resources engaged for the production of the aquaculture species with shrimp being the major out of all the species. According to MPEDA, the area utilized for production of *L. vannamei* for the year 2016 was estimated to be 39,800 Ha out of total 59,116 ha in India. This makes Andhra Pradesh capture top position with 67% in terms of land possessed for the production of the *L. Vannamei* in India. Over the forecast period, players in the region are expected to engage more in the production activity and maintain the position over the same period of time.

Highest per unit yield for shrimps: -

Andhra Pradesh is currently the topper for shrimp production has a robust yield for its aquaculture production. According to the data released by the MPEDA, Andhra Pradesh scores 7.05 MT/Ha/Year, which is 6 MT more to its second largest producer West Bengal (1.32 MT/Ha/Year). This shows the presence of well-trained producers of shrimp in the region and mirrors the steps taken by the regulatory authorities and key players to exhaust latest technology and techniques to achieve a larger yield. This trend is expected to stay over the coming decade and boost the growth of the Andhra Pradesh shrimp market over the forecast period.

Analysis of Andhra Pradesh as an Exporting State

Strengths and Opportunities

Easy availability of resources in terms of cultivation land, human resource, and other inputs to conduct large volumes of aquaculture production with low input cost. Andhra Pradesh has the second longest coastline in the country with a total length of around 974 kilometers with 12 ports spread across the coastline, these ports provides an opportunity for smooth export of aquaculture produce. It has a moderate weather with extremely fertile soil. Government facilitates and promotes investments for the development of fishery and aquaculture business in the state.

Well maintained infrastructure present in the state to support trade activity both at domestic and international level through chain length for the key players operating in the state against other competitive states in India Aquaculture market

Expertise in areas such as the Internet of Things (IoT) based real-time monitoring, Recirculating Aquaculture System (RAS), big data analysis and forecasting will help the Indian farmer to manage his risks more effectively and improve his production efficiencies. Products such as laser welded liners, high-quality tanks that could be utilized for aquaculture etc. will help the farmers to significantly improve yield per given area, reduce the downtime between crop cycles and increase the number of crop cycles in a year.

A strategic partnership between international players in terms of knowledge and technological exchange is expected to boost the production of the present industry by streamlining value chain and opening to new geographies with established channels.

Key Regulations

Fishery and Aquaculture Industry, India

GOI's Marine Products Export Development Authority (MPEDA) regulates aquaculture production, which includes shrimp. Through a variety of policies and activities, MPEDA supports aquaculture production, development of processing infrastructure and value-addition, and establishing standards for quality control and market promotion. MPEDA provides financial and technical assistance for establishment of shrimp farms, hatcheries, disease diagnostic laboratories, processing infrastructure, cold chain, and effluent treatment units. GOI's Food Safety and Standards Authority of India (FSSAI) define standards for fishery products, including shrimp, through the Food Safety and Standards Regulations (FSSR 2011).

The veterinary health certificate required for exports is issued by GOI's Export Inspection Council (EIC) under Ministry of Commerce and Industry. EIC also regulates traceability and antibiotic residue for shrimp products.

TECHNICAL ASSISTANCE SCHEMES FOR EXPORT PROMOTION OF AQUACULTURE SECTION OF MPEDA

- Conduct workshops / seminars / symposia / farmers' meets/antibiotic-campaigns etc. for the benefit of farmers / entrepreneurs.
- Liaison with State Govts. / Research Institutes / Financial Institutions / Insurance Companies and other developmental agencies.
- Organising International events like IND AQUA having both technical sessions and aquaculture trade fairs.
- Registering of qualified and experienced Technical Consultants for Aquaculture.
- Registering of hatcheries to follow Code of Practices.
- Promoting diversification in export-oriented aquaculture.

INTERNATIONAL SHOWS

- MPEDA in association with the trade has been organising seafood trade fairs (India International Seafood Show (IISS)) every alternate years within in India. Over the years, these biennial fairs have achieved a distinct position among international trade fairs.
- In order to popularize the concept of aquaculture and to exploit the resources in the sector, MPEDA organizes IND AQUA every alternate years.

GST EXEMPTED AQUACULTURE TYPE

HSC Code	Aquaculture Type
HSN code number 0301	Live Fish
HSN code number 0302	Fish,Fresh or chilled,excluding Fish Fillets and Other Fish meat of heading 0304
HSN code number 0304	Fish fillets and other fish meat (whether or not minced), fresh or chilled.
HSN code number 0306	Crustaceans, whether in shell or not, live, fresh or chilled; crustaceans, in shell, cooked by steaming or by boiling in water, chilled
HSN code number 0307	Molluscs, whether in shell or not, live, fresh, chilled; aquatic invertebrates other than crustaceans and molluscs, live, fresh, chilled.
HSN code number 0308	Aquatic invertebrates other than crustaceans and molluscs, live, fresh or chilled

AQUACULTURE SECTION-SUBSIDY ASSISTANCE SCHEMES

Name of Scheme	Objectives	Quantum of Subsidy
Subsidy for new farm development	For development of new prawn / shrimp farms	@ 25% of the capital cost, subject to a maximum of Rs.30,000/- per ha. water area, restricted to Rs.1.5 lakh per beneficiary.
Subsidy for small-scale hatcheries	For setting up of shrimp hatchery with a minimum production capacity of 10 million seeds per annum	@ 15% of the capital cost or Rs.1.50 lakh for private hatcheries, 25% or Rs.2.50 lakh to co-operative sector and 50% of Rs.5.00 lakh to Govt. sector.
Subsidy for medium scale hatcheries	For setting up of shrimp hatchery with a minimum production capacity of 30 million seeds per annum	@ 25% of the capital cost, subject to Rs.5.00 lakh per beneficiary / hatchery (about 7 districts are excluded, being overcrowded already)
Subsidy for setting up of PCR labs in hatcheries	To establish PCR labs in hatcheries	@ 50% of capital cost, subject to a maximum of Rs.5 lakh per beneficiary /hatchery.
Subsidy for effluent treatment system (ETS) in Shrimp Farms.	To set up effluent treatment systems attached to shrimp farms	@ 25% of the capital cost, subject to Rs.1.50 lakh for shrimp farms with a minimum water area of 5.00 ha and upto Rs.6.00 lakh per beneficiary
Subsidy for establishment of chill room facilities in shrimp / prawn farming areas	To set up facilities for post harvest care of farm raised shrimp/prawn.	@25% of the cost of establishment of chill room, subject to a maximum of Rs.3.00 lakh per beneficiary / farmer.
Subsidy for purchase of water testing kits / equipment for shrimp / prawn farms	To encourage & support the farmers to use water testing kits / equipment in their farms	@ 25% of the cost of water testing kits / equipment purchased for use in the farm, subject to a maximum of Rs.30, 000/- per beneficiary / farmer.

GST Rate & HSN Code for Fish Meat & Fillets

HSN Code	Description	Rate (%)
301	Live fish.	NIL
302	Fish, fresh or chilled, excluding fish fillets and other fish meat of heading 0304	NIL
303	Fish, frozen, excluding fish fillets and other fish meat of heading 0304 (inserted w.e.f 14/11/2017 : and put up in unit container and,-	NIL
	(a) bearing a registered brand name; or	
	(b) bearing a brand name on which an actionable claim or enforceable right in a court of law is available [other than those where any actionable claim or enforceable right in respect of such brand name has been foregone voluntarily], subject to the conditions as in the ANNEXURE]	
304	Fish fillets and other fish meat (whether or not minced), frozen (inserted w.e.f 14/11/2017: and put up in unit container and,-	5
	(a) bearing a registered brand name; or	
	(b) bearing a brand name on which an actionable claim or enforceable right in a court of law is available [other than those where any actionable claim or enforceable right in respect of such brand name has been foregone voluntarily], subject to the conditions as in the ANNEXURE]	
304	Fish fillets and other fish meat (whether or not minced), fresh or chilled.	NIL
305	Fish, dried, salted or in brine; smoked fish, whether or not cooked before or during the smoking process; flours, meals and pellets of fish, fit for human consumption (inserted w.e.f 14/11/2017: and put up in unit container and,-	5
	(a) bearing a registered brand name; or	

	(b) bearing a brand name on which an actionable claim or enforceable right in a court of law is available [other than those where any actionable claim or enforceable right in respect of such brand name has been foregone voluntarily], subject to the conditions as in the ANNEXURE	
305	Fish dried (not put up in unit container bearing a brand name)	NIL
306	Crustaceans, whether in shell or not, frozen, dried, salted or in brine; crustaceans, in shell, cooked by steaming or by boiling in water, frozen, dried, salted or in brine; flours, meals and pellets of crustaceans, fit for human consumption (inserted w.e.f 14/11/2017: and put up in unit container and,-	5
	(a) bearing a registered brand name; or	
	(b) bearing a brand name on which an actionable claim or enforceable right in a court of law is available [other than those where any actionable claim or enforceable right in respect of such brand name has been foregone voluntarily], subject to the conditions as in the ANNEXURE]	
306	Crustaceans, whether in shell or not, live, fresh or chilled; crustaceans, in shell, cooked by steaming or by boiling in water live, fresh or chilled.	NIL
307	Molluscs, whether in shell or not, frozen, dried, salted or in brine; aquatic invertebrates other than crustaceans and molluscs, frozen, dried, salted or in brine; flours, meals and pellets of aquatic invertebra other than crustaceans, fit for human consumption (inserted w.e.f 14/11/2017: and put up in unit container and,-	5
	(a) bearing a registered brand name; or	
	(b) bearing a brand name on which an actionable claim or enforceable right in a court of law is available [other than those where any actionable claim or enforceable right in respect of such brand name has been foregone voluntarily], subject to the conditions as in the ANNEXURE]	
307	Molluscs, whether in shell or not, live, fresh, chilled; aquatic invertebrates other than crustaceans and molluscs, live, fresh or chilled.	NIL
308	Aquatic invertebrates other than crustaceans and molluscs, frozen, dried, salted or in brine; smoked aquatic invertebrates other than crustaceans and molluscs, whether or not cooked before or during the smoking process: flours, meals and pellets of aquatic invertebrates other than crustaceans and molluscs, fit for human consumption (inserted w.e.f 14/11/2017: and put up in unit container and,-	5
	(a) bearing a registered brand name; or	
	(b) bearing a brand name on which an actionable claim or enforceable right in a court of law is available [other than those where any actionable claim or enforceable right in respect of such brand name has been foregone voluntarily], subject to the conditions as in the ANNEXURE]	
308	Aquatic invertebrates other than crustaceans and molluscs, live, fresh or chilled.	NIL
3	Fish seeds, prawn / shrimp seeds whether or not processed, cured or in frozen state [other than goods falling under Chapter 3 and attracting 5%]	NIL

Anti-dumping Duty on Indian Shrimp Exports

India has a huge marine wealth and a strong position in the global fisheries trade. However, the sector has been facing few challenges like anti-dumping duty imposed in its major export market, stringent regulatory approvals and quality confirmations.

India's processed shrimp exports are subjected to Anti-Dumping Duty (ADD) imposed by the US Department of Commerce (USDoC) and it is the only country which levies ADD on frozen shrimps from India. The current ADD imposed by the USDoC is 2.34%, which is a preliminary determination of duty. The USDoC in due course will declare the final duty.

Duty drawback

As per the latest notification issued by the Ministry of Finance, Government of India, the duty drawback on aquaculture and seafood products ranges from 2.1% to 2.7% depending on the form of the product.

Merchandise Exports From India Scheme (Meis)

For aquaculture and seafood products, the reward rate ranges between 5% to 7% under merchandise exports from India scheme published by the ministry of commerce and industry.

The Marine Products Export Development Authority Act, 1972 Act No. 13 Of 1972

An Act to provide for the establishment of an Authority for the development of the marine products industry under the control of the Union and for matters connected therewith.

Salination

Coastal aquaculture causes the salination of drinking water wells and farm fields and resistance exists against the conversion of farmland for aquaculture. This is the reason why in 1996, the Indian Supreme Court prohibited the construction of shrimp culture ponds within the Coastal Regulation Zone and within a kilometer of Chilka Lake and Pulicat Lake (state of Odisha and Andhra Pradesh). This prohibition is not for traditional or improved traditional ponds. Additionally, the court ruled that an authority for protecting the environment of the coastal area had to be established. This Aquaculture Authority has been founded and resorts under the Ministry of Agriculture. The organization issues licenses to eligible farms, feed and hatchery companies only. Although the use of farmland for aquaculture is not allowed everywhere, possibilities may exist with the combined use of agriculture and aquaculture through rice cultivation during the rainy months and shrimp cultivation during the rest of the year, as is done in Kerala and West Bengal. Moreover, in line with the Indian priorities, existing swamps and derelict waters offer a huge potential for the production of catfish.

Laws and Regulations for Fishery and Aquaculture Industry, India

At the central level, several key laws and regulations may be relevant to aquaculture. They include the century-old Indian Fisheries Act (1897), which penalizes the killing of fish by poisoning water and by using explosives, and the Environment (Protection) Act (1986), being an umbrella act containing provisions for all environment related issues. They also include the Water (Prevention and Control of Pollution) Act (1974) and the Wild Life Protection Act (1972). Essentially all this legislation must be read in conjunction with one another to gain a full picture of the rules that are applicable to aquaculture.

Law Set-Up For Shrimp Farms

On 11 December 1996, the Indian Supreme Court handed out an historic decision with major implications for the aquaculture sector in a case regarding the setting up of shrimp farms in coastal areas. The Supreme Court – among other things – prohibited the construction/set up of shrimp culture ponds within the Coastal Regulation Zone and within 1000 meters of Chilka Lake and Pulika Lake, except traditional and improved traditional types of ponds. It also ruled that an authority should be constituted to protect the ecologically fragile coastal areas, sea shore, water front and other coastal areas and specially to deal with the situation created by the shrimp culture industry in the coastal states/union territories.

To perform the functions indicated by the Supreme Court, Notification SO 88 (E) (1997) established the Aquaculture Authority, in accordance with the Environment (Protection) Act. The Authority, to which specific responsibilities for aquaculture have been allocated, falls under the administrative control of the Ministry of Agriculture.

India White Leg shrimp Market Overview

India's frozen shrimp exports dominated the global market supply in 2017, with over 363226 MT of tiger shrimps (*Penaeus monodon*) and whiteleg shrimp (*Penaeus vannamei*/Litopenaeus vannamei) exported, primarily to the United States of America.

Data released by Marine Product Export Development Authority of India for 2017, a total of 1,34,284 Ha of the area was under the utilization of the Tiger shrimp and Whiteleg shrimp (*L. vannamei*) across the major producing states. Andhra Pradesh accounted for 33.2% of the total area under harvest for both of the species. The export of total shrimps increased to a value of US\$ 2.8 Bn in 2017, representing a substantial increase from the US\$ 2.1 Bn during 2013.

Drivers

Rising Awareness of Health and Wellness Products Boosts Aquaculture Market

In the 21st century, consumers are extremely conscious of their health and opt for nutritious seafood products, driving the development of aquaculture market. Processed seafood products that have minimal to no preservatives or additives have the maximum demand. There is a trend towards convenience or on-the-go foodstuffs that has resulted in the development of aquaculture market that is time-saving and easy to use including prepared mixed herbs. The advent of convenient packaging makes it well suited for single-person households and this is projected to be an area of focus for companies in the aquaculture market.

Changing Consumer Preference in India Fuels Demand for White Leg Shrimps

Growing awareness amongst the people has led to demand for changing food preference of formerly homogeneous populations that are now willing to experiment with culturally authentic food. Indian, Mexican, Chinese, and Italian cuisine are renowned for their authentic food dishes and they are now available across the globe. Multi-cuisine cooking has been a major driving force of the white leg shrimps since past three-four years or so and this is only projected to continue.

Trends

Export Growth

Indian marine products market has grown significantly since past three-four years. Major factor that contributed to the increase in exports is the introduction of exotic Vannamei shrimp variety into our coastal aquaculture systems. Indian marine products are principally supported by frozen shrimp, which is mainly sourced from the coastal aquaculture farms. India farms mainly two varieties of shrimp - Pacific White Leg Shrimp' (*Litopenaeus vannamei*) and 'Indian Black Tiger Shrimp' (*Penaeus monodon*).

According to Marine Products Export Development Authority (MPEDA) "Indian marine product exports has grown significantly. Major factor that contributed to the increase in exports is the introduction of exotic Vannamei shrimp variety into our coastal aquaculture systems. "As the shrimp production saw a surge, our exports also grew accordingly, given frozen shrimp is the major item of export from the country".

Black Tiger Shrimp is mostly farmed in the traditional ponds of West Bengal, Odisha and Kerala, whereas the exotic vannamei variety is farmed mainly in states like Andhra Pradesh, Gujarat, Tamil Nadu and Odisha. India produced 0.49 Mn MT of vannamei shrimp during 2016-17.

India Projected Export Value (US\$ Mn) and Volume (MT) for Shrimps, 2018–2025

UNIT	2018 (E)	2019 (F)	2020 (F)	2021 (F)	2022 (F)	2023 (F)	2024 (F)	2025 (F)	CAGR (2018– 2025)
VALUE (US\$ Mn)	2,988.5	3,211.7	3,455.0	3,720.7	4,010.9	4,328.4	4,676.1	5,057.2	7.8%
VOLUME (MT)	387,817	414,261	442,714	473,340	506,322	541,856	580,160	621,467	7.0%

Source: PMR Analysis, 2018

India Projected Export Value (US\$ Mn) and Volume (MT) for Whiteleg Shrimps, 2018–2025

UNIT	2018 (E)	2019 (F)	2020 (F)	2021 (F)	2022 (F)	2023 (F)	2024 (F)	2025 (F)	CAGR (2018–2025)
VALUE (US\$ Mn)	494.4	536.3	582.8	634.6	692.4	757.0	829.4	910.6	9.1%
VOLUME (MT)	28,344	30,445	32,766	35,337	38,190	41,364	44,901	48,852	8.1%

Source: PMR Analysis, 2018

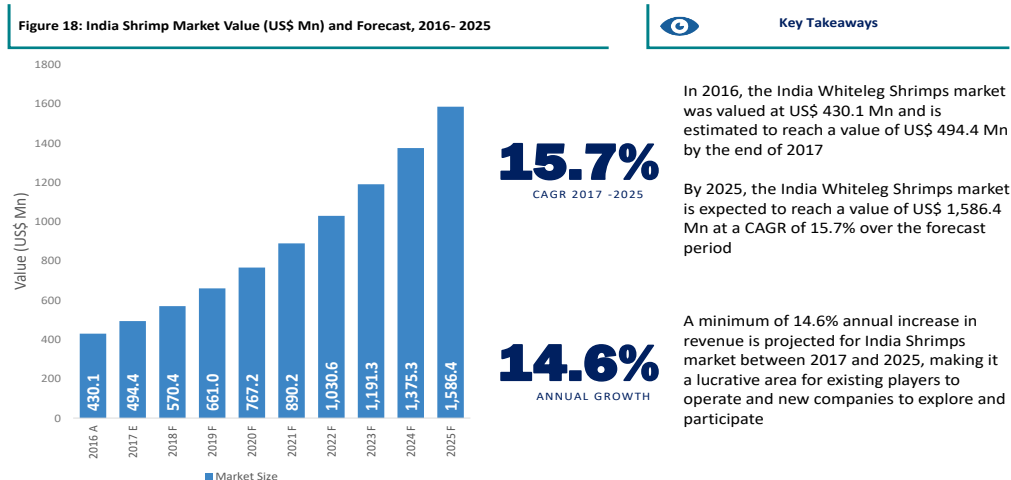
Exports of whiteleg shrimp from India is expected to increase at a higher rate of growth as compared to overall marine product exports, considering the anticipated increase in production and limited domestic consumption.

Export Competitiveness

The shrimp sector in India has undergone a rapid transition from *Penaeus monodon* (black tiger shrimp) to *Litopenaeus vannamei* (whiteleg shrimp). The *L. vannamei* was introduced in year 2009 with some small trials with two exporters that had their own farms. The larger scale commercial introduction, regulated and controlled by the Coastal Aquaculture Authority (CAA), started in 2012. The outbreak of Early Mortality Syndrome (EMS) since 2009 that attacked the shrimps in south East Asian countries has resulted into reduced supply of quality shrimps from countries such as China, Vietnam, Malaysia and Thailand etc, thus results into increased demand for high quality shrimps from India. This gave a boost to the exports of shrimp from India over the years.

In 2017, nearly 550,000 MT out of a total production of 600,000 MT of shrimp was accounted by *L. vannamei*. In 2018, the production area of *L. vannamei* is projected to expand further at the cost of the production area of *P. monodon* and the share of production of *P. monodon* will decline further in coming years.

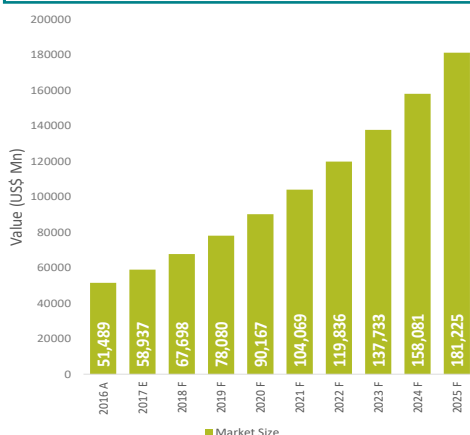
India Shrimp Market Value (US\$ Mn) and Forecast, 2016- 2025



Source: PMR Analysis, 2018

India Shrimp Market Volume (MT) and Forecast, 2016- 2025

Figure 19: India Shrimp Market Volume (MT) and Forecast, 2016- 2025



15.1%
CAGR 2017 -2025

In 2016, the India Whiteleg Shrimps market was pegged at 51,489 MT and is estimated to reach to 58,937 MT by the end of 2017

By 2025, the India Whiteleg Shrimps market is expected to reach a volume of 181,225 at a CAGR of 15.1% over the forecast period

14.1%
ANNUAL GROWTH

A minimum of 14.1% annual increase in consumption volume is projected for India Shrimps market between 2017 and 2025, owing to the continuous investment directed towards upliftment of Indian cultured fishery farming targeting export market by GOI.

Source: PMR Analysis, 2018

Overview of Top Producing States

Semi-intensive shrimp farming is concentrated on India's east coast. While in recent years the largest part of the increase of production took place in Andhra Pradesh, in the coming years the highest potential for further expansion of production will take place in states like Orissa and West Bengal on the east coast, and Gujarat on the west coast. In the year 2017, the largest growth in production was seen in Andhra Pradesh –345,376 MT, Tamil Nadu –52,646 MT, Gujarat– 48,632 MT, and Orissa –27,672 MT.

West Bengal was mainly known for its traditional culture of *P. monodon* from the districts close to the Bangladesh border. In past few years semi-intensive farming of *P. monodon* and *L. vannamei* developed rapidly. West Bengal still has a large potential for further growth and has shown some growth in *P. monodon* production in 2015-2016. According to SEAI figures in 2016-2017 about 50% of the 61,000 MT production was *P. monodon*. The sector mainly aims to convert agricultural lands into shrimp ponds although this is currently still hindered by state regulations. It is expected that in the coming years these regulations will be eased.

State-wise Whiteleg Shrimp Production Volume (MT), 2010–2017

States	2010	2011	2012	2013	2014	2015	2016	2017
Total	1,731	18,247	80,717	147,516	250,507	353,413	406,018	492,157
Andhra Pradesh	1,655	1,6913	75,385	133,135	210,639	276,077	295,332	345,376
Tamil Nadu & Pondicherry	0	109	2,863	8,595	26,281	32,687	44,453	52,646
Gujarat	46	717	1,195	3,348	6,326	26,763	32,946	48,632
Orissa	0	0	100	436	2,907	1,1866	19,241	27,672
West Bengal	0	0	0	0	479	395	6,776	8,847
Maharashtra	30	508	941	1,503	3,291	4,901.04	6,118	7,597
Karnataka	0	0	232	484	517	623.2	1,045	1,256
Kerala	0	0	0	0	0	11.75	74	103
Goa	0	0	0	15	67	88.2	33	29

Source: PMR Analysis, 2018

Shrimp (Tiger, L. Vannamei & Scampi) Production (EP)& Area Under Cultivation (AUC), 2008-2017

State		2008-09	2009-10	2010-11	2011-12	2012-13	2013-14	2014-15	2015-16	2016-17
West Bengal	AUC (ha)	47,488	47,488	47,588	48,558	48,410	48,860	53,947	58,285	59,109
	EP (MT)	27,418	33,685	40,725	45,999	52,581	53,528	57,370	72,554	73,776
Orissa	AUC(ha)	5,362	4,769	5,324	8,622	6,302	6,008	9,297	10,778	10,394
	EP (MT)	3,544	6,149	7,520	11,001	35,294	13,982	22,539	29,936	30,085
Andhra Pradesh	AUC(ha)	36,395	3,418	44,794	42,402	35,218	52,286	40,445	42,462	44,167
	EP (MT)	29,706	41,192	65,943	126,466	159,083	213,522	279,727	300,278	351,265
Tamil Nadu & Pondicherry	AUC(ha)	4,673	2,381	2,265	5,757	7,804	5,430	5,200	8,263	9,131
	EP (MT)	4,133	2,702	4,129	14,960	25,815	27,197	32,786	45,642	49,781
Kerala	AUC(ha)	8,290	9,545	11,788	12,809	12,917	12,719	15,385	12,622	13,919
	EP (MT)	4,309	7,096	8,075	8,138	5,175	3,360	3,840	3,827	4,143
Karnataka	AUC(ha)	3,361	1,484	1,715	722	394	251	813	2,281	3145
	EP (MT)	2,138	1,581	2,090	841	158	573	1,122	1,727	2,332
Goa	AUC(ha)	803	272	306	53	31	82	34	10	17.1
	EP (MT)	511	319	320	51	63	81	104	33	67.9
Maharashtra	AUC(ha)	882	660	924	1,225	1,486	1,725	1,401	1,413	1,537
	EP (MT)	1,130	1,274	1,628	2,662	3,513	4,374	6,914	8,126	9,417
Gujarat	AUC (ha)	1,535	1,925	2,030	2,059	2,359	2,082	4,426	4,552	5,212
	EP (MT)	3,107	3,652	6,392	6,064	9,393	10,688	30,157	35,499	42,250
Total	AUC(ha)	108,789	71,942	116,734	122,207	114,921	129,443	130,948	140,666	146,631
	EP(MT)	75,996	97,650	136,822	216,182	291,075	327,305	434,559	497,622	563,117

Source: MPEDA, India & PMR Analysis, 2018

Key Producers of White Leg Shrimps in India

Company	Location
Apex Frozen Foods Ltd	Andhra Pradesh, India
Siam Canadian Group Limited	Andhra Pradesh, India
Amalgam Frozen Foods Pvt. Ltd. (AFFL)	Kerala, India
Ananda Group.	Andhra Pradesh, India
Aqua World Seafoods	Tamil Nadu, India
Avanti Frozen Foods Private Limited	Andhra Pradesh, India
Bkv Industries Ltd.	Andhra Pradesh, India
Bluepark Sea Foods Pvt Ltd	Andhra Pradesh, India
Bmr Industries P Ltd	Andhra Pradesh, India
Castlerock Fisheries Private Limited.	Maharashtra, India
Coastal Corporation Limited	Andhra Pradesh, India
Devi Fisheries Limited	Andhra Pradesh, India
Everblue Sea Foods (P) Ltd.	Andhra Pradesh, India
Gadre Marine	Maharashtra, India
Goldmarine Exports Pvt. Ltd.	Tamil Nadu, India
Growel Processors Pvt. Ltd	Andhra Pradesh, India
Indian Marine Industries	Kerala, India
Kalyan Aqua & Marine Exports India Pvt. Ltd.	Andhra Pradesh, India

Kannan Marine Foods	Tamil Nadu, India
Malabar Tropicals	West Bengal, India
Meenakshi Marine Foods Pvt Ltd	Andhra Pradesh, India
Munnangi Sea Foods Pvt. Ltd.	Andhra Pradesh, India
Nila Sea Foods	Tamil Nadu, India
Oceanic Out Sourcings	Andhra Pradesh, India
Reefberry Foodex	Gujarat, India
Royale Marine Impex Pvt. Ltd	Andhra Pradesh, India
Sai Marine Exports Pvt. Ltd	Andhra Pradesh, India
Sandhya Aqua Exports Pvt. Ltd	Andhra Pradesh, India
Seaboy Fisheries Pvt. Ltd	Kerala, India
Sharat Industries	Andhra Pradesh, India
Silver Sea Food	Gujarat, India
Sprint Exports Private Ltd	Andhra Pradesh, India
Ssf Limited	Andhra Pradesh, India
Star Organic Foods Inc.	Andhra Pradesh, India
Uniroyal marine export LTD.	Kerala, India
Vasista Marin	Andhra Pradesh, India
Veerabhadra Exports Private Limited	Andhra Pradesh, India
Penver Products Ltd	Kerala, India

OVERVIEW OF VALUE ADDED PRODUCTS (VAP)

Owing to the increasing demand for the on-the-go food and ready-to-cook with benefits of reduced preparation time is expected to boost demand for value added seafood across the global retail market. The frozen and canned segment is currently experiencing larger demand from the developed regions of North America and Europe however, a stride for the same has been observed in the developing region. The major fish producing regions of the Asia Pacific and Latin America are currently witnessing a rise in processed seafood product across the retail sector as major players operating in the region for the frozen and processed seafood are diverting some of their key offerings for the local market to build consumer base in the regional market. The frozen segment is expected to stand as the most dominating segment over the global capture & aquaculture market owing to its lower price point at retail and larger penetration, However, with increasing working population and snacking segment, the seafood industry is expected to experience faster growth rates for the value-added products such as canned, breaded, pickled and marinated products over the forecast period.

Global Value Added Product (Capture & Aquaculture) Volume (MT) Forecast, 2018–2025

VAP	2016 (A)	2017 (A)	2018 (E)	2019 (F)	2020 (F)	2021 (F)	2022 (F)	2023 (F)	2024 (F)	2025 (F)	CAGR (2018-25)
Curing - Fermentation, pickling, smoking, breeding and blends	17,941, 000	19,770,9 82	21,811 ,347	24,088, 452	26,632 ,193	29,476 ,511	32,665,8 69	36,242, 782	40,374,4 59	44,904,4 73	10.87%
Canned	18,119, 571	19,786,5 72	21,630 ,680	23,668, 290	25,921 ,511	28,415 ,161	31,177,1 14	34,238, 707	37,635,1 87	41,398,7 05	9.72%

Source: PMR Analysis, 2018

Improving processing technology is also attributed towards the growth of the seafood market over the forecast period as the finished products are of much more superior quality owing to the usage of cutting edge technology to seal in the taste and flavours and with extended shelf life.

Seafood exports contribute about 3.32% of India's export and are the fourth largest contributor of net foreign exchange to the country. Marine products especially seafood business in India is booming. In 2009-10, Indian seafood exports business crossed the \$2-Bn mark (US\$ 2.1 Bn) by exporting about 663,603 MT of seafood. About 800 seafood exporters operate in India, but 100 companies control the majority of the marine products business.

Japan is the largest importer of India's seafood with about 22.6% of the exports but quantities to EU, USA and Australia are on the rise. Frozen shrimp and squid, frozen cuttlefish, frozen lobsters, live crabs and lobsters, live shrimp, finfish, and ornamental fish are the main exports. Unlike the marine fish production, which has been stagnating, the inland aquaculture production in India is surging ahead. Major interests in India in promoting inland aquaculture surround carps, catfishes including Pangasius, freshwater shrimps, freshwater pearl culture, cold-water fisheries, ornamental fish culture etc. The estimated potential for ornamental fish export from India is about US\$ 30 Mn. There is also great future for Tilapia, which is being carefully introduced. The marine shrimp sector is well developed with the presence of world's industry leaders, and the recent introduction of *P. vannamei*. A huge untapped potential lies in developing mariculture including the farming of mussels, edible oysters, marine pearls, seaweeds etc. The potential for open water cage and pen culture in the inland and coastal areas is also immense.

India Aqua feed Market Outlook

Shrimp and Fish Feed

India currently has 13 feed mills that can produce modern feed for shrimp sector with a production capacity of 1.53 million tonnes. On fish feed, the current installed capacity is 1.67 million tonnes. The total feed production for shrimp and fish stands at 5.92 lakh tonnes and 7.04 lakh tonnes respectively.

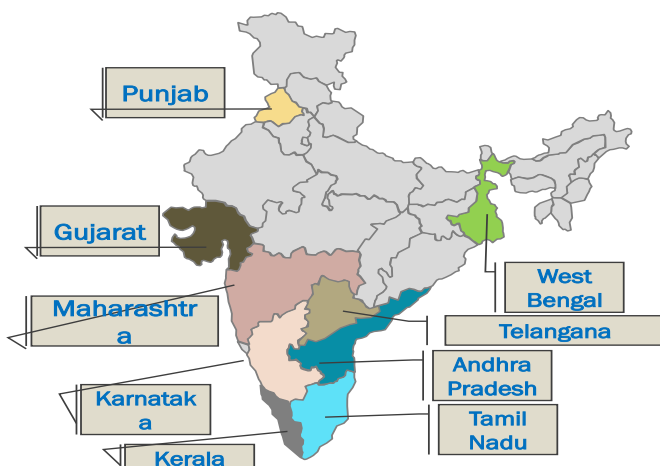
Considering the freshwater fish, in the last 5-10 years, freshwater fish feed demand has grown rapidly, driven by the growth in freshwater fish segment in India. It is expected that the demand for freshwater fish feed is expected to grow at 5-6% in forecast period. India is one of the largest and fastest growing compound feed for Aquaculture markets in the world. The Indian Aquafeed industry is undergoing a very exciting phase of growth for the next decade. Indian Aquafeed industry is presently growing at a CAGR of 11.3%. With this growth rate India will soon become one of the leading Aquafeed market in the coming years. However, current aqua feed consumption is estimated to be around 1.2 million tonnes, mainly for shrimp and freshwater aquaculture. Due to rapid changes in shrimp and fish farming sector, production capacities for modern feed has gradually gone up to 3 million tonnes (26 feed mills) in 2016-17.

Farming of marine & fresh water fish and crustaceans is getting boost with increased consumption and high nutritional value of the products. With rise in demand of aqua products, commercial aqua feed industry is also surging with a greater pace. Gradual technological innovations in feed formulations have improved the feed conversion efficiency without compromising the nutritional content. Aqua/marine food is also one of the most traded commodities worldwide. Globally, the aqua/marine feed market has witnessed an exponential growth owing to the factors such as growing consumption of seafood and growth of aquaculture industry as a whole. USA, China, Brazil and India are the leading aqua feed producers across the world. Asia Pacific is the largest market for aqua feed consumption, contribution over 70% of the overall consumption. As per Alltech – 2017 Global Feed survey, the world has produced an estimated 43 million MT of aqua feed during the last year. Within Asia Pacific, China is one of the leading consumer and producer of the aqua feed. This is growth has been further fostered by expanding middle class population in developing nations and their rising income levels.

Indian aquaculture production is at 8.4 million tonnes in 2017 with the requirement of the industry is around 1.30 million tonnes by shrimp and freshwater aquaculture. With the introduction of *vannamei* shrimp, the cultured shrimp production is growing at significant rate. The demand from shrimp will drive the growth of the aqua feed industry at a CAGR of 11.3%.

The Fishery (capture and aquaculture) sector is also witnessing a rapid growth trend for last few years. Aquaculture production is identified as the major driving factor with annual production growth rate of 6 %. Growth in these sectors has pushed up the demand for compound feed by 50 %. India's demand for compound feed is expected to rise 28 Mn MT by 2017-18 However, the majority of the feed production is highly fragmented, composed mostly of home and custom mixers.

Top Feed Producing States of India



Source: PMR Analysis, 2018

Key Participants Market Presence (Intensity Map) By Region

Company Name	Regions				Business Model
	North India	West India	East India	South India	
Avanti Feeds Ltd	High Presence	High Presence	High Presence	High Presence	Manufacturer
Cargill India Pvt.Ltd	High Presence	High Presence	High Presence	High Presence	Manufacturer
Godrej Agrovet Limited	High Presence	High Presence	High Presence	High Presence	Manufacturer
The WATER bASE IIMINTED	Medium Presence	Medium Presence	Medium Presence	High Presence	Manufacturer
Growel Feeds Pvt.Ltd	Medium Presence	Medium Presence	High Presence	High Presence	Manufacturer
INVE Asia Services Limited	Medium Presence	Medium Presence	High Presence	High Presence	Manufacturer
Nutreco (Nutrikraft India Pvt.Ltd)	Medium Presence	Medium Presence	High Presence	High Presence	Manufacturer
BioMar SaS	High Presence	High Presence	High Presence	High Presence	Manufacturer
Grobest Feed	Medium Presence	Medium Presence	High Presence	High Presence	Manufacturer
Nexus Feed	Medium Presence	Medium Presence	High Presence	High Presence	Manufacturer

Source: PMR Analysis, 2018

India Total Aqua Feed Import Value (US\$), By Country 2017–2025

Exporters	2017	2018 (F)	2019 (F)	2020 (F)	2021 (F)	2022 (F)	2023 (F)	2024 (F)	2025 (F)
Sri Lanka	5,299,282.80	5,264,111.24	5,638,635.28	6,013,159.32	6,387,683.36	6,762,207.40	7,136,731.44	7,511,255.48	7,885,779.52
vietnam	4,445,192.80	4,908,417.32	5,680,523.60	6,452,629.88	7,224,736.16	7,996,842.44	8,768,948.72	9,541,055.00	10,313,161.28
China	4,415,310.80	4,576,263.28	4,994,27.32	5,412,281.36	5,830,290.40	6,248,299.44	6,666,308.48	7,084,317.52	7,502,326.56
Thailand	3,483,884.40	3,535,754.20	3,586,375.20	3,636,996.20	3,687,617.20	3,738,238.20	3,788,859.20	3,839,480.20	3,890,101.20
Germany	1,963,916.40	1,834,183.92	1,970,392.32	2,106,600.72	2,242,809.12	2,379,017.52	2,515,225.92	2,651,434.32	2,787,642.72
United States of America	1,908,612.40	2,048,593.96	2,190,805.52	2,333,017.08	2,475,228.64	2,617,440.20	2,759,651.76	2,901,863.32	3,044,074.88
Singapore	1,152,107.20	1,296,968.00	1,455,387.20	1,613,806.40	1,772,225.60	1,930,644.80	2,089,064.00	2,247,483.20	2,405,902.40
Netherlands	744,284.80	834,528.44	930,855.52	1,027,182.60	1,123,509.68	1,219,836.76	1,316,163.84	1,412,490.92	1,508,818.00
France	743,928.00	794,406.28	859,424.16	924,442.04	989,459.92	1,054,477.80	1,119,495.68	1,184,513.56	1,249,531.44
Switzerland	732,778.00	720,307.84	770,152.80	819,997.76	869,842.72	919,687.68	969,532.64	1,019,377.60	1,069,222.56
Bulgaria	677,563.20	689,694.40	737,844.56	785,994.72	834,144.88	882,295.04	930,445.20	978,595.36	1,026,745.52
Belgium	566,152.40	551,844.72	617,495.92	683,147.12	748,798.32	814,449.52	880,100.72	945,751.92	1,011,403.12
Finland	527,618.00	631,928.48	702,111.04	772,293.60	842,476.16	912,658.72	982,841.28	1,053,023.84	1,123,206.40
Denmark	352,340.00	395,138.16	437,454.64	479,771.12	522,087.60	564,404.08	606,720.56	649,037.04	691,353.52
Taipei, Chinese	309,791.60	318,872.16	337,247.36	355,622.56	373,997.76	392,372.96	410,748.16	429,123.36	447,498.56
United Kingdom	294,270.80	279,668.76	270,133.28	260,597.80	251,062.32	241,526.84	231,991.36	222,455.88	212,920.40
Italy	248,332.80	232,749.56	260,018.00	287,286.44	314,554.88	341,823.32	369,091.76	396,360.20	423,628.64
Malaysia	239,145.20	280,641.04	294,966.56	309,292.08	323,617.60	337,943.12	352,268.64	366,594.16	380,919.68
Spain	210,512.00	186,338.80	183,395.20	180,451.60	177,508.00	174,564.40	171,620.80	168,677.20	165,733.60
Canada	206,765.60	144,307.76	127,556.00	110,804.24	94,052.48	77,300.72	60,548.96	43,797.20	27,045.44
Row	1,431,124.80	2,096,628.16	2,291,530.16	2,486,432.16	2,681,334.16	2,876,236.16	3,071,138.16	3,266,040.16	3,460,942.16
World	29,952,914.00	31,621,346.48	34,336,576.64	37,051,806.80	39,767,036.96	42,482,267.12	45,197,497.28	47,912,727.44	50,627,957.60

Source: PMR Analysis, 2018

India Total Aqua Feed Export Value (US\$), By Country 2017–2025

Importers	2017	2018 (F)	2019 (F)	2020 (F)	2021 (F)	2022 (F)	2023 (F)	2024 (F)	2025 (F)
Sri Lanka	8,836,226	9,871,895	11,416,265	12,960,635	14,505,005	16,049,375	17,593,745	19,138,116	20,682,486
Vietnam	4,873,050	5,336,519	5,918,560	6,500,601	7,082,642	7,664,683	8,246,724	8,828,765	9,410,806
China	2,970,002	3,232,445	3,675,886	4,119,328	4,562,769	5,006,211	5,449,653	5,893,094	6,336,536
Thailand	1,489,761	1,256,557	1,561,851	1,867,146	2,172,440	2,477,735	2,783,029	3,088,324	3,393,618
Germany	663,544	682,608	803,131	923,654	1,044,177	1,164,701	1,285,224	1,405,747	1,526,270
United States of America	567,868	477,321	405,742	334,164	262,585	191,007	119,428	47,850	(23,729)
Singapore	540,141	675,301	772,262	869,224	966,185	1,063,146	1,160,107	1,257,068	1,354,030
France	464,338	433,684	529,241	624,798	720,355	815,912	911,469	1,007,026	1,102,583
Switzerland	391,629	390,475	427,472	464,469	501,466	538,463	575,460	612,457	649,454
Bulgaria	382,585	436,242	477,547	518,852	560,157	601,462	642,767	684,072	725,376
Belgium	370,685	358,345	436,159	513,973	591,787	669,601	747,415	825,229	903,043
Finland	307,615	287,088	329,321	371,554	413,787	456,020	498,253	540,486	582,719
Taipei, Chinese	264,894	236,632	251,376	266,120	280,864	295,608	310,352	325,096	339,840
United Kingdom	232,169	210,249	235,096	259,944	284,791	309,638	334,485	359,332	384,180
Italy	223,958	208,893	215,747	222,601	229,456	236,310	243,165	250,019	256,873
Malaysia	223,601	202,907	185,093	167,278	149,464	131,650	113,835	96,021	78,207
Spain	208,488	296,477	317,349	338,222	359,094	379,967	400,840	421,712	442,585
Canada	189,448	149,381	185,807	222,233	258,658	295,084	331,510	367,936	404,362
Row	2,822,442	3,076,781	3,094,167	3,111,553	3,128,938	3,146,324	3,163,710	3,181,096	3,198,482
World	26,022,444	27,819,796	31,238,071	34,656,346	38,074,621	41,492,896	44,911,171	48,329,446	51,747,721

India Aqua feed Market Value (US\$ Mn), By Form 2017-2022

Type of Feed	2017	2018	2019	2020	2021	2022	CAGR (2017-2022)
Extruded	1,346.0	1,507.8	1,690.4	1,895.6	2,126.1	2,385.5	12.1%
Pellet	674.0	739.7	812.5	893.4	983.2	1,083.4	10%
Powder	739.5	822.7	915.0	1,017.7	1,131.5	1,257.3	11.2%
Liquid	687.0	764.3	850.0	945.4	1,051.1	1,168.0	11.2%
Total	3,446.5	3,834.5	4,268.0	4,752.1	5,291.9	5,894.2	11.3%

Source: PMR Analysis, 2018

PMR forecasts the India aqua feed market to grow from US\$ 3,446.5 Mn in 2017 to US\$ 5,894.2 Mn in 2022. This represents a compound annual growth rate (CAGR) of 11.3 % from 2017 to 2022.

The largest share is contributed by Extruded segment in India Aqua feed market. This represented US\$ 1,346.0 Mn, or 39.3% of the market in 2017, to reach US\$ 2,385.5 Mn in 2022, or 40.5%, representing a CAGR across forecast period of 12.1%.

India Aqua feed Market Value (US\$ Mn), By End User 2017-2022

Year	2017	2018	2019	2020	2021	2022	CAGR (2017-2022)
Fishes	1,779.8	1,989.5	2,225.4	2,492.4	2,792.5	3,128.3	11.9%
Crustaceans	1,069.4	1,190.0	1,324.7	1,473.3	1,640.3	1,829.2	11.3%
Other End User	597.3	655.0	717.9	786.4	859.1	936.7	9.4%
Total	3,446.5	3,834.5	4,268.0	4,752.1	5,291.9	5,894.2	11.3%

Source: PMR Analysis, 2018

Indian aqua feed market is anticipated to increase at a CAGR of 11.3 % over 2017-2022, to reach US\$ 5,894.2 Mn by 2022. The largest share is contributed by Fishes segment in India Aqua feed market. This represented US\$ 1,779.8 Mn, to reach US\$ 3,128.3 Mn in 2022, representing a CAGR across forecast period of 11.9%.

SWOT Analysis of Indian Aqua feed Industry

Strength:

The rapid increase in demand for aqua feed in the region owing to the growing aquaculture production for the export-based market.

Developed supply chain around the major producing states to cater the demand for the interior parts of the country attributed to less wastage.

Weakness:

It is an unorganized industry with no strict regulation over product quality.

It is more dependent over import regarding feed additive.

Opportunity:

We have a huge opportunity with the expansion over growing aquaculture industry in bordering countries such as Nepal, Bangladesh, Vietnam, etc.

Integration over the value chain of aqua feed industry to produce cost-effective final products

Threat:

It is more dependent over import regarding feed additive.

Volatile cost of various raw material required for aqua feed production

OUR BUSINESS

The information in this section is qualified in its entirety by, and should be read together with, the more detailed financial and other information included in this Draft Red Herring Prospectus, including the information contained in “Forward Looking Statements”, “Risk Factors”, “Management’s Discussion and Analysis of Financial Condition and Results of Operations of our Company” and “Financial Statements” on pages 15, 17 and 296 of this DRHP, respectively.

Unless otherwise indicated on the context otherwise required, the financial information included herein is based on our Restated Consolidated Financial Statements. For further information, see “Financial Statements” on page 203.

OVERVIEW

We are a diversified seafood company engaged in the business of processing and exporting aquaculture and capture fishery products with about two decades of operating history. We are present across various segments of the seafood value chain viz., farming, feed distribution, processing and overseas distribution. We cater to end consumers at various geographical locations worldwide, through food distribution and retailing channels primarily in the U.S.A, EU and Far East. Our diverse product range comprises of farm-cultivated *Litopenaeus Vannamei* shrimp (L.Vannamei) and varied capture fishery products such as squids, wild shrimps, octopus, cuttlefish and wide variety of fishes. Our operations are strategically located on the western and eastern coasts of India viz., Kerala, a major capture fishery hub and Andhra Pradesh, a major aquaculture hub, respectively. Our ability to adapt to dynamic situations has enabled us to grow our business by offering a wide array of products to our customers and expand our operational set-up across different geographical locations.

Our Company is promoted by a set of entrepreneurs having decades of experience in seafood business. Our Managing Director, Philips Thomas, hails from a family that has traditionally been into seafood export business in India. He is the grandson of O.C. Thomas, who co-pioneered seafood export business in India by using freezing technology in place of erstwhile dried/salted/canned methods of processing for seafood products. Philips Thomas has over 2 decades of experience in the domain of aquaculture, seafood processing and export business. Our other Promoters viz., Vinod Kumar K P has been a veteran in seafood industry with 8 years of experience in Choice Canning Company from 1990 to 1998, Madhukrishna Ganta has been a veteran in the seafood industry with 9 years of experience in Devi Sea Foods Limited from 1999 to 2008, he is a Managing Partner of Gayathri Sea Foods, partnership firm since 2008 and Managing Director of Gayathri Aqua Sea Food Exports Private Limited since 2015, Abdul Kareem A has over 25 years of experience in the seafood industry.

We have dedicated processing facilities for aquaculture and capture fishery products. Our plant at Aroor, Kerala, is mainly focused on the processing of capture fishery products whilst the one located at Gudur, Andhra Pradesh is mainly focused on processing of aquaculture products. The processing plant owned by us in Gudur has a total installed capacity of 10,560 MTPA and the processing plant owned by us in Aroor has a total installed capacity of 4,675 MTPA. Our state of art processing facilities at these locations are certified and approved by authorities, such as Directorate General of Foreign Trade, NSF Food Safety Certification LLC, MPEDA, Global Aquaculture Alliance (GAA), NSF Certification UK Ltd., Intertek Certification Ltd. and Export Inspection Council of India. Our Company has been recognised by the GAA’s Best Aquaculture Practices team as the first group in India to achieve four-star Best Aquaculture Practices status for shrimp or any species. We constantly enrich and educate ourselves with the requirement of the prevailing market and enhance our R&D mechanism to cater to the changing customer trends, demands and requirements. We maintain strong and robust in house quality control personnel at our processing facilities, to ensure that we adhere to the best possible quality checks and standards across the value chain at all times.

We are backward integrated through our own farming activities for aquaculture products, which are spread over 351.56 acres of leased land located in Andhra Pradesh. Further, we have contracted farming arrangements with various farmers having 471.81 acres located in the aquaculture farming districts of Andhra Pradesh. We are also into the business of retailing shrimp feed and probiotics to farmers through our depots situated at various geographical locations such as Chillakur, Lokamudi, Undi and Eluru across Andhra Pradesh.

We have also forward integrated our operations by having a distribution arm through our Associate Company, Blue Sea Products, LLC in U.S.A., one of our key markets. Apart from being one of our major distributors, Blue Sea Products, LLC sources seafood products from various jurisdictions globally, for the purpose of distributing the same in U.S.A. This association allows us to penetrate the U.S.A market and enables us to gauge market trends and understand customer preferences, thereby developing product expertise.

We have a robust supply chain network comprising of our own fleet of 30 refrigerated and insulated trucks, cold storage facilities attached to our own plants with an aggregate total storage capacity of 2160 tons of finished goods and two ice plants for ensuring efficient handling of raw materials and finished goods.

Our Company's total revenue from aquaculture products were ₹ 1,306.93 million, ₹ 3,167.97 million and ₹ 5,004.44 million in Financial Year 2016, Financial Year 2017 and Financial Year 2018 respectively, growing at a CAGR of 95.68% from Financial Year 2016 and Financial Year 2018 and the total revenue from capture fishery products were ₹ 624.49 million, ₹ 603.50 million , ₹ 782.44 million in Financial Year 2016, Financial Year 2017 and Financial Year 2018 respectively, growing at a CAGR of 11.93% from Financial Year 2016 and Financial Year 2018.

As per the Restated Consolidated Financial Statements, the Company's total income has grown from ₹ 2,055.27 million in Fiscal 2016 to ₹ 6,984.27 million in Fiscal 2018, at a CAGR of 84.34%.

Our Competitive Strengths

We offer a diversified portfolio of seafood products processed from our strategically located facilities.

Our product portfolio comprises of farm-cultivated shrimps and varied capture fishery products such as squids, wild shrimps, octopus, cuttlefish and wide variety of fishes. This diversification enables us to offer varied products based on customer preferences & demands and act as a one-stop shop to our clients. Further, our ability to offer diverse product basket enables us to sustain our growth during changing business cycles and provides us with an ability to manage our business profitability. Our processing facilities are also fungible across products and render flexibility to innovate and improvise our offerings depending on customer requirements.

Our operating facilities are strategically located along the coastal belts of eastern and western coast of India. Having our processing facilities across vast marine rich coastlines provides us with an edge in raw material procurement. The processing facility at Aroor, Kerala procures its raw material from wider capture fisheries sources viz., the Bay of Bengal, Arabian Sea and Indian Ocean and aquaculture. Our processing facility at Gudur, Andhra Pradesh is located within a range of 10-150 kilometers from the various farms leased as well as contracted by us. Both our facilities are located close to the coast and ports, thus facilitating a smooth delivery of raw materials and ensuring a just in time delivery of finished products to our customers. Further, our Aroor facility is approximately 15 Kms from Kochi port and our Gudur facility is approximately 50 kms from Krishnapatnam port and approximately 150 kms from Chennai port. The proximity of both our facilities from the coasts and the ports provide a substantial logistical advantage for the transport of raw materials and our finished products. Owing to our strategic location transportation costs and time are curtailed to a large extent, thereby allowing us to conduct our business operations without any hindrances and mitigate logistical risks. Having multi-location facility also allows us to cater to our customers with respect to the different product requirements. Our ability to offer diversified product from our facilities having product fungibility, allows us to explore business opportunities in each market that we are present in as well as with every client that we cater to.

Scalability of our business on account of systematic and efficient procurement practices.

Timely procurement of quality raw material at competitive prices is one of the key factors for maintaining our growth and profitability. For our aquaculture products, we procure raw material through our own shrimp farms, contract-farming arrangements and from marketers. We believe that our in-house and contract farming efforts as well as our healthy relationship with farmers that we have fostered over the past years enables a high quality, reliable and continuous supply of raw shrimps for processing at our facility located in Gudur.

Further, we procure capture fishery products from local fishermen with whom we have maintained strong relationships over the years as well as through auctions that happen at the fishing harbors. Our Company procures the products by bidding in such open auctions happening in the states of Kerala, Karnataka and Tamil Nadu. Our Company has maintained strong relationships with various marketers in all the aforesaid jurisdictions for ensuring active participation in the capture fishery auction process at the harbours and ensures that our Company procures the best quality capture fishery from such bidding process. Our experience of successfully bidding in such auction processes and our long standing relationship with the fishermen community enables a continuous supply of quality raw material for our capture fishery products to cater to our customer demand and requirements.

We are also into the business of retailing and distribution of shrimp feed and probiotics through our wholly owned subsidiary Gayathri Aqua Sea Food Exports Private Limited. Through our retailing and distribution business, we cater to a number of farmers directly by offering them shrimp feed and probiotic on a harvest-linked credit period wherein the farmers enjoy credit arrangement till the time they harvest and sell their produce. The harvest-linked credit period makes the proposition cost-effective for the farmers since they do not have to invest or block their capital. This business has helped us in fostering good relationship with numerous farmers with an understanding of a preferred customer status for the shrimps harvested through their farms. Further, having direct access to the feed market enables us to provide guidance and assistance to our contract farmers in procuring best quality feed from the market at a very competitive rate. Our internal capability of feed distribution ensures that we have a constant supply of feed without relying on third parties and external factors, thus ensuring that we do not carry a risk any delays or obstacles due to non-availability of the required feed. We believe that our farming arrangement along with our feed retailing and distribution business enables us to have an efficient and systematized procurement of raw materials.

Experienced Management team and diverse promoter holding

We have an experienced and dedicated management team with vast and varied experience across the value chain in the seafood industry. Our Company is promoted by a set of entrepreneurs having decades of experience in seafood business. Our Chairman & Managing Director, Philips Thomas, hails from a family that has traditionally been into seafood export business in India. He is the grandson of O.C. Thomas, who co-pioneered seafood export business in India by using freezing technology in place of erstwhile dried/salted/canned methods of processing for seafood products. Philips Thomas has over 2 decades of experience in the domain of aquaculture, seafood processing and export business. Our other Promoters viz., Abdul Kareem A was the Managing Director of a seafood company for two decades; and Madhukrishna Ganta and Vinod Kumar K P have experience in aqua feed distribution and seafood processing businesses respectively.

The operations of our Company are led by senior management, who have been associated with us and have been instrumental towards the growth of our Company. Our senior management has diverse experience across various areas of our operations and has vast knowledge regarding the commercial aspects of the seafood business. We have been able to assemble a team of professionals having strong knowledge & experience across areas ranging from shrimp farming, feed distribution, quality management, product processing, cold storage, marketing, etc. We believe that the diverse promoter holding and experienced senior management has aptly supported our growth and integrated our operations, thereby transforming us into a multi-product - multi-location seafood exporter.

Our independent directors are professionals in the field of seafood & food processing industry, financial consultancy and human resources, all critical aspects concerning our business and operations. Their vast knowledge and business expertise enables us to draw guidance for taking measured business decisions.

Established Customer Relationships

We majorly export to the markets of U.S.A, EU and Far East. With an operating history of nearly two decades in seafood business, we have developed long-standing relationships with many of our main customers who are situated at various jurisdictions across the globe. As of FY 2018 we had a total of 91 customers spread mainly across U.S.A, EU and Far East. As of FY 2018, FY 2017 and FY 2016 our top ten customers contributed ₹ 3,583.81 million, ₹ 2,007.98 million and ₹ 1,151.60 million, comprising of 51.58%, 49.40% and 56.21% of our total revenues from operations, respectively. Our top ten customers include names such as Chicken of the Sea Frozen Foods, Blue Sea Products LLC, Limson Trading Inc., Sunnyvale Sea Foods, Censea Inc., Pacific Coral Seafood Co Inc. and Arista Industries Inc. We believe that the quality of our diversified product portfolio, timely delivery and competitive pricing have been instrumental in serving our vast clientele and strengthening the business relationships leading to repeat orders. Our past performance track record, market presence, product portfolio, distribution strength and quality consciousness has enabled us to penetrate newer markets and foster & nurture strong customer relationships.

Focus on high quality control measures and research & development initiatives

We export 100% of our farm-cultivated shrimps and capture fishery products to various countries across the world, mainly to U.S.A, EU and Far East. Each area of our operation strictly adheres to the highest level of quality checks and controls at all times. As we are into the business of perishable products, it is imperative that we constantly adhere to strict quality standards. We have constantly upgraded our quality standards over the years to the satisfaction of our customers. We have also been enhancing our R&D mechanism to cater to the changing market trends and customer requirements to ensure that we are capable of offering the best quality of finished products. We have a strong and qualified in-house quality control team and laboratory to ensure that we adhere to the best possible quality checks and standards at all times. Technical and quality assurance teams are deployed across the entire spectrum of our operations. The technical & quality assurance team monitors the shrimp growth and nutritional value of the shrimps

at our own farms as well as those of our contract farmers to ensure optimal yield of raw materials by closely monitoring water & feeding parameters at each of the ponds and farming locations. We also advise third party farmers who have been doing business with us on numerous aspects of shrimp growth, health of shrimps, pond management, feeding techniques, etc. We also deploy technical & quality control team at various harbours to ensure that the data collection with regards to capture fishery products is accurate as also the product that lands meets our standards. This enables us in deciding the level of bidding at the harbours and procurement of capture fishery products through local fishermen. Further, the technical and quality assurance team monitors the product right from raw material stage at the farm gates to receipt of materials to pre-processing and processing of products along with administration of meeting the exact client product specifications to product freezing. Each batch of product at every stage is constantly being checked and monitored for meeting quality standards to customer's expectation at all times. Our labs are equipped with modern quality control equipments and state of the art technology to provide strict quality assurance at each stage of the product life cycle.

Our farms, pre-processing, processing and cold storage facilities are routinely audited by numerous global food accreditation agencies and inspected by our customers, thereby ensuring that quality standards are maintained at all times. Our state of art processing facilities at these locations are certified and approved by various authorities, such as Directorate General of Foreign Trade has accorded the status of Three Star Export House to our Company, NSF Food Safety Certification LLC has certified our Company to meet the requirements of GAA and Best Aquaculture Practices (BAP), MPEDA has registered our Company as an Exporter, NSF Certification UK Ltd. has certified our Company for Global Standard for Food Safety and Intertek Certification Ltd. has also certified our Company for BRC Global Standard for Food Safety. Our Company has been recognised by the GAA's Best Aquaculture Practices team as the first group in India to achieve four-star Best Aquaculture Practices status for shrimp or any species. Export Inspection Council of India approved our Gudur facility for exporting Freezing of Raw / Blanched / Cooked Fish & Fishery Products to all countries excluding Australia & Custom Union and the Aroor processing plant for exporting Freezing of Raw Fish & Fishery products (Block/Blast), Shrimps (Sea caught & Aquaculture), Cephalopods / Histamine & Non-Histamine Forming Fishes to all countries including Australia (except for frozen uncooked prawns) & excluding Customs Union. For more details about the growth trends in the industry please refer to the section titled "*History and other Corporate Matters*" on page 168 of this DRHP.

Leveraging our association with U.S.A based distribution Group Company

We have also forward integrated our operations by having a distribution arm through our Associate Company, Blue Sea Products, LLC in U.S.A., one of our key markets. Apart from being our major distributor, Blue Sea Products, LLC sources seafood products from various jurisdictions globally, for the purpose of distributing the same in U.S.A. This association allows us to penetrate the U.S.A market and enables us to gauge market trends and understand customer preferences, thereby developing product expertise. The total sales for Blue Sea Products, LLC for the financial year ending December 31, 2017 is ₹ 9,143.43 million. Our ability to distribute our own products in the U.S.A. has enabled us to build a strong customer base. Apart from our own distribution efforts, we have also been able to develop direct relationships with food distribution companies Chicken of the Sea Frozen Foods, Limson Trading Inc., Sunnyvale Sea Foods, Censea Inc., Pacific Coral Seafood Co Inc. and Arista Industries Inc. Today, U.S.A is one of our key markets and we derived 70.17% of our total revenue for Fiscal 2018 from U.S.A market. Our strong presence in the U.S.A. market enables us to procure detailed and accurate information about the market trends, customer choices & taste preferences, demands, etc. as well as know-how regarding research and development related procedures along with innovations pertaining to quality and standard checks.

Robust Financial Performance

Our business has been growing in line with the export market trends and demand for shrimp as well as capture fishery products. Our efforts of ramping up our production capacities along with ancillary infrastructure, setting up our own farms & tying up with contract farmers, diversifying the product offering, expanding our customer base and focusing on penetrating newer markets has enabled us to grow our revenues, thereby contributing to our financial strength and profitability. As per the Restated Consolidated Financial Statements, the Company's total income has grown from ₹ 2,055.27 million in Fiscal 2016 to ₹ 6,984.27 million in Fiscal 2018, at a CAGR of 84.34%.

Particulars	Year ended March 31, 2018	Year ended March 31, 2017	Year ended March 31, 2016
Revenue from operations (net) (₹ in million)	6,948.11	4,064.94	2,048.73
EBITDA (₹ in million)	706.25	249.83	80.46
Profit after tax, as restated (₹ in million)	456.25	94.85	2.08
Comprehensive Income, as restated (₹ in million)	476.34	93.14	(0.94)
Return on net worth (%)	30.40	18.42	(0.35)

For a detailed discussion in relation to our financial condition and results of operations, see “*Management Discussion and Analysis of Financial Condition and Result of Operations*” on page 296 of this DRHP.

Our Strategies

Augmenting our processing and pre processing capabilities

Customer preferences have been the biggest driving factor in the seafood industry. Thus, keeping in view the overall industry growth trend and growing customer demands, our Company intends to set up a new processing plant thereby enhancing our processing capabilities. We set up a new facility in Gudur that was commissioned in October 2015 with an installed capacity of 7,200 MTPA. Subsequently in May 2018, we commissioned a new IQF line for Ready-to-cook products with a capacity of 3,360 MTPA. Thus the total installed capacity is enhanced to 10,560 MTPA. Further, we intend to set up a new state of art facility adjacent to our existing processing facility in Gudur. The new facility will have a total installed capacity of 11,520 MTPA of which installed capacity for Ready-to-Cook products would be 3,360 MTPA, high value ready-to-eat products would be 6,720 MTPA and breaded product line would be 1,440 MTPA. With the augmentation of the new facility, the aggregate installed capacity at both the facilities in Gudur would aggregate to 22,080 MTPA. The new facilities will enable us to cater to the increasing customer demand as well as undertake more business from existing as well as new customers. We intend to incur a capital expenditure to the tune of ₹ 941.90 million, which will be utilized from the Issue proceeds. The new facility at Gudur will mainly focus on value added products and specialized high-end ready-to-eat and breaded products, which we believe will be our driving force for our business in the near future. The new plant in Gudur will focus on making specialized high-end products such as Nobashi, Sushi Ebi, Tempura, shrimp rings, shrimp skewers, breaded shrimps, etc for USA, EU and Japanese markets. The new facility at Gudur will have 100% income tax exemption for the first five years of operations and for the subsequent five years 70% of the income will be taxed. The current facility at Gudur has already got tax exemption, which is available for the next 2 fiscal.

Further, we are also in the process of setting up a ready-to eat product facility at Aroor through which we would be able to offer value added capture fishery products. This will help us to cater to retail and restaurant clients as well as derive higher value through these products. We currently have an owned installed capacity of 4,675 MTPA at Aroor. We would be replacing one block / tunnel freezing line and set up a new IQF line in Aroor under “*Scheme for Integrated Cold Chain and Value Addition Infrastructure*” with a capacity of 2,200 MTPA. With the implementation of the new facility, the installed capacities would augment to 5,280 MTPA. Thus, the aggregate current owned capacities at Gudur and Aroor, which stands at 15,235 MTPA, would be augmented to 27,360 MTPA.

To support our processing activity and have effective capacity utilization, we are developing satellite pre-processing centers. The pre-processing centers are closer to the source of raw material and would carry out preliminary processes on raw products like grading, weightment, basic product processes, etc. The products are then sent to the processing facilities for further processes and packaging. Pre- processing activity is a highly labor intensive activity and hence for the scalability of our business it is pertinent that our pre-processing centres are easily accessible to the workforce. Right location of the pre-processing centre will enable us to tap precise amount of human resources. Our strategy to set up a pre-processing plant in Thamminipatnam will enable us to procure raw material in a timely manner from the farms, draw appropriate local workforce and being closer to the Gudur facility will enable easy transportation of material. The pre-processing centre will add to the logistical value of the entire production cycle. We expect to get skilled human resources from adjoining areas, having extensive experience in the field of aquaculture farming and pre-processing. This initiative will ensure that we save time and focus on higher value added products, which will help us in improving our profitability. We intend to incur a capital expenditure to the tune of ₹ 161.40 million for our proposed pre processing facility in Thamminipatnam, which will be utilized from the Issue proceeds for the said purpose.

For further details please refer to the section titled “*Objects of the Issue*” on page 80 of this DRHP.

Strengthening our backward integration by setting up our own hatchery and enhance farming activity.

We have integrated our operations by setting up our own farms and tying up with farmers, thereby exercising control over the quality of raw materials for our aquaculture products. We believe that the success of our business mainly depends on the quality of finished products that we supply to our customers. Currently we have an aggregate farming area of 823.37 acres under our ambit of which 351.56 acres is owned farms on leased land and 471.81 acres of contract farming arrangement wherein we sell the seed and feeds to the farmers and have a first right of refusal on the shrimps being cultivated on their farm land. These farms are located mainly in the state of Andhra Pradesh. We are in the process of further enhancing our farming efforts through leasing additional land and enroll more contract farmers. Having large farm acreage under management will enable us to increase the share of captive raw materials. This will enable us to standardize our offering by improving quality of raw materials as well as improve our product yield thereby improving our profitability. We continuously strive to increase the yield from our farming initiatives by adopting advanced, state of art and innovative method of cultivations. We also have a technical team that educates the farmers about changing farming trends and technology.

For better quality raw material, we have to continuously enhance our farm management practices. In order to improve our farm management practices, we are setting up our own hatchery. Having our own hatchery would enable us to have complete control on the quality of our raw material. We would be able to procure brood stock and produce our own seeds. The seeds would provide us ability to display complete tracking of sources of raw material to our quality control auditors, clients and regulatory agencies. Our strategy of setting up our own hatchery is to ensure best quality and self-monitored shrimp seeds and reduce dependence on any third party for seed procurement. In the process we are also mitigating the risks associated with inferior quality products. We would be supplying the seeds at our own farms, contract farmers and third party farmers from whom we regularly procure raw materials. The hatchery is being set up at Rajupalem Village, Kothapatnam Mandal, Prakasham district at an intended capital expenditure of ₹ 163.01 million, which will be utilized from the Issue proceeds. For further details please refer to the section titled “*Objects of the Issue*” on page 80 of this DRHP. We believe that our hatchery and farming initiative will enable us to boost our sourcing of raw material, ensure quality, widen our product offerings and enhance our profit margins.

Increase our value-added products portfolio and expand our global footprint

We are a diversified seafood company engaged in the business of processing and exporting aquaculture and capture fishery products. Our portfolio consists of Ready-to-Cook and Ready-to-Eat format products across aquaculture mainly consisting of farm cultivated shrimps and capture fisheries consisting of squids, wild shrimps, octopus, cuttlefish and wide variety of fishes. We are in continuous talks with our customers to understand their preferences and demands. Also based on market trends we carry out research & development for enhancing our product offering. It has been our constant endeavour to direct our efforts and resources to cater to the needs of our customers and also to progress by innovating the existing product and entering into newer product categories as per customer preferences. Through years of operations and on the back of customer relationships that we have built over the years, we propose to venture into newer areas of ready-to-eat products like breaded products, high-end specialized value added products, calamari cuts, squids, tempuras, etc. This will help us to further diversify our product portfolio and enable us to satiate the demand of the existing customers as well as penetrate newer markets and customers.

Through the proposed expansion plan in Gudur, we would be adding 11,520 MTPA of processing capacities of which 3,360 MTPA would be for ready-to-cook products, 6,720 MTPA would be for high value ready-to-eat products and 1,440 MTPA for breaded products. The new facilities would enable us to improve our share of value added products as well as enter into the high-end specialized products space. With the new facility we would be able to produce specialized high-end products such as Nobashi, Sushi Ebi, Tempura, shrimp rings, shrimp skewers, breaded shrimps, etc for USA, EU and Japanese markets. The capital expenditure in Gudur has been planned by taking into consideration the changing market trend, increasing demand and customer preferences for such products.

We believe that the demand for aquaculture and capture fishery products is on an upward drive with advent of newer form of value added products. We feel that there is huge customer demand coming from various newer jurisdictions apart from the existing geographies that we cater to. Our ability to produce high-end specialized value-added products would enable us to further widen our product portfolio, which in turn would allow us to expand our customer base in existing as well as newer geographies thereby increasing the proportion of sales from such products in the entire revenue pie. Also larger geographical and customer spread would help us in achieving further economies of scale. We plan to expand our presence in the existing & newer markets by increasing our product offerings and by increasing our customer and distributor base through marketing arrangements with local retailers and wholesale establishments or by establishing an arrangement for direct sale to the end consumer. We believe that this strategy of our Company will boost our sales and result in better financial results.

To improve our technology and research & development platform, for better yield and to ensure higher standard of finished product.

Quality control and quality assurance are critical aspects of our business. Our key markets of U.S.A. and EU have stipulated stringent quality measures for our products. Due to this reason, our customers prefer that quality control & quality assurance standards being followed are stringent and in line with industry standards. We have been constantly upgrading our quality management practices in order to offer a standardized, superior and traceable product to our customers. We thrive to develop and innovate newer and better methods of farming, seed production, pre-processing, processing and packaging of our products. We are in a continuous pursuit to improve and enhance our prevailing R&D and lab facilities in order to better our quality control and quality assurance procedures. We constantly study and try to emulate the best and the newest possible quality management practices for the purpose of our business. We regularly upgrade our labs and R&D facilities as well as our production facilities in order to meet changing customer requirements and align with the evolving techniques, methodology and innovation in the field of aquaculture and capture fishery processing.

We have strong technical and quality assurance teams that are deployed at each stage of the product life cycle. Each of our facilities have a robust R&D and quality lab with qualified quality control personnel to ensure that we adhere to the best possible quality checks and standards at all times. Our labs are equipped with modern quality control equipments and state of the art technology to provide strict quality assurance at each stage of the product life cycle. Our farms, pre-processing, processing and cold storage facilities are routinely audited by numerous global food accreditation agencies as well as customer appointed quality assurance agencies. Our customers also inspect our facilities regularly, thereby ensuring that the quality of our products is maintained and that we meet the best standards at all times. We also do periodical inspection from our end and obtain reports to ensure that proper quality and hygiene standard are maintained above the customer-approved levels. Our state of art processing facilities at these locations are certified and approved by authorities, such as Directorate General of Foreign Trade, NSF Food Safety Certification LLC, MPEDA, Global Aquaculture Alliance (GAA), NSF Certification UK Ltd., Intertek Certification Ltd. and Export Inspection Council of India. Our Company has been recognised by the GAA's Best Aquaculture Practices team as the first group in India to achieve four-star Best Aquaculture Practices status for shrimp or any species.

To set up a captive solar power unit for internal consumption, thus ensuring a reduction in power expenses and carbon footprint.

We intend to set up a 4-megawatt captive solar unit for internal consumption at our existing Gudur facility. The solar plant will meet a part of the power requirement of the existing as well as upcoming processing facilities at Gudur. This initiative will help us reduce power consumption expenses by replacing grid power with solar power. This will also ensure that we have an uninterrupted power supply and reduction in reliance on external power. The solar power plant will also provide us an opportunity to move towards a greener and eco friendly environment and reduce carbon footprint. Of the proposed 4-megawatt capacity at Gudur, our Company would construct 1-megawatt captive solar unit on the roof of the existing processing facility, 1-megawatt captive solar unit on the roof of the proposed new processing facility and 2-megawatt captive solar unit on the land owned by our Company.

We intend to incur a capital expenditure to the tune of ₹ 282.63 million, which will be utilized from the issue proceeds. The solar plant would be set up at our Gudur facility situated at Nellore District, Chillakur Mandal, Voduru Village, Voduru Panchayat, Andhra Pradesh. For further details please refer to the section titled “*Objects of the Issue*” on page 80 of this DRHP.

Expansion plan under the “Scheme for Integrated Cold Chain and Value Addition Infrastructure under Pradhan Mantri Kisan Sampada Yojana”

Our Company plans to initiate an expansion plan under the “Scheme for Integrated Cold Chain and Value Addition Infrastructure under Pradhan Mantri Kisan Sampada Yojana” (Scheme)

We believe that this expansion plan under the said Scheme will boost our production capability in quantity as well as variety. The expansion plan will enable us to offer value added ready-to-cook capture fishery products. It will enable us to cater to retail and restaurant clients as well as derive higher value from these products and enhance our quantity of output of our aquaculture products and be able to cater to the rising demand of our existing as well as new customers.

To avail the benefits under the scheme and to receive a maximum grant aid of ₹ 100 million, our Company needs to do the following:

- Avail term loan from the Bank / Financial Institutions (FI) for an amount not less than 20% of the project cost.
- The project needs to be appraised from the bank/financial institution specific to the proposal. Detailed Project Report /Techno Economic Viability Report merely stamped or endorsed by the Bank/ financial institution.
- Infusion of equity of at least 20% of the total project cost respectively for projects.

The grant will be restricted only to the plant & machinery and technical civil work created subsequent to the submission of the proposal.

OUR PRODUCTS

We are a diversified seafood company engaged in the business of processing and exporting aquaculture and capture fishery products. Our portfolio consists of Ready-to-Cook and Ready-to-Eat format products across aquaculture mainly consisting of farm cultivated shrimps and capture fisheries consisting of squids, wild shrimps, octopus, cuttlefish and wide variety of fishes.

WHITE SHRIMP (L. VANNAMEI)

Whiteleg shrimp (*Litopenaeus vannamei*), also known as Pacific white shrimp, is a variety of shrimp that is being farm raised or marine cultured or wild caught. *Litopenaeus vannamei* grows to a maximum length of 230 millimeters (9.1 in), with a carapace length of 90 mm (3.5 in). It is restricted to areas where the water temperature remains above 20 °C (68 °F) throughout the year. It is one of the most well known breed of shrimp across the world and is one of the largest shrimp specie that is being exported from India.

In *Litopenaeus vannamei* we process the following different types of raw shrimp [ready to cook and ready to eat]

- (a) Head On, Whole Shrimp
- (b) Headless, Shell-on, Shrimp
- (c) Easy Peel Shrimp
- (d) Peeled, Deveined, Tail-on Shrimp
- (e) Peeled Un-deveined, Tail-on Shrimp
- (f) Peeled, Deveined, Tail-off Shrimp
- (g) Peeled, Un-deveined Shrimp
- (h) Peeled Vein Peeled and Deveined Shrimp
- (i) Butterfly Shrimp
- (j) Skewered Shrimp



Our Company is also in the business of capture fishery products and mainly deals with the following products:

- (a) Wild caught shrimps (*Fenneropenaeus Indicus*, *Parapenaeopsis Styliiferra*, *Aristeua Alcocki*, *Solenocera Crassicornis*, *Heterocarpus Woodmasoni*)
- (b) Squid (*Loligo Duvauceli*, *Uroteuthis Sibogea*, *Doryteuthis Sibogae*)
- (c) Cuttlefish (*Sepia Pharaonis*)
- (d) Octopus (*Octopus Membranaceous*)
- (e) Fishes mainly - Yellow Fin Tuna (*Thunnus Albacares*) Skip Jack Tuna (*Katsuwonas Pelamis*) Reefcod (*Epinephelus Malabaricus*) Ribbon Fish (*Lepturacanthus Savala*) Mackarel (*Rastrelliger Kanagurta*) Sardine (*Sardinella Longiceps*)


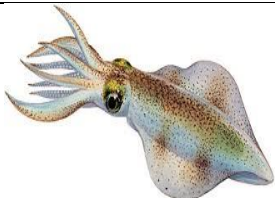








We also cater to the value added products pertaining to capture fishery products as per the customer preferences, such as:

Squid: Whole, Whole Cleaned, Tubes, Rings, Tentacles

Cuttlefish: Whole, Whole Cleaned, Strips, Fillets, Tentacles

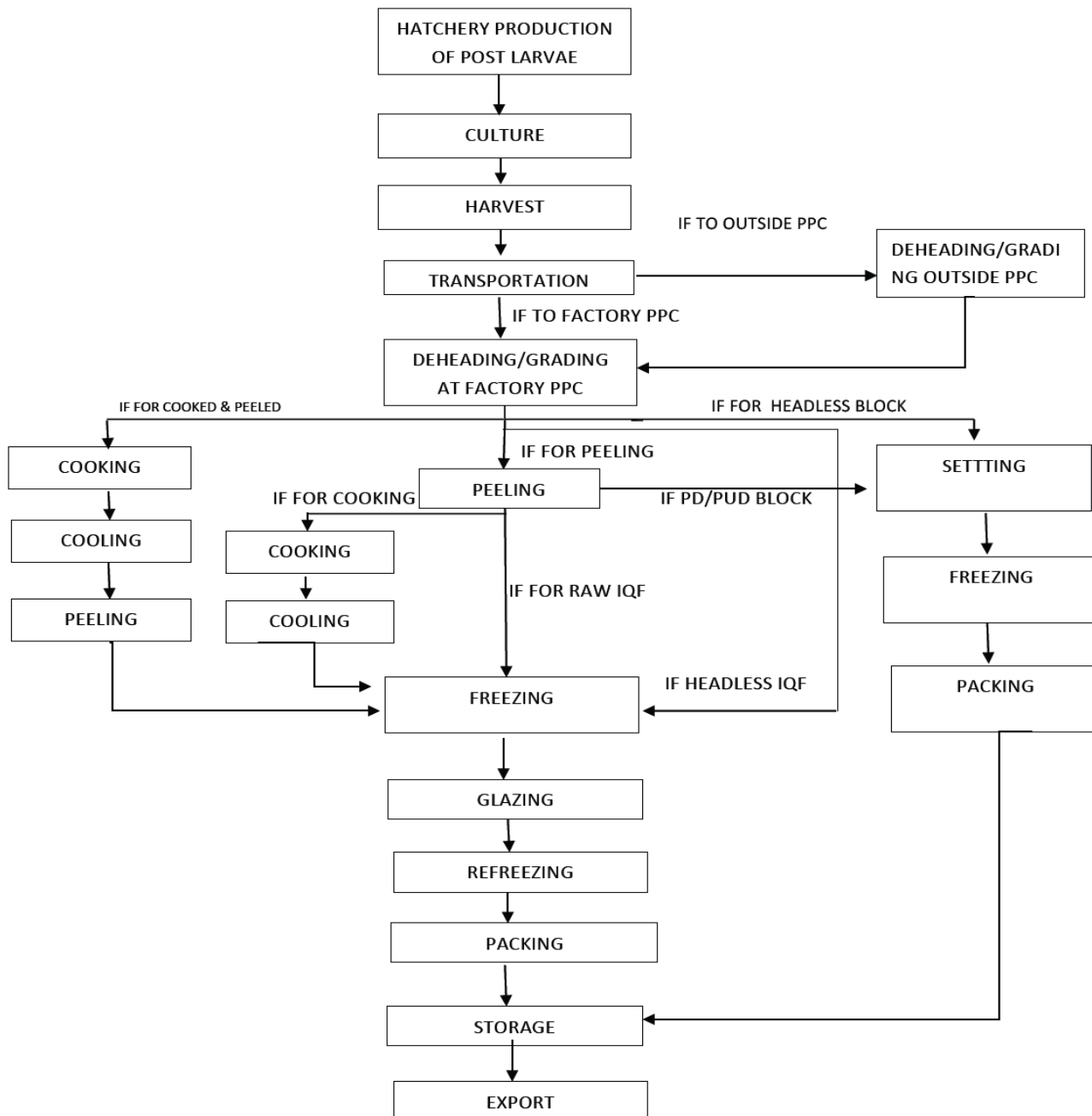
Octopus: Whole, Whole Cleaned

Fishes: Whole, Head on Gutted, Gilled & Gutted, Steaks, Fillets, Loins

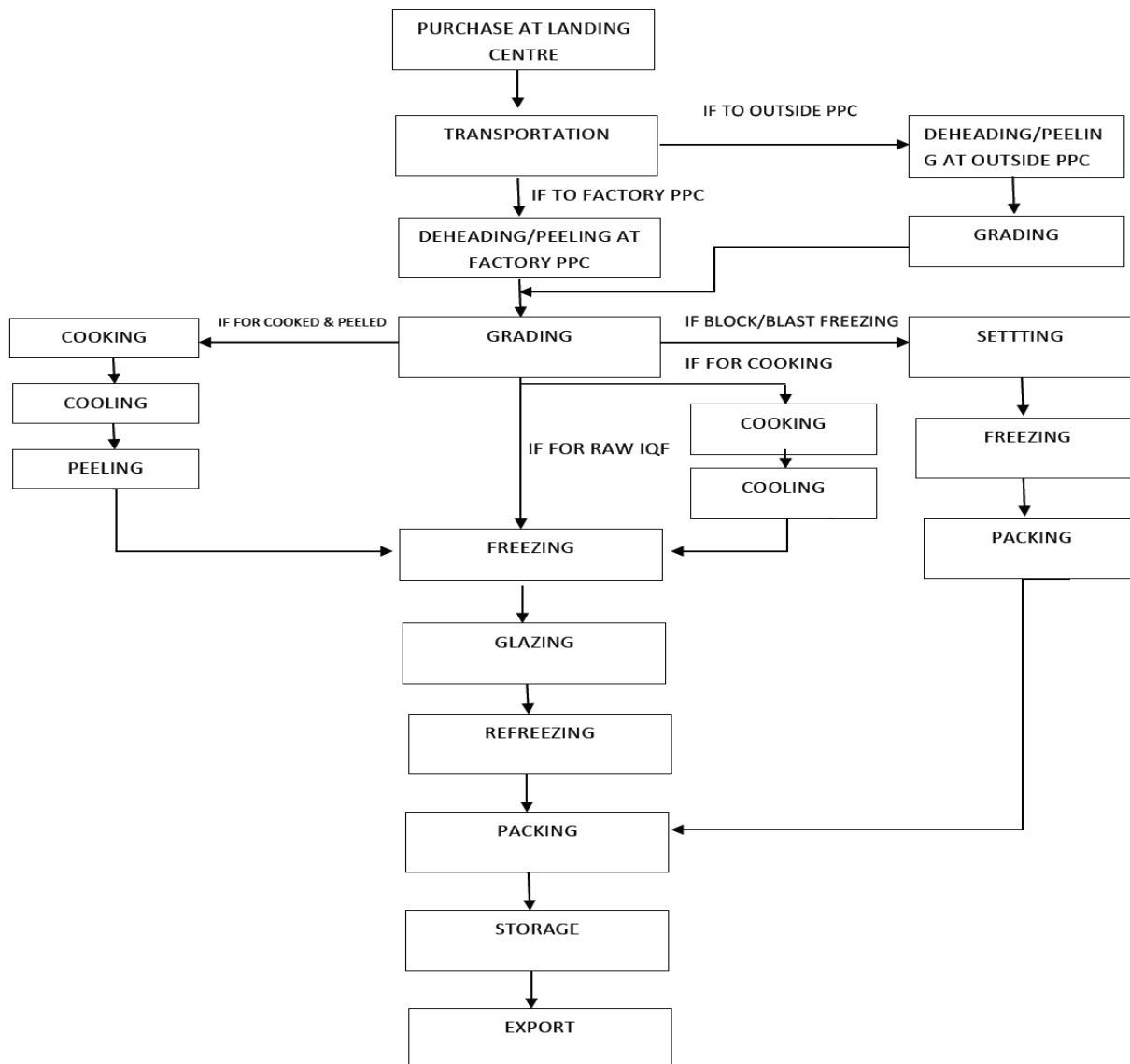
Wild Caught Shrimps		Squid	
Octopus		Cuttlefish	
Yellow Fin Tuna		Sardine	
Reefcod		Skip Jack Tuna	
Ribbon Fish		Mackerel	

BUSINESS PROCESS FLOW CHART

Aquaculture



Capture Fishery



Farming process

Our own farming of raw material requirements allows us to enjoy the cost advantage over outside purchases of shrimp and also allows us an upper hand on the control and check of the quality of the shrimp. Generally the size of the pond is 2-7 acres. Soil and salinity testing along with water parameter checks are conducted before the selection of a land for farming. The pond will be selected only if the required parameters are met.

The Shrimp farming process is divided into the following:

- Pond preparation
- Bio-security measures
- Water filling
- Shrimp stocking and feeding
- Maintenance of oxygen levels in the ponds with the help of sufficient aerators
- Managing the levels of water parameters along with mineral content
- Harvesting

Shrimp in the ponds are fed quality formulated feed that is procured from our in house feed distribution arm that is housed in our subsidiary. At different levels of growth of shrimp, different type of feed is used. Daily feed quantities are calculated based on estimates of density, mean individual shrimp weight, survival and body weight percentage to feed. To prevent mortality or diseases, pro-biotics are used. Feeding would be done 4-5 times a day and aerators would be stopped during those times. We also manage the levels of water parameters along with mineral content at all times.

Our Company is using PE (Polyethylene) lined ponds and earthen ponds for cultivation of shrimps in our leased farms and on farms belonging to our contract farmers. Our Company owns a large number of aerators, which help in maintaining the oxygen levels in water maintaining correct hygiene and quality. Water is checked for pH levels and chlorination levels at all times to ensure that appropriate quality standards are duly maintained. Our Company has undertaken all bio-security measures and optimum quality control measures at our sites. Our Company's farming methods do not impact the environment, as it does not release any effluents from shrimp ponds.



Raw material procurement

Depending on customer requirements and the programmes that we work on along with our customers, we procure our raw material from either the aqua farms or fishermen or harbours. For the aquaculture products, our Company procures raw farm cultivated vannamei shrimps from our own aquaculture ponds, contract farmers and third party farmers as well as marketers. The farms are located on the coastal districts of Andhra Pradesh viz. Nellore, Guntur, East Godavari, West Godavari, Krishna, etc. Further, we also procure the raw shrimps from the states of Orissa, Gujarat, Maharashtra, etc. depending on the order specifications of our customers. Our Company's total cultivable shrimp farming land as on May 31, 2018 is 823.37 acres with 351.56 acres of leased land and 471.81 acres of contract farming arrangement with an understanding that the raw materials procured from such contract farming land will be given to us on a right of first refusal basis. The aforesaid extent of farms contains numerous ponds of varied sizes wherein we cultivate our raw shrimp. We believe that qualified & experienced personnel, stringent quality control measures and innovative farming & harvesting methodologies at our farms have yielded better quality shrimp output. Further, over the years, our promoters have developed strong relationships with third party farmers. Also, our feed retailing and distribution business enables us to foster relationships with farmers. For our own farms as well as those of the contract farms we procure seeds from certified hatcheries.

For the capture fishery products, we procure fresh sea caught seafood products viz., squids, wild shrimps, octopus, cuttlefish and wide variety of fishes. These are fresh sea catches that are procured directly from local fishermen with whom we have maintained strong relationships over the years or from the fishing harbours through auction process. Our Company procures the products by

bidding in such open auctions taking place in the states of Kerala, Karnataka and Tamil Nadu coast. Our Company has maintained strong relationships with various marketers at all the aforesaid jurisdictions to collect market intelligence about raw product landings at various harbors. The market data enables us to evaluate the product on numerous specifications related, but not limited, to size of capture, weighment, habitat, water & salinity levels, etc. and thus ensuring our level of participation during each bidding process and enable procurement of high quality sea caught products. Our experience of successfully bidding in such auction processes and our long standing relationship with the fishermen community enables a continuous supply of quality raw material for our capture fishery products to cater to our customer demand and requirements.

Our Company has detailed knowledge on shrimp farming, counts, quality, availability of volumes and market rates. Our Company's purchasing staff, under the direct control of our director, supervises the harvest of the shrimp, check for size, weight and quality of the shrimp. The team ensures that efficient transit of raw material to our processing plants through the farm / harbour gates wherein the raw material is collected in ice tubs / crates and transported to the pre-processing / processing plants through our own reefer trucks.

For the feed business, we procure a variety of feeds directly from the feed manufacturers. Our team is in constant touch with the our farmer clients to understand the shrimp cultivation trends and it collects lot of on-ground data to devise the procurement pattern for the period ranging from 15 days to 3 months. We procure the feed from the manufacturer's warehouses closest to our retail depots.

Facilities and location of the existing unit:

Aroor processing unit

The processing unit situated in Aroor is strategically located in the coastal belt of Kerala, thus giving us an access to the western coast of India. The Aroor plant is our first plant and our operations in Aroor started in the year 2000 on a leased basis arrangement with M/s. Roshan Foods Private Limited and subsequently we took over the facility from M/s. Roshan Foods Private Limited in the year 2007 and the Government of Kerala also reissued the lease arrangement for the land with our Company vide an Order dated October 18, 2007 bearing the number D/3847/05 issued by the General Manager, Districts Industry Centre, Alappuzha, Kerala for a period of 99 years. The registered office of our Company is based out of our Aroor facility. It is easily accessible by every means of transport. It is in Allepey district of Kerala, which is well connected by road, rail, air and sea. The closest railway station is Cochin railway station, which is 15 kms away. The closest airport to Aroor is Cochin airport, which is located at a distance of approximately 40 kms and the closest port to Aroor is Cochin port, which is located at a distance of 10 kms. The Aroor processing plant is situated on a total of 56 cents, which is leased from the Government of Kerala. The processing unit processes and exports aquaculture and capture fishery products.

Gudur processing unit

The processing unit situated in Gudur is strategically located in the coastal belt of Andhra Pradesh. The processing plant is owned by our Company and is spread across 36.07 acres of land with spacious buildings made of RCC and PEB structures (for processing plant and storage of products). The buildings are designed in the most suitable way for processing and for maintenance of good hygiene and sanitation. It is easily accessible by every means of transport. It is 12 kilometers away from Gudur at Voduru village, which is well connected by road, rail, air and sea. The closest railway station is Gudur railway station, which is 12 kms away. The closest large airport to Gudur is Tirupathi airport located at a distance of approximately 90 kms and the closest international airport to Gudur is the Chennai airport, which is located at a distance of approximately 150 kms. The closest port to Gudur is Krishnapatnam port, which is located at a distance of 50 kms. The processing unit process aquaculture products.

The location of the existing processing plant has the advantages of transportation of its finished products to ports in a very short time for export purpose and is also situated in a convenient distance from raw material procurement areas as most of the farms are located at a vicinity of 10-200 kms. Our reefer / insulated vehicles with refrigeration capabilities enable us to carry out our local logistical requirements i.e., from farms to the processing facilities. Flatbed trailers provided by our clearing agents assist us in transporting the reefer containers from the facilities to the ports, for the purpose of exporting the final product to our respective customers.

The Company also believes in the concept of green initiative and have utilised a part of the property for the purpose of agricultural farming. The Company has installed effluent treatment plant for treatment of wastewater generated in the entire production process. The wastewater is treated in the effluent treatment plant and discharged into our farms located on own and leased lands for farming purpose. The Company has obtained the consent for operation from Andhra Pradesh Pollution Control Board.



Capacity and Capacity Utilization for the last 3 years

Segment	Fiscal 2018		Fiscal 2017		Fiscal 2016	
	Installed Capacity (MTPA)	Capacity Utilisation (%)	Installed Capacity (MTPA)	Capacity Utilisation (%)	Installed Capacity (MTPA)	Capacity Utilisation (%)
Owned Capacities						
Gudur*	7,200	95%	7,200	66%	7,200	31%*
Aroor	4,675	70%	4,675	56%	4,675	56%
Leased facilities**	749	17%	749	27%	1,949	57%

* Commercial operations commenced in October 2015

** Company has discontinued operations at the leased facilities by March 2018

Plant and Machinery

Our Company has deployed the most suitable and advanced technology at the processing facilities located at Aroor and Gudur thereby ensuring that the finished processed product is of the best quality. Our Company is equipped with modern processing machinery and equipment to produce products conforming to the standards and quality as expected by of our customers. Periodical maintenance and upgradation at regular intervals has enable us to maintain maximum efficiency. Our plant and machinery are designed in a manner wherein they can cater to the processing of shrimp as well as capture fisheries and seafood simultaneously. Our facilities in Aroor and Gudur are well equipped with the various machineries required for processing, such as IQF freezers, plate freezers, blast freezers, cookers & boilers, pre-processing equipments, refrigeration equipments, flake ice machine, filth washing machines, deheading conveyors, grading machines, peeling tables, agitators, tube ice machine, rainfall chiller, infeed conveyor, freezer, glazer and glaze hardener, setting conveyors, digital weighing scales, etc.

Packing

Packing of the finished product is one of the last stages of our entire process flow and product cycle. Once the product is frozen, it is duly packed in the packaging material in the safest manner as per the packaging material approved by our customers and in conformity with the industry standards. Such final packed product is kept in the cold storage to ensure that the same is maintained in the best quality and is ready to be exported to the customers. All such final packed products are exported vide refrigerated shipping containers to our respective customers.

Cold Storage

We have cold storage facility attached to both our facilities at Aroor and Gudur. The Aroor facility cold storage has a total storage capacity of 420 tons and the Gudur facility cold storage has a total storage capacity of 1740 tons that is fully palletized as well as mechanized.

Technology

We have deployed the latest technologies at our processing facilities that enable us to attain global quality standards for our end products. The facilities are fully equipped with freezers and equipment for processing and storing the products and to provide and end-to-end solution across the entire product life cycle. We have been regularly upgrading our facilities and we believe that our technology is advanced and well equipped to cater to the growing demand for our products in the aquaculture as well as the capture fishery industry. We have also been upgrading and adopting latest technology standards to be in line with international standards for quality control, hygiene and sanitation across the entire product life cycle i.e., from raw material procurement to processing to freezing and packaging the end products.

Collaborations, any Performance guarantee or assistance in marketing by the Collaborators

Our Company has not entered into any collaboration agreement or performance guarantee agreements.

Sales and Marketing

We have a distribution arm, through our Associate Company Blue Sea Products, LLC, in U.S.A. which is one of our key markets. This association allows us to penetrate the U.S.A market and enables us to gauge market trends and understand customer preferences, thereby developing product expertise. We believe that on ground presence of our distribution arm in the U.S.A. is one of our core strengths in enhancing our export sales. Our ability to distribute our own products in the U.S.A. has enabled us to build a strong customer base. Apart from our own distribution efforts, we have also been able to develop direct relationships with food distribution companies and a retail chains like Chicken of the Sea Frozen Foods, Limson Trading Inc., Sunnyvale Sea Foods, Censea Inc., Pacific Coral Seafood Co Inc. and Arista Industries Inc. Our strong presence in the U.S.A. market enables us to procure detailed and accurate information about the market trends, customer choices & taste preferences, demands, etc. as well as know-how regarding research and development related procedures along with innovations pertaining to quality and standard checks.

Human Resources

As on May 31, 2018 we have a total workforce of 1,723 employees. Our manpower is experienced in the field of aquaculture and capture fishery business, which gives us dual advantage of stability and growth in this industry and also ensures that we have a better edge in managing the business of aquaculture in a competitive manner.

Human resource is an asset to any business across industries. We believe that our employees are the key to the success of our business. Our work force is a critical factor in maintaining quality and safety standards across the product life cycle, thereby strengthening our competitive position. As a tool to maximize our employee performance, our human resource policies focus on hiring, training and retaining our employees.

Our key employees have many years of pertinent experience and expertise in the field of aquaculture and capture fisheries, which is imperative for the growth of the business of our Company.

Competition

Our Company operates in a highly competitive market, where there are a large number of players in the organized and unorganized sectors. We face competition from various domestic competitors including but not limited to companies such as Apex Frozen Foods Limited, Zeal Aqua Limited and Avanti Feeds Limited, whose equity shares are listed on the stock exchanges. Our experience in this business has enabled us to provide quality products in response to customer's demand for best quality.

Export

We are an export oriented Company, deriving majority of our revenues through sales to international customers. Our primary revenue is generated from U.S.A market. Below is the table detailing the revenue percentage generated for the Fiscal 2018, 2017 and 2016

Region	2017-2018		2016-2017		2015-2016	
	₹ (in million)	(%)	₹ (in million)	(%)	₹ (in million)	(%)
USA	4,572.02	70.66%	2,863.58	75.93%	1,284.04	66.48%
Rest of the World	1,214.86	18.78%	907.90	24.07%	647.39	33.52%
India	683.34	10.56%	-	-	-	-
Total Revenue from Sale of products	6,470.22	100.00%	3,771.47	100.00%	1,931.42	100.00%

Intellectual Property Rights

Our Company has filed various trademark application and have also obtained registration certificates for few. For further details please refer to the section titled “*Government and Other Approvals*” on page 323 of this DRHP.

Health, Safety and Environmental measures

Aquaculture and capture fishery processing business is subject to a number of laws and regulations. These include in particular, regulations on technical safety and environment protection, including restriction of air pollution and noise, discharge of waste products, effluent treatment and other occupational health and safety regulations. We aim to comply with all applicable health and safety regulations and other requirements in our operations and have adopted the best possible safety, health and environment policies and procedures that are aimed at complying with the applicable laws. For further details please refer to the section titled “*Regulations and Policies*” and “*Government and Other Approvals*” on pages 160 and 323 respectively.

Property

The following table sets forth information concerning certain of our principal properties in India:

S. No	Type of Property/Location	Owned/Leased	Primary Activity/Use
<i>Buildings</i>			
1.	Alappuzha District, Chertala Taluk, Aroor Panchayat Building No. 2/688.	Leased	Registered Office and Processing plant.
2.	Alappuzha District, Chertala Taluk, Aroor Panchayat Building No.	Owned	Workers Quarters
3.	Nellore District, Chillakur Mandal, Voduru Village, Voduru Panchayat Building No	Owned	Gudur processing Plant
4.	Nellore District, Ozili Mandal, Chilamanchenu Panchayat Building No	Leased	Pre-processing facility
<i>Land</i>			
1.	Nellore District, Chillakur Mandal, Voduru Village, Sy Nos. 499-1A1, 496-2, 496-1B, 499-1A2: 10.70 acres	Owned	Gudur factory
2.	Nellore District, Chillakur Mandal, Voduru Village, Sy Nos. 497/1, 497/2: 3.15 acres	Owned	Gudur factory
3.	Nellore District, Chillakur Mandal, Voduru Village, Sy Nos. 498/1, 498/2, 500/1, 500: 12.52 acres	Owned	Gudur factory
4.	Nellore District, Chillakur Mandal, Voduru Village, Sy Nos. 421-3E2, 421-3G: 47 cents	Owned	Gudur factory
5.	Nellore District, Chillakur Mandal, Voduru Village, Sy Nos. 500, 501: 2.15 acres	Owned	Gudur factory
6.	Nellore District, Chillakur Mandal, Voduru Village, Sy Nos. 503: 0.32 acres	Owned	Gudur factory
7.	Nellore District, Chillakur Mandal, Voduru Village, Sy Nos. 499/1C, 499/1D, 497, 498, 1008, 499/3: 6.76 acres	Owned	Gudur factory
8.	Nellore District, Chillakur Mandal, Voduru Village, Sy Nos. 371/5, 371/3, 371/6, 421/3F, 421/5: 1.42 acres	Owned	Water Source
9.	Nellore District, Chillakur Mandal, Voduru Village, Sy Nos. 426/A1, 427/1: 1.56 acres	Owned	Worker Quarters
10.	Nellore District, Podalakuru Mandal, Biradavolu Village, Sy Nos 363-1A, 372/A1, 373, 372/A: 12.42 acres	Owned	Proposed pre-processing facility
11.	Ernakulam District, Kochi Taluk, Edavanakad Village, Sy Nos 451, 450/2,3: 0.80425 acres	Owned	Proposed pre-processing facility
12.	Alappuzha District, Chertala Taluk, Aroor Village Sy Nos 17-1/2: 0.07055 acres	Owned	Workers Quarters
13.	Nellore District, Ozili Mandal, Raghavareddypalem Village, Sy Nos 45-1, 45-2, 45-3: 5.07 acres	Leased	Pre-processing facility
14.	Alappuzha District, Chertala Taluk, Aroor Village Sy Nos 408/9-3, 408/17-1, 409/9B-2, B4, B3/2, 409/8B6, 409/D2: 0.68 acres	Leased	Site of proposed cold storage cum pre-processing facility
15.	Alappuzha District, Chertala Taluk, Aroor Village Sy Nos 410/1, 411/1A: 0.56 acres	Leased	Aroor Existing factory

In addition to the above, our company has entered into lease agreements for 351.56 acres of land as on the date of this Draft Red Herring Prospectus with various parties with an object of doing farming on its own.

Our Company has also entered into an arrangement of Agreement for Sale dated May 05, 2018 with Munnangi Hacheries Private Limited for a property situated at Rajupalem Village, Rajupalem Gram Panchayat, Kothapatnam Mandal, Ongole Sub registration, Prakasham District for a land admeasuring an extent of 4 acres 02 cents and another Agreement for Sale dated April 26, 2018 with Penna Shipyard and Logistics Private Limited for a property situated at Thamminipatnam Village, Thamminipatnam Panchayat, Chillakuru Mandal, Gudur Registration District, Gudur Sub – Registration for a land admeasuring an extent of 15 acres 56 cents.

Insurance

We maintain insurance policies with independent insurers in respect of our products, plant & machineries, furniture, marine transit, credit insurance, buildings, office equipments, vehicles, inventories, covering losses due to fire, burglary and a range of natural disasters.

The various insurances have been taken after analyzing the risk attached to every sector and dimension.

Corporate Social Responsibility (CSR)

We believe that corporate social responsibility is an integral part of our operations. Our CSR initiatives are aligned with the requirements under the Companies Act, 2013 and strive to contribute to our commitment towards the community by committing our resources and energies to social development. During the Fiscal 2018, we have been involved in various CSR activities involving an amount of ₹ 6,80,000/- which included contributions to St. George's Higher Secondary School, Puttekkara, Centre for Empowerment & Enrichment for purchase of equipment under the project Jyothi – 2018 for the differently abled, Dialysis Unit of Taluk Hospital, Thuravoor, Society for Rehabilitation of the visually challenged towards working fund for academy for football training for blind people; and Aroor Industries Association towards work related to fire station.

REGULATIONS AND POLICIES

The following description is an indicative summary of certain relevant laws and regulations as notified by the Government of India or State governments, which are applicable to our Company and our Subsidiary. The information in this chapter has been obtained from publications available in the public domain. The regulations and their descriptions set out below may not be exhaustive, and are only intended to provide general information to the Bidders, and are neither designed nor intended to substitute for professional legal advice. The statements below are based on the current provisions of applicable law, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions. For information regarding regulatory approvals obtained by our Company and our Subsidiary, see “Government and Other Approvals” on page 323.

Set forth below are certain significant legislations, regulations and policies that generally govern the sector in which we operate:

Laws Relating to Processing and Exporting of Marine Products:

The Marine Products Exports Development Authority Act, 1972

The Marine Products Export Development Authority Act, 1972 (“**MPEDA Act**”) has been enacted to provide for the establishment of the Marine Products Export Development Authority (“**MPEDA**”), an authority that is responsible for the development of the marine products industry, under the control of the Union and for matters connected therewith, with special reference to exports from India.

Further, under the MPEDA Act, every owner of a fishing vessel, processing plant or storage premises for marine products or conveyance used for the transport of marine products shall before the expiration of one month from the date on which he first became owner of such fishing vessel, processing plant, storage premises or conveyance, or before the expiration of three months from the date of coming into force of this section, whichever is later, apply to the authority for registration under this Act of every such fishing vessel, processing plant, storage premises, or conveyance owned by him.

MPEDA may, by notification in the Gazette of India, declare all varieties of fishery products, known commercially as shrimp, prawn, lobster, crab, fish, shell-fish, other aquatic animals or plants or part thereof and any other products to be ‘marine products’ for the purposes of MPEDA Act. Registration of exporters, fishing vessels and other processing entities is one of the statutory functions of MPEDA under Section 9(2)(b) and (h) of the MPEDA Act. Registration as an exporter is granted under section 9(2) (h) of MPEDA Act read with rules 40, 41 and 42 of the Marine Products Export Development Authority Rules, 1972.

Coastal Aquaculture Authority Act, 2005

The Coastal Aquaculture Authority Act, 2005 (“**CAA Act**”) provides for the establishment of a Coastal Aquaculture Authority (“**CAA**”) for regulating the activities connected with coastal aquaculture in the coastal areas. The CAA Act also provides that no person shall carry on, or cause to be carried on, coastal aquaculture in a coastal area which lies within such Coastal Regulation Zone as is specified there under and is not used for coastal aquaculture purposes on the establishment of the CAA unless the farm is registered with the CAA.

It is mandatory for anyone carrying on coastal aquaculture to register their farm with the CAA. Registration may be obtained for a period of five years, which can be renewed further. The registration process would be continued in respect of new farms as well as farms that may be renovated for taking up coastal aquaculture activities in future. Violation of any of the provision shall attract punishment including imprisonment for a term which may extend to three years or with fine which may extend to one lakh rupees, or with both. However, this Act prohibits coastal aquaculture from being carried on (i) within two hundred meters from high tide lines; and also (b) in creeks, rivers and backwaters within the Coastal Regulation Zone declared for the time being under the Environment (Protection) Act, 1986.

The Kerala Inland Fisheries and Aquaculture Act, 2010

The Kerala Inland Fisheries and Aquaculture Act, 2010 (“**Act**”) has been enacted to provide for the sustainable development, management, conservation, propagation, protection, exploitation and utilization of the inland fishery sector in the State and for promoting social fisheries and to regulate and control responsible aquaculture activities and to ensure protection of livelihood and traditional rights of fishermen and to ensure the availability of nutritious fish and food security to the people and for matters connected therewith or incidental thereto.

Further, under the Act, no person shall engage in aquaculture, filtration or conducting hatchery in inland water bodies except with a certificate of registration or license obtained in accordance with the provisions of this Act or the rules made there under.

Fisheries Policy 2015-2020 Government of Andhra Pradesh, Fisheries Department (“Fisheries Policy”)

The Government of Andhra Pradesh has identified the Fisheries sector as one of the Growth Engines for socio- economic development of the new State of Andhra Pradesh. The Government has considered it necessary to specifically undertake a Fisheries Policy with a view to determining the nature and scope of current priorities; the role and contribution of the Fisheries Sector to meet these priorities; the strengths; potentials and constraints of the sector and the interventions and incentives needed make the sector more responsive to the current demands on it. This policy outlines the developmental objectives, management measures and strategies to be implemented for the next five year period.

This policy outlines the developmental objectives, management measures and strategies to be implemented for the next five year period. The policy will aim to help the state in modernizing the fisheries sector by creating a stakeholder friendly eco-system for attracting new technology and investments. Put in place appropriate mechanisms to ensure that fisheries and aquaculture are sustainable with ecological integrity and biodiversity. Further, the policy promotes innovation and will ensure technology up gradation and also safeguard the rights of small fishermen, encourage increased participation of women and implement schemes for welfare of fishermen with defined outcomes.

The following are the objectives as contemplated under the Fisheries Policy:

- ensure sustainable socio economic development of people involved in fisheries;
- safeguard the rights of small fishermen, encourage increased participation of women in this sector and implement schemes for welfare of fishermen;
- creating an excellent environment to attract private sector investments in the fisheries sector through legislative and policy support;
- put in place appropriate mechanisms to ensure sustainable fisheries and aquaculture to ensure ecological integrity and biodiversity;
- promote high value fishery resources and their processing for value addition;
- modernize the fisheries sector by importing new technologies;
- promote innovation and encourage technology up-gradation through research and development;
- assist in domestic market development through incentivization of local bodies and private sector players to create modern cold chain and hygienic fish markets;
- promote export market through quality management, packaging, labeling, marketing and brand development;
- enhance human resource development to make the fisheries sector an efficient and professionally managed sector;
- ensure sanitary and phyto-sanitary standards in all the stages of fisheries and aquaculture;
- encourage public private partnerships in all segments of the fisheries value chain.

Guidelines for culture of *Litopenaeus vannamei* in fresh water / inland farms

The Guidelines for Culture of *Litopenaeus vannamei* in fresh water/inland farms (“**Vannamei Guidelines**”), as notified by Central Govt. by way of a notification dated April 29, 2013, *inter alia*, provide that farmers who are desirous of cultivating *Litopenaeus vannamei* in fresh water/inland farms located outside the jurisdiction of the CAA, having water salinity above 0.5 PPT, will be required to register their farms with the relevant State Fisheries. However, the farms located within the jurisdiction of CAA shall register with CAA itself. Farmers are also inter-alia required to maintain records as set out under the Guidelines. Farmers are also prohibited from using banned drugs and antibiotics as per the list appended under the Vannamei Guidelines. The Vannamei Guidelines also inter-alia stipulate certain security related measures to be undertaken in respect of the farms.

Food Safety and Standards Act, 2006

The Food Safety and Standards Act, 2006 (“FSSA”) seeks to consolidate the laws relating to food and establish the Food Safety and Standards Authority of India (“FSSAI”) for setting out scientific standards for articles of food and to regulate their manufacture, storage, distribution, sale and import to ensure availability of safe and wholesome food for human consumption. The standards prescribed under the FSSA include specifications for ingredients, contaminants, pesticide residue, biological hazards and labels. Under Section 31 of the FSSA, no person may carry on any food business except under a license granted by the FSSAI. The FSSA sets forth the requirements for licensing and registering food businesses in addition to laying down the general principles for safety, responsibilities and liabilities of food business operators.

Every person or manufacturer who is carrying out any of the activities related to any stage of manufacture, processing, packaging, storage, transportation, distribution of food, import and includes food services, catering services, sale of food or food ingredients shall obtain license under this act and shall comply with all the provisions under this act.

Legal Metrology Act, 2009

The Legal Metrology Act (“**LM Act**”) was enacted so as to establish and enforce standards of weights and measures, regulate trade and commerce in weights, measures and other goods which are sold or distributed by weight, measure or number and for matters connected therewith or incidental thereto. Under the provisions of the LM Act, pre-packaged commodities are required to bear statutory declarations and entities are required to obtain a registration of the instruments used before import of any weight or measure. Approval of model is required before manufacture or import of any weight or measure. Without a license under the LM Act, weights or measures may not be manufactured, sold or repaired.

The Legal Metrology (Packaged Commodities) Rules, 2011 were framed under section 52(2)(j) and (q) of the LM Act and lays down specific provisions applicable to packages intended for retail sale, whole sale and for export and import. A “pre-packaged commodity” means a commodity which without the purchaser being present is placed in a package of a pre-determined quantity. No person shall manufacture, pack, sell, import, distribute, deliver, offer, expose or possess for sale any pre-packaged commodity unless such package is in such standard quantities or number and bears thereon such declarations and particulars in such manner as may be prescribed.

The Bureau of Indian Standards Act, 2016 (“BIS Act”)

The Bureau of Indian Standards Act, 2016 (“**BIS Act**”) provides for the establishment of bureau for the standardization, marking and quality certification of goods. Functions of the bureau include, *inter alia*, (a) recognizing as an Indian standard, any standard established for any article or process by any other institution in India or elsewhere; (b) specifying a standard mark which shall be of such design and contain such particulars as may be prescribed to represent a particular Indian standard; and (c) conducting such inspection and taking such samples of any material or substance as may be necessary to see whether any article or process in relation to which the standard mark has been used, conforms to the Indian Standard as defined under the BIS Act, or whether the standard mark has been improperly used in relation to any article or process with or without a license.

Foreign Trade Policy 2015-20 (“EXIM Policy”)

Under the Foreign Trade Policy, the Government of India is empowered to periodically formulate the EXIM Policy and amend it thereafter whenever it deems fit. All exports and imports have to be in compliance with such EXIM Policy. The EXIM Policy provides for certain schemes for the promotion of export of finished goods and import of inputs.

Foreign Trade (Development and Regulation) Act, 1992 (“FTA”)

The FTA seeks to increase foreign trade by regulating imports and exports to and from India. The FTA read with the Indian Foreign Trade Policy, 2015-20 provides that a person or company can make no exports or imports without having obtained an importer exporter code number unless such person or company is specifically exempt. An application for an importer exporter code number has to be made to the Office of the Joint Director General of Foreign Trade, Ministry of Commerce. An importer-exporter code number allotted to an applicant is valid for all its branches, divisions, units and factories.

Export Promotion Capital Goods Scheme (“The EPCG Scheme”)

The EPCG Scheme provides that importers can benefit from reduced duties on the import of capital goods provided that they fulfill an export obligation to export a prescribed amount of their goods manufactured or services rendered (such amount being a multiple of the duty saved) within a specified period. Export obligations can be fulfilled by physical exports or by way of “deemed exports”, which are transactions deemed to be exports.

Merchandise Exports from India Scheme (“MEIS”)

The objective of Merchandise Exports from India Scheme (MEIS) is to offset infrastructural inefficiencies and associated costs involved in export of goods/products, which are produced/manufactured in India, especially those having high export intensity, employment potential and thereby enhancing India’s export competitiveness. Exports of notified goods/products with ITC[HS]code, to notified markets as listed in the Scheme, shall be rewarded under MEIS.

Duty Drawback Scheme

The duty drawback scheme is an option available to exporters. Under this scheme, exporter of goods is allowed to take back refund of money to compensate him for excise duty paid on the inputs used in the products exported by him. It neutralizes the duty impact in the goods exported. Relief of customs and central excise duties suffered on the inputs used in the manufacture of export product is allowed to exporters. The admissible duty drawback amount is paid to exporters by depositing it into their nominated bank account. Section 75 of the Customs Act, 1962 and Section 37 of the Central Excise Act, 1944, empower the Central Government to grant such duty drawback.

Customs, Central Excise Duties and Service Tax Drawback Rules, 1995 (“the Drawback Rules”) have been framed outlining the procedure to be followed for the purpose of grant of duty drawback (for both kinds of duties suffered) by the customs authorities processing export documentation. Under duty drawback scheme, an exporter can opt for either all industry rate of duty drawback scheme or brand rate of duty drawback scheme. The all industry rate of duty drawback scheme essentially attempts to compensate exporters of various export commodities for average incidence of customs and central excise duties suffered on the inputs used in their manufacture. Brand rate of duty drawback is granted in terms of rules 6 and 7 of the Drawback Rules in cases where the export product does not have any all industry rate or duty drawback rate, or where the all industry rate duty drawback rate notified is considered by the exporter insufficient to compensate for the customs or central excise duties suffered on inputs used in the manufacture of export products. For goods having an all industry rate, the brand rate facility to particular exporters is available only if it is established that the compensation by all industry rate is less than 80% of the actual duties suffered in the manufacture of the export goods.

Foreign Exchange Management Act, 1999 (“the FEMA”)

Foreign investment in aquaculture is governed by the provisions of the FEMA read with the applicable regulations. The Department of Industrial Policy and Promotion (DIPP), Ministry of Commerce and Industry have issued the Consolidated Foreign Direct Investment Policy, which is effective from August 28, 2017 (the FDI Circular). The FDI Circular consolidates and subsumes all the press notes, press releases, and clarifications on FDI issued by DIPP till August 28, 2017. Foreign investment is permitted (except in the prohibited sectors) in Indian companies either through the automatic route or the approval route, depending upon the sector in which foreign investment is sought to be made.

The FDI Circular permits investment up to 100% Foreign Direct Investment under the automatic route for aquaculture, under controlled conditions. It has been clarified that in relation to aquaculture, the term “under controlled conditions” covers:

- (a) Aquariums;
- (b) Hatcheries where eggs are artificially fertilized and fry are hatched and incubated in an enclosed environment with artificial climate control.

In terms of the provisions of the FDI Circular, an Indian company may issue fresh shares to person resident outside India (who are eligible to make investments in India, for which eligibility criteria are as prescribed). Such fresh issue of shares shall be subject to inter-alia, the pricing guidelines prescribed under the Master Circular. As mentioned above, the Indian company making such fresh issue of shares would be subject to the reporting requirements, inter-alia with respect to consideration for issue of shares and also subject to making certain filings including filing of Form FC-GPR

Export (Quality Control and Inspection) Act, 1963 (“EQCI Act”)

The EQCI Act provides for the development of the export trade of India by ensuring quality control by conducting inspection. The EQCI Act establishes the Export Inspection Council (“**EIC**”), which advises the Central Government on matters regarding measures for enforcement of quality control and inspection in respect of commodities intended to be exported. An authorised officer under the EQCI Act has the power to enter, inspect and search the premises for concealed commodities and books of account providing for penal consequences in the event of any contravention of the provisions therein.

Export of Fresh, Frozen and Processed Fish and Fishery Products (Quality Control, Inspection and Monitoring) Rules, 1995 (“Export of Fresh, Frozen and Processed Fish and Fishery Rules”)

The Export of Fresh, Frozen and Fishery Products Rules require feed mills, hatcheries, aquaculture farms, fishing harbours, landing/auction centres, fishing vessels, factory vessels, freezer vessels, pre-processing centres (independent/detached), ice plants (independent/detached), establishments and cold storages (independent/detached) which are desirous to process fish and fishery products require approval from the EIC and Export Inspection Agencies to export such products to European Union (“**EU**”) and Russian Federation and Export, and Non-EU countries other than Russian Federation respectively. The Export of Fresh, Frozen and Processed Fish and Fishery Rules also require, *inter-alia*, a premise where fishery products are prepared, processed, chilled, frozen, packaged or stored to procure aquaculture products only from farms registered with Coastal Aquaculture Authority of India/Designated Authorities and monitored under the Surveillance of Competent Authority.

Andhra Pradesh Food Processing Policy, 2015-20 (“A.P. Food Processing Policy”)

The Government of Andhra Pradesh has launched the A. P. Food Processing Policy with an objective to provide adequate infrastructure for food processing industry along with the value chain from farm to market, that enable fresh investments into the food processing sector. The major schemes under the A.P. Food Processing policy are, *inter-alia*: (i) Mega Food Parks; (ii) Integrated Food Parks; (iii) Cold Chain Projects; (iv) New Food Processing Units; and (v) Primary Processing and Collection Centres. Andhra Pradesh Food Processing Society is a nodal agency to implement the A.P. Food Processing Policy.

National Policy on Marine Fisheries, 2017 (“Marine Fisheries Policy”)

The Marine Fisheries Policy was notified on April 28, 2017 by the Department of Animal Husbandry, Dairying and Fisheries, Ministry of Agriculture and Farmers Welfare. The Marine Fisheries Policy aims to ensure the health and ecological integrity of the marine living resources of India’s Exclusive Economic Zone through sustainable harvests for the benefits of present and future generations of the nation. Among other things, the Marine Fisheries Policy states: (i) private investments will be promoted in deep sea fishing and processing to fully harness the potential of marine fishery for inclusive development; and (ii) modalities will be worked out for integration of sea food processing and export sector with the deep sea fishing industry for holistic development of the sector. Furthermore, the Marine Fisheries Policy states that the marine fisheries wealth is estimated at an annual harvestable potential of 4.412 million metric tonnes and the marines fisheries contribute to an economic wealth valued at about ₹650,000 million.

Micro, Small and Medium Enterprises Development Act, 2006

The Micro, Small and Medium Enterprises Development Act, 2006 (“**MSMED Act**”) is an act to provide for facilitating the promotion, development and enhancing the competitiveness of micro, small and medium enterprises. Any person who intends to establish micro, small or medium enterprise shall file industrial entrepreneur memorandum (IEM) with the authority under section 8 of MSMED Act. After filing IEM to Government of India, it gives acknowledgment receipt in part I to the applicant and informs the Directorate of Industries. The acknowledgement receipt in part I is valid for 2 years and thereafter, immediately after commencement of commercial production, part B has to be filed.

Electricity Act, 2003 and Electricity Rules, 2005

Electricity Act is an act to consolidate the laws relating to generation, transmission, distribution, trading and use of electricity. The Electricity Rules, 2005 were formulated in exercise of the powers under 176 of the Electricity Act. The Electricity Act states that, no person other than Central Transmission Utility or State Transmission Utility, or a licensee shall transmit or use electricity at a rate exceeding 250 watts and 100 volts which is a factory within the meaning of Factories Act, 1948 without giving before the transmission or use of electricity not less than 7 days' notice in writing of his intention to the electrical inspector and to the district magistrate or the commissioner of police, as the case may be, containing the particulars of electrical installation or plant and the nature and purpose of supply of such electricity.

CUSTOMS REGULATIONS

All imports in the country are subject to duties under the Customs Act, 1962 at rates specified under the Customs Tariff Act, 1975. However, the government of India has the power to exempt certain specified goods from excise duty, by notification.

ENVIRONMENTAL LAWS

We are subject to various environment regulations as the operation of our establishments might have an impact on the environment in which they are situated. The basic purpose of the statutes listed below is to control, abate and prevent pollution. In order to achieve these objectives, pollution control boards (“PCBs”), which are vested with diverse powers to deal with water and air pollution, have been set up in each state. The PCBs are responsible for setting the standards for maintenance of clean air and water, directing the installation of pollution control devices in industries and undertaking inspection to ensure that industries are functioning in compliance with the standards prescribed. These authorities also have the power of search, seizure and investigation. All industries are required to obtain consent orders from the PCBs, which are indicative of the fact that the industry in question is functioning in compliance with the pollution control norms. These consent orders are required to be periodically renewed.

The Environment (Protection) Act, 1986

The Environment (Protection) Act, 1986 (the “EPA”) is an umbrella legislation designed to provide a framework for the government to coordinate the activities of various central and state authorities established under various laws, such as the Water (Prevention and Control of Pollution) Act, 1974, the Air (Prevention and Control of Pollution) Act, 1981, etc. The EPA vests with the Government the power to take any measure it deems necessary or expedient for protecting and improving the quality of the environment and preventing and controlling environmental pollution. This includes rules for laying down the quality of environment, standards for emission of discharge of environment pollutants from various sources as given under the Environment (Protection) Rules, 1986, inspection of any premises, plant, equipment, machinery, and examination of manufacturing processes and materials likely to cause pollution.

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

The Water (Prevention and Control of Pollution) Act, 1974 (the “Water Act”) aims to prevent and control water pollution by factories and manufacturing units and to maintain and restore the quality and wholesomeness of water. Under the Water Act, any person establishing any industry, operation or process, any treatment or disposal system, using of any new or altered outlet for the discharge of sewage or causing new discharge of sewage, must obtain the consent of the relevant state pollution control board, which is empowered to establish standards and conditions that are required to be complied with.

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

The Water Cess Act provides for the levy and collection of a cess on water consumed by persons carrying on certain industries and by local authorities. Under this statute, every person carrying on certain industries and local authorities are required to pay a cess calculated on the basis of the amount of water consumed for any of the purposes specified under the Water Cess Act, at such rate not exceeding the rate specified under the Water Cess Act. A rebate of up to 25% on the cess payable is available to persons who install any plant for the treatment of sewage or trade effluent, provided that they consume water within the quantity prescribed for that category of industries and also comply with the provision relating to restrictions on new outlets and discharges under the Water Act or any standards laid down under the EPA.

The Air (Prevention and Control of Pollution) Act, 1981

The Air (Prevention and Control of Pollution) Act, 1981 (the “**Air Act**”) provides for the prevention, control and abatement of air pollution. Pursuant to the provisions of the Air Act, any person establishing or operating any industrial plant within an air pollution control area, must obtain the consent of the relevant state pollution control board prior to establishing or operating such industrial plant. The state pollution control board must decide on the application within a period of four months of receipt of such application. The consent may contain certain conditions relating to specifications of pollution control equipment to be installed at the facilities. No person operating any industrial plant in any air pollution control area is permitted to discharge the emission of any air pollutant in excess of the standards laid down by the state pollution control board.

The Hazardous Wastes (Management Handling and Transboundary Movement) Rules, 2008 (“Hazardous Wastes Rules”)

The Hazardous Wastes Rules aim to regulate the proper collection, reception, treatment, storage and disposal of hazardous waste. The Hazardous Wastes Rules impose an obligation on every occupier and operator of a facility generating hazardous waste to dispose of such waste without adverse effect on the environment, including through the proper collection, treatment, storage and disposal of such waste. Every occupier and operator of a facility generating hazardous waste must obtain an approval from the relevant pollution control board. The occupier, the transporter, the operator and the importer are liable for damages caused to the environment resulting from improper handling and disposal of hazardous waste. The operator and the occupier of a facility are liable for any fine that may be levied by the relevant state PCB.

The Manufacture, Storage and import of Hazardous Chemical Rules, 1989 (“HCR Rules”)

The HCR Rules are formulated under the Environment (Protection) Act, 1986. The HCR Rules are applicable to an industrial activity in which a hazardous chemical which satisfies certain criteria as listed in the schedule thereto, and to an industrial activity in which there is involved a threshold quantity of hazardous chemicals as specified in the schedule thereto. The occupier of a facility where such industrial activity is undertaken has to provide evidence to the prescribed authorities that he has identified the major accident hazards and that he has taken steps to prevent the occurrence of such accident and to provide to the persons working on the site with the information, training and equipment including antidotes necessary to ensure their safety.

Where a major accident occurs on a site or in a pipe line, the occupier shall forthwith notify the concerned authority and submit reports of the accident to the said authority. Furthermore, an occupier shall not undertake any industrial activity unless he has submitted a written report to the concerned authority containing the particulars specified in the schedule to the HCR Rules at least three months before commencing that activity or before such shorter time as the concerned authority may agree.

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

The Noise Regulation Rules regulate noise levels in industrial, commercial, residential and silence zones. The Noise Regulation Rules also establish zones of silence of not less than 100 meters near educational institutions, courts, hospitals, etc.

The Public Liability Insurance Act, 1991 (“PLI Act”)

PLI Act imposes liability on the owner or controller of hazardous substances for any damage arising out of an accident involving such hazardous substances. The government by way of a notification has enumerated a list of hazardous substances. The owner or handler is also required to obtain an insurance policy insuring against liability under the legislation. The rules made under the PLI Act mandate that the employer has to contribute towards the Environmental Relief Fund a sum equal to the premium paid on the insurance policies. The amount is payable to the insurer.

INTELLECTUAL PROPERTY RIGHTS

In India, patents, trademarks and copyrights enjoy protection under both statutory and under common law. The key legislations governing intellectual property in India and which are applicable to our Company are the Patents Act, 1970, Copyright Act, 1957 and the Trade Marks Act, 1999. India is also a party to several international agreements for the protection of intellectual property rights.

Trade Marks Act, 1999

The Indian law on trademarks is enshrined in the Trade Marks Act, 1999. Under the existing legislation, a trademark is a mark used in relation to goods so as to indicate a connection in the course of trade between the goods and some person having the right as proprietor to use the mark. A 'mark' may consist of a word or invented word, signature, device, letter, numeral, brand, heading, label, name written in a particular style and so forth. The trademark once applied for, is advertised in the trademarks journal, oppositions, if any are invited and after satisfactory adjudications of the same, a certificate of registration is issued. The right to use the mark can be exercised either by the registered proprietor or a registered user. The present term of registration of a trademark is ten years, which may be renewed for similar periods on payment of prescribed renewal fee.

LABOUR LAWS AND OTHER LAWS

Depending on the nature of work and number of workers employed at any workplace, various labour related legislations may apply to us. The following is an indicative list of labour laws applicable to our operations in India:

- *The Employees' Provident Funds and Miscellaneous Provisions Act, 1952;*
- *The Industrial Disputes Act, 1947;*
- *The Employees' State Insurance Act, 1948;*
- *The Factories Act, 1948;*
- *The Maternity Benefit Act, 1961;*
- *The Contract Labour (Regulation and Abolition) Act, 1970;*
- *The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013;*
- *The Employee's Compensation Act, 1923;*
- *The Minimum Wages Act, 1948;*
- *The Payment of Wages Act, 1936;*
- *The Payment of Gratuity Act, 1972;*
- *The Payment of Bonus Act, 1965;*
- *The Industrial Employment (Standing Orders) Act, 1946; and*
- *The Trade Unions Act, 1926.*
- *The Andhra Pradesh Labour Welfare Fund Act, 1987*
- *The Andhra Pradesh Shops and Commercial Establishments Act, 1966*

HISTORY AND CERTAIN CORPORATE MATTERS

Brief history of our Company

Our Company was originally incorporated on March 18, 1999 as Penver Products Private Limited, as a private limited company under the Companies Act, 1956. Subsequently, the name of our Company was changed to Penver Products Limited, pursuant to its conversion into a public company and a fresh certificate of incorporation dated February 23, 2018, was issued by Registrar of Companies, Ernakulam at Kerala.

As on the date of this Draft Red Herring Prospectus, our Company has fourteen Shareholders.

Changes in Registered Office:

Change in Address		Date of change in registered office	Reason
From	To		
24/1557, Handicraft Building, Indira Gandhi Road, Willingdon Island, Kochi-3	14/1675, R.C. Road, West Karuvelipady, Kochi, Ernakulam (Dt), 682005	November 15, 2000	For operational convenience
14/1675, R.C. Road, West Karuvelipady, Kochi, Ernakulam, 682005	18-139-A, Pulimuttu Palam Road, Near Sneha Bhavan, Palluruthy, Kochi- 682006	March 05, 2002	For operational convenience
18-139-A Pullimuttu palam, Road Near Sneha Bhavan, Palluruthy, Kochi 682006	Door No. AP 2/688, Industrial Estate, Aroor, Alappuzha, Kerala, 688534.	February 01, 2008	For operational convenience

Major events and milestones

The table sets forth some of the major events in the history of our Company:

Fiscal	Particulars
1999	Incorporation of Penver Products Private Limited
2000 to 2002	Acquisition of M/s Penta Trading by Penver Products Private Limited.
2006	Our Company acquires majority shareholding in Blue Sea Products, LLC in USA
2007	Establishment and commencement of operations at the facility located at Aroor, Kerala
2015	Commenced operations from the facility located at Gudur, Nellore District, Andhra Pradesh
2017	Acquisition of Gayathri Aqua Sea Food Exports Private Limited
2018	Conversion of our Company from “private” to “public” limited

Certifications, Awards and Accreditations

The table provides the details of the certifications, awards and accreditations achieved by our Company:

Calendar Year	Awards/Accreditations
2014	Received Certificate of Recognition as a ‘ Trading House ’ from the Office of the Joint Director General of Foreign Trade
2015	Global Aquaculture Alliance has pronounced that, Our Company in conjunction with National Fish & Seafood, is India’s first group to achieve four-star Best Aquaculture Practices status for shrimp or any species.
2017	Received certificate of “ Best Aquaculture Practices ” upon being evaluated by the NSF Food Safety Certification, LLC and meeting the requirements of the Global Aquaculture Alliance (GAA) and Best Aquaculture Practices (BAP) as per the Seafood Procession Plant Standard for processing of Shrimps.
2017	Received “ Certificate of Registration ” bearing grade A from the NSF Certification UK Limited, a BRC Certification Body for our facility located at Aroor, Kerala.
2018	Received “ Certificate of Recognition ” as a “ Three Star Export House ” from the Directorate General of Foreign Trade.
2018	Received “ Certificate of Conformity ” bearing certificate grade: A from the NSF Certification UK Limited, a BRC Certification Body for our facility located at Nellore, Andhra Pradesh.

Main objects of our Company

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

1. *“To carry on the business of manufacture, production, processing, buying, selling, exporting, importing, distribution and dealing with all kinds of marine products and food items such as processed food, fruit and vegetables in canned, bottled or in any other consumable packing, deep frozen foods including sea foods, deep frozen vegetables, deep frozen cooked and semi-cooked varieties of food; preserved foods, fruits juices, pulp and fruit syrups, jam, jellies and marmalades of different varieties.*
2. *To carry on the business of manufacture, processes, distributors and contractors to supply of drinking water, aerated on non aerated minerals or natural water in canned, bottled or any other form.*
3. *To acquire the whole of the understanding on M/s Penta Trading, a partnership firm situated at Handicrafts building, Indira Gandhi Road, Wellington Island, Kochi – 3.*
4. *To carry on the business of aquaculture, fish culture or pisciculture, viz, breeding and rearing of fish, propagation of fish by the artificial impregnation of the spawn, set up and run shrimp hatchery and shrimp grow out farms and importing, exporting, buying, selling, marketing and dealing in feeds, supplements and additives for the aquaculture industries.*
5. *To construct, build, equip, own and maintain and to carry on business as keepers of cold storage, storage chambers, ice-plants, godowns, warehouses, refrigerators, freezing houses and room coolers for storing fish, sea foods, marine products and processed fish, seafood and marine products, meat, eggs, poultry products, protein foods, milk, cream, butter, cheese, bacons, sausages, fruits, roots, vegetables or other substances made from all or any of them and canned, tinned and processed foods of every description and to act as transporters of aforesaid foods, substances and products.*
6. *To construct build, equip and maintain cold storage, storage chambers, refrigerators, room coolers and freezing house for storage and preserving all types of fruits and vegetables, dehydrated food, provision of fruits, commodities, articles, things and preparation of all kinds and descriptions whatsoever.*
7. *To carry on business or to deal in tea, coffee, rubber, cardamom and other plantation crops.*
8. *To carry on the business of public and private carriers in all its branches and to establish and maintain transport services of all kinds.*
9. *To establish and run hotels, restaurant, lodging houses and motels in India and abroad. ”*

Amendments in the Memorandum of Association

Except as disclosed below, there has been no change in the Memorandum of Association of our Company:

Date of Shareholders' Resolution	Particulars
April 04, 2001	Clause V of the MoA was amended to reflect the increase in the initial authorized share capital of ₹ 2,000,000/- comprising of 20,000 Equity Shares of ₹ 100 each was increased to ₹ 2,400,000/- comprising of 24,000 Equity Shares of ₹ 100 each.
March 31, 2002	Clause V of the MoA was amended to reflect the increase in the authorized share capital of ₹24,00,000/- comprising of 24,000 Equity Shares of ₹ 100 each was increased to ₹ 48,00,000/- comprising of 48,000 Equity Shares of ₹ 100 each.
May 09, 2008	Clause V of the MoA was amended to reflect the increase in the authorized share capital of ₹48,00,000/- comprising of 48,000 Equity Shares of ₹ 100 each was increased to ₹ 14,80,000/- comprising of 1,48,000 Equity Shares of ₹ 100 each.
August 02, 2010	Clause V of the MoA was amended to reflect the increase in the authorized share capital of ₹14,80,000/- comprising of 1,48,000 Equity Shares of ₹ 100 each was increased to ₹ 4,00,00,000/- comprising of 4,00,000 Equity Shares of ₹ 100 each.
May 10, 2012	Clause V of the MoA was amended to reflect the increase in the authorized share capital of ₹ 4,00,00,000/- comprising of 4,00,000 Equity Shares of ₹ 100 each was increased to ₹ 110,00,000/- comprising of 11,00,000 Equity Shares of ₹ 100 each.
October 17, 2014	Clause V of the MoA was amended to reflect the increase in the authorized share capital of ₹ 110,00,000/- comprising of 11,00,000 Equity Shares of ₹ 100 each was increased to ₹ 120,00,000/- comprising of 12,00,000 Equity Shares of ₹ 100 each.
July 29, 2016	Clause V of the MoA was amended to reflect the increase in the authorized share capital of ₹ 120,00,000/- comprising of 12,00,000 Equity Shares of ₹ 100 each was increased to ₹ 150,00,000/- comprising of 15,00,000 Equity Shares of ₹ 100 each.
December 11, 2017	Clause V of the MoA was amended to reflect the subdivision of shares from nominal/face value ₹ 100/- to ₹ 10/- each.
December 11, 2017	<p>Clause III (A) was amended to incorporate the following new sub-clauses, 4, 5 and 6. Further, sub clauses 7, 8 and 9 were incorporated upon deletion of the same from “<i>Other Objects Clause</i>” III (C).</p> <ol style="list-style-type: none"> 4. <i>“To carry on the business of aquaculture, fish culture or pisciculture, viz, breeding and rearing of fish, propagation of fish by the artificial impregnation of the spawn, set up and run shrimp hatchery and shrimp grow out farms and importing, exporting, buying, selling, marketing and dealing in feeds, supplements and additives for the aquaculture industries.</i> 5. <i>To construct, build, equip, own and maintain and to carry on business as keepers of cold storage, storage chambers, ice-plants, godowns, warehouses, refrigerators, freezing houses and room coolers for storing fish, sea foods, marine products and processed fish, seafood and marine products, meat, eggs, poultry products, protein foods, milk, cream, butter, cheese, bacons, sausages, fruits, roots, vegetables or other substances made from all or any of them and canned, tinned and processed foods of every description and to act as transporters of aforesaid foods, substances and products.</i> 6. <i>To construct build, equip and maintain cold storage, storage chambers, refrigerators, room coolers and freezing house for storage and preserving all types of fruits and vegetables, dehydrated food, provision of fruits, commodities, articles, things and preparation of all kinds and descriptions whatsoever.</i> 7. <i>To carry on business or to deal in tea, coffee, rubber, cardamom and other plantation crops.</i> 8. <i>To carry on the business of public and private carriers in all its branches and to establish and maintain transport services of all kinds.</i>

Date of Shareholders' Resolution	Particulars
	9. <i>To establish and run hotels, restaurant, lodging houses and motels in India and abroad.</i> "
February 05, 2018	Our Company was converted from private limited company to Public limited Company
March 05, 2018	Clause V of the MoA was amended to reflect the increase in the authorized share capital of ₹ 15,000,000/- comprising of 15,00,000 Equity Shares of ₹ 10 each was increased to ₹ 60,00,00,000/- comprising of 60,000,000 Equity Shares of ₹ 10 each.
March 20, 2018	Clause V of the MoA was amended to reflect the increase in the authorized share capital of ₹ 60,00,00,000/- comprising of 60,000,000 Equity Shares of ₹ 10 each was increased to ₹ 90,00,00,000/- comprising of 90,000,000 Equity Shares of ₹ 10 each.

Other details regarding our Company

For details regarding the description of our activities, services, products, the growth of our Company, technology, the standing of our Company with reference to prominent competitors, management, managerial competence, major suppliers and customers, exports, profits, geographical segment, capacity/facility creation, location, environmental issues, market, capacity build-up, marketing and competition, see "*Our Business*", "*Our Management*" and "*Industry Overview*" on pages 142, 176 and 100 respectively.

Corporate profile of our Company

For details of our Company's corporate profile, business, marketing, the description of our activities, services, products, market of each segment, the growth of our Company, exports and profits due to foreign operations and country-wise analysis, standing of our Company in relation to prominent competitors with reference to our products and services, environmental issues, technology, major suppliers, major customers, geographical segment and management, see "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 142 and 296 respectively. For details of the management of our Company and its managerial competence, see "*Our Management*" on page 176.

Our Shareholders

As on the date of the DRHP, our Company has 14 (fourteen) Shareholders. For further details regarding our Shareholders, see "*Capital Structure – Notes to Capital Structure – Shareholding Pattern of our Company*" on page 76.

Details regarding acquisition of business/ undertakings, mergers or amalgamation

Except the acquisition of M/s. Penta Trading during the period 2000 - 2002 and Gayathri Aqua Sea Foods Exports Private Limited on April 20, 2017, our Company has not undertaken any acquisition of business, mergers or amalgamations.

Shareholders' Agreement

As on date of this Draft Red Herring Prospectus, there are no subsisting shareholders agreements among our shareholders *vis-à-vis* our Company.

Strikes and lock-outs

Our Company has not experienced any strikes or lock-outs in our Company since incorporation.

Time and cost overrun in setting up projects by our Company

Our Company has not experienced any instances of time/cost overrun in our business operations.

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

Except as disclosed in “*Our Business*”, “*Management’s Discussion and Analysis of Financial Conditions and Results of Operations*” and “*Financial Statements*” on pages 142, 296 and 203, respectively there have been no changes in the activities of our Company during the last five years, which may have had a material effect on our profits or loss, including discontinuance of our lines of business, loss of agencies or markets and similar factors.

Defaults or rescheduling of borrowings from financial institutions/ banks, conversion of loans into equity by our Company

Except as disclosed in the Draft Red Herring Prospectus, there have not been any defaults in complying with the terms and conditions of our Company’s term loans and other credit facilities, which are currently outstanding.

Further, none of our outstanding loans have been converted into Equity Shares or have been rescheduled.

Capital raising activities through equity or debt

For details regarding our capital raising activities through equity and debt, see “*Capital Structure*” and “*Financial Indebtedness*” on pages 66 and 316, respectively.

Injunctions or restraining order against our Company

As on the date of this Draft Red Herring Prospectus, there are no injunctions or restraining orders against our Company.

Holding company

Our Company does not have a holding company.

Subsidiary Company

As of the date of this Draft Red Herring Prospectus, we have one Subsidiary. For details regarding the Subsidiary of our Company, see “*Our Subsidiary*” on page 174.

Group Company

As of the date of this Draft Red Herring Prospectus, we have three Group Companies. For details regarding the Group Companies, see “*Our Promoters, Promoter Group and Group Companies*” on page 192.

Associate company

As of the date of this Draft Red Herring Prospectus, Blue Sea Products, LLC, U.S.A is our only associate company.

Strategic and financial partners

As of the date of this Draft Red Herring Prospectus, our Company does not have any strategic or financial partners.

Guarantees provided by our Promoters

Pursuant to an agreement of guarantee dated August 18, 2017 and November 10, 2017 with the The Federal Bank and The South Indian Bank, our Promoters and members of Promoter Group have, jointly and severally, guaranteed the repayment of facilities availed by our Company from The Federal Bank Limited and The South Indian Bank Limited, respectively. The guarantee is a continuing security in favour of these banks until the repayment of all liabilities due by our Company.

Summary of key agreements

Our Company has entered into a Share Swap Agreement dated April 20, 2017 with Philips Thomas, Madhukrishna Ganta, Gayathri Ganta and Vinod Kumar K P for acquiring equity shares held by them in Gayathri Aqua Sea Food Exports Private Limited (“GSF”).

Some of the key features of the agreement are stated herein below:

- (a) It was agreed by both the parties that, it would be in the common interest of both the parties to combine both the entities by making GSF a 100% subsidiary of our Company.
- (b) GSF agrees to indemnify and save harmless the Company from any loss whatsoever arising out of the under or pursuant to any material loss suffered by the Company as a result of any breach or inaccuracy or representation contained in this agreement including all claims, cost and expenses reasonable incurred in respect of the foregoing transaction.
- (c) There was a conflict of interest arising out of our Company and GSF having the same shareholders and directors along with being engaged in the same line of business.

Our Company has executed an agreement with Abdul Kareem A, Riaz Ahammed and Rumaiz Ahammed (collectively referred to as “Investors”) dated August 27, 2016. Some of the key terms of the agreement are as follows:

- (a) The Investors shall jointly invest upto Rs. 14 crores in the equity share capital of our Company.
- (b) Our Company had agreed to issue shares to the Investors being equivalent to 26% of our Company’s enhanced share capital within 60 days of execution of this agreement and remittance of the share application money in the bank account of our Company.
- (c) The issue price of the fully paid-up equity shares of our Company is ₹ 359.85, face value of ₹ 100 each and premium of ₹ 259.85 per equity share. Our Company has agreed to allot 389,055 equity shares of ₹ 100 each aggregating to ₹ 38,905,500 to the Investors upon receipt of the issue price.
- (d) The subscription money will be applied by our Company solely for the working capital in order to increase the volume of the business turnover.
- (e) Investors shall be eligible for all benefits accruing to their equity shares from time to time, including dividend on their shares, as and when declared as per the Company norms subject to the provisions of Companies Act, 2013, Income Tax Act, 1961 and the rules made thereunder.
- (f) Any sale or transfer of the shares in our Company will be as provided in the Articles of Association of our Company.
- (g) Abdul Kareem A is entitled to draw a sum of ₹ 2,00,000 as monthly remuneration for his services rendered. The said remuneration will be reviewed by the board of directors of our Company every year. He is also entitled to reimburse all his expenses of travel incurred for the purpose of business of our Company, reimbursement of vehicle and salary for the driver. He will also be provided residential accommodation free of cost, since he will be operating at the factory at Gudur.

Revaluation of assets

Our Company has not revalued its assets since its incorporation.

OUR SUBSIDIARY

As of the date of this Draft Red Herring Prospectus, our Company has one subsidiary company namely Gayathri Aqua Sea Food Exports Private Limited is the subsidiary

Unless otherwise stated, the information below is as of the date of this Draft Red Herring Prospectus.

Details of the Subsidiary

Gayathri Aqua Sea Food Exports Private Limited (“GASFEPL”)

Corporate Information

GASFEPL was incorporated on March 18, 2015 under the Companies Act, 2013. The registered office is situated at H.No.15/335, Varada Nagar, Society Gudur, SPSR Nellore, Andhra Pradesh-524101, India. The corporate identification number for Gayathri Aqua Sea Food Exports Private Limited is U05001AP2015PTC096346 issued by the Registrar of Companies, Andhra Pradesh at Hyderabad.

Nature of Business

GASFEPL was incorporated with one of its main object being to set up and carry on the business of manufacture, production, processing, buying, selling, exporting, importing, distribution and dealing with all kinds of marine products, aqua feed and aqua chemicals, fish farms and to gather all varieties of sea foods like prawns, shrimps, lobsters, pomprets, shark, eels and other sea products and to process them by using operations such as freezing, filleting, skinning, meat picking, drying, boiling etc.

As on the date of the Draft Red Herring Prospectus, GASFEPL is mainly involved in the business of distribution of feed to farmers who are located in various geographical locations for the purpose of shrimp cultivation.

Capital Structure

The authorised share capital of GASFEPL is ₹ 20,000,000 divided into 2,000,000 equity shares of ₹ 10 each. The issued and paid-up capital of GASFEPL is ₹ 20,000,000 divided into 2,000,000 equity shares of ₹ 10 each.

Shareholding

As on the date of this Draft Red Herring Prospectus, the shareholding pattern of Gayathri Aqua Sea Food Exports Private Limited, is as provided below:

Name of the shareholders	Number of shares held	Percentage %
Penver Products Limited	19,99,999	99.99
Madhukrishna Ganta as a beneficial owner on behalf of Penver	1	Negligible
Total	20,00,000	100

Accumulated profits or losses

As of the date of this Draft Red Herring Prospectus, there are no accumulated profits or losses of our Subsidiary that are not accounted for by our Company in the Restated Consolidated Financial Statements.

Associate

As on the date of this Draft Red Herring Prospectus, our Company has one Associate Company i.e., Blue Sea Products, LLC, USA.

Other confirmations

As of the date of this Draft Red Herring Prospectus, our Subsidiary (i) is not listed or has not been refused listing on any stock exchange in India or abroad or (ii) has not made any public or rights issue of equity shares in the last three years or (iii) has not become a sick company as specified under SICA or (iv) is not under winding up, insolvency or bankruptcy proceedings, or (v) has not become defunct; (vi) has not made an application to the relevant RoC, in the five years preceding from the date of filing this Draft Red Herring Prospectus with SEBI, for striking off its name or (vii) has not received any significant notes on the financial statements from the auditors.

Interest in our Company

Our Subsidiary and Associate do not have any interest in our Company's business other than as stated in "*Our Business*" and "*Financial Statements*" on page 142 and 203, respectively.

Common pursuits

There are common pursuits between our Company and our Subsidiary and associate company. For details, see "*Our Business*" and "*Risk Factors*" on pages 142 and 17. We have and shall adopt necessary procedures and practices as permitted by law to address any conflict situations, as and when they may arise. For further details of related business transactions and their significance on the financial performance of our Company, see "*Related Party Transactions*" on page 201.

Sales or purchases

There are no sales and purchases between our Subsidiary and our Company, where such sales or purchases exceed, in the aggregate, 10% of the total sales or purchases of our Company for Fiscal 2018.

OUR MANAGEMENT

In terms of our Articles of Association, unless otherwise determined by our Company at a general meeting, our Company is required to have not less than three Directors and not more than fifteen Directors. As on date of this Draft Red Herring Prospectus, our Board currently comprises of 8 directors, which includes 4 executive directors and 4 non-executive Independent Directors (including one woman director). The following table sets forth details regarding the Board as on the date of this Draft Red Herring Prospectus:

Name, Designation, Address, Occupation, Nationality, Term and DIN	Age (in years)	Other Directorships
Name: Philips Thomas Designation: Chairman & Managing Director Address: Villa J, Chakolas Bougain Villa Fr Mulavarickal Road, Konthuruthy Ernakulam 682013, Kerala. Occupation: Business Nationality: Indian Term: For a period of five years with effect from April 1, 2018. DIN: 00937647	51	a) Oyster Bay Restaurants Private Limited. b) Gayathri Aqua Sea Food Exports Private Limited
Name: Vinod Kumar K P Designation: Whole-Time Director Address: Right 144-Kumaranasan Nagar, Kumaranasan Road, Kadavanthra PO, Ernakulam, 682020 Kerala. Occupation: Business Nationality: Indian Term: For a period of five years with effect from April 1, 2018 DIN: 00937960	48	a) Oyster Bay Restaurants Private Limited b) Gayathri Aqua Sea Food Exports Private Limited
Name: Madhukrishna Ganta Designation: Whole-Time Director Address: 15-335, Varada Nagar, Gudur Town, Potti Sriramulu, Nellore - 524101 Andhra Pradesh. Occupation: Business Nationality: Indian Term: For a period of five years with effect from April 1, 2018 DIN: 07073909	36	Gayathri Aqua Sea Food Exports Private Limited
Name: Abdul Kareem A Designation: Whole-Time Director	64	NIL

Name, Designation, Address, Occupation, Nationality, Term and DIN	Age (in years)	Other Directorships
Address: Old No. 36/A, New No. 10 Railway Colony, 3rd Street Aminjikarai Chennai 600029 Tamil Nadu. Occupation: Business Nationality: Indian Term: For a period of five years with effect from April 1, 2018 DIN: 01846637		
Name: Dr. Anandavally N Designation: Non-Executive Independent Director Address: Tejus M/ 10/ 32, Changampuzha Nagar P.O. Kalamassery, Ernakulam - 682033. Occupation: Professional Nationality: Indian Term: For a period of five years with effect from March 21, 2018 DIN: 08103463	71	NIL
Name: C K Gopalan Nair Designation: Non-Executive Independent Director Address: 29/156, C40, C24, Choice Gardens 29, Vyttila, Kochi- 682019 Occupation: Professional Nationality: Indian Term: For a period of five years with effect from March 21, 2018 DIN: 02662315	65	a) Kings International Limited b) Lewa Properties & Realty Limited

Name: K N Mathew Designation: Non-Executive Independent Director Address: TC-11-537, MBC- 13, Museum Bains Compound, Nanthancode, Kowdiar, P.O, Trivandrum.– 695003. Occupation: Professional Nationality: Indian Term: For a period of five years with effect from March 21, 2018 DIN: 01901726	65	Mathew and Mathew Enterprises LLP
Name: T J Kamalanabhan Designation: Non-Executive Independent Director Address: No 70 Ramakrishna Nagar, 1st Main Road West Velachery, Chennai - 600088 Occupation: Professional Nationality: Indian Term: For a period of five years with effect from March 21, 2018 DIN: 06885073	58	Resource Labs Human Resource Research Private Limited

Relationship between our Directors

None of our directors are related to each other.

Brief Biographies of Directors

Philips Thomas is the Chairman & Managing Director of our Company. He has been associated with our Company since incorporation. He holds a completion degree certificate in Bachelors of Arts (Economics) from St. Paul's College, Kalamassery, Kerala. He is responsible for making strategic decisions and overall administration of operations of our Company. He has over 2 decades of experience in the domain of aquaculture, seafood processing and export business. He has started his career in the seafood industry as a plant in charge in National Seafoods Company. He has received a gross remuneration of ₹ 5.53 million during the fiscal 2018.

Vinod Kumar K P is a Whole-Time Director of our Company. He has been associated with our Company as a Director since 2001. He has completed Marine Officers Course in the year 1987-88. He is a veteran in seafood industry with 8 years of experience in Choice Canning Company from 1990 to 1998. He has played a significant role in the development of our business. He has received a gross remuneration of ₹ 2.40 million during the fiscal 2018.

Madhukrishna Ganta is a Whole-Time Director of our Company. He has completed graduation in ITI Electronics in the year 1999. He is a veteran in the seafood industry with 9 years of experience in Devi Sea Foods Limited from 1999 to 2008, he is a Managing Partner of Gayathri Sea Foods, partnership firm since 2008 and Managing Director of Gayathri Aqua Sea Food Exports Private Limited since 2015. He is currently overseeing the production and administration at the Gudur plant. He has received a gross remuneration of ₹ 2.40 million during the fiscal 2018.

Abdul Kareem A, is a Whole-Time Director of our Company. He has been a Director in our Company since September 01, 2016. He has completed SSLC from St. Peters High School, Royapuram, Tamil Nadu. He was associated with “Wellcome Fisheries Limited” as a Managing Director. He has over 25 years of experience in the seafood industry. He has received a gross remuneration of ₹ 2.40 million during the fiscal 2018.

C K Gopalan Nair is a Non Executive Independent Director of the Company. He holds a degree in Bachelors in Science (Physics) from the University of Kerala and Diploma in Management from the Indira Gandhi National Open University. He is also a certified Chartered Financial Analyst from the Institute of Chartered Financial Analysts of India. He held the position of Chief Manager, Country Risk and Bank Exposure Cell, International Banking Group, Corporate Centre, Mumbai during his tenure in State Bank of India from 1975-2001. He was associated with Choice Trading Corporation Limited as a Director of Finance from the period of 2001-2004. He was also appointed as a President for DC Mills Private Limited for the period of 2004-2005. He has also acted as a whole time director for Kings Group, Kochi.

Dr. Anandavally N is a Non Executive Independent Director of the Company. She holds a degree in Masters in Chemistry and Ph.D. in Food Microbiology. She also holds a degree in Master of Science in Organic Chemistry. She has attended various national and international workshops and seminars conducted by various bodies such as Food and Agriculture Organisation of the United Nations and Export Inspection Council of India, US National Seafood HACCP Alliance for Training and Education, Department of Health and Human Services under the FDA, New York regional laboratory.

K N Mathew is a Non Executive Independent Director of our Company. He holds a Bachelors Degree in Commerce from Pune University. He is an associate member of the Institute of Cost & Works Accountants of India and fellow member of the Institute of Chartered Accountants of India. He has over 3 decades of experience in the financial sector. He was associated with RPG and the RP-SG Group from January 1983 till April 2016. During his tenure at RPG and RP-SG Group, he was associated with Ceat Limited and Ceat-Kelani Limited from 1983-2004 as a Vice President Commercial and headed the finance, material and IT function of both the organizations. From 2004-2016 he was associated with Harrisons Malayalam Limited, as their Chief Financial Officer and looked over after the functions of finance, IT and materials. .

T J Kamalanabhan is a Non Executive Independent Director of our Company. He is currently a professor in Department of Management Studies in Indian Institute of Technology, Chennai. He holds a Masters Degree in Arts (Psychology) from University of Madras. He holds a PhD in Psychology from University of Madras. He also holds a Diploma in Business Management from A.M. Jain College. He has been awarded with the DAAD fellowship to conduct research in Entrepreneurship at the Department of Management, University of West Saxony, Zwickaw, Germany. He was also awarded Fullbright fellowship for doing research and teaching at the Department of International Business, Washington, USA.

Arrangement or Understanding with major Shareholders, customers, suppliers or others

Abdul Kareem A was appointed on our Board pursuant to agreement dated August 27, 2016 executed amongst the Company and Abdul Kareem A, Riaz Ahammed and Rumaiz Ahammed. For further details about the agreement, see “*History and Certain Corporate Matters*” on page 168.

Except as disclosed above, there is no arrangement or understanding with major shareholders, customers, suppliers or others, pursuant to which any of our Directors were appointed on the Board or as a member of the senior management.

With respect to our Executive Directors, there is no contingent or deferred payment accrued for Fiscal 2018

Bonus or Profit-Sharing Plan with our Directors

None of the Directors is party to any bonus or profit sharing plan of our Company.

Loans to Directors

There are no loans that have been availed by our Directors from our Company that are outstanding as on the date of this Draft Red Herring Prospectus.

Terms of appointment of Managing and Executive Directors

Director	Remuneration (₹ in million)
Philips Thomas	0.5 million - 0.7 million per month plus 2.70% of the net profit w.e.f April 01, 2018.
Vinod Kumar K P	0.2 million - 0.3 million per month plus 0.90% of the net profit w.e.f April 01, 2018
Madhukrishna Ganta	0.2 million - 0.3 million per month plus 1.80% of the net profit w.e.f. April 01, 2018.
Abdul Kareem A	0.2 million - 0.3 million per month plus 0.60% of the net profit w.e.f April 01, 2018.

In addition to the fixed gross monthly remuneration provided to the directors, contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax, 1961. Gratuity shall be payable at a rate not exceeding half a month's salary for each completed year of service as applicable under the law. Provided that monthly salary shall be paid at the higher/upper slab when net profit of our Company in a financial year exceed ₹ 100 million and the monthly salary forming part as percentage of net profit shall be paid when profit of our Company for a financial year exceeds ₹ 250 million.

Further, our Chairman & Managing Director is also eligible for allowances for overseas travel and reimbursement of expenses.

Non-Executive Directors and Independent Directors

Pursuant to the resolution of our Board dated March 21, 2018, our non-executive independent Directors are entitled to receive sitting fees of ₹ 20,000 for attending each meeting of our Board, ₹ 25,000 for attending each shareholders meeting and ₹ 15,000 for attending each committee meetings. In addition to this, our Directors are entitled to additional reimbursement like expenses for travelling and other out of pocket expenses.

No sitting fees have been paid to the Non-Executive Directors of our Company in the fiscal 2018.

Changes in our Board in the last three years

Name of the Director	Date of Appointment/re-appointment	Date of Cessation	Reasons for change
Abdul Kareem A	September 01, 2016	—	Appointed as the Additional Director and regularized on September 29, 2016
Philips Thomas	April 1, 2018	—	Re-appointed as the Chairman & Managing Director
Vinod Kumar K P	April 1, 2018	—	Re-appointment as the Whole-Time Director
Abdul Kareem A	April 1, 2018	—	Re-appointment as the Whole-Time Director
Madhukrishna Ganta	April 1, 2018	—	Re-appointment as the Whole-Time Director
K N Mathew	March 21, 2018	—	Appointed as the Additional Director and regularized on April 19, 2018.
T J Kamalanabhan	March 21, 2018	—	Appointed as the Additional Director and regularized on April 19, 2018.
C K Gopalan Nair	March 21, 2018	—	Appointed as the Additional Director and regularized on April 19, 2018.
Dr. Anandavally Narayanan	March 21, 2018	—	Appointed as the Additional Director and regularized on April 19, 2018.

Service contracts with Directors

Our employees including our Directors and Key Managerial Personnel, are not entitled to any benefit upon termination of employment. Further, our Company has not entered into any service contracts, pursuant to which its Directors or Key Management Personnel are entitled to benefits upon termination of employment.

Shareholding of Directors in our Company

The Articles of Association of our Company do not require the Directors to hold any qualification shares. Except as disclosed below, none of the Directors hold any Equity Shares in our Company as on the date of filing of this Draft Red Herring Prospectus:

Names of the Director	Number of equity shares held	Pre-Issue Percentage of shareholding (%)
Philips Thomas	24,084,365	45.10
Vinod Kumar K P	6,595,367	12.35
Madhukrishna Ganta	8,556,237	16.02
Abdul Kareem A	6,051,638	11.33

Remuneration to be paid or payable from our Subsidiary

Except, Madhukrishna Ganta who has received remuneration of ₹ 2.40 million from our Subsidiary Company in Fiscal 2018, none of our Directors have received any compensation from our Subsidiary Company in Fiscal 2018.

Shareholding of our Directors in our Subsidiary Company and Group Company

None of our directors hold shares in our subsidiary except Madhukrishna Ganta, who is holding 1 (one) share as a beneficial owner on behalf of our Company.

Some of our directors are shareholders in our group companies. For detail of their shareholding, see “*Our Promoters, Promoter Group and Group Companies*” on page 192.

Confirmations

None of our Directors is or was a director of any listed company during the last five years preceding the date of this Draft Red Herring Prospectus, whose shares have been or were suspended from being traded on the BSE or the NSE, during the term of their directorship in such company.

None of our Directors is or was a director of any listed company, which has been or was delisted from any stock exchange during the term of their directorship in such company.

None of our Directors have been identified as a wilful defaulter (as defined in the SEBI ICDR Regulations).

No proceedings/investigations have been initiated by SEBI against any company and the board of directors of which also comprises any of the Directors of our Company. No consideration in cash or shares or otherwise has been paid or agreed to be paid to any of our Directors or to the firms of companies in which they are interested by any person either to induce him to become or to help him qualify as a Director, or otherwise for services rendered by him or by the firm or company in which he is interested, in connection with the promotion or formation of our Company.

Appointment of relatives of our Directors to any office or place of profit

Details of relatives of our Directors currently holding office or place of profit in our Company are as follows:

Sl. No.	Name of the Relative	Relationship of the Director	Date of Appointment	Office or place of profit held in our Company
1.	Rekha Philips	Wife of Philips Thomas	March 29, 2008	Senior Manager, Admin
2.	Suma Abraham	Sister of Philips Thomas	August 1, 2008	Design, Sanitation & House Keeping Consulting Services

Borrowing Powers of our Board

Pursuant to the shareholders' resolution dated May 14, 2018, our Board has been authorized to borrow any sum or sums of moneys from time to time at its discretion, for the purpose of the business of the Company from any one or more banks, financial institutions, or other persons or firms, notwithstanding that the money or moneys to be borrowed, together with the monies already borrowed by our Company, may at any time exceed aggregate of its paid-up capital and free reserves, apart from temporary loans obtained from our Company's bankers in the ordinary course of business, provided however, the total amount so borrowed shall not exceed, in the aggregate, ₹ 5000 million over and above the aggregate of the paid-up share capital of the Company, securities premium and its free reserves.

Corporate Governance

The corporate governance provisions of the SEBI Listing Regulations will be applicable to us immediately upon the listing of the Equity Shares with the Stock Exchanges. Our Company is in compliance with the requirements of applicable regulations, specifically the SEBI Listing Regulations and the Companies Act, 2013, to the extent applicable, as on the date of this Draft Red Herring Prospectus, in respect of corporate governance particularly in relation to constitution of the Board and committees of our Board. The corporate governance framework is based on an effective independent Board, separation of the Board's supervisory role from the executive management team and constitution of the Board committees, as required under law.

Our Board of Directors is constituted in compliance with the Companies Act, 2013 and the SEBI Listing Regulations. The Board of Directors functions either as a full board or through various committees constituted to oversee specific operational areas. Our Company's executive management provides the Board of Directors detailed reports on its performance periodically.

Currently, our Board has eight Directors, headed by the Managing Director, who is an Executive Director. In compliance with the requirements of the SEBI Listing Regulations, we have four non-executive independent Directors, in addition to four Executive Directors. Further, in compliance with the Companies Act and the SEBI Listing Regulations, we have a woman director on our Board.

Committees of the Board

In addition to the committees of the Board detailed below, our Board may from time to time, constitute Committees for various functions.

Audit Committee

The members of the Audit Committee are:

Sl. No.	Name of the Members	Nature of Directorship	Designation in the Committee
1.	K N Mathew	Non-Executive Independent Director	Chairman
2.	C K Gopalan Nair	Non-Executive Independent Director	Member
3.	Philips Thomas	Chairman & Managing Director	Member

The Audit Committee was constituted pursuant to the Board meeting held on March 21, 2018. The scope and function of the Audit Committee is in accordance with Section 177 of the Companies Act and under various regulations under SEBI Listing Regulations and its terms of reference include the following:

1. Overseeing the Company's financial reporting process and disclosure of its financial information to ensure that its financial statements are correct, sufficient and credible;
2. Recommending to the Board the appointment, re-appointment and replacement, remuneration and terms of appointment of the statutory auditor of the Company and the fixation of audit fee;
3. Reviewing and monitoring the statutory auditor's independence and performance, and effectiveness of audit process;
4. Approving payments to statutory auditors for any other services rendered by the statutory auditors;

5. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013, as amended;
 - b. Changes, if any, in accounting policies and practices and reasons for the same;
 - c. Major accounting entries involving estimates based on the exercise of judgment by management;
 - d. Significant adjustments made in the financial statements arising out of audit findings;
 - e. Compliance with listing and other legal requirements relating to financial statements;
 - f. Disclosure of any related party transactions; and
 - g. Qualifications in the draft audit report.
6. Reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;
7. 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 utilised for purposes other than those stated in the offer document/ prospectus/ notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter. This also includes monitoring the use/application of the funds raised through the proposed Issue by the Company;
8. Approval or any subsequent modifications of transactions of the Company with related parties and omnibus approval for related party transactions proposed to be entered into by the Company subject to such conditions as may be prescribed;
9. Scrutinizing of inter-corporate loans and investments;
10. Valuing of undertakings or assets of the Company, wherever it is necessary;
11. Evaluating of internal financial controls and risk management systems;
12. Establishing a vigil mechanism for directors and employees to report their genuine concerns or grievances
13. Reviewing, with the management, the performance of statutory and internal auditors, and adequacy of the internal control systems;
14. Reviewing the adequacy of internal audit function if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
15. Discussing with internal auditors on any significant findings and follow up there on;
16. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
17. 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;
18. Looking 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;
19. Reviewing the functioning of the whistle blower mechanism;
20. Approving the appointment of the chief financial officer or any other person heading the finance function or discharging that function after assessing the qualifications, experience and background, etc. of the candidate; and
21. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

Nomination and Remuneration Committee

The members of the Nomination and Remuneration Committee are

Sl. No.	Name of the Members	Nature of Directorship	Designation in the Committee
1.	T J Kamalanabhan	Non-Executive Independent Director	Chairman
2.	Dr. Anandavally	Non-Executive Independent Director	Member
3.	C K Gopalan Nair	Non-Executive Independent Director	Member

The Nomination and Remuneration Committee was constituted by a meeting of the Board of Directors held on March 21, 2018. The scope and function of the Nomination and Remuneration Committee is in accordance with Section 178 of the Companies Act, 2013 and under various regulations of the SEBI Listing Regulations. The terms of reference of the Nomination and Remuneration Committee include:

1. Formulating the criteria for determining qualifications, positive attributes and independence of a director and recommending to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
 - (i) The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
 - (ii) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
 - (iii) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.
2. Formulating of criteria for evaluation of the independent directors and the Board;
3. Devising a policy on Board diversity;
4. Identifying persons who qualify to become directors or who may be appointed in senior management in accordance with the criteria laid down, recommending to the Board their appointment and removal, and carrying out evaluations of every director's performance;
5. Analysing, monitoring and reviewing various human resource and compensation matters;
6. Determining the company's policy on specific remuneration packages for executive directors including pension rights and any compensation payment, and determining remuneration packages of such directors;
7. Determining compensation levels payable to the senior management personnel and other staff (as deemed necessary), which shall be market-related, usually consisting of a fixed and variable component;
8. Reviewing and approving compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;
9. Performing such functions as are required to be performed by the compensation committee under the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
10. Framing suitable policies and systems to ensure that there is no violation, by an employee of any applicable laws in India or overseas, including:
 - (i) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; or
 - (ii) The Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003.
11. Performing such other activities as may be delegated by the Board of Directors and/or are statutorily prescribed under any law to be attended to by the Nomination and Remuneration Committee.

12. Carrying out any other function as may be decided by the Board or specified/provided under the Companies Act, 2013 or SEBI Listing Regulations or by any other regulatory authority.

Stakeholders' Relationship Committee

The members of the Stakeholders' Relationship Committee are:

Sl. No.	Name of the Members	Nature of Directorship	Designation in the Committee
1.	C K Gopalan Nair	Non-Executive Independent Director	Chairman
2.	Philips Thomas	Chairman & Managing Director	Member
3.	Abdul Kareem A	Whole-Time Director	Member

The Stakeholders' Relationship Committee was constituted by our Board of Directors at their meeting held on March 21, 2018. The scope and function of the Stakeholders' Relationship Committee is in accordance with Section 178 of the Companies Act, 2013 and Regulation 20 of the SEBI Listing Regulations.

The terms of reference of the Stakeholders' Relationship Committee include the following:

1. redressal of grievances of the security holders' and investors' grievances of the Company, such as complaints in respect of allotment of equity shares, transfer of equity shares including non-receipt of share certificates and review of cases for refusal of transfer/transmission of shares and debentures, nonreceipt of declared dividends, annual reports, balance sheets of the Company, etc. and assisting with quarterly reporting of such complaints;
2. giving effect to all transfer/transmission of shares and debentures, dematerialization of shares and rematerialization of shares, split and issue of duplicate/consolidated share certificates, compliance with all the requirements related to shares, debentures and other securities from time to time;
3. overseeing the performance of the registrars and transfer agents of our Company and to recommend measures for overall improvement in the quality of investor services;
4. investigating complaints relating to allotment of shares, approval of transfer or transmission of shares, debentures or any other securities; and
5. carrying out such other function as may be specified by our Board of Directors from time to time or specified /provided under the Companies Act, 2013 or SEBI Listing Regulations, or by any other regulatory authority.

Corporate Social Responsibility Committee

The members of the Corporate Social Responsibility Committee are:

Sl. No.	Name of the Members	Nature of Directorship	Designation in the Committee
1.	Dr. Anandavally N	Non-Executive Independent Director	Chairman
2.	Philips Thomas	Chairman & Managing Director	Member
3.	Vinod Kumar K P	Whole-Time Director	Member

The Corporate Social Responsibility Committee was constituted by our Board of Directors at its meeting held on March 21, 2018. The terms of reference of the Corporate Social Responsibility Committee of our Company shall include the following:

1. Formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by our Company in accordance with the provisions of the Companies Act, 2013;
2. Review and recommend the amount of expenditure to be incurred on activities to be undertaken by our Company.
3. Monitor the Corporate Social Responsibility Policy of our Company and its implementation from time to time; and
4. Any other matter as the Corporate Social Responsibility Committee may deem appropriate after approval of the Board of Directors or as may be directed by the Board of Directors from time to time.

IPO Committee

The members of the IPO Committee are:

Sl. No.	Name of the Members	Nature of Directorship	Designation in the Committee
1.	C K Gopalan Nair	Non-Executive Independent Director	Chairman
2.	K N Mathew	Non-Executive Independent Director	Member
3.	Philips Thomas	Chairman & Managing Director	Member

The IPO Committee was constituted by a meeting of the Board held on May 09, 2018. The terms of reference, as approved by the Board include the following:

1. To decide on the size, timing, pricing and all the terms and conditions of the issue of the Equity Shares for the Issue, including the number of the Equity Shares to be issued in the Issue, price and any discount as allowed under Applicable Laws that may be fixed and determined in accordance with the applicable law, and to accept any amendments, modifications, variations or alterations thereto;
2. To appoint and enter into arrangements with the book running lead manager for the Issue (“**BRLMs**”), underwriters to the Issue, syndicate members to the Issue, brokers to the Issue, escrow collection bankers to the Issue, refund bankers to the Issue, registrar(s), legal advisors, advertising agency(ies) and any other agencies or persons or intermediaries to the Issue and to negotiate and finalise the terms of their appointment, including but not limited to execution of the mandate letter with the BRLM, negotiation, finalisation and execution of the issue agreement with the BRLM, etc.;
3. To negotiate, finalise, settle, execute and deliver or arrange the delivery of the syndicate agreement, underwriting agreement, escrow agreement, agreements with the registrar to the Issue and the advertising agency(ies) and all other documents, deeds, agreements, memorandum of understanding and other instruments whatsoever with the registrar to the Issue, legal advisors, auditors, stock exchange(s), BRLMs and any other agencies/intermediaries in connection with the Issue with the power to authorise one or more officers of the Company to execute all or any of the aforesaid documents;
4. To finalise, settle, approve and adopt the DRHP, the RHP, the Prospectus, the preliminary and final international wrap for the issue of Equity Shares and take all such actions as may be necessary for filing of these documents including incorporating such alterations/corrections/ modifications as may be required by the Securities and Exchange Board of India (“**SEBI**”), RoC, or any other relevant governmental and statutory authorities;
5. To make applications, if necessary, to the Reserve Bank of India, or to any other statutory or governmental authorities in connection with the Issue and, wherever necessary, incorporate such modifications / amendments / alterations / corrections as may be required in the DRHP, the RHP and the Prospectus;
6. To approve any corporate governance requirements that may be considered necessary by the Board or the IPO Committee or as may be required under the Applicable Laws or the listing agreement to be entered into by the Company with the relevant stock exchanges;
7. To seek, if required, the consent of the lenders to the Company, concessioning authorities, parties with whom the Company has entered into various commercial and other agreements, and any other consents that may be required in relation to the Issue;
8. To open and operate bank account(s) of the Company in terms of the escrow agreement for handling of refunds for the Issue and to authorise one or more officers of the Company to execute all documents/deeds as may be necessary in this regard;
9. To open and operate bank accounts of the Company in terms of Section 40(3) of the Companies Act, 2013, as amended, and to authorise one or more officers of the Company to execute all documents/deeds as may be necessary in this regard;
10. To determine and finalise the bid opening and bid closing dates (including bid opening and bid closing dates for anchor investors), the floor price/price band for the Issue (including issue price for anchor investors), approve the basis of allotment and confirm allocation/allotment of the equity shares to various categories of persons as disclosed in the DRHP, the RHP and the Prospectus, in consultation with the BRLMs and do all such acts and things as may be necessary and expedient for, and incidental and ancillary to the Issue including any alteration, addition or making any variation in relation to the Issue;

11. To issue receipts/allotment letters/confirmations of allotment notes either in physical or electronic mode representing the underlying equity shares in the capital of the Company with such features and attributes as may be required and to provide for the tradability and free transferability thereof in accordance with market practices and regulations, including listing on one or more stock exchange(s), with power to authorise one or more officers of the Company to sign all or any of the aforesaid documents;
12. To make applications for listing of the shares in one or more recognised stock exchange(s) for listing of the equity shares of the Company and to execute and to deliver or arrange the delivery of necessary documentation to the concerned stock exchange(s);
13. To do all such deeds and acts as may be required to dematerialise the equity shares of the Company and to sign and/or modify, as the case may be, agreements and/or such other documents as may be required with National Securities Depository Limited, Central Depository Services (India) Limited, registrar and transfer agents and such other agencies, as may be required in this connection with power to authorise one or more officers of the Company to execute all or any of the aforesaid documents;
14. To authorize and approve the incurring of expenditure and payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Issue;
15. To authorize and approve notices, advertisements in relation to the Issue in consultation with the relevant intermediaries appointed for the Issue;
16. To settle any question, difficulty or doubt that may arise in connection with the Issue including the issue and allotment of the Equity Shares as aforesaid and to further delegate the powers conferred hereunder subject to such restrictions and limitations as it may deem fit and in the interest of the Company and to the extent allowed under applicable laws and to do all such acts and deeds in connection therewith and incidental thereto, as the IPO Committee may in its absolute discretion deem fit; and
17. To execute and deliver any and all other documents or instruments and doing or causing to be done any and all acts or things as the IPO Committee may deem necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing or in connection with the Issue and any documents or instruments so executed and delivered or acts and things done or caused to be done by the IPO Committee shall be conclusive evidence of the authority of the IPO Committee in so doing.

Risk Management Committee

The members of the Risk Management Committee are:

Sl. No.	Name of the Members	Nature of Directorship	Designation in the Committee
1.	Philips Thomas	Chairman & Managing Director	Chairman
2.	Vinod Kumar K P	Whole-Time Director	Member
3.	K N Mathew	Non-Executive Independent Director	Member

The Risk Management Committee was constituted by our Board of Directors at their meeting held on March 21, 2018. The terms of reference of the Risk Management Committee of our Company shall include the following:

1. Framing, implementing, reviewing and monitoring the risk management plan for the Company;
2. Laying down risk assessment and minimization procedures and the procedures to inform Board of the same;
3. Oversight of the risk management policy/ enterprise risk management framework (identification, impact assessment, monitoring, mitigation and reporting);
4. Review key strategic risks at domestic/international, macro-economic & sectoral level (including market, competition, political and reputational issues);
5. Review significant operational risks; and
6. Performing such other activities as may be delegated by the Board of Directors or specified / provided under the Companies Act, 2013 and the rules made thereunder, as amended, or by the SEBI Listing Regulations or statutorily prescribed under any other law or by any other regulatory authority.

Policies

In accordance with applicable provisions of the SEBI Listing Regulations and other applicable law, we have formulated policies, including the following, copies of which are available on our website:

1. Related Party transactions;
2. Whistle blower policy;
3. Risk management policy;
4. Preservation of documents policy;
5. Board evaluation policy;
6. Corporate Social Responsibility (CSR) Policy;
7. Code of conduct;
8. Policy on appointment and remuneration for directors, key managerial personnel (KMP) and senior management employees;
9. Board Succession plan.

Interest of Directors

All Directors may be deemed to be interested to the extent of sitting fees payable to them for attending meetings of the Board of the Company or to the extent of remuneration payable for services rendered as an officer or employee of our Company or our Subsidiary, as applicable.

The Directors may also be deemed to be interested in the Equity Shares, if any, held by them and/ or any Equity Shares that may be held by their relatives or companies, firms and trusts, in which they are interested as directors, members, partners, trustees, beneficiaries and promoters and in any dividend distribution which may be made by our Company in the future. For further details, please see “*Our Management*” on page 176.

Further, our Directors, Madhukrishna Ganta is appointed as executive director on the board of our Subsidiary and may be deemed to be interested to the extent of any remuneration and payments due and payable to them by such Subsidiary.

The Directors have no interest in any property acquired by our Company within two years from the date of this Draft Red Herring Prospectus or proposed to be acquired by our Company as of the date of this Draft Red Herring Prospectus. .

No sum has been paid or agreed to be paid to our Directors or to firms or companies in which they may be members, in cash or shares or otherwise by any person either to induce him/her to become, or to qualify him/her as, a Director, or otherwise for services rendered by him/her or by such firm or company, in connection with the promotion or formation of our Company.

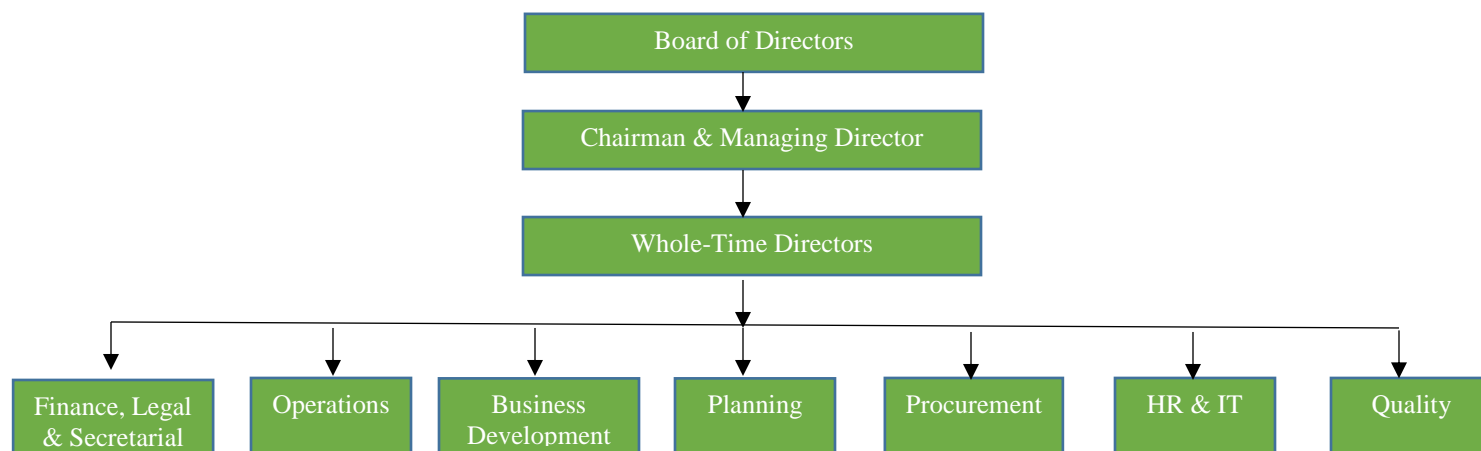
Except for Philips Thomas, Vinod Kumar K P, Abdul Kareem A and Madhukrishna Ganta, our Promoters, and except as stated herein above and in “Payment or benefit to officers of our Company”, “*Our Promoters, Promoter Group and Group Companies – Nature and extent of interest of our Promoters – Interest of our Promoters*” and in “Financial Statements” on page 194, 193 and 203 respectively, our Directors do not have any other interest in the promotion of our Company or any other interest in our business.

Except as stated in “*Financial Statements*” on page 203 and described herein to the extent of shareholding in our Company, if any, our Directors do not have any other interest in the business of our Company.

Except as disclosed in this Draft Red Herring Prospectus, no amount or benefit has been paid or given within the two preceding years or is intended to be paid or given to any of our Directors either to induce them to become or to qualify them as Directors except the normal remuneration for services rendered by them as Directors. No loans have been availed by our Directors or the Key Management Personnel from our Company as on date of this filing of this Draft Red Herring Prospectus.

None of the beneficiaries of loans, advances and sundry debtors are related to our Directors.

Management Organization Structure



Key Management Personnel

For details of the brief profile of our Executive Directors and Non – Executive Directors, please see “– Brief profiles of our Directors hereinabove. The brief profiles of our other Key Management Personnel are as set out below:

C V George, is the President and Chief Financial Officer of our Company. He holds a degree in Bachelors of Science from University of Calicut, Kerala. He has relevant experience in the banking sector. He was appointed as the President of our Company on August 1, 2017 and pursuant to the board resolution dated February 24, 2018, he was appointed as the Chief Financial Officer of our Company. During fiscal 2018, he was paid an aggregate compensation of ₹ 0.73 Million.

Ravilal V R, is the Company Secretary and Compliance Officer of our Company. He is a qualified Company Secretary of the Institute of Company Secretaries of India and also holds a degree in Bachelor of Commerce. He was appointed as the Company Secretary and Compliance Officer on January 15, 2018, pursuant to the board resolution dated January 01, 2018. During fiscal 2018, he was paid an aggregate compensation of ₹ 0.13 Million.

Chandra Sekhar E, is the HR Welfare Officer of our Company. He holds a degree in Master of Business Administration from Jawaharlal Nehru Technological, University, Anantapur, Andhra Pradesh. He joined our Company on August 01, 2015. Prior to joining our Company, he worked as an HR Executive from March 2013 to March 2015 at Apache Footwear India Private Limited. During fiscal 2018, he was paid an aggregate compensation of ₹ 0.31 million.

Danish Danial, is the Assistant Manager (Corporate Finance) of our Company. He holds a degree in Bachelor of Commerce from University of Calicut, Kerala. He also holds a diploma in Manual and Computerized Accounting, from Accounts Academy, Trissur, Kerala. He joined our Company on May 01, 2012. Prior to joining our Company, he worked as a marketing executive and a cashier from June 2007 to October 2011 for Omega Trading Company. During fiscal 2018, he was paid an aggregate compensation of ₹ 0.38 million.

Goudaperu Rajesh, is the Quality Control In-charge of our Company. He holds a degree in Master of Science (Microbiology), from the Acharya Nagarjuna University. He joined our Company on April 21, 2016. Prior to joining our Company, he worked at Devi Seafoods Limited as a Quality Control Technologist from May 2011 to April 2016. During fiscal 2018, he was paid an aggregate compensation of ₹ 0.45 million.

M B Suresh, is the Workers in-charge of our Company. He has passed SSLC from ZP High School, Gopalapuram in the year 1999. He joined our Company on October 1, 2015. He was promoted to Assistant Purchase Manager with effect from March 1, 2017. During fiscal 2018, he was paid an aggregate compensation of ₹ 0.28 million.

Nelson George, is the General Manager of our Company. He holds a degree in Bachelor of Commerce from University of Calicut. He joined our Company on March 27, 2006. During fiscal 2018, he was paid an aggregate compensation of ₹ 0.99 million.

Sali Philomina, is the Quality Assurance Officer of our Company. She holds a degree in Masters in Science in aquaculture and fisheries, Microbiology from University of Calicut, Kerala. She has also been a part of various training programs conducted by Central Institute of Fisheries Technology, Export Inspection Agency and BRC etc. She joined our Company on August 01, 2016. Prior to joining our Company, she worked as a Senior Technologist for Choice Canning Company from April 2005 to May 2010. During fiscal 2018, she was paid an aggregate compensation of ₹ 0.33 million.

Uma T G, is the Quality Assurance Manager of our Company. She holds a degree of Bachelor of Science from Mahatma Gandhi University, Kerala and she also holds a Masters degree in Dietetics & Food Services Management from Indira Gandhi National Open University, New Delhi. She joined our Company June 06, 2012. Prior to joining our Company, she had worked as a Supervisor in Quality Control Department at Amalgam Food Limited, as a Supervisor in Quality Assurance at Innovative Foods Limited and as an Executive – QC at Amalgam Speciality Foods (India) Private Limited. During fiscal 2018, she was paid an aggregate compensation of ₹ 0.32 million.

As on the date of filing of this Draft Red Herring Prospectus, none of the Key Managerial Personnel hold any Equity Shares in our Company.

All our Key Management Personnel are permanent employees of our Company.

None of our Key Management Personnel are related to any of our Directors or to each other. Further, none of our Key Management Personnel have been appointed pursuant to any arrangement or understanding with major shareholders, customers, suppliers or others.

Bonus or profit sharing plan of the Key Management Personnel

None of the Key Management Personnel are party to any bonus or profit sharing plan of our Company.

Interest of Key Management Personnel

Except as disclosed above in relation to our Directors under “*Interest of Directors*”, the Key Management Personnel of our Company do not have any interest in our Company other than to the extent of the remuneration, allowances, perquisites or benefits to which they are entitled to as per their terms of appointment and the reimbursement of expenses incurred by them during the ordinary course of business. Additionally, our Executive Directors may be deemed to be interested to the extent of their shareholding and remuneration payable to them or their relatives by our Subsidiary.

Changes in the Key Management Personnel

Except for the changes to our Board of Directors, including re-designation of Executive Directors, as set forth under “*Our Management - Changes in the Board of Directors in the last three years*” herein above, the changes in the Key Management Personnel in the last three years immediately preceding the date of this Draft Red Herring Prospectus are as follows:

Name	Designation	Date of Appointment	Reason for change
Goudaperu Rajesh	Quality Control In-charge	April 21, 2016	Appointment
Sali Philomina	Quality Assurance Officer	August 01, 2016	Appointment
C V George	President	August 01, 2017	Appointment
Ravilal V R	Company Secretary and Compliance Officer	January 15, 2018	Appointment
C V George	Change of designation to President and Chief Financial Officer	March 01, 2018	Appointment

Payment or Benefit to officers of our Company

Except statutory entitlements for benefits upon termination of their employment in our Company or retirement, no officer of our Company, including our Directors and Key Management Personnel, is entitled to any benefits upon termination of employment under any service contract entered into with our Company.

Further, except any statutory payments made by our Company and reimbursement of medical expenses, to certain officers, no non-salary amount or benefit has been paid or given, in the two years preceding the date of this Draft Red Herring Prospectus, or is intended to be paid or given to any of our Company's officers except remuneration for services rendered as Directors, officers or employees of our Company.

Employee Stock Option Plan

As on the date of this Draft Red Herring Prospectus, our Company does not have any employee stock option or purchase plan.


OUR PROMOTERS, PROMOTER GROUP AND GROUP COMPANIES

Promoters

As on the date of this Draft Red Herring Prospectus, the Promoters of our Company are Philips Thomas, Vinod Kumar K P, Madhukrishna Ganta and Abdul Kareem A. As on the date of this Draft Red Herring Prospectus, the Promoters, in aggregate, hold 45,287,607 Equity Shares, representing 84.80% issued, subscribed and paid-up Equity Share capital of our Company. For details of the build-up of the Promoters' shareholding in our Company, see "*Capital Structure*", on page 66.

Brief profile of our Promoters is as under:

	<p>Philips Thomas, aged 51 years, is the Chairman & Managing Director of our Company. He is a resident Indian national. For further details, see "<i>Our Management</i>" on page 178 of this DRHP.</p> <p>The voter Identification number of Philips Thomas is BXD1289446 and his driving license number 43/101562/1986</p>
	<p>Vinod Kumar K P, aged 49 years, is the Whole-Time Director of our Company. He is a resident Indian national. For details of his educational qualifications, address, experience and other directorships, see "<i>Our Management- Brief Profiles of our Directors</i>" on page 178 of this DRHP.</p> <p>The voter Identification number of Vinod Kumar K P is BXD1424167 and his driving license number 1/2313/1989</p>
	<p>Madhukrishna Ganta, aged 36 years, is the Whole-Time Director of our Company. He is a resident Indian national. For details of his educational qualifications, address, experience and other directorships, see "<i>Our Management- Brief Profiles of our Directors</i>" on page 178 of this DRHP.</p> <p>The voter Identification number of Madhukrishna Ganta is UAS0195768 and his driving license number DLFAP02660002006</p>

	<p>Abdul Kareem A, aged 64 years, is the Whole-Time Director of our Company. He is a resident Indian national. For details of his educational qualifications, address, experience and other directorships, see “<i>Our Management- Brief Profiles of our Directors</i>” on page 178 of this DRHP.</p> <p>The driving License number of Abdul Kareem is TN2220060027256.</p> <p>Voter’s ID: BDZ4365466</p>
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Our Company confirms that the permanent account number, bank account numbers and passport number of our Promoters shall be submitted to the Stock Exchanges at the time of filing this Draft Red Herring Prospectus.

Relationship between our Promoters

None of our Promoters are related to each other.

Other ventures of our Promoters

Except for our Group Companies and our Subsidiary, and as set out in the section “*Our Management*” on page 176, our Promoters are not involved with any other venture, as a shareholder, promoter or director.

Nature and extent of interests of our Promoters

a) Interests of Promoters

Our Promoters are interested in our Company to the extent of their shareholding and the shareholding of their relatives in our Company and Subsidiary and in any dividend distribution and corporate benefits which may be made by our Company and Subsidiaries in the future. Further, none of our Promoters may be deemed to be interested to the extent of any salary and related benefits that are payable to their relatives who are appointed in places of profit in our Company and our Subsidiary.

For details regarding the shareholding of the Promoters in our Company and the Subsidiaries, see “*Capital Structure*”, “*Our Subsidiary*” and “*Our Management*”, on pages 66, 174 and 176, respectively. For details on the Group Companies and the nature and extent of interest of the Promoters in the Group Companies, see “*Group Companies*”, on page 197.

Our Promoters are also interested in our Company to the extent of being Directors of our Company and the remuneration, sitting fees, commission and reimbursement of expenses payable to them in such capacities. For further details in this regard, see “*Our Management*” on page 176.

None of our Promoters are interested as a member of a firm or company and no sum has been paid or agreed to be paid to any of our Promoters or to any such 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 such Promoter(s) or by such firm or company in connection with the promotion or formation of our Company.

b) Payment or Benefit to officers of our Company

Except statutory entitlements for benefits upon termination of their employment in our Company or retirement, no officer of our Company, including the Directors and the Key Management Personnel, is entitled to any benefits upon termination of employment under any service contract entered into with our Company.

Further, except as disclosed in the section “*Related Party Transactions*”, on page 201, and the payment of remuneration or commission for services rendered by our employees and any statutory payments made by our Company, no amount or benefit has been paid or given within the two years preceding the date of filing of this Draft Red Herring Prospectus

c) Confirmations

Our Promoters and our Group Companies have not been declared as willful defaulters by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.

Further, there have been no violations of securities laws committed by our Promoters in the past and no proceedings for violation of securities laws are pending against them.

Our Promoters and members of Promoter Group have not been prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

Our Promoters are not and have never been a promoter, director or person in control of any other company which is prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

None of our promoters are not interested in any entity which holds any intellectual property rights that are used by our Company.

d) Disassociation by our Promoters in the last three years

Except as provided below, our Promoters have not disassociated themselves from any of the companies, firms or other entities during the last three years preceding the date of the Draft Red Herring Prospectus:

Name of the disassociated entity	Reasons and circumstances leading to the disassociation and terms of disassociation	Date of disassociation
Gayathri Aqua Sea Food Exports Private Limited	Our Promoters, Philips Thomas, Vinod Kumar K P and Madhukrishna Ganta have sold shares to Penver Products Limited	April 20, 2017

Change in the management and control of Our Company

Philips Thomas was one of the original promoters of our Company. Vinod Kumar K P, Madhukrishna Ganta and Abdul Kareem A became promoters of our company on November 16, 2001, December 27, 2014 and September 19, 2016, respectively. For further details in relation to acquisition of the Equity Shares, see “Capital Structure”, on page 66. Other than as afore stated, there has not been any change in the management or control of our Company.

Promoter Group

As on the date of this Draft Red Herring Prospectus, the following is the list of persons constituting the promoter group of the Company in terms of Regulation 2(1)(zb) of the SEBI ICDR Regulations:

1. Natural persons who are part of the Promoter Group

The natural persons who are part of the Promoter Group (due to their relationship with our Promoters), other than our Promoters in terms of regulation 2(1)(zb) of SEBI ICDR Regulations:

Name of Promoter	Name of Relative
Philips Thomas	Rekha Philips
	Thomas Philips
	Tanea Philips
	Alex Thomas
	Tom Thomas
	Suma Abraham
	Claramma Thomas
	Sebastian Joseph
	Reshmi Verghese
	Renju Sebastian
Vinod Kumar K P	K P Sarada
	Dhanya Ramachandran .K.P
	Unni K Nayanar
	Sudha Raveendran
	Usha Praveen
	Krishna Kumar K P
	Suseela K P
	K P Vijay Chandran
Madhukrishna Ganta	Ganta Venkata Ranga Rao
	Ganta Vijayalakshmi
	Ganta Gayathri
	Ganta Hema Venkata Harshith
	Ganta Sanvitha
	Chalasani Venkata Hima Bindu
	K Sathya Narayana
	K Krishna Kumari
	C H Kavitha
	Ganta Venkata Ranga Rao

Name of Promoter	Name of Relative
Abdul Kareem A	Abdul Majeed
	Dawood Bee
	Haseenathul Shamima
	Rumaiz ahamded.A
	Zareen Fathima
	A.Mohmad Bilal
	Abdul Aleem
	Abdul Shukoor
	Razia Begum
	Fathima
	Shayadha Begum
	Fathima
	Haseenathul Sabiha
	J Rafiathul Merfia

2. Corporate Entities forming part of Promoter Group

There are no other entities forming part of the Promoter Group.

OUR GROUP COMPANIES

As per the requirements of SEBI ICDR Regulations, for the purpose of identification of ‘group companies’, our Company has, considered companies covered (under the applicable accounting standards being Indian Accounting Standard 24 issued by the Institute of Chartered Accountants of India (except such companies whose accounts are consolidated in accordance with Indian Accounting Standard 110) and such other companies as considered material by our Board. Pursuant to a resolution of our Board dated May 09, 2018 for the purposes of disclosure in issue documents, those companies disclosed as group companies for the last financial year in accordance with Indian Accounting Standard (Ind AS) 24 issued by the Institute of Chartered Accountants of India in the audited financial statements of the Company for the last five financial years and any other entities (including, *inter alia*, trusts, partnerships, unregistered or unincorporated entities) which are material to the Company shall be disclosed as group companies.

Accordingly, the companies which constitute part of the related parties of our Company in accordance with the applicable accounting standards as specified above will form part of our Group Companies. The following companies with the exception of our Subsidiary and Associate have been identified as “Group Companies” for the purpose of the SEBI ICDR Regulations:

- (a) Oyster Bay Restaurants Private Limited;
- (b) Sri Anjana Aqua Feed and Chemicals; and
- (c) Anjana Aqua Feed and Chemicals

Unless otherwise specifically stated, our Group Companies described below (i) are not listed or have been refused listing on any stock exchange in India or abroad or; (ii) have not made any public or rights issue of equity shares in the last three years or; (iii) fall under the definition of sick companies under SICA; (iv) are under winding-up; (v) have become defunct; (vi) have made an application to the relevant registrar of companies in whose jurisdiction such Group Company is registered in the five years preceding from the date of filing this Draft Red Herring Prospectus with SEBI, for striking off its name; (vii) have received any significant notes on the financial statements from the auditors; (viii) have not incurred loss in the immediately preceding financial year or (ix) have negative net worth as of the date of their last audited financial statements.

(a) Oyster Bay Restaurants Private Limited (“OBRPL”)

Corporate information

Oyster Bay Restaurants Private Limited was incorporated on April 19, 2013 under the Companies Act, 1956. The registered office of OBRPL is situated at Door No. AP 2/688, Industrial Estate, Aroor (P.O), Aroor- 688534, Kerala, India. The corporate identity number of OBRPL is U55101KL2013PTC033890.

Nature of business

OBRPL was incorporated to carry on the business of restaurants providing food and beverages.

Capital Structure

The issued and paid-up share capital of OBRPL consists of 1,000 equity shares of face value of ₹ 100 each.

Nature and extent of interest of our Promoters

Our Promoters are interested in OBRPL to the extent of their shareholding and directorship and the shareholding of their relatives in OBRPL and in any dividend distribution and corporate benefits which may be made by OBRPL in the future. The details of the shareholding of our Promoters in OBRPL are set out below:

Sl. No.	Name of shareholders	No. of shares held	Percentage of shareholding (%)
1.	Philips Thomas	495	49.5
2.	Vinod Kumar K P	141	14.1
3.	Abdul Kareem A	259	25.9
4.	Madhukrishna Ganta	105	10.5
	Total	1,000	100.00

Financial performance

Brief financial details of OBRPL for the past three fiscals are as follows:

<i>(₹ in million, except share data and earning per share)</i>			
Particulars	March 31, 2018	March 31, 2017	March 31, 2016
Equity capital	0.10	0.10	0.10
Reserves (excluding revaluation reserves) and Surplus	0.00	0.00	0.00
Sales	0.00	0.00	0.00
Profit/ (Loss) after tax	0.00	0.00	0.00
Earnings per share	0.00	0.00	0.00
Net asset value per share	0.00	0.00	0.00

There are no significant notes of the auditors in relation to the aforementioned financial statements.

(b) Sri Anjana Aqua Feed and Chemicals (“Sri Anjana”)

Corporate Information

Sri Anjana was formed by way of a partnership deed executed on March 1, 2017 between Chalasani Anjana Prasad, Madhukrishna Ganta, Chilukuri Satish Kumar and Chalasani Venkata Hima Bindu.

Nature of Business

1. To do purchase and sales of Aqua Feels, Aqua Chemicals and Prawns;
2. To do other related business; and
3. To carry on any other business which the parties thereto may decide upon.

Nature and extent of interest of our Promoters

Except Madhukrishna Ganta being interested in Sri Anjana to the extent of his shareholding in the partnership and any profits to be derived in the future, none of our Promoters have any interest thereon.

(c) Anjana Aqua Feed and Chemicals (“Anjana Aqua”)

Corporate Information

Anjana Aqua was originally formed by way of a partnership deed executed on August 15, 2014 between Chalasani Anjana Prasad, Chalasani Venkata Hima Bindu, Chitamaneni Venkata Radha Rani and Kakarla Kutumba Rao. The said partnership was thereafter reconstituted by way of a reconstitution partnership agreement on February 1, 2017 between Chalasani Anjana Prasad, Chalasani Venkata Hima Bindu, Chintamaneni Venkata Radha Rani, Kakarla Kutumba Rao and Madhukrishna Ganta.

Nature of Business

1. To do aqua culture (lease or own agricultural lands and do aqua culture) Purchase and sale of prawns;
2. To do other related business; and
3. To carry on any other business which the parties thereto may decide upon.

Nature and extent of interest of our Promoters

Except Madhukrishna Ganta being interested in Sri Anjana to the extent of his shareholding in the partnership and any profits to be derived in the future, none of our Promoters have any interest thereon.

1. Nature and extent of interest of our Group Companies

(a) In the promotion of our Company

None of our Group Companies have any interest in the promotion of our Company. Further, except as otherwise stated, our Group Companies has no interest including any business interest in our Company. Our Group Companies also do not hold any shares in our Company.

(b) In the properties acquired or proposed to be acquired by our Company

Our Group Companies have no interest in any property acquired by our Company in the two years preceding the filing of this Draft Red Herring Prospectus or proposed to be acquired by our Company as of the date of this Draft Red Herring Prospectus.

(c) Interest in transactions for acquisition of land, construction of building and supply of machinery

Except as stated in “*Related Party Transactions*” on page 201, our Group Companies have no interest in the transactions for acquisition of land, construction of building and supply of machinery or any other contracts, agreements or arrangements entered into by our Company and no payments have been made or are proposed to be made in respect of these contracts, agreements or arrangements by our Company to its Group Companies.

(d) Common Pursuits between our Company and its Group Companies

There are common pursuits between our Company, Subsidiary and our group companies. For details, see “*Our Business*” and “*Risk Factors*” on pages 142 and 17. We have and shall adopt necessary procedures and practices as permitted by law to address any conflict situations, as and when they may arise. For further details of related business transactions and their significance on the financial performance of our Company, see “*Related Party Transactions*” on page 201.

(e) Related business transactions within the Group Companies and significance on the financial performance of our Company

There are no related business transactions of our Company with the Group Companies. For details on the significance of related party transactions on the financial performance of the Company, see “*Our Business*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” on pages 142 and 296, respectively.

(f) Sale/Purchase between our Company and its Group Companies

Our Group Companies are not involved in any sales or purchases with our Company where such sales or purchases exceed, in the aggregate, 10% of the total sales or purchases of our Company for Fiscal 2018.

(g) Business interest of Group Companies in our Company

Other than as stated in this section, none of our Group Companies have any interest, including any business interest in our Company.

(h) Defunct Group Companies

None of our Group Companies is defunct and no application has been made to the Registrar of Companies for striking off the name of any of our Group Companies during the five years preceding the date of filing of this Draft Red Herring Prospectus with SEBI.

(i) **Loss making Group Companies**

Our group company Oyster Bay Restaurants Private Limited has no operation since last three years.

(j) **Other confirmations**

None of the securities of our Group Companies are listed on any stock exchange and none of our Group Companies have made any public or rights issue of securities in the preceding three years.

None of the Group Companies have been debarred from accessing the capital market for any reasons by SEBI or any other authorities.

None of the Group Companies have been identified as wilful defaulters in terms of the SEBI ICDR Regulations.

RELATED PARTY TRANSACTIONS

For details of the related party transactions, as per the requirements under the relevant accounting standards and as reported in the Restated Financial Statements, see “*Financial Statements*”, on page 203.

DIVIDEND POLICY

The declaration and payment of dividends will be recommended by the Board and approved by the Shareholders, at their discretion, subject to the provisions of the Articles of Association and applicable law, including the Companies Act. As on the date of this Draft Red Herring Prospectus, our Company does not have a formal dividend policy.

Declaration of dividend, if any, will depend on a number of factors, including but not limited, to annual operating plans, capital budgets, quarterly and annual results, investments including mergers and acquisitions, legislations impacting business, competition, strategic updates, financial decisions, funding arrangements, macro-economic environment, changes in accounting policies and applicable accounting standards, client related risks, statutory restriction and other factors considered by the Board. The Articles of Association also provides discretion to the Board to declare and pay interim dividends.

In addition, our ability to pay dividends may be impacted by a number of factors, including restrictive covenants under financing arrangements our Company is currently availing of or may enter into, to finance the fund requirements for our business activities. For further details, see “*Financial Indebtedness*”, on page 316.

Our Company has not declared any dividends in the last five Fiscals, immediately preceding the date of filing of this Draft Red Herring Prospectus.

Our past practices with respect to the declaration of dividends are not necessarily indicative of our future dividend declaration. For details in relation to the risk involved, see “*Risk Factors – Our Company has not paid dividends on Equity Shares in the past and our ability to pay dividends in the future will depend upon future earnings, financial condition, cash flows, working capital requirements and capital expenditures*”, on page 28.

SECTION V: FINANCIAL INFORMATION

FINANCIAL STATEMENTS

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Independent Auditor's Report on Restated Consolidated Financial Information

To

The Board of Directors

Penver Products Limited

Door No.AP II, 688,

Industrial Estate

Aroor- 688534

Kerala

Dear Sirs,

1. We have examined the attached Restated Consolidated Financial Information of Penver Products Limited ("**the Company**"), and its subsidiaries (the Company and its subsidiaries collectively known as "**Group**"), which comprise of the Restated Consolidated Summary Statement of Assets and Liabilities as at March 31, 2018, 2017, 2016, 2015 and 2014, the Restated Consolidated Summary Statement of Profit and Loss (including Other Comprehensive Income), the Restated Consolidated Summary Statement of Cash Flows, the Restated Consolidated Summary Statement of Changes in Equity for the year ended March 31, 2018, 2017, 2016, 2015 and 2014 and the Summary of significant accounting policies, read together with the annexure and notes thereto as approved by the Board of Directors of the Company prepared in terms of the requirements of:
 - (a) Section 26 of Part I of Chapter III of the Companies Act, 2013 ("**the Act**") read with Rules 4 to 6 of Companies (Prospectus and Allotment of Securities) Rules, 2014 ("**the Rules**"); and
 - (b) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time in pursuance of provision of Securities and Exchange Board of India Act, 1992 ("**ICDR Regulations**") issued by the Securities and Exchange board of India ("**SEBI**");

The preparation of the Restated Consolidated Financial Information is the responsibility of the management of the Company for the purpose set out in paragraph 9 below. The Management's responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Consolidated Financial Information. The Management is also responsible for identifying and ensuring that the Company complies with the Act, Rules, and ICDR Regulations.

2. We have examined such Restated Consolidated Financial Information taking into consideration:
 - (a) The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated April 04, 2018 in connection with the proposed issue of equity shares of the Company; and
 - (b) The Guidance Note on Reports in Company's Prospectuses (Revised 2016) issued by the Institute of Chartered Accountants of India ("ICAI") as amended from time to time (the "**Guidance Note**")

3. These Restated Consolidated Financial Information have been compiled by the management from the audited consolidated financial statements as at March 31, 2018, 2017, 2016, 2015 and 2014, and for each of the year ended March 31, 2018, 2017, 2016, 2015 and 2014 which have been approved by the Board of Directors at their meetings held on June 12, 2018.
4. The Restated Consolidated Financial Information which includes information in relation to the Company's Subsidiaries are listed below:

Name of the Entity	Component Type	Incorporation	Period Covered
Gayathri Aqua Seafood Exports Pvt. Ltd.	Subsidiary	India	As at and for the year ended March 31, 2018
Oyster Bay Restaurants Pvt. Ltd.*	Subsidiary	India	As at and for the years ended March 31, 2017, 2016, 2015 and 2014
Blueseas Products LLC	Associate	USA	As at and for the years ended December 31, 2017, 2016, 2015 and 2014

* Oyster Bay Restaurants Pvt. Ltd. ceased to be a subsidiary company.

We did not audit the financial statements of the subsidiaries and Associate for the financial years ended March 31, 2018, 2017, 2016, 2015 and 2014 whose share of total assets, total revenues, net cash flows and Group's share of net profit/loss, included in the Restated Consolidated Financial Information, for the relevant years is tabulated below:

(₹ in Millions)					
Particulars	March 31, 2018	March 31, 2017	March 31, 2016	March 31, 2015	March 31, 2014
Total Assets	318.99	0.05	0.04	0.03	0.01
Total Revenues	702.59	-	-	-	-
Net Cash flows	0.11	-	-	-	-
Group's share of net profit/loss	53.00	7.40	(9.95)	7.42	39.11

These financial statements of Gayathri Aqua Seafood Exports Pvt. Ltd have been audited by another firm of Chartered Accountants Ramachandra Reddy & Associates, the financial statements of Oyster Bay Restaurants Pvt. Ltd have been audited by another firm of Chartered Accountants M/s. Babu Mathew & Associates, Chartered Accountants, the financial statements of Blue Sea Products, LLC, USA have been audited by Roche Miseo Barchetto, LLC for the year ending December 31, 2017, December 31, 2016, 2015 and 2014, Bruce G. Steinthal, CPA for the year ending December 31, 2013 were audited by whose reports have been furnished to us and our opinion in so far as it relates to the amounts included in these Restated Consolidated Financial Information are based solely on the report of other auditors.

5. Based on our examination and in accordance with the requirements of Section 26 of Part I of Chapter III of the Act, read with Rules 4 to 6 of Companies (Prospectus and Allotment of Securities) Rules,

2014, the ICDR Regulations, the Guidance Note and terms of our engagement agreed with you, we report that:

- (a) The Restated Consolidated Summary Statement of Assets and Liabilities of the Group, as at March 31, 2018, 2017, 2016, 2015 and 2014 as set out in Annexure I to this report, have been arrived at after making adjustments and regroupings / reclassifications as in our opinion, were appropriate and more fully described in the Annexure V Statement of Restatement Adjustments to the Audited Consolidated Financial Statements.
 - (b) The Restated Consolidated Summary Statement of Profit and Loss of the Group for the years ending March 31, 2018, 2017, 2016, 2015 and 2014 as set out in Annexure II to this report, have been arrived at after making adjustments and regroupings/reclassifications as in our opinion, were appropriate and more fully described in the Annexure V Statement of Restatement Adjustments to the Audited Consolidated Financial Statements.
 - (c) The Restated Consolidated Summary Statement of Cash Flows of the Group for the years ending March 31, 2018, 2017, 2016, 2015 and 2014 as set out in Annexure III to this report, have been arrived at after making adjustments and regroupings/reclassifications as in our opinion, were appropriate and more fully described in the Annexure V Statement of Restatement Adjustments to the Audited Consolidated Financial Statements.
 - (d) The Restated Consolidated Summary Statement of Changes in Equity of the Group for the years ending March 31, 2018, 2017, 2016, 2015 and 2014 as set out in Annexure IV to this report, have been arrived at after making adjustments and regroupings/reclassifications as in our opinion, were appropriate and more fully described in the Annexure V Statement of Restatement Adjustments to the Audited Consolidated Financial Statements.
 - (e) Based on the above and according to the information and explanations given to us, we further report that the Restated Consolidated Financial Information:
 - (i) have been prepared after incorporating adjustments for the change in accounting policies retrospectively in respective financial years to reflect the same accounting treatment as per changed accounting policy for all the reporting years;
 - (ii) have been prepared after incorporating adjustments for the material amounts in the respective financial years to which they relate;
 - (iii) do not contain any extra-ordinary / exceptional items that need to be disclosed separately in the respective financial years and do not contain any qualification requiring adjustments; and
 - (iv) has no qualifications in the auditors' reports, which require any adjustments to the Restated Consolidated Financial Information;
6. We have also examined the following Restated Consolidated Financial Information of the Group as set out in the Annexures prepared by the management and approved by the Board of Directors on June 12, 2018 for the years ended March 31, 2018, 2017, 2016, 2015 and 2014:

- (a) Annexure I: Restated Consolidated Summary Statement of Assets and Liabilities
- (b) Annexure II: Restated Consolidated Summary Statement of Profit and Loss.
- (c) Annexure III: Restated Consolidated Statement of Cash Flows.
- (d) Annexure IV: Restated Consolidated Statement of Changes in Equity.
- (e) Annexure V: Statement of Restatement Adjustments to the Audited Consolidated Financial Statements.
- (f) Annexure VI: Basis of preparation and significant accounting policies.
- (g) Annexure VII: Restated Consolidated Summary Statement of Property, Plant and Equipment.
- (h) Annexure VIII: Restated Consolidated Summary Statement of Non Current Investments.
- (i) Annexure IX: Restated Consolidated Summary Statement of Non-current Assets.
- (j) Annexure X: Restated Consolidated Summary Statement of Other Non-current Assets.
- (k) Annexure XI: Restated Consolidated Summary Statement of Inventories.
- (l) Annexure XII: Restated Consolidated Summary Statement of Trade Receivables.
- (m) Annexure XIII: Restated Consolidated Summary Statement of Cash & Cash Equivalents.
- (n) Annexure XIV: Restated Consolidated Summary Statement of Current Assets.
- (o) Annexure XV: Restated Consolidated Summary Statement of Other Current Assets.
- (p) Annexure XV A: Restated Consolidated Summary Statement of Current Tax Assets
- (q) Annexure XVI: Restated Consolidated Summary Statement of Share Capital.
- (r) Annexure XVII: Restated Consolidated Summary Statement of Other Equity.
- (s) Annexure XVIII: Restated Consolidated Summary Statement of Non-current Borrowings.
- (t) Annexure XIX: Restated Consolidated Summary Statement of Non-current Provisions.
- (u) Annexure XX: Restated Consolidated Summary Statement of Deferred Tax Liability.
- (v) Annexure XXI: Restated Consolidated Summary Statement of Short Term Borrowings.
- (w) Annexure XXII: Restated Consolidated Summary Statement of Trade Payables.
- (x) Annexure XXIII: Restated Consolidated Summary Statement of Other Current Liabilities.
- (y) Annexure XXIV: Restated Consolidated Summary Statement of Current Provisions.
- (z) Annexure XXIV A: Restated Consolidated Summary Statement of Current Tax Liability
- (aa) Annexure XXV: Restated Consolidated Summary Statement of Revenue From Operations.
- (bb) Annexure XXVI: Restated Consolidated Summary Statement of Other Income.
- (cc) Annexure XXVII: Restated Consolidated Summary Statement of Cost of Material consumed.
- (dd) Annexure XXVIII: Restated Consolidated Summary Statement of Change in Inventories.
- (ee) Annexure XXIX: Restated Consolidated Summary Statement of Employee Benefit Expenses.
- (ff) Annexure XXX: Restated Consolidated Summary Statement of Finance cost.
- (gg) Annexure XXXI: Restated Consolidated Summary Statement of Depreciation & Amortisation.
- (hh) Annexure XXXII: Restated Consolidated Summary Statement of Other Expenses.
- (ii) Annexure XXXIII: Restated Consolidated Summary Statement of Dividend
- (jj) Annexure XXXIVA : Restated Consolidated Summary Statement of List of Related Parties
- (kk) Annexure XXXIVB : Restated Consolidated Summary Statement of List of Related parties transactions
- (ll) Annexure XXXIVC : Restated Consolidated Summary Statement of List of Related Parties balance outstanding
- (mm) Annexure XXXV: Restated Consolidated Summary Statement of Contingent Liability and Capital commitments
- (nn) Annexure XXXVI: Restated Consolidated Summary Statement of Accounting Ratios
- (oo) Annexure XXXVII: Restated Consolidated Statement of Segment Reporting
- (pp) Annexure XXXVIII: Restated Consolidated Statement of Capitalization
- (qq) Annexure XXXIX: Restated Consolidated Earnings Per Equity Share (EPES)

According to the information and explanations given to us, in our opinion, the Restated Consolidated Financial Information of the Group and the above Restated Consolidated Financial Information contained in Annexure VI to XXXIX, read with basis of preparation and summary of significant accounting policies disclosed in Annexure V are prepared after making adjustments and regroupings as considered appropriate and have been prepared in accordance with Section 26 of Part I of Chapter III of the Act, read with Rules 4 to 6 of Companies (Prospectus and Allotment of Securities) Rules, 2014, the ICDR Regulations and the Guidance Note.

7. This report should not in any way be construed as issuance or re-dating of any of the previous audit reports issued by us or by other firms of Chartered Accountants, nor should this report be construed as a new opinion on any of the financial statements referred to herein.
8. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
9. Our report is intended solely for use of the management and for inclusion in the Offer Documents to be filed with Securities and Exchange Board of India, BSE Limited, National stock exchange of India Limited and Registrar of Companies, Kerala in connection with the proposed issue of Equity Shares of the Company. Our report should not be used, referred to or distributed for any other purpose except with our prior consent in writing.

For *BSJ & Associates*

Chartered Accountants

Firm's Registration Number: 010560S

CA. JOBBY GEORGE

Partner

Membership Number: 211174

Place: Aroor

Date: June 12, 2018

Annexure I: Restated Consolidated Summary Statement of Assets and Liabilities

Amount in ₹ Millions

Particulars	Anx	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
ASSETS						
(1) Non-Current Assets						
(a) Property, Plant and Equipment	VII A	696.04	575.72	613.19	102.27	99.03
(b) Capital Work-in-Progress	VII B	13.90	11.11	-	243.83	4.02
(c) Good will		550.63	-	-	-	-
(d) Other Intangible Assets	VII C	0.19	0.37	0.74	0.53	0.43
(e) Financial Assets:						
(i) Investments	VIII	51.34	39.98	34.33	44.28	45.03
(ii) Loans	IX	35.82	10.07	13.63	22.10	12.89
(f) Other Non-Current Assets	X	35.28	1.37	0.00	0.00	0.00
Total Non-current assets		1,383.19	638.63	661.89	413.01	161.40
(2) Current Assets						
(a) Inventories	XI	372.06	335.27	286.94	113.93	216.55
(b) Financial Assets:						
(i) Trade Receivables	XII	1,088.88	913.90	536.26	454.95	390.54
(ii) Cash and Cash Equivalents	XIII A	39.99	53.46	81.76	59.72	15.18
(iii) Bank Balances other than (ii) above	XIII B	163.13	83.93	33.14	17.88	30.69
(iv) Loans	XIV	120.83	84.31	11.51	0.59	4.15
(c) Other Current Assets	XV	127.41	88.44	64.77	39.59	32.10
(d) Current Tax Asset	XV A	3.65	-	4.23	0.11	1.99
Total current assets		1,915.93	1,559.30	1,018.61	686.77	691.19
Total Assets		3,299.12	2,197.93	1,680.50	1,099.78	852.59
EQUITY AND LIABILITIES						
EQUITY						
(a) Equity Share Capital	XVI	167.14	149.64	110.73	110.73	94.90
(b) Other Equity	XVII	1,400.61	356.77	162.54	163.48	87.35
Total equity		1,567.75	506.41	273.27	274.21	182.25
LIABILITIES						
(1) Non-Current Liabilities						
(a) Financial Liabilities						
(i) Borrowings	XVIII	155.48	199.95	296.71	157.56	30.97
(b) Provisions	XIX	7.73	3.98	2.08	1.30	0.90
(c) Deferred Tax Liabilities/Assets (Net)	XX	22.62	17.18	6.56	0.24	(0.56)
Total Non-current liabilities		185.84	221.11	305.35	159.11	31.30
(2) Current Liabilities						
(a) Financial Liabilities						
(i) Borrowings	XXI	978.76	959.95	683.07	516.91	479.28
(ii) Trade Payables	XXII	380.63	406.83	328.42	119.02	133.54
(b) Other Current Liabilities	XXIII	132.85	82.51	88.15	28.89	24.87
(c) Provisions	XXIV	53.30	9.47	2.24	1.65	1.35
(d) Current Tax Liability	XXIV A	-	11.64	-	-	-
Total current liabilities		1,545.54	1,470.41	1,101.88	666.46	639.04
Total equity and liabilities		3,299.12	2,197.93	1,680.50	1,099.78	852.59

Note:

The above statement should be read with the explanatory notes to the Statement of restatement adjustments to Restated Consolidated financial statements in Annexure V, Company overview and Significant accounting policies as appearing in Annexure VI and Notes to Restated Consolidated Summary Statements appearing from Annexure VII to Annexure XXXIX.

Annexure II: Restated Consolidated Summary Statement of Profit and Loss

Amount in ₹ Millions

Particulars	Anx	Year	Year	Year	Year	Year
		Ended	Ended	Ended	Ended	Ended
		March 31,	March 31,	March 31,	March 31,	March 31,
		2018	2017	2016	2015	2014
I Revenue from operations	XXV	6,948.11	4,064.94	2,048.73	2,242.01	2,037.18
II Other income	XXVI	36.16	14.77	6.54	27.98	42.71
III Total Income		6,984.27	4,079.71	2,055.27	2,269.99	2,079.90
IV Expenses:						
Cost of materials consumed	XXVII	5,525.32	3,358.70	1,744.83	1,712.46	1,745.85
Changes in Inventory of finished Goods	XXVIII	(21.71)	(38.40)	(173.68)	96.02	(132.62)
Employee benefits expenses	XXIX	165.39	109.58	50.99	38.91	34.94
Finance costs	XXX	69.43	79.62	47.98	31.11	35.27
Depreciation & Amortisation expenses	XXXI	44.67	36.11	21.96	11.32	15.05
Other expenses	XXXII	609.02	400.00	352.67	332.00	293.60
Total Expenses		6,392.13	3,945.62	2,044.75	2,221.83	1,992.08
V Restated Profit / (Loss) before exceptional items and tax		592.14	134.09	10.53	48.17	87.81
VI Exceptional items		0.00	0.00	0.00	0.00	0.00
VII Restated Profit/ (Loss) before tax		592.14	134.09	10.53	48.17	87.81
VIII Tax Expense						
(1) Current tax		130.43	28.63	2.12	15.24	29.23
(2) Deferred tax		5.46	10.61	6.32	0.81	(0.51)
IX Restated Profit (Loss) for the period		456.25	94.85	2.08	32.12	59.09
X Other Comprehensive Income						
A (i) Items that will not be reclassified to profit or loss		21.42	(2.29)	(3.60)	(0.16)	(0.36)
(ii) Income tax relating to items that will not be reclassified to profit or loss		0.00	0.49	0.74	0.05	0.12
B (i) Items that will be reclassified to profit or loss		(0.99)	0.08	(0.13)	(0.04)	0.25
(ii) Income tax relating to items that will be reclassified to profit or loss		(0.34)	0.02	(0.03)	(0.01)	0.08
XI Total Comprehensive Income for the period		476.34	93.14	(0.94)	31.96	59.18
XII Restated Earnings per equity share						
Basic and Diluted	XXXIX	9.22	1.87	(0.02)	0.69	1.30

Note:

The above statement should be read with the explanatory notes to the Statement of restatement adjustments to Restated Consolidated financial statements in Annexure V, Company overview and Significant accounting policies as appearing in Annexure VI and Notes to Restated Consolidated Summary Statements appearing from Annexure VII to Annexure XXXIX.

Annexure III: Restated Consolidated Statement of Cash Flows

Amount in ₹ Millions

Particulars	Year Ended March 31, 2018	Year Ended March 31, 2017	Year Ended March 31, 2016	Year Ended March 31, 2015	Year Ended March 31, 2014
A. CASH FLOW FROM OPERATING ACTIVITIES :					
NET PROFIT/(LOSS) BEFORE TAX	592.14	134.09	10.53	48.17	87.81
Adjustments for:					
Depreciation	44.67	36.11	21.96	11.32	15.05
Exchange (Gain) / Loss	(4.84)	1.40	0.83	(0.26)	0.13
Finance Cost	69.43	79.62	47.98	31.11	35.27
Loss/(profit) on sale of property plant and equipments	10.99	(0.31)	0.00	0.03	0.01
Interest Received	(8.75)	(4.38)	(2.23)	(3.09)	(2.14)
Dividend Received	(0.01)	(0.01)	(0.01)	(0.02)	(0.02)
Loss/(Income) from investments	(20.10)	(7.40)	9.95	(7.42)	(39.11)
Profit on sale of investment	(0.49)	0.00	0.00	(0.18)	0.00
Other Non-cash items	11.27	0.78	0.92	7.82	4.25
	102.18	105.81	79.39	39.32	13.44
Operating Profit/(Loss) Before Working Capital Changes	694.32	239.91	89.91	87.49	101.25
(Invested in)/Generated from:					
Inventories	(36.79)	(48.33)	(173.01)	102.62	(147.99)
Trade Receivables	(170.14)	(380.44)	(82.70)	(63.90)	(351.45)
Other Receivables	(143.30)	(142.36)	(43.81)	(7.34)	(21.61)
Current Liabilities and Payables	54.58	81.10	263.54	(10.25)	52.34
	(295.65)	(490.02)	(35.98)	21.13	(468.70)
Cash Generated from Operations	398.67	(250.12)	53.94	108.62	(367.45)
Direct Taxes paid	(121.74)	(10.58)	(2.22)	(13.31)	(17.72)
Net cash from/(used in) operating activities	276.93	(260.70)	51.71	95.31	(385.17)
B. CASH FLOW FROM INVESTING ACTIVITIES					
Purchase of Property Plant and Equipment	(181.64)	(59.48)	(289.25)	(254.80)	(16.80)
Sale of Property, Plant and Equipments	3.06	0.41	-	0.29	0.20
Capital Advance	(26.67)	(3.42)	-	-	-
Subsidy Received	-	50.00	-	-	-
Sale proceeds From Investment	1.19	0.00	0.00	7.53	0.10
Interest Received	8.75	4.38	2.23	3.09	2.14
Dividend Received	0.01	0.01	0.01	0.02	0.02
Net cash from/(used in) Investing Activities	(195.31)	(8.10)	(287.01)	(243.87)	(14.34)
C. CASH FLOW FROM FINANCING ACTIVITIES					
Proceeds from issue of share capital	-	140.00	-	60.00	1.88
Short Term Borrowings	-	276.89	166.16	37.63	427.25
Long Term Borrowings	80.84	16.43	81.51	10.72	2.07
Repayment of Loans	(106.50)	(113.19)	57.64	115.87	(11.91)
Finance Cost	(69.43)	(79.62)	(47.98)	(31.11)	(35.27)
Net cash from/(used in) financing activities	(95.09)	240.50	257.33	193.11	384.01
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	(13.47)	(28.30)	22.04	44.54	(15.50)
CASH AND CASH EQUIVALENTS - OPENING	53.46	81.76	59.72	15.18	30.68
CASH AND CASH EQUIVALENTS - CLOSING	39.99	53.46	81.76	59.72	15.18
Note:					
Cash and Cash equivalents include:					
Cash on Hand	1.96	1.53	1.05	0.73	1.69
Balance with Banks:					
Current Accounts	38.03	51.92	80.71	58.99	13.49
	39.99	53.46	81.76	59.72	15.18

Note:

- The cashflow statement is prepared in accordance with the Indirect Method as specified in Ind AS 7 - Statement of Cash Flows
- The above statement should be read with the explanatory notes to the Statement of restatement adjustments to Restated Consolidated financial statements in Annexure V, Company overview and Significant accounting policies as appearing in Annexure VI and Notes to Restated Consolidated Summary Statements appearing from Annexure VII to Annexure XXXIX.

Annexure III: Restated Consolidated Statement of Changes in Equity

A Equity Share Capital

Particulars	Amount in ₹ Millions				
	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
Balance at the beginning of the period	149.64	110.73	110.73	94.90	87.50
Add: Changes in equity during the period	17.50	38.91	0.00	15.83	7.40
Balance at the end of the period	167.14	149.64	110.73	110.73	94.90

B Other Equity

Particulars	Reserves and Surplus			OCI	Total Other Equity
	Capital Reserve	Securities Premium Reserve	Retained Earnings		
As at 01 April 2013	0.86	-	9.00	-	9.86
Changes/Additions	-	18.32	59.09	-	77.41
OCI	-	-	-	0.09	0.09
As at 31 March 2014	0.86	18.32	68.09	0.09	87.35
Changes/Additions	-	44.17	32.12	-	76.29
OCI	-	-	-	(0.16)	(0.16)
As at 31 March 2015	0.86	62.49	100.20	(0.07)	163.48
Changes/Additions	-	-	2.08	-	2.08
OCI	-	-	-	(3.03)	(3.03)
As at 31 March 2016	0.86	62.49	102.29	(3.10)	162.54
Changes/Additions	-	101.10	94.85	-	195.94
OCI	-	-	-	(1.71)	(1.71)
As at 31 March 2017	0.86	163.58	197.14	(4.81)	356.77
Changes/Additions	-	567.50	456.25	-	1,023.75
OCI	-	-	-	20.08	20.08
As at 31 March 2018	0.86	731.08	653.39	15.27	1,400.61

Note:

The above statement should be read with the explanatory notes to the Statement of restatement adjustments to Restated Consolidated financial statements in Annexure V, Company overview and Significant accounting policies as appearing in Annexure VI and Notes to Restated Consolidated Summary Statements appearing from Annexure VII to Annexure XXXIX.

Annexure V: Statement of Restatement Adjustments to the Audited Consolidated financial Statements

Amount in ₹ Millions

I Notes on Material Adjustments

The summary of restatements made to Audited Consolidated financial Statements for the respective

Impact on Material Adjustments

	Particulars	Note No.	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
A	Net profit after tax as per Indian GAAP		446.23	94.85	2.08	38.89	62.35
	(a) Impact of prior period adjustment (Refer Note 1 below)		10.03	-	-	(6.77)	(3.26)
			10.03	-	-	(6.77)	(3.26)
	(b) Impact of Ind-AS adjustments						
	Forex Gain/(Loss) Adjustments on Receivables		21.42	(1.41)	(0.56)	0.25	(0.11)
	Forex Gain/(Loss) on Loans and Payables		-	(0.88)	(3.05)	(0.41)	(0.25)
	Re-measurement of post employment benefit obligations		(0.99)	0.08	(0.13)	(0.04)	0.25
	Impact on current and deferred taxes		-	0.49	0.74	0.05	0.12
	Income tax relating to items that will be reclassified to profit or loss		(0.34)	0.02	(0.03)	(0.01)	0.08
			20.08	(1.71)	(3.03)	(0.16)	0.09
B	Total comprehensive income as per Ind AS		476.34	93.14	(0.94)	31.96	59.18

Note:

1) In the Financial year ended 31 March 2018, the company has written off certain advances given in prior years and the same has been adjusted in the respective years.

2) The above statement should be read with the explanatory notes to the Statement of restatement adjustments to Restated Consolidated financial statements in Annexure V, Company overview and Significant accounting policies as appearing in Annexure VI and Notes to Restated Consolidated Summary Statements appearing from Annexure VII to Annexure XXXIX.

II Adjustments for audit qualifications ;

There are no audit qualification in any of the reported financials of the Company.

Annexure VI: Basis of preparation and significant accounting policies

1 GENERAL INFORMATION

Penver Products Limited (earlier “Penver Products Private Limited”) is a public Company registered under the Indian Companies Act, 1956. The Company was incorporated in the state of Kerala on 18.03.1999 as a private limited company. The Company further converted to a public limited company on 23.02.2018 and the name of the Company was changed to Penver Products Limited.

The company is primarily engaged in manufacture and exporting of Marine products. The company presently has processing facilities in Industrial estate, Aroor, Alappuzha and Gudur, Andhra Pradesh. The company is also one of the joint investors in Blue Sea Products, LLC, USA, a company engaged in the trading of seafood products in the US.

The Company has its registered office at AP II/688, Industrial Estate, Aroor P. O., Alappuzha Dist., PIN – 688 534, Kerala, India.

2 SIGNIFICANT ACCOUNTING POLICIES

2.1 Basis of preparation of financial statements

The Restated Consolidated Statement of Assets and Liabilities as at 31 March 2018, 2017, 2016, 2015 and 2014 and Restated Consolidated Statement of Profit and Loss, Restated Consolidated Statement of Cash Flows and the Restated Consolidated Statement of Changes in Equity for the years ended 31 March 2018, 2017, 2016, 2015 and 2014 (together referred to as “Restated Ind AS Consolidated financial Information”) have been compiled by the Company from the Audited Consolidated financial Statements to which further adjustments are made to comply in all material aspects with the requirements of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the “ICDR Regulations”). Accordingly, these Restated Ind AS Consolidated financial Information have been prepared after incorporating adjustments for the audit qualifications for the respective years under consideration and after incorporating adjustments for the material amounts in the respective financial years to which they relate as explained later. There were no exceptional items that needed to be disclosed separately for the respective years under consideration

The Restated Ind AS Consolidated financial Information of the Company are prepared in accordance with the Indian Accounting Standards prescribed under Section 133 of the Companies Act, 2013 (“the Act”) read with Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) (Amendment) Rules, 2016 and other relevant provisions of the Act

This Restated Ind AS Consolidated financial Information has been prepared for inclusion in the Offer Document to be filed by the Company with the Securities and Exchange Board of India (‘SEBI’) in connection with proposed Initial Public Offering of its equity shares, in accordance with the requirements of:

a) Section 26 of Part I of Chapter III of the Act read with Rules 4 to 6 of Companies (Prospectus and Allotment of Securities) Rules, 2014; and

b) relevant provisions of the ICDR Regulations issued by the Securities and Exchange Board of India (‘SEBI’) on 26 August 2009, as amended from time to time in pursuance of the Securities and Exchange Board of India Act, 1992.

2.2 Principles of consolidation

(a) Subsidiaries:

Subsidiaries are all entities over which the group has control. The group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

The acquisition method of accounting is used to account for business combinations by the Group. The Group combines the financial statements of the parent and its subsidiaries line by line adding together like items of assets, liabilities, equity, income and expenses. Inter Group transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed wherever necessary to ensure consistency with the policies adopted by the Group.

b) Associates

An associate is an entity over which the investor has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control of those policies.

The Standard requires that a joint venturer shall recognise its interest in a joint venture as an investment and shall account for

that investment using the equity method in accordance with Ind AS 28 *Investments in Associates and Joint Ventures*

Under the equity method, on initial recognition the investment in an associate or a joint venture is recognised at cost and the carrying amount is increased or decreased to recognise the investor's share of the profit or loss of the investee after the date of acquisition. The investor's share of the investee's profit or loss is recognised in the investor's profit or loss. Distributions received from an investee reduce the carrying amount of the investment. Adjustments to the carrying amount may also be necessary for changes in the investor's proportionate interest in the investee arising from changes in the investee are other comprehensive income

The following entities have been considered for the purpose of preparation of the consolidated financial statements:

Name Of The Entity	Country Of Incorporation	% Holding /Interest (%)				
		31st March 2018	31st March 2017	31st March 2016	31st March 2015	31st March 2014
Oyster Bay Restaurants Pvt Ltd	India	0	99%	99%	99%	99%
Gayathri Aqua Seafood Exports Pvt Ltd	India	100%				
Blueseas Products LLC	USA	25%	25%	25%	25%	25%

2.3 Use of Estimates

In the preparation of financial statements, the management makes estimates and assumptions in conformity with the Generally Accepted Accounting Principles in India. Such estimates and assumptions are made on reasonable and prudent basis taking into account all available information. However actual results could differ from these estimates and assumptions and such differences are recognized in the period in which results are ascertained. The estimates and underlying assumptions are reviewed on an ongoing basis.

2.4 Property, Plant and Equipment

On transition to Ind AS, the company has elected to continue with the carrying value of all of its property, plant and equipment as per the previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year and adjusted prospectively, if appropriate.

Property, plant and equipment (except freehold land) are stated at cost of acquisition less accumulated depreciation and impairment if any. Freehold land is carried at historical cost. The company is adopting the cost model for determining gross carrying amount. Cost comprises of purchase price, inward freight, duties, taxes and any attributable cost of bringing the assets to its working condition for its intended use.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components). The cost of replacement spares/ major inspection relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the company and the cost of the item can be measured reliably.

Capital work in progress comprises of the cost of fixed assets that are not yet ready for their intended use at the reporting date.

Depreciation on property, plant and equipment is provided on straight-line method at the useful lives based on a review by the management at the year-end.

On disposal of an item of property, plant and equipment, the difference between the disposal proceeds and its carrying amount is recognised in the Statement of Profit and Loss

2.5 Intangible Assets

Cost of software is capitalised as intangible asset and amortised on a straight-line basis over the economic useful life of three years.

On transition to Ind AS, the company has elected to continue with the carrying value of all of intangible assets recognised as per the previous GAAP and use that carrying value as the deemed cost of intangible assets.

The residual values, useful lives and methods of depreciation of intangible assets are reviewed at each financial year and adjusted prospectively, if appropriate.

2.6 Impairment of Assets

The company assesses the impairment of assets with reference to each cash generating unit, at each Balance Sheet date. If events or changes in circumstances based on internal and external factors indicate that the carrying value may not be recoverable in full, the loss on account and the recoverable amount, is accounted for accordingly. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use.

2.7 Financial assets

All financial assets are initially measured at fair value, plus transaction costs, except for those financial assets classified at fair value through profit or loss, which are initially measured at fair value.

Financial assets are classified using the following measurement categories:

- To be measured subsequently at fair value (either through other comprehensive income or through profit and loss), and;
- To be measured at amortised cost

a. Trade Receivables

(i) Trade receivables are recognized initially at fair value and subsequently measured at amortised cost using effective interest method, less provision for impairment.

(ii) For trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 11 and Ind AS 18, provision for bad and doubtful debts is based on the simplified approach of impairment of trade receivables permitted by Ind AS 109 Financial instruments which requires lifetime expected credit losses to be recognized excepting those which are contractually not due as per the terms of the contract or those which are considered realizable based on a case to case review. The expected credit loss is computed based on a provision matrix which takes into account historical credit loss experience and is adjusted for forward looking information. The company has identified customer segments for assessing historical credit loss since experience shows significantly different loss patterns for the different customer segments.

If the credit risk on the trade receivables has not increased significantly since initial recognition, the Company measures the loss allowance for that financial instrument at an amount equal to 12-month expected credit losses. 12-month expected credit losses are portion of the life-time expected credit losses and represent the lifetime cash shortfalls that will result if default occurs within the 12 months after the reporting date and thus, are not cash shortfalls that are predicted over the next 12 months.

b. Investments

Investments which are held for trading (including mutual funds) are classified as 'at fair value through profit and loss' and all changes are recognized in the Statement of Profit & Loss.

Investment in equity shares of the subsidiaries and associates are recorded at cost and reviewed for impairment at each reporting date

c. Other loans and receivables

Other loans and receivables are measured at amortised cost, using the effective interest method less impairment. Interest is recognised by applying the effective interest rate, except for short-term receivables when the recognition of interest would be immaterial.

d. Derecognition of financial asset

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party.

2.8 Financial liabilities

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the Effective interest rate method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the amortisation of effective interest.

2.9 Revenue Recognition

Revenue from operations comprise the fair value of the consideration received or receivable for the sale of goods in the ordinary course of the the company's activities. Domestic Sales are presented net of value added tax, rebates and discounts . The Company recognises revenue when the amount of revenue and related cost can be reliably measured, when it is probable that the collectability of the related receivable is reasonably assured and when the specific criteria for each of the company's activities are met as follows -

a. Sale of Products:

Income from sales is recognized upon transfer of significant risk and rewards of ownership of goods to the customer which generally co-insides with rising invoices and shipping bills.

b. Other Operating Income:

Other operating income namely, Duty Draw Back and MEIS are recognised on accrual basis.

c. Other incomes:

Other incomes are recognised on accrual basis except when there are significant uncertainties.

Dividend income is recognized when the Company's right to receive is established.

Interest income is recognised on accrual basis using effective interest rate method.

Income from investment in foreign associates are recognised on accrual basis.

2.1 Inventories

Raw materials, components, stores and consumables are valued at weighted average cost method or net realisable value whichever is lower. Provision for obsolescence / non- usability / deterioration is determined on the basis of technical assessment made by the management. Goods in transit is valued at cost.

Finished goods are valued at cost or net realisable value whichever is lower.

The cost of work-in-process and manufactured inventories comprise of direct cost of production and appropriate proportion of overheads.

2.11 Employee benefits

Short Term Employee Benefits

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits and recognised in the period in which the employee renders the related service.

Defined Contribution plans

The company has defined contribution plans for employees comprising of Provident Fund and Employee's State Insurance. The contributions paid/payable to these plans during the year are recognised as employee benefit expense in the Statement of Profit and Loss.

Defined Benefit plans

The obligation for gratuity benefit to employees is provided for in the accounts. The net present value of the obligation for gratuity benefits are determined by independent actuarial valuation, conducted annually using the projected unit credit method.

The retirement benefit obligations recognised in the Balance Sheet represents the present value of the defined benefit obligations. All expenses represented by current service cost, past service cost, if any, and interest on the defined benefits are recognised immediately in Statement of Profit and Loss as past service cost, if any, and interest on the defined benefit liability/(asset) are recognised in the Statement of Profit and Loss.

Remeasurements of the net defined benefit liability/(asset) comprising actuarial gains and losses and is recognised in Other Comprehensive Income. Such remeasurements are not reclassified to the Statement of Profit and Loss in the subsequent periods.

2.12 Borrowing cost

Borrowing costs that are directly attributable to the acquisition, construction or production of an asset that takes a substantial period of time to get ready for its intended use are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. Other borrowing costs are recognized as expenditure in the period in which they are incurred.

2.13 Prior period adjustment

Prior period errors are corrected retrospectively by restating the comparative amounts for prior periods presented in which the error occurred or if the error occurred before the earliest period presented, by restating the opening statement of financial position.

2.14 Foreign Currency Transactions

Items included in the financial statements of the entity are measured using the currency of the primary economic environment in which the entity operates ("functional currency"). The financial statements are presented in Indian Rupees ("INR"), which is the functional currency and presentation currency of the Company.

a) Foreign Currency Transactions:

Foreign exchange transactions are recorded at the functional currency adopting the exchange rate prevailing on the dates of respective transactions. Monetary assets and liabilities denominated in foreign currencies existing as on the Balance Sheet date are translated at the functional currency exchange rate prevailing as at the Balance Sheet date. The exchange difference arising from the settlement of transactions during the period and effect of translations of assets and liabilities at the Balance Sheet date are recognized in the Statement of Profit and Loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in Other Comprehensive Income or profit or loss are also recognised in Other Comprehensive Income or profit or loss, respectively).

b. Derivative instruments and hedge accounting:

(i) The company uses foreign currency derivative contracts to hedge its risks associated with foreign currency fluctuations relating to certain firm commitments and highly probable forecasted transactions. The company designates these as cash flow hedges applying the recognition and measurement principles set out in the Ind AS 109– Financial Instruments.

The use of foreign currency and derivative contracts is governed by the Company's policies approved by the Board of directors which provide written principles on the use of such financial derivatives consistent with the Company's risk management strategy. The company does not use derivative financial instruments for speculative purposes.

Foreign currency derivative instruments are initially measured at fair value and are re-measured at subsequent reporting dates. Any gains or losses arising from changes in the fair value of derivatives are taken directly to profit or loss, except for the effective portion of cash flow hedges, which is recognised in Other Comprehensive Income in the cash flow hedge reserve and later reclassified to profit or loss when the hedge item affects profit or loss. When the hedged item is the cost of a non-financial asset or non-financial liability, the amounts recognised as Other Comprehensive Income are transferred to the initial carrying amount of the non-financial asset or liability.

Hedge accounting is discontinued when the hedge instrument expires or is sold, terminated, or exercised, or no longer qualifies for hedge accounting. If a hedged transaction is no longer expected to occur, any cumulative gain or loss previously recognised in Other Comprehensive Income remains separately in equity until the forecast transaction occurs or the foreign currency firm commitment is met.

2.15 Earnings Per Share

Basic/diluted Earnings per share reported is calculated by dividing the net profit attributable to equity shareholders by the weighted average number of equity shares/dilutive potential equity shares outstanding as at the end of the reporting period as the case may be.

2.16 Taxes on Income

Current tax is determined as the amount of tax payable in respect of taxable income for the year computed in accordance with the provisions of the Income Tax Act, 1961. Taxable income differs from 'profit before tax' as reported in the Statement of Profit and Loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Any such reduction shall be reversed to the extent that it becomes probable that sufficient taxable profit will be available.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Current and deferred tax are recognised in the Statement of Profit and Loss, except when they relate to items that are recognised in other comprehensive income or items related to equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

2.17 Leases

As a lessee:

A lease is classified at the inception date as a finance lease or an operating lease. A lease that transfers substantially all the risks and rewards incidental to ownership to the company is classified as a finance lease. All other leases are classified as operating leases.

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

2.18 Provision, Contingent Liabilities and Contingent assets

Provisions are recognised when the company has a present obligation (legal or constructive) as a result of a past event, for which it is probable that a cash outflow will be required and a reliable estimate can be made of the amount of the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of time value of money is material). These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

When the company expects some or all of a provision to be reimbursed, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

Contingent Liabilities are disclosed when the company has a possible obligation or a present obligation and it is probable that an outflow of resources will not be required to settle the obligation or the amount of obligation cannot be measured with sufficient reliability.

Contingent assets are not recognized in the books of account. If it has become virtually certain that an inflow of economic benefits will arise, the asset and the related income are recognised in the financial statements of the period in which the change occurs. If an inflow of economic benefits has become probable, an entity discloses the contingent asset.

2.19 Segment Reporting

Operating Segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker (CODM) of the Company. The CODM is responsible for allocating resources and assessing performance of the operating segments of the Company. The Company has only one operating segment in accordance with Ind AS 108.

2.2 Cash flow statement

Cash Flows are reported using the Indirect Method, whereby net profit before tax is adjusted for the effect of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments.

For the purpose of cash flow statement, Cash and cash equivalent comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value, net of outstanding bank overdrafts, if any. Bank overdrafts, if any, are disclosed within borrowings in current liabilities in the Balance Sheet.

2.21 Dividends

The Company recognises a liability to make cash distributions of dividend to equity holders when the distribution is authorised and the distribution is no longer at the discretion of the Company. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

2.22 Research and Development

Expenditure on research is recognised as an expense when it is incurred. Expenditure on development which does not meet the criteria for recognition as an intangible asset is recognised as an expense when it is incurred. Items of property, plant and equipment and acquired Intangible Assets utilized for Research and Development are capitalized and depreciated in accordance with the policies stated for Property, Plant and Equipment and Intangible Assets.

2.23 Government Grants/Subventions

Government grants related to specific fixed assets have been shown as deduction from the gross value of the asset. Where the grant related to specific fixed asset equals the whole of the asset, the asset has been shown at nominal value in the Balance Sheet.

Government grant as interest subvention related to the term loan for acquisition of asset have been shown as deduction from interest expense.

2.24 Critical accounting estimates, assumptions and judgements

The Company makes judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources in the application of the Company's accounting policies. Estimates and judgements are continually evaluated and are based on historical experience and other factors that are considered to be relevant under the circumstances. Actual results may differ from the estimates.

Key sources of estimation uncertainty

i. Useful lives of property, plant and equipment and intangible assets:

As described in the significant accounting policies, the Company reviews the estimated useful lives of property, plant and equipment and intangible assets at the end of each reporting period.

ii. Actuarial Valuation:

The determination of Company's liability towards defined benefit obligation to employees is made through independent actuarial valuation including determination of amounts to be recognised in the Statement of Profit and Loss and in other comprehensive income. Such valuation depend upon assumptions determined after taking into account inflation, seniority, promotion and other relevant factors such as supply and demand factors in the employment market. Information about such valuation is provided in notes to the financial statements.

iii. Impairment of receivables

Management reviews its receivables for objective evidence of impairment at least quarterly. Significant financial difficulties of

2.25 The Consolidated Financials are prepared on the following basis

The consolidated financial statements have been prepared on the following basis:

The financial statements of the parent company and the subsidiaries have been combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses after eliminating intra group transactions and resulting unrealized profits in full. Unrealized losses resulting from intra-group transactions have also been eliminated except to the extent that recoverable value of related assets is lower than their cost to the group. The amounts shown in respect of reserves comprise the amount of the relevant reserves as per the balance sheet of the parent company and its share in the post-acquisition increase in the relevant reserves of the subsidiaries.

The Group accounts for investments by the equity method of accounting wherever it is able to exercise significant influence over the operating and financial policies of the investee. Inter company profits and losses have been proportionately eliminated until realized by the investor or investee.

The excess / deficit of cost to the parent company of its investment in the subsidiaries and associates over its portion of equity at the respective dates on which investment in such entities were made are recognized in the financial statements as goodwill/ Capital reserve. The parent company's portion of equity in such entities is determined on the basis of book values of assets and liabilities as per the financial statements of such entities as on the date of investment and if not available, the financial statements for the immediately preceding period adjusted for the effects of significant transactions, up to the date of investment.

3 Notes to accounts

Amount in ₹ Millions

3.1 Corporate Social Responsibility expenditure

	For the year ended 31March 2018	For the year ended 31March 2017	For the year ended 31March 2016	For the year ended 31March 2015	For the year ended 31March 2014
Amount required to be spent	1.33	1.04	1.06	0.82	0.30
Amount spent	0.68	0.00	0.00	0.00	0.00
Amounts to be spent	0.65	1.04	1.06	0.82	0.30

3.2 Income tax expense

(a) Income tax expense recognised in the statement of profit and loss

	For the year ended 31March 2018	For the year ended 31March 2017	For the year ended 31March 2016	For the year ended 31March 2015	For the year ended 31March 2014
Current tax	130.43	28.63	2.12	15.24	29.23
Deferred tax	5.46	10.61	6.32	0.81	-0.51
	<u>135.89</u>	<u>39.25</u>	<u>8.44</u>	<u>16.05</u>	<u>28.72</u>

3.3 Income tax expense recognised in other comprehensive income

	For the year ended 31March 2018	For the year ended 31March 2017	For the year ended 31March 2016	For the year ended 31March 2015	For the year ended 31March 2014
Tax effect on remeasurement of defined benefit obligation	-0.34	0.02	-0.03	-0.01	0.08

3.4 Operating lease

The Company is obligated under non-cancellable operating lease agreement for a period of 30 years for its Aqua farm operations. Future minimum lease payments payable under non-cancellable operating leases are as follows:

	For the year ended 31March 2018	For the year ended 31March 2017	For the year ended 31March 2016	For the year ended 31March 2015	For the year ended 31March 2014
Within one year	1.13	-	-	-	-
After one year but not more than five years	5.71	-	-	-	-
Later than five years	-	-	-	-	-

3.5 Fair value measurements

Financial instruments by category

	For the year ended 31March 2018	For the year ended 31March 2017	For the year ended 31March 2016	For the year ended 31March 2015	For the year ended 31March 2014
Financial assets					
Investments	51.34	39.98	34.33	44.28	45.03
Loans	156.65	94.38	25.14	22.70	17.04
Trade receivables	1,088.88	913.90	536.26	454.95	390.54
Cash and cash equivalents	39.99	53.46	81.76	59.72	15.18
Bank balances other than cash and cash equivalents	163.13	83.93	33.14	17.88	30.69
Financial liabilities					
Borrowings	1,134.24	1,159.90	979.78	674.47	510.25
Trade payables	380.63	406.83	328.42	119.02	133.54

The management considers that the carrying amount of financial assets and financial liabilities carried at amortised cost approximates their fair value.

3.6 Financial Risk Management

The Company's activities expose it to a variety of financial risks, including market risk, credit risk and liquidity risk. The Company's risk management assessment and policies and processes are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls, and to monitor such risks and compliance with the same. Risk assessment and management policies and processes are reviewed regularly to reflect changes in market conditions and the Company's activities.

A. Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers, loans and investments. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of counterparty to which the Company grants credit terms in the normal course of business.

Investments

The Company limits its exposure to credit risk by generally investing in liquid securities and only with counterparties that have a good credit rating. The Company does not expect any losses from non-performance by these counter-parties, and does not have any significant concentration of exposures to specific industry sectors or specific country risks.

Trade and other receivables

The Company uses Expected Credit Loss (ECL) model for assessing the impairment loss on trade and other receivables. For this purpose, the Company uses a provision matrix to compute the expected credit loss amount for trade receivables. The provision matrix takes into account external and internal credit risk factors and historical data of credit losses from various customers. The management believes that there is no change in allowance for credit losses for the periods presented.

Financial assets that are neither past due nor impaired

None of the Company's cash equivalents, including term deposits (i.e., certificates of deposit) were past due or impaired for the periods presented.

Financial assets that are past due but not impaired

The Company's credit period for customers generally ranges from 30 - 180 days. The aging of trade receivables that are not due and past due but not impaired is given below:

Period (in days)	As at 31 March 2018	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015	As at 31 March 2014
Not due	321.89	797.98	487.72	391.18	345.95
1 – 30	414.54	44.23	40.58	38.17	44.26
31 – 90	344.24	-	0.38	4.52	0.17
90-180	7.62	71.69	5.08	15.24	-
More than 180	0.59	-	2.51	5.84	0.16
	1,088.88	913.90	536.26	454.95	390.54

B. Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risk to the Company's reputation.

The table below provides details regarding the contractual maturities of significant financial liabilities:

Particulars	Trade payables	Non-current borrowings	Current borrowings	Total
As at 31 March 2018				
Upto 1 year	380.63		978.76	1,359.39
1 year to 3 years		155.48		155.48
More than 3 years				
Total	380.63	155.48	978.76	1,514.87

As at 31 March 2017

Upto 1 year	406.83		959.95	1,366.79
1 year to 3 years		199.95		199.95
More than 3 years				
Total	406.83	199.95	959.95	1,566.73

As at 31 March 2016

Upto 1 year	328.42		683.07	1,011.49
1 year to 3 years		296.71		296.71
More than 3 years				
Total	328.42	296.71	683.07	1,308.20

As at 31 March 2015

Upto 1 year	119.02		516.91	635.92
1 year to 3 years		157.56		157.56
More than 3 years				
Total	119.02	157.56	516.91	793.48

As at 31 March 2014

Upto 1 year	133.54		479.28	612.82
1 year to 3 years		30.97		30.97
More than 3 years				
Total	133.54	30.97	479.28	643.79

C. Market Risk

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from adverse changes in market rates and prices (such as interest rates, foreign currency exchange rates and commodity prices) or in the price of market risk-sensitive instruments as a result of such adverse changes in market rates and prices. Market risk is attributable to all market risk-sensitive financial instruments, all foreign currency receivables and payables and all short-term and long-term borrowings. The Company is exposed to market risk primarily related to foreign exchange rate risk and interest rate risk. Thus, the Company's exposure to market risk is a function of investing and borrowing activities and revenue generating and operating activities in foreign currencies.

i. Foreign Exchange Risk

The Company's foreign exchange risk arises from its foreign currency revenues and expenses, (primarily in US\$) and foreign currency borrowings (in US\$). A significant portion of the Company's revenues are in foreign currency, while a significant portion of its costs are in Indian rupees. As a result, if the value of the Indian rupee appreciates relative to the foreign currency, the Company's revenues measured in Indian rupees may decrease. The exchange rate between the Indian rupee and these foreign currency has changed substantially in recent periods and may continue to fluctuate substantially in the future. Consequently, the Company uses both derivative and non derivative financial instruments to mitigate the risk of changes in foreign currency exchange rates.

Outstanding foreign exchange derivative contracts not designated as hedge:

(USD in millions)

	As at 31 March 2018	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015	As at 31 March 2014
Forward Contracts - 'Sell US\$, Buy ₹	\$ 3.20	\$ -	\$ -	\$ -	\$ -

The following table analyses foreign currency risk in US\$ from non derivative financial instruments:

	As at 31 March 2018	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015	As at 31 March 2014
Assets					
Trade receivables	11.89	13.02	7.75	7.10	5.69
Cash and cash equivalents	0.17	0.34	0.00	0.00	0.03
	12.06	13.36	7.75	7.11	5.72
Liabilities					
Current borrowings	7.31	2.03	2.76	1.97	0.73
	7.31	2.03	2.76	1.97	0.73

The following table analyses foreign currency risk from non derivative financial instruments:

	As at 31 March 2018	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015	As at 31 March 2014
INR/USD - Increase by 2%	0.09	0.23	0.10	0.10	0.10
INR/USD - Decrease by 2%	(0.09)	(0.23)	(0.10)	0.10	(0.10)

* Holding all other variables constant

ii. Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's fixed rate borrowings are carried at amortised cost. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates. Further, the Company's investments in deposits is with banks and electricity authorities and therefore do not expose the Company to significant interest rates risk. The Company's variable rate borrowing is subject to interest rate risk. However, the management considers the impact of fair value interest rate risk on variable rate borrowings to be immaterial.

D. Excessive risk concentration

Concentrations arise when a number of counterparties are engaged in similar business activities, or activities in the same geographical region, or have economic features that would cause their ability to meet contractual obligations to be similarly affected by changes in economic, political or other conditions. Concentrations indicate the relative sensitivity of the Company's performance to developments affecting a particular industry. In order to avoid excessive concentrations of risk, the Company's policies and procedures include specific guidelines to focus on the maintenance of a diversified portfolio. Identified concentrations of credit risks are controlled and managed accordingly. Selective hedging is used within the Company to manage risk concentrations at both the relationship and industry levels.

3.8 Capital Management

The Company's objectives when managing capital are to safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and maintain an optimal capital structure to reduce the cost of capital. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

Particulars	Amount in ₹ Millions				
	As at 31 March 2018	As at 31 March 2017	As at 31 March 2016	As at 31 March	As at 31 March
Borrowings	1,199.95	1,226.41	1,043.86	688.01	521.09
Less: Cash and cash equivalent	39.99	53.46	81.76	59.72	15.18
Net debt	1,159.97	1,172.96	962.10	628.29	505.91
Equity share capital	167.14	149.64	110.73	110.73	94.90
Other equity	1,400.61	356.77	162.54	163.48	87.35
Total equity attributable to owners	1,567.75	506.41	273.27	274.21	182.25
Net debt to equity ratio	0.74	2.32	3.52	2.29	2.78

3.9 Segment Reporting

Segment information has been presented as permitted by Ind AS 108 "Operating Segments".

3.10 Gratuity

The Company provides for gratuity for employees in India as per the Payment of the Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionally for 15 days salary multiplied for the number of the years of service upto a maximum of Rs.1 million.

(i) The assumptions used in accounting for the gratuity plan are set out as below:

	As at 31 March 2018	As at 31 March	As at 31 March	As at 31 March	As at 31 March
Future Salary rise	5%	5%	5%	5%	5%
Discount rate	7.50%	7.50%	8.00%	8.00%	8.00%
Attrition rate	2%	2%	2%	2%	2%

The estimates of future salary increase, considered in actuarial valuation, take account of inflation, seniority, promotions and other relevant factors such as supply and demand in the employment market. The Company evaluates these assumptions annually based on its long term plans of growth and industry standards.

(ii) As on 31 March 2018, the Company's gratuity plan is unfunded.

(a) The components of gratuity cost recognised in the statement of profit and loss consist of the following:

	For the year ended 31 March 2018	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015	For the year ended 31 March 2014
Current service cost	3.32	1.85	0.70	0.35	0.30
Interest on net defined benefit liability, net	0.43	0.23	0.15	0.11	0.08
Actuarial Gain or Loss	(0.99)	0.08	0.13	(0.04)	0.25
Gratuity cost recognised in statement of profit and loss	2.76	1.98	0.64	0.36	0.31

(b) Details of the employee benefits obligations and plan assets are provided below:

	As at 31 March 2018	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015	As at 31 March 2014
Present value of funded obligations	6.89	4.14	1.51	1.15	0.84
Fair value of plan assets	0.00	0.00	0.00	0.00	0.00
Net defined benefit liability of funded plan	0.00	0.00	0.00	0.00	0.00
Unfunded plan	6.89	4.14	1.51	1.15	0.84
Net defined benefit liability recognised	6.89	4.14	1.51	1.15	0.84

(c) Details of changes in the present value of defined benefit obligations are as follows:

	For the 31 March 2018	For the 31 March 2017	For the 31 March 2016	For the 31 March 2015	For the 31 March 2014
Defined benefit obligations at the beginning of the year	4.14	2.16	1.51	1.15	0.84
Current service cost	3.32	1.85	0.70	0.35	0.30
Interest on net defined benefit liability, net	0.43	0.23	0.15	0.11	0.08
Remeasurement - Actuarial (gain)/loss on obligation	(0.99)	0.08	0.13	(0.04)	0.25
Benefits Paid	0.00	(0.17)	(0.34)	(0.05)	(0.31)
Due to Financial Assumption	0.00	0.00			
Due to Experience					
Defined benefit obligations at the end of the period/	6.89	3.97	1.81	1.46	0.84

(iii) Sensitivity analysis

Details of the present value of defined benefit obligation in case of changes in the below assumptions:

	Discount rate*		Future salary*	
	Increase by	Decrease	Increase by	Decrease by 1%
As at 31 March 2018	5.90	8.15	8.09	5.93
As at 31 March 2017	3.57	4.84	4.81	3.59
As at 31 March 2016	1.90	2.47	2.45	1.91
As at 31 March 2015	1.35	1.73	1.72	1.36
As at 31 March 2014	1.02	1.32	1.31	1.02

* Holding all other variables constant

The above sensitivity analysis are based on a change in an assumption while holding all other assumptions constant. In practise, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in the balance sheet. The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the prior period.

3.11 First-time adoption of Ind-AS

These Restated Ind AS Consolidated financial Information, are the first time, the Company has prepared its financial statements in accordance with Ind AS, only for the purpose of its inclusion in the Offer Document. For the purpose of transition from Indian GAAP to Ind AS, the Company has followed the guidance prescribed under Ind AS 101 – First time adoption of Indian Accounting Standards (“Ind AS 101”), with effect from 1 April 2013 (“transition date”).

A. Exemptions and exceptions availed

(a) Ind AS optional exemptions

(i) Deemed cost

Ind AS 101 permits a first-time adopter to elect to continue with the carrying value for all of its property, plant and equipment as recognised in the financial statements as at the date of transition to Ind AS, measured as per the Indian GAAP and use that as its deemed cost as at the date of transition. Accordingly, the Company has elected to measure all of its property, plant and equipment at their Indian GAAP carrying value.

(ii) Investment in subsidiary

Ind AS 101 permits a first-time adopter to elect to continue with the carrying value for all of its investments in subsidiaries, is recognised in the financial statements as at the date of transition to Ind AS, measured as per the Indian GAAP and use that as its deemed cost as at the date of transition. Accordingly, the Company has elected to measure its investment in subsidiary and associate at their Indian GAAP carrying value.

(b) Ind AS mandatory exceptions

(i) Estimates

An entity's estimates in accordance with Ind ASs at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with Indian GAAP (after adjustments to reflect any difference in accounting policies), unless there is objective evidence that those estimates were in error. Ind AS estimates as at 1 April 2012 are consistent with the estimates as at the same date made in conformity with Indian GAAP. The Company made estimates for following items in accordance with Ind AS at the date of transition as these were not required under Indian GAAP:

- Investment in equity instruments carried at FVTPL; and
- Impairment of financial assets based on expected credit loss model.

(ii) De-recognition of financial assets and liabilities

Ind AS 101 requires a first-time adopter to apply the de-recognition provisions of Ind AS 109 prospectively for transactions occurring on or after the date of transition to Ind AS. However, Ind AS 101 allows a first-time adopter to apply the de-recognition requirements in Ind AS 109 retrospectively from a date of the entity's choosing, provided that the information needed to apply Ind AS 109 to financial assets and financial liabilities derecognised as a result of past transactions was obtained at the time of initially accounting for those transactions. The Company has elected to apply the de-recognition provisions of Ind AS 109 prospectively from the date of transition to Ind AS.

(iii) Classification and measurement of financial assets

Ind AS 101 requires an entity to assess classification and measurement of financial assets on the basis of the facts and circumstances that exist at the date of transition to Ind AS.

VII A - Property, Plant and Equipment

Particulars	Freehold Land	Buildings	Plant and Equipment	Furniture and Fixtures	Computer	Vehicles	Total
Gross carrying amount							
Deemed cost as on 01.04.2013	2.99	31.44	33.74	19.25	0.71	13.27	101.39
Additions	-	4.49	5.20	0.02	0.06	2.87	12.64
Disposals	-	0.00	0.00	0.00	0.00	0.94	0.94
As at 31.03.2014	2.99	35.93	38.93	19.27	0.77	15.19	113.08
Additions	0.00	4.98	3.19	0.00	0.03	6.17	14.37
Disposals	0.00	0.00	0.29	0.00	0.00	0.36	0.65
As at 31.03.2015	2.99	40.91	41.83	19.27	0.80	21.00	126.80
Additions	44.16	254.23	215.94	6.23	0.98	11.00	532.54
Disposals	0.00	0.00	0.00	0.00	0.73	0.00	0.73
As at 31.03.2016	47.14	295.14	257.77	25.50	1.06	32.00	658.61
Additions	1.43	1.88	26.32	0.31	0.23	18.20	48.36
Disposals	0.00	25.98	24.02	0.00	0.00	1.03	51.03
As at 31.03.2017	48.57	271.05	260.07	25.80	1.28	49.17	655.95
Additions	31.47	36.99	60.59	2.11	0.77	46.92	178.85
Disposals	0.00	0.00	5.76	9.54	0.03	2.59	17.91
As at 31.03.2018	80.04	308.04	314.90	18.38	2.02	93.50	816.89
Accumulated Depreciation							
Up to 01.04.2013	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Change for the year	0.00	2.38	5.07	3.49	0.30	3.54	14.78
Disposals	0.00	0.00	0.00	0.00	0.00	0.73	0.73
Up to 31.03.2014	0.00	2.38	5.07	3.49	0.30	2.81	14.05
Change for the year	0.00	1.11	3.48	2.93	0.37	2.92	10.81
Disposals	0.00	0.00	0.10	0.00	0.00	0.23	0.33
Up to 31.03.2015	0.00	3.49	8.45	6.41	0.68	5.50	24.53
Change for the year	0.00	4.88	10.19	3.25	0.21	3.09	21.62
Disposals	0.00	0.00	0.00	0.00	0.73	0.00	0.73
Up to 31.03.2016	0.00	8.37	18.64	9.67	0.16	8.59	45.42
Change for the year	0.00	9.19	18.06	3.54	0.34	4.61	35.74
Disposals	0.00	0.00	0.00	0.00	0.00	0.94	0.94
Up to 31.03.2017	0.00	17.55	36.70	13.21	0.50	12.27	80.23
Change for the year	0.00	8.89	19.81	3.65	0.61	11.53	44.50
Disposals	0.00	0.00	0.68	2.68	0.52	0.00	3.88
Up to 31.03.2018	0.00	26.45	55.83	14.18	0.60	23.80	120.85
Net carrying amount							
As at 31.03.2018	80.04	281.60	259.07	4.20	1.42	69.71	696.04
As at 31.03.2017	48.57	253.50	223.37	12.59	0.78	36.90	575.72
As at 31.03.2016	47.14	286.78	239.14	15.83	0.90	23.41	613.19
As at 31.03.2015	2.99	37.42	33.38	12.86	0.13	15.50	102.27
As at 31.03.2014	2.99	33.55	33.86	15.78	0.47	12.38	99.03
VII B - Capital work-in-progress							
Net carrying amount							
As at 31.03.2018							13.90
As at 31.03.2017							11.11
As at 31.03.2016							0.00
As at 31.03.2015							243.83
As at 31.03.2014							4.02

VII C - Intangible Assets

Particulars	Computer Software	Total
Gross carrying amount		
Deemed cost as on 01.04.2013	0.87	0.87
Additions	0.15	0.15
Disposals	0.00	0.00
As at 31.03.2014	1.01	1.01
Additions	0.61	0.61
Disposals	0.00	0.00
As at 31.03.2015	1.63	1.63
Additions	0.55	0.55
Disposals	0.00	0.00
As at 31.03.2016	2.17	2.17
Additions	0.00	0.00
Disposals	0.00	0.00
As at 31.03.2017	2.17	2.17
Additions	0.01	0.01
Disposals	0.02	0.02
As at 31.03.2018	2.16	2.16
Accumulated Depreciation		
Up to 01.04.2013	0.32	0.32
Change for the year	0.26	0.26
Disposals	0.00	0.00
Up to 31.03.2014	0.58	0.58
Change for the year	0.51	0.51
Disposals	0.00	0.00
Up to 31.03.2015	1.10	1.10
Change for the year	0.34	0.34
Disposals	0.00	0.00
Up to 31.03.2016	1.43	1.43
Change for the year	0.37	0.37
Disposals	0.00	0.00
Up to 31.03.2017	1.80	1.80
Change for the year	0.17	0.17
Disposals	0.00	0.00
Up to 31.03.2018	1.97	1.97
Net carrying amount		
As at 31.03.2018	0.19	0.19
As at 31.03.2017	0.37	0.37
As at 31.03.2016	0.74	0.74
As at 31.03.2015	0.53	0.53
As at 31.03.2014	0.43	0.43

Notes:

1. Effective from 1st April 2014, the company has charged depreciation based on the remaining useful life of the assets as per requirements of Schedule II of Companies Act, 2013 under straight line method on the value of existing assets. In accordance with the same, an amount of Rs.0.58 million ought to have been adjusted against the retained earnings, where as the company has adjusted the same through the Profit and Loss Account.

2. The above statement should be read with the explanatory notes to the Statement of restatement adjustments to Restated Consolidated financial statements in Annexure V, Company overview and Significant accounting policies as appearing in Annexure VI and Notes to Restated Consolidated Summary Statements appearing from Annexure VII to Annexure XXXIX.

3. Refer Annexure XVIII and XXI for assets pledged against the Borrowings

Annexure VIII: Restated Consolidated Summary Statement of Non Current Investments

Particulars	Amount in ₹ Millions				
	As at 31.03.2018	As at 31.03.2017	As at 31.03.2016	As at 31.03.2015	As at 31.03.2014
NON-CURRENT INVESTMENTS					
Trade Investment:					
1 Investment In Equity Instruments:					
i) Quoted	0.00	0.70	0.70	0.70	1.20
2 Other Investments:					
Investment in Associates:					
Blue Sea Products, LLC, USA	51.34	39.28	33.63	43.58	43.84
	51.34	39.98	34.33	44.28	45.03

Note:

The above statement should be read with the explanatory notes to the Statement of restatement adjustments to Restated Consolidated financial statements in Annexure V, Company overview and Significant accounting policies as appearing in Annexure VI and Notes to Restated Consolidated Summary Statements appearing from Annexure VII to Annexure XXXIX.

Annexure IX: Restated Consolidated Summary Statement of Non-current Assets

Particulars	Amount in ₹ Millions				
	As at 31.03.2018	As at 31.03.2017	As at 31.03.2016	As at 31.03.2015	As at 31.03.2014
NON-CURRENT LOANS					
(Unsecured considered good)					
Security Deposits	11.77	8.56	4.87	8.86	6.46
Loans and Advances to related parties	0.00	0.00	1.44	1.44	3.25
Other Loans and Advances	24.05	1.51	7.32	11.81	3.18
	35.82	10.07	13.63	22.10	12.89

Note:

The above statement should be read with the explanatory notes to the Statement of restatement adjustments to Restated Consolidated financial statements in Annexure V, Company overview and Significant accounting policies as appearing in Annexure VI and Notes to Restated Consolidated Summary Statements appearing from Annexure VII to Annexure XXXIX.

Annexure X: Restated Consolidated Summary Statement of Other Non-current Assets

Particulars	Amount in ₹ Millions				
	As at 31.03.2018	As at 31.03.2017	As at 31.03.2016	As at 31.03.2015	As at 31.03.2014
OTHER NON-CURRENT ASSETS					
Defererd Revenue Expenditure	13.17	-	-	-	-
Miscellaneous Expenditure	0.69	1.37	-	-	-
MAT Credit Entitlement Account	21.42	-	-	-	-
	35.28	1.37	-	-	-

Note:

The above statement should be read with the explanatory notes to the Statement of restatement adjustments to Restated Consolidated financial statements in Annexure V, Company overview and Significant accounting policies as appearing in Annexure VI and Notes to Restated Consolidated Summary Statements appearing from Annexure VII to Annexure XXXIX.

Annexure XI: Restated Consolidated Summary Statement of Inventories

Amount in ₹ Millions

Particulars	As at 31.03.2018	As at 31.03.2017	As at 31.03.2016	As at 31.03.2015	As at 31.03.2014
INVENTORIES					
At lower of cost and net realizable value					
Raw materials	13.08	9.75	4.36	7.70	15.04
Finished goods	331.38	309.54	270.90	97.34	193.33
Processing Chemicals	2.91	3.31	3.64	3.71	3.39
Packing Materials	15.10	12.52	7.48	4.74	4.31
Feeds and Chemicals	9.55				
Stock in Trade	0.03	0.16	0.56	0.44	0.48
	372.06	335.27	286.94	113.93	216.55

Note:

The above statement should be read with the explanatory notes to the Statement of restatement adjustments to Restated Consolidated financial statements in Annexure V, Company overview and Significant accounting policies as appearing in Annexure VI and Notes to Restated Consolidated Summary Statements appearing from Annexure VII to Annexure XXXIX.

Annexure XII: Restated Consolidated Summary Statement of Trade Receivables

Amount in ₹ Millions

Particulars	As at 31.03.2018	As at 31.03.2017	As at 31.03.2016	As at 31.03.2015	As at 31.03.2014
TRADE RECEIVABLES					
Secured, considered good:	-	-	-	-	-
Unsecured, considered good:	1,088.88	913.90	536.26	454.95	390.54
Doubtful	-	-	-	-	-
	1,088.88	913.90	536.26	454.95	390.54

Note:

The above statement should be read with the explanatory notes to the Statement of restatement adjustments to Restated Consolidated financial statements in Annexure V, Company overview and Significant accounting policies as appearing in Annexure VI and Notes to Restated Consolidated Summary Statements appearing from Annexure VII to Annexure XXXIX.

Annexure XIII: Restated Consolidated Summary Statement of Cash & Cash Equivalents

Amount in ₹ Millions

Particulars	As at 31.03.2018	As at 31.03.2017	As at 31.03.2016	As at 31.03.2015	As at 31.03.2014
A. Cash & Cash Equivalents:					
Balances with banks:					
In Current Accounts	38.03	51.92	80.71	58.99	13.49
Cash on hand	1.96	1.53	1.05	0.73	1.69
Total Cash and Cash Equivalents	39.99	53.46	81.76	59.72	15.18
B. Other Bank Balances:					
Fixed Deposit With Banks	163.13	83.93	33.14	17.88	30.69
Total	163.13	83.93	33.14	17.88	30.69

Note:

The above statement should be read with the explanatory notes to the Statement of restatement adjustments to Restated Consolidated financial statements in Annexure V, Company overview and Significant accounting policies as appearing in Annexure VI and Notes to Restated Consolidated Summary Statements appearing from Annexure VII to Annexure XXXIX..

Annexure XIV: Restated Consolidated Summary Statement of Current Assets

Amount in ₹ Millions

Particulars	As at 31.03.2018	As at 31.03.2017	As at 31.03.2016	As at 31.03.2015	As at 31.03.2014
LOANS					
Unsecured, considered good					
Capital Advances	30.09	3.42	-	-	-
Balance with Revenue Authorities:					
Excise Duty Refund Receivable	3.17	3.17	-	-	-
Income Tax Refund	-	-	0.44	0.44	-
Advance to Suppliers	58.93	77.48	2.26	0.15	4.15
Deposits	0.28	0.25	8.81	-	-
Goods and Services Tax	28.37	0.00	0.00	-	-
	120.83	84.31	11.51	0.59	4.15

Note:

The above statement should be read with the explanatory notes to the Statement of restatement adjustments to Restated Consolidated financial statements in Annexure V, Company overview and Significant accounting policies as appearing in Annexure VI and Notes to Restated Consolidated Summary Statements appearing from Annexure VII to Annexure XXXIX.

Annexure XV: Restated Consolidated Summary Statement of Other Current Assets

Amount in ₹ Millions

Particulars	As at 31.03.2018	As at 31.03.2017	As at 31.03.2016	As at 31.03.2015	As at 31.03.2014
OTHER CURRENT ASSETS					
Deffered Revenue Expenditure	19.45	-	-	-	-
Staff Advances	2.45	1.87	-	-	-
Other Recoverables	104.02	82.61	60.50	38.39	29.68
Pre-Paid Expenses	0.67	0.49	0.25	0.07	0.48
Value Added tax	0.14	2.56	1.06	0.90	0.75
Miscellaneous Expenditure	0.68	0.92	2.97	0.23	1.19
	127.41	88.44	64.77	39.59	32.10

Note:

The above statement should be read with the explanatory notes to the Statement of restatement adjustments to Restated Consolidated financial statements in Annexure V, Company overview and Significant accounting policies as appearing in Annexure VI and Notes to Restated Consolidated Summary Statements appearing from Annexure VII to Annexure XXXIX.

Annexure XV A: Restated Consolidated Summary Statement of Current Tax Assets

Amount in ₹ Millions

Particulars	As at 31.03.2018	As at 31.03.2017	As at 31.03.2016	As at 31.03.2015	As at 31.03.2014
CURRENT TAX ASSET					
Advance Tax and Tax Deducted at Sources	129.78	-	2.22	14.14	31.02
Less: Current Tax Payable	126.13	-	(2.01)	14.03	29.03
	3.65	-	4.23	0.11	1.99

Note:

The above statement should be read with the explanatory notes to the Statement of restatement adjustments to Restated Consolidated financial statements in Annexure V, Company overview and Significant accounting policies as appearing in Annexure VI and Notes to Restated Consolidated Summary Statements appearing from Annexure VII to Annexure XXXIX.

Annexure XVI: Restated Consolidated Summary Statement of Share Capital

Amount in ₹ Millions

Particulars	As at 31.03.2018	As at 31.03.2017	As at 31.03.2016	As at 31.03.2015	As at 31.03.2014
EQUITY SHARE CAPITAL					
(a) Authorized Share Capital					
9,00,00,000 Equity Shares of Rs.10/- each	900.00				
15,00,000 Equity Shares of Rs.100/- each		150.00			
12,00,000 Equity Shares of Rs.100/- each			120.00	120.00	
11,00,000 Equity Shares of Rs.100/- each					110.00
	900.00	150.00	120.00	120.00	110.00
(b) Issued, Subscribed and Fully Paid-up					
1,67,13,640 Equity Shares of Rs.10/- each	167.14				
14,96,364 Equity Shares of Rs.100/- each		149.64			
11,07,309 Equity Shares of Rs.100/- each			110.73	110.73	
9,48,998 Equity Shares of Rs.100/- each					94.90
	167.14	149.64	110.73	110.73	94.90

(c) Rights, preferences and restrictions attached to shares

The company has one class of equity shares having a par value of Rs.10/- per share. Each shareholder is eligible for one vote per share held. The dividend, if any, proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

(d) Reconciliation of shares outstanding at the beginning and at the end of the reporting period

PARTICULARS	As at 31.03.2018 (Note 1 & 2)		As at 31.03.2017		As at 31.03.2016		As at 31.03.2015		As at 31.03.2014	
	Nos.	Amount	Nos.	Amount	Nos.	Amount	Nos.	Amount	Nos.	Amount
Share outstanding at the beginning of the year	1,496,364	14.96	1,107,309	110.73	1,107,309	110.73	948,998	94.90	875,000	87.50
Share issued during the year	1,750,000	17.50	389,055	38.91	-	0.00	158,311	15.83	73,998	7.40
Shares issued on account of split	13,467,276	134.67	-	0.00	-	0.00	-	0.00	-	0.00
Share bought back during the year	-	0.00	-	0.00	-	0.00	-	0.00	-	0.00
Share outstanding at the end of the year	16.71	167.14	1.50	149.64	1.11	110.73	1.11	110.73	0.95	94.90

Note 1: During the year 2017-18 the Company has sub-divided the equity shares having face value of Rs.100/- into 10 equity shares of Rs.10/- each.

Note 2: During the year 2017-18 the Company has issued 17,50,000 equity shares of Rs.10/- each for consideration other than cash for acquiring Equity Shares of Gayathri Aqua Sea Foods Pvt. Ltd.

Note 3: Subsequent event - On 02.04.2018 the Company has issued bonus shares in the ratio of 2.2:1 to existing shareholders by capitalising the free reserves of the company based on the extra ordinary general meeting held on 24.03.2018. Consequently, the paid up capital of the company is increased to 5,34,03,640 nos. of equity shares of Rs.10/- each.

(f) Shareholders holding more than 5 percent of the equity shares

Sl. No	Name of Share Holder	As at 31.03.2018		As at 31.03.2017		As at 31.03.2016		As at 31.03.2015		As at 31.03.2014	
		No. of Shares Held	% of Holding	No. of Shares Held	% of Holding	No. of Shares Held	% of Holding	No. of Shares Held	% of Holding	No. of Shares Held	% of Holding
1	Philips Thomas	7,537,640	45.10	708,661	47.36	708,661	64.00	708,661	64.00	708,661	74.67
2	Ganta Madhukrishna	2,677,830	16.02	158,311	10.58	158,311	14.30	158,311	14.30	-	-
3	K P Vinod Kumar	2,064,140	12.35	209,587	14.01	209,587	18.93	104,587	9.45	104,587	11.02
4	Abdul Kareem A	1,893,970	11.33	250,105	16.71	-	-	-	-	-	-
5	Gayathri Ganta	875,000	5.24	-	-	-	-	-	-	-	-
6	John Wilfred	-	-	-	-	-	-	105,000	9.48	105,000	11.06

(g) Shares issued for consideration other than cash

Particulars	Year ended March 31, 2018	Year ended March 31, 2017	Year ended March 31, 2016	Year ended March 31, 2015	Year ended March 31, 2014
Shares Issued for Acquisition of Gayathri Aqua Seafoods Exports Pvt Ltd	1,750,000	-	-	-	-
	1,750,000	-	-	-	-

Note:

The above statement should be read with the explanatory notes to the Statement of restatement adjustments to Restated Consolidated financial statements in Annexure V, Company overview and Significant accounting policies as appearing in Annexure VI and Notes to Restated Consolidated Summary Statements appearing from Annexure VII to Annexure XXXIX.

Annexure XVII: Restated Consolidated Summary Statement of Other Equity

Particulars	Amount in ₹ Millions				
	As at	As at	As at	As at	As at
	31.03.2018	31.03.2017	31.03.2016	31.03.2015	31.03.2014
OTHER EQUITY					
Capital Reserves:					
(a) Investment Subsidy					
Opening balance	0.86	0.86	0.86	0.86	0.86
Closing balance	0.86	0.86	0.86	0.86	0.86
(b) Securities Premium Account:					
Opening balance	163.58	62.49	62.49	18.32	0.00
Add: Premium on shares issued during the year	567.50	101.10	0.00	44.17	18.32
Closing balance	731.08	163.58	62.49	62.49	18.32
(c) Surplus in the Statement of Profit and Loss:					
Balance as per last financial statement	192.33	99.19	100.13	68.17	9.00
Profit / loss for the year	456.25	94.85	2.08	32.12	59.09
OCI Adjustments net of tax	20.08	(1.71)	(3.03)	(0.16)	0.09
Closing Balance	668.67	192.33	99.19	100.13	68.17
Total (a+b+c)	1,400.61	356.77	162.54	163.48	87.35

Note:

The above statement should be read with the explanatory notes to the Statement of restatement adjustments to Restated Consolidated financial statements in Annexure V, Company overview and Significant accounting policies as appearing in Annexure VI and Notes to Restated Consolidated Summary Statements appearing from Annexure VII to Annexure XXXIX.

Annexure XVIII: Restated Consolidated Summary Statement of Non-current Borrowings

Amount in ₹ Millions

Particulars	As at 31.03.2018	As at 31.03.2017	As at 31.03.2016	As at 31.03.2015	As at 31.03.2014
NON-CURRENT BORROWINGS					
a. Term Loans from Banks (Secured)	145.81	184.86	242.82	136.33	18.56
b. Term Loans from Others (Secured)	1.31	0.77	-	-	-
c. Term Loans from Others (Unsecured)	-	0.42	24.63	10.42	5.84
d. Hire Purchase Loans	6.93	-	14.68	6.11	6.56
e. Loans from Related Parties	1.44	13.90	14.57	4.70	0.00
	155.48	199.95	296.71	157.56	30.97

Notes:**Secured Loans**

- a As at 31st March 2018 the company has a total secured term borrowing of Rs.164.45 Million from Axis Bank and South Indian Bank excluding hire purchase loan for vehicles. The same have been classified under non-current liabilities (Rs.116.04 Million) and current liabilities (Rs.48.40 Million).

Interest rate of Term Loan Availed from South Indian Bank 10.80%, Axis Bank is 11.50%.

- b Term Loan - I, from South Indian Bank has an outstanding balance of Rs.147.26 Million as on 31st March 2018, which secured by first charge on company's land and Building and personal guarantee of directors.
- c Term Loan - II, from Axis Bank has an outstanding balance of Rs.13.53 Million as on 31st March 2018, which secured by second charge on house property owned by Managing Director, Mr. Philips Thomas.
- d Term Loan - III, from Axis Bank has an outstanding balance of Rs.3.66 Million as on 31st March 2018, which secured by second charge on house property owned by Mrs. Rekha Philips, wife of Managing Director, Mr. Philips Thomas.

e Hire Purchase Loans:

The Company has availed purchase loans for vehicles/machinery from banks and financial institutions with a tenor of 36 to 63 instalments with interest range from 7.85% to 12.20 %. As on 31st March 2018, the company has total such loans of Rs. 48.35 millions of which Rs.34.33 millions have shown as non current borrowing and Rs.14.02 millions have been shown as other financial liabilities.

The Preclosure Charges varies from 2% to 4% of the then outstanding balance

Note:

The above statement should be read with the explanatory notes to the Statement of restatement adjustments to Restated Consolidated financial statements in Annexure V, Company overview and Significant accounting policies as appearing in Annexure VI and Notes to Restated Consolidated Summary Statements appearing from Annexure VII to Annexure XXXIX.

Annexure XIX: Restated Consolidated Summary Statement of Non-current Provisions

Amount in ₹ Millions

Particulars	As at 31.03.2018	As at 31.03.2017	As at 31.03.2016	As at 31.03.2015	As at 31.03.2014
NON-CURRENT PROVISIONS					
Provision for employee benefits:					
Gratuity	7.73	3.98	2.08	1.30	0.90
	7.73	3.98	2.08	1.30	0.90

Note:

The above statement should be read with the explanatory notes to the Statement of restatement adjustments to Restated Consolidated financial statements in Annexure V, Company overview and Significant accounting policies as appearing in Annexure VI and Notes to Restated Consolidated Summary Statements appearing from Annexure VII to Annexure XXXIX.

Annexure XX: Restated Consolidated Summary Statement of Deferred Tax Liability

Amount in ₹ Millions

Particulars	As at 31.03.2018	As at 31.03.2017	As at 31.03.2016	As at 31.03.2015	As at 31.03.2014
DEFERRED TAX LIABILITIES/ASSET (NET):					
The breakup of Deferred Tax Liabilities:					
Arising on account of timing difference in:					
- Fixed Assets	25.01	18.46	7.23	0.71	(0.21)
- Accrued Expenses allowable on Actual Payments	(2.39)	(1.28)	(0.67)	(0.47)	(0.36)
Deferred Tax Liabilities (Deferred Tax Asset)	22.62	17.18	6.56	0.24	(0.56)

Note:

The above statement should be read with the explanatory notes to the Statement of restatement adjustments to Restated Consolidated financial statements in Annexure V, Company overview and Significant accounting policies as appearing in Annexure VI and Notes to Restated Consolidated Summary Statements appearing from Annexure VII to Annexure XXXIX.

Annexure XXI: Restated Consolidated Summary Statement of Short Term Borrowings

Amount in ₹ Millions

Particulars	As at 31.03.2018	As at 31.03.2017	As at 31.03.2016	As at 31.03.2015	As at 31.03.2014
CURRENT BORROWINGS					
Secured:					
a. Packing Credit Loan from Banks (Foreign Currency - Secured)	226.78	131.28	185.02	120.40	89.20
b. Packing Credit Loan from Banks (Others - Secured)	82.00	28.87	9.91	5.47	44.02
c. Loans repayable on demand from Banks	590.25	799.81	488.14	391.04	346.06
d. Cash Credit	79.73	-	-	-	-
	978.76	959.95	683.07	516.91	479.28

Notes:

The Company has been availing its working capital requirements from Federal Bank and South Indian Bank.

Primary Security

Federal Bank & South Indian Bank:

Packing credit loan secured by hypothecation of stock of raw materials, stock in process, finished goods, packing materials etc

Foreign Bill Purchase/discount secured by export receivables backed by documents of title to goods drawn under export order/bill exchange drawn under letter of credit.

Cash credit loan secured by hypothecation of chargabl current assets of the subsidiary Company

Collateral Security:

South Indian Bank:

Equitable Mortgage of land owned by the Company and residential property owned by the Managing Director Mr. Philips Thomas and Director Mr. Vinod Kumar

Federal Bank :

56 cents of land property in the name Dist. Industries Centre, Govt. of Kerala, leased to the Company with building, and civil works, hypothecation of fixed assets, Flat No.7D at Chackolas Habitat, Thevara, owned by Mrs. Rekha Philips, wife of Managing Director Mr. Philips Thomas, 7.48 cents of land owned by Director Mr. Vinod Kumar, 2943 cents of land owned by the company and 68 cents of land owned by Managing Director Mr. Philips Thomas 80 cents of landed property at Edavanakkad village, owned by Our Company

Interest Rate Federal Bank: Foreign Currency Loan - 6 months Libor + 250 bps

Interest Rate Federal Bank: Rupee Loan - 1 year MCLR + 100 bps (9.90%)

Interest Rate South Indian Bank: Foreign Currency Loan - 6 months Libor + 250 bps

Interest Rate Federal Bank: Rupee Loan - 9.80%

Interest Rate Bills Discounting South Indian Bank - 9.70%

Interest Rate Bills Discounting Federal Bank - 9.90%

Repayment Schedule:

i) Packing Credit Loans:

Period - 12 months

Repayment - In lumpsum on liquidation of Bill

Present Interest rate is 9.90%

Note:

The above statement should be read with the explanatory notes to the Statement of restatement adjustments to Restated Consolidated financial statements in Annexure V, Company overview and Significant accounting policies as appearing in Annexure VI and Notes to Restated Consolidated Summary Statements appearing from Annexure VII to Annexure XXXIX.

Annexure XXII: Restated Consolidated Summary Statement of Trade Payables

Amount in ₹ Millions

Particulars	As at 31.03.2018	As at 31.03.2017	As at 31.03.2016	As at 31.03.2015	As at 31.03.2014
TRADE PAYABLES					
Due to Micro, Small and Medium Enterprises	14.46	4.61	-	-	-
Dute to others	366.17	402.23	328.42	119.02	133.54
	380.63	406.83	328.42	119.02	133.54

Note:

The above statement should be read with the explanatory notes to the Statement of restatement adjustments to Restated Consolidated financial statements in Annexure V, Company overview and Significant accounting policies as appearing in Annexure VI and Notes to Restated Consolidated Summary Statements appearing from Annexure VII to Annexure XXXIX..

Annexure XXIII: Restated Consolidated Summary Statement of Other Current Liabilities

Amount in ₹ Millions

Particulars	As at 31.03.2018	As at 31.03.2017	As at 31.03.2016	As at 31.03.2015	As at 31.03.2014
OTHER CURRENT LIABILITIES					
Current maturities of long term borrowings:					
Term Loans from Banks	51.69	56.59	57.08	10.32	8.13
Hire Purchase Loans	14.02	9.92	7.01	3.23	2.72
Advance from Sundry Debtors	62.94	-	-	-	-
Statutory Dues	2.65	1.26	1.47	3.18	2.05
Other Payables	1.55	14.74	22.60	12.16	11.97
Minority Interest	-	0.001	0.001	0.001	0.001
	132.85	82.51	88.15	28.89	24.87

Note:

The above statement should be read with the explanatory notes to the Statement of restatement adjustments to Restated Consolidated financial statements in Annexure V, Company overview and Significant accounting policies as appearing in Annexure VI and Notes to Restated Consolidated Summary Statements appearing from Annexure VII to Annexure XXXIX.

Annexure XXIV: Restated Consolidated Summary Statement of Current Provisions

Amount in ₹ Millions

Particulars	As at 31.03.2018	As at 31.03.2017	As at 31.03.2016	As at 31.03.2015	As at 31.03.2014
CURRENT PROVISIONS					
Provision for employee benefits	4.15	9.32	2.24	1.65	1.35
Expenses Payable	49.16	0.15	0.00	0.00	0.00
	53.30	9.47	2.24	1.65	1.35

Note:

The above statement should be read with the explanatory notes to the Statement of restatement adjustments to Restated Consolidated financial statements in Annexure V, Company overview and Significant accounting policies as appearing in Annexure VI and Notes to Restated Consolidated Summary Statements appearing from Annexure VII to Annexure XXXIX.

Annexure XXIV A: Restated Consolidated Summary Statement of Current Tax Liability

Amount in ₹ Millions

Particulars	As at 31.03.2018	As at 31.03.2017	As at 31.03.2016	As at 31.03.2015	As at 31.03.2014
CURRENT TAX LIABILITY					
Current Tax Payable	-	23.97	-	-	-
Less: Advance Tax and Tax Deducted at Sources	-	12.33	-	-	-
	-	11.64	-	-	-

Note:

The above statement should be read with the explanatory notes to the Statement of restatement adjustments to Restated Consolidated financial statements in Annexure V, Company overview and Significant accounting policies as appearing in Annexure VI and Notes to Restated Consolidated Summary Statements appearing from Annexure VII to Annexure XXXIX.

Annexure XXV: Restated Consolidated Summary Statement of Revenue From Operations

Amount in ₹ Millions					
Particulars	Year ended March 31, 2018	Year ended March 31, 2017	Year ended March 31, 2016	Year ended March 31, 2015	Year ended March 31, 2014
REVENUE FROM OPERATIONS					
Sales:					
Sale of Products	6,470.22	3,771.47	1,931.42	2,097.36	1,904.56
Export Incentives	477.89	293.46	117.31	144.65	132.62
	6,948.11	4,064.94	2,048.73	2,242.01	2,037.18

Note:

The above statement should be read with the explanatory notes to the Statement of restatement adjustments to Restated Consolidated financial statements in Annexure V, Company overview and Significant accounting policies as appearing in Annexure VI and Notes to Restated Consolidated Summary Statements appearing from Annexure VII to Annexure XXXIX.

Annexure XXVI: Restated Consolidated Summary Statement of Other Income

Amount in ₹ Millions							
Particulars	Nature Recurring/Non-	Related to business/not	Year ended March 31, 2018	Year ended March 31, 2017	Year ended March 31, 2016	Year ended March 31, 2015	Year ended March 31, 2014
OTHER INCOME							
Foreign Exchange Difference	Recurring	Related	4.84	-	-	0.26	0.00
Dividend Income	Non-recurring	Not related	0.01	0.01	0.01	0.02	0.02
Interest Income	Recurring	Not related	8.75	4.38	2.23	3.09	2.14
Others	Non-Recurring	Not related	2.46	2.99	4.30	17.20	1.44
Share of Profit From Blue Sea	Recurring	Related	20.10	7.40	0.00	7.42	39.11
			36.16	14.77	6.54	27.98	42.71

Note:

The above statement should be read with the explanatory notes to the Statement of restatement adjustments to Restated Consolidated financial statements in Annexure V, Company overview and Significant accounting policies as appearing in Annexure VI and Notes to Restated Consolidated Summary Statements appearing from Annexure VII to Annexure XXXIX.

Annexure XXVII: Restated Consolidated Summary Statement of Cost of Material consumed

Amount in ₹ Millions					
Particulars	Year ended March 31, 2018	Year ended March 31, 2017	Year ended March 31, 2016	Year ended March 31, 2015	Year ended March 31, 2014
Cost of materials consumed					
Opening Stock	40.35	15.48	16.14	22.74	7.37
Add: Purchases	5,525.61	3,368.64	1,744.17	1,705.86	1,761.22
	5,565.97	3,384.11	1,760.31	1,728.60	1,768.59
Less: Closing Stock	40.65	25.41	15.48	16.14	22.74
	5,525.32	3,358.70	1,744.83	1,712.46	1,745.85

Note:

The above statement should be read with the explanatory notes to the Statement of restatement adjustments to Restated Consolidated financial statements in Annexure V, Company overview and Significant accounting policies as appearing in Annexure VI and Notes to Restated Consolidated Summary Statements appearing from Annexure VII to Annexure XXXIX.

Annexure XXVIII: Restated Consolidated Summary Statement of Change in Inventories

Amount in ₹ Millions					
Particulars	Year ended March 31, 2018	Year ended March 31, 2017	Year ended March 31, 2016	Year ended March 31, 2015	Year ended March 31, 2014
CHANGES IN INVENTORY					
Opening Stock of Finished Goods	309.70	271.46	97.78	193.80	61.18
Less: Closing Stock of Finished Goods	331.41	309.86	271.46	97.78	193.80
	(21.71)	(38.40)	(173.68)	96.02	(132.62)

Note:

The above statement should be read with the explanatory notes to the Statement of restatement adjustments to Restated Consolidated financial statements in Annexure V, Company overview and Significant accounting policies as appearing in Annexure VI and Notes to Restated Consolidated Summary Statements appearing from Annexure VII to Annexure XXXIX.

Annexure XXIX: Restated Consolidated Summary Statement of Employee Benefit Expenses

Amount in ₹ Millions

Particulars	Year ended March 31, 2018	Year ended March 31, 2017	Year ended March 31, 2016	Year ended March 31, 2015	Year ended March 31, 2014
EMPLOYEE BENEFITS EXPENSE					
Salaries, Wages, Bonus and Allowances	105.86	88.78	30.08	22.47	22.78
Company's Contribution to Provident and Other Funds	14.05	10.25	4.98	3.08	1.94
Gratuity	2.76	1.98	0.64	0.36	0.31
Welfare Expenses	25.80	1.27	10.59	5.35	3.46
Remuneration to Directors	16.93	7.29	4.70	7.64	6.45
	165.39	109.58	50.99	38.91	34.94

Note:

The above statement should be read with the explanatory notes to the Statement of restatement adjustments to Restated Consolidated financial statements in Annexure V, Company overview and Significant accounting policies as appearing in Annexure VI and Notes to Restated Consolidated Summary Statements appearing from Annexure VII to Annexure XXXIX.

Annexure XXX: Restated Consolidated Summary Statement of Finance cost

Amount in ₹ Millions

Particulars	Year ended March 31, 2018	Year ended March 31, 2017	Year ended March 31, 2016	Year ended March 31, 2015	Year ended March 31, 2014
FINANCE COSTS					
Interest	58.73	72.38	42.55	28.41	30.53
Other Borrowing Cost	10.70	7.24	5.42	2.70	4.74
	69.43	79.62	47.98	31.11	35.27

Note:

The above statement should be read with the explanatory notes to the Statement of restatement adjustments to Restated Consolidated financial statements in Annexure V, Company overview and Significant accounting policies as appearing in Annexure VI and Notes to Restated Consolidated Summary Statements appearing from Annexure VII to Annexure XXXIX.

Annexure XXXI: Restated Consolidated Summary Statement of Depreciation & Amortisation

Amount in ₹ Millions

Particulars	Year ended March 31, 2018	Year ended March 31, 2017	Year ended March 31, 2016	Year ended March 31, 2015	Year ended March 31, 2014
Depreciation on tangible assets	44.50	35.74	21.62	10.81	14.78
Amortisation on intangible assets	0.17	0.37	0.34	0.51	0.26
	44.67	36.11	21.96	11.32	15.05

Note:

The above statement should be read with the explanatory notes to the Statement of restatement adjustments to Restated Consolidated financial statements in Annexure V, Company overview and Significant accounting policies as appearing in Annexure VI and Notes to Restated Consolidated Summary Statements appearing from Annexure VII to Annexure XXXIX.

Annexure XXXII: Restated Consolidated Summary Statement of Other Expenses

Amount in ₹ Millions

Particulars	Year ended March 31, 2018	Year ended March 31, 2017	Year ended March 31, 2016	Year ended March 31, 2015	Year ended March 31, 2014
OTHER EXPENSES					
Advertisement and Busines Promotion Expenses	2.79	2.88	3.14	3.90	2.57
Payment to Auditors	0.79	2.16	1.41	0.93	1.00
Corporate Social Responsibility Expenses	1.33	1.04	1.06	0.82	0.30
Donation	1.70	0.45	0.87	0.84	0.30
Freezing and Processing Charges	20.15	22.39	55.61	83.67	73.23
Freight Paid	118.08	92.57	69.17	68.44	57.19
Insurance	7.45	4.12	3.56	2.63	2.08
Interest on Tax	2.32	0.10	1.46	0.75	0.11
Legal and Professional Charges	7.89	2.88	1.98	1.41	0.95
Loading & Transportation	6.37	0.96	3.42	1.29	1.50
Loss on Sale of Property, Plant and Equipment	10.99	0.00	0.00	0.03	0.01
Foreign Exchange Difference	0.00	1.40	0.83	0.00	0.13
Material Procurement Expenses	45.76	5.06	35.51	15.04	3.47
Membership and Subscription	0.57	1.06	0.59	0.24	1.58
Miscellaneous Expenses	5.48	6.70	1.38	6.42	7.39
Miscellaneous Expenditure Written Off	11.15	0.68	0.68	0.99	0.99
Office Expenses	9.05	1.31	1.50	0.81	0.89
Postage, Telephone & Courier	3.01	2.43	1.91	1.30	1.28
Power and Fuel	67.18	49.17	24.38	11.37	9.42
Printing & Stationery	0.88	1.79	2.42	2.05	1.38
Rates & Taxes	17.48	4.11	5.04	2.75	1.76
Rent	2.47	1.87	3.23	5.99	4.57
Repair:					
- Building	0.60	2.47	2.87	3.10	2.48
- Plant & Machinery	18.65	8.42	3.44	4.52	2.64
Security Charges	3.12	2.47	0.81	0.34	0.23
Shipment and Selling Expenses	164.96	137.22	81.99	77.67	90.87
Storing and Warehousing Charges	11.45	11.12	12.13	8.46	6.15
Testing and Inspection	7.54	6.19	6.84	2.79	1.39
Travelling Expenses	11.57	5.52	2.29	2.60	2.55
Vehicle running and Maintainence	48.13	21.35	12.98	14.04	11.93
Provision / sundry balances written off	0.12	0.10	0.23	6.83	3.26
Share of Loss From Blue Sea	0.00	0.00	9.95	0.00	0.00
	609.02	400.00	352.67	332.00	293.60

Note:

The above statement should be read with the explanatory notes to the Statement of restatement adjustments to Restated Consolidated financial statements in Annexure V, Company overview and Significant accounting policies as appearing in Annexure VI and Notes to Restated Consolidated Summary Statements appearing from Annexure VII to Annexure XXXIX.

Annexure XXXIII: Consolidated Summary Statement of Dividend

The declaration and payment of dividends will be recommended by our Board of Directors and approved by our shareholders, at their discretion, and will depend on a number of factors, including but not limited to our profits, capital requirements and overall financial condition. The Board may also from time to time pay interim dividends. All dividend payments are made in cash to the shareholders of the Company. No dividends have been declared and paid by our Company since inception.

Annexure XXXIV A: Restated Consolidated Summary Statement of List of Related Parties

Amount in ₹ Millions

Particulars	As at 31.03.2018	As at 31.03.2017	As at 31.03.2016	As at 31.03.2015	As at 31.03.2014
a. Enterprises in which Company / Key Management personnel / Directors have significant influence	Blue Sea Products LLC, USA	Blue Sea Products LLC, USA	Blue Sea Products LLC, USA	Blue Sea Products LLC, USA	Blue Sea Products LLC, USA
	Anjana Aqua Feeds and Chemicals	Anjana Aqua Feeds and Chemicals			
	Sri Anjana Aqua Feeds and Chemicals	Sri Anjana Aqua Feeds and Chemicals			
	Oysterbay Restaurants Pvt. Ltd				
b. Key Managerial Personnel/Relatives of KMP				Philips Thomas	Philips Thomas
	Philips Thomas	Philips Thomas	Philips Thomas	Thomas	Philips Thomas
	Rekha Philips	Rekha Philips	Rekha Philips	Rekha Philips	Rekha Philips
	Vinod Kumar K P	Vinod Kumar K P	Vinod Kumar K P	Vinod Kumar K P	Vinod Kumar K P
	Tom Thomas	Tom Thomas	Tom Thomas	Tom Thomas	Tom Thomas
	Suma Abraham	Suma Abraham	Suma Abraham	Suma Abraham	Suma Abraham
	Ganta Madhukrishna	Ganta Madhukrishna	Ganta Madhukrishna		
	Ganta Gayathri	Ganta Gayathri	Ganta Gayathri		
	Abdul Kareem	Abdul Kareem			
	C V George				
	Ravilal V R				

Annexure XXXIV B: Restated Consolidated Summary Statement of Transactions with Related Parties

Amount in ₹ Millions

Particulars			Year ended	Year ended	Year ended	Year ended	Year ended
Name of the Party		Nature of Transaction	March 31, 2018	March 31, 2017	March 31, 2016	March 31, 2015	March 31, 2014
1	Blue Sea Products LLC, USA	Sales	476.48	286.54	138.31	269.57	419.97
2	Philips Thomas	Remuneration	5.53	2.65	2.65	5.51	4.60
3	Vinod Kumar K P	Remuneration	2.40	1.30	1.30	2.13	1.85
4	Ganta Madhukrishna	Remuneration	4.80	1.94	0.76	-	-
5	Kareem	Remuneration	2.40	1.40	-	-	-
6	Ganta Madhukrishna	Issue of Shares	117.00	-	-	-	-
7	Vinod Kumar K P	Issue of Shares	40.95	-	-	-	-
8	Philips Thomas	Issue of Shares	134.55	-	-	-	-
9	Ganta Gayathri	Issue of Shares	292.50	-	-	-	-
10	C V George	Salary	0.73	-	-	-	-
11	Ravilal V R	Salary	0.13	-	-	-	-
12	Rekha Philips	Remuneration	0.72	0.72	0.72	0.72	0.72
13	Gayathri Ganta	Remuneration	1.80				
14	Suma Abraham	Consultancy Charges	0.30	0.30	0.30	0.30	0.30
15	Anjana Aqua Feeds and Chemicals	Purchases	1.49	160.73	-	-	-
16	Sri Anjana Aqua Feeds and Chemicals	Purchases	2.04	-	-	-	-
17	Oysterbay Restaurants Pvt. Ltd	Other Recoverables	3.95	-	-	-	-
18	Tom Thomas	Loan Received/repaid	(14.57)	(0.61)	15.18	-	-
19	Tom Thomas	Loan Interest Paid	1.55	1.67	0.67	-	-
20	Ganta Gayathri	Lease	0.05	-	-	-	-
21	Gayathri aqua farms	Purchases	122.01	-	-	-	-
22	Gayathri aqua farms	Sales	90.15	-	-	-	-
23	Anjana Aqua Feeds	Sales	11.09	-	-	-	-
24	Anjana Aqua Feeds	Purchases	148.49	-	-	-	-
25	Sri Anjana aqua feeds and chemicals	Purchases	1.76	-	-	-	-

Annexure XXXIV C: Restated Consolidated Summary Statement of Outstanding Balances with Related Parties

Amount in ₹ Millions

Particulars			Year ended	Year ended	Year ended	Year ended	Year ended
			March 31,	March 31,	March 31,	March 31,	March 31,
			2018	2017	2016	2015	2014
Name of the Party	Nature of Transaction						
1 Blue Sea Products LLC, USA	Trade Receivable		36.17	28.63	54.16	55.29	45.26
2 Oysterbay Restaurants Pvt. Ltd	Other recoverables		4.04	-	-	-	-
3 Rekha Philips	Remuneration		0.65	0.05	0.41	0.37	0.36
4 Suma Abraham	Consultancy Charges		0.02	0.02	0.02	0.02	0.02
5 Anjana Aqua Feeds and Chemicals	Purchases		0.00	43.35	-	-	-
6 Tom Thomas	Loan and Interest		0.00	14.57	15.18	-	-
7 Gayathri aqua farms	Trade Payable/Advance		27.06	-	-	-	-
8 Anjana Aqua Feeds	Payables		50.78	-	-	-	-
9 Anjana Aqua Feeds	Receivables/ Advances		22.95	-	-	-	-
10 Sri Anjana aqua feeds and chemicals	Payables		1.76	-	-	-	-

Annexure XXXV: Restated Consolidated Summary Statement of Contingent Liability and Capital commitments

Amount in ₹ Millions

		As at	As at	As at	As at	As at
		31.03.2018	31.03.2017	31.03.2016	31.03.2015	31.03.2014
1	Performance guarantee for export of squid re-imported by the Company	2.16	2.16	0.00	0.00	0.00
2	For AAIC to stand surety for the anti dumping duty Customs Bond with US Govt.	38.37	25.29	19.24	11.89	7.21
3	Customs duty saved on import of Capital Goods under EPCG scheme against future Export Obligations	15.69	56.34	51.58	50.47	0.20
4	Demand of Income tax for the assessment year 2014-15 against which petition u/s 154 filed was pending before the Assessing Officer	0.37	0.37	0.37	0.37	0.37

Note:

The above statement should be read with the explanatory notes to the Statement of restatement adjustments to Restated Consolidated financial statements in Annexure V, Company overview and Significant accounting policies as appearing in Annexure VI and Notes to Restated Consolidated Summary Statements appearing from Annexure VII to Annexure XXXIX.

Annexure XXXVI: Restated Consolidated Summary Statement of Accounting Ratios

Amount in ₹ Millions

Particulars		As at 31.03.2018	As at 31.03.2017	As at 31.03.2016	As at 31.03.2015	As at 31.03.2014
Restated net worth at the end of the year (Refer Note 3)	A	1,566.89	505.55	272.41	273.35	181.39
Net Profit available to Equity Shareholders as per Restated Consolidated Summary statement of profit and loss	B	476.34	93.14	(0.94)	31.96	59.18
Weighted average number of equity shares outstanding during the year considered for calculating basic earnings per share (Refer Note 4 & 5)	C	51,668,024	49,820,285	47,763,090	46,485,755	45,476,954
Earning per share of Rs 10 each Basic / Diluted earning Per Share (₹) (Refer Note 5)	D = B/C	9.22	1.87	-0.02	0.69	1.30
Return on Net Worth (%)	E = B/A	30.40%	18.42%	-0.35%	11.69%	32.62%
No of Shares outstanding at the end of the year (Refer Note 6)	F	53,403,640	51,653,640	47,763,090	47,763,090	46,179,980
Net Asset Value Per Share (₹)	G = A/F	29.34	9.79	5.70	5.72	3.93

Notes:

- 1 The above ratios have been computed on the basis of Restated Consolidated Summary Statements of the company
- 2 The Ratios have been computed as below:
 - a Basic and Diluted Earnings per Share =
$$\frac{\text{Net Profit available to Equity Shareholders}}{\text{Weighted average number of equity shares for basic and diluted earnings per share}}$$
 - b Return on Net worth (%) =
$$\frac{\text{Net Profit available to Equity Shareholders}}{\text{Net Worth for Equity Shareholders}}$$
 - c Net asset value per share (₹) =
$$\frac{\text{Net Worth for Equity Shareholders}}{\text{Total number of equity shares outstanding at end of the period}}$$
 - d The exeptional items and revaluation reserves, if any, have been excluded from the calculation of relevant ratios.
- 3 Net worth means the aggregate value of the paid up share capital of the Company and other equity excluding capital reserve as per the Restated ConsolidatedStatement of Assets and Liabilities of the Company
- 4 Weighted average number of equity shares is the number of equity shares outstanding at the beginning of the year adjusted by the number of equity shares issued during the year multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the year.
- 5 During the year 2017-18 the Company has sub-divided the equity shares having face value of Rs.100/- into 10 equity shares of Rs.10/- each.and subsequently on 2nd april 2018 company has issued 36690000 shares issued as bonus by capitalising the reserves Consequently. As required by Ind AS 33 "Earning per share" prescribed under Section 133 of the 2013 Act, read with Rule 7 of the Companies (Accounts Rules, 2014). The basic and diluted earnings per share of the previous periods presented have been recomputed and disclosed accordingly.
- 6 Number of Shares for previous years have been adjusted split on 11th December 2017 and bonus of shares on 02nd April 2018.
- 7 The above statement should be read with the explanatory notes to the Statement of restatement adjustments to Restated Consolidated financial statements in Annexure V, Company overview and Significant accounting policies as appearing in Annexure VI and Notes to Restated Consolidated Summary Statements appearing from Annexure VII to Annexure XXXIX.

Annexure XXXVII: Consolidated Restated Statement of Segment Reporting**Operating Segments**

The company is engaged in the business of Export of Processed Shrimp and other Processed Seafood Products and therefore, has only one reportable segment in accordance with Ind AS 108 "Operating Segments".

Analysis of revenue by geography:

The following table shows the distribution of the Company's revenues (excluding other operating income) based on the location of the customers:

Country	For the Year Ended March 31, 2018	For the Year Ended March 31, 2017	For the Year Ended March 31, 2016	For the Year Ended March 31, 2015	For the Year Ended March 31, 2014
India	683.34	-	-	-	-
USA	4,572.02	2,863.58	1,284.04	1459.16	1315.54
Rest of the World	1,214.86	907.90	647.39	638.20	589.02
Total Revenue from Sale of products	6,470.22	3,771.47	1,931.42	2,097.36	1,904.56

Analysis of assets by geography:

All of the Company's non-current assets (other than the financial assets and deferred tax assets) are located in India

Information about major customers:

Particulars	For the Year Ended March 31, 2018	For the Year Ended March 31, 2017	For the Year Ended March 31, 2016	For the Year Ended March 31, 2015	For the Year Ended March 31, 2014
Revenue from Significant Customers	802.05	-	-	508.18	608.12
Number of Customers	1	-	-	2	2
% of Revenue from Sale of products	12.31%	-	-	24.23%	31.93%

Note:

The above statement should be read with the explanatory notes to the Statement of restatement adjustments to consolidated financial statements in Annexure V, Company overview and Significant accounting policies as appearing in Annexure VI and Notes to Restated consolidated Summary Statements appearing from Annexure VII to Annexure XXXIX.

Annexure XXXVIII: Restated Consolidated Statement of Capitalization

Amount in ₹ Millions

Particulars	Pre-issue as at 31.03.2018	After Bonus Issue on 02.04.2018	Post Issue*
Debts:			
Short term debts (A)	978.76	978.76	[●]
Long term debts (B)	221.20	221.20	[●]
Total debts (C = A + B)	1,199.95	1,199.95	[●]
Shareholder's Funds			
Share Capital (D)	167.14	534.04	[●]
Other Equity (E)	1,400.61	1,033.71	[●]
Total Shareholders' Funds (F = D + E)	1,567.75	1,567.75	[●]
Total debts / Total Shareholders' funds (C/F)	0.77	0.77	[●]
Long term debts / Total Share holders funds (B/F)	0.14	0.14	[●]

*Shareholders fund post issue can be calculated only on the conclusion of the book building process.

Notes:

- 1 The figures disclosed above are based on the Restated Consolidated Summary Statement of Assets and Liabilities of the Company.
- 2 Long Term borrowings is considered after including the current maturities of long term borrowings.
- 3 The Corresponding figures (as adjusted for issue) are not determinable at this stage pending the completion of the book building process and hence have not been furnished.
- 4 Subsequent event - On 02.04.2018 the Company has issued bonus shares in the ratio of 2.2:1 to existing shareholders by capitalising the free reserves of the company based on the extra ordinary general meeting held on 24.03.2018. Consequently, the paid up capital of the company is increased to 5,34,03,640 nos. of equity shares of Rs.10/- each.

Annexure XXXIX: Earnings Per Equity Share (EPES)

Amount in ₹ Millions

Particulars	Year Ended March 31, 2018	Year Ended March 31, 2017	Year Ended March 31, 2016	Year Ended March 31, 2015	Year Ended March 31, 2014
Net Profit available to Equity Shareholders	476.34	93.14	-0.94	31.96	59.18
Weighted average number of equity shares	51.67	49.82	47.76	46.49	45.48
Nominal value per equity share (Note 1)	10.00	10.00	10.00	10.00	10.00
Basic and Diluted EPES (₹)	9.22	1.87	-0.02	0.69	1.30

Note 1: During the year 2017-18 the Company has sub-divided the equity shares having face value of Rs.100/- into 10 equity shares of Rs.10/- each. and subsequently on 2nd april 2018 company has issued 36690000 shares issued as bonus by capitalising the reserves. Consequently, As required by Ind AS 33 "Earning per share". The basic and diluted earnings per share of the previous periods presented have been recomputed and disclosed accordingly.

Note 2: The above statement should be read with the explanatory notes to the Statement of restatement adjustments to Restated Consolidated financial statements in Annexure V, Company overview and Significant accounting policies as appearing in Annexure VI and Notes to Restated Consolidated Summary Statements appearing from Annexure VII to Annexure XXXIX..

Independent Auditor's Report on Restated Standalone Financial Information

To
The Board of Directors
Penver Products Limited
Door No.AP II, 688,
Industrial Estate
Aroor- 688534
Kerala

Dear Sirs,

1. We have examined the attached Restated Standalone Financial Information of Penver Products Limited ("**the Company**"), which comprise of the Restated Standalone Summary Statement of Assets and Liabilities as at March 31, 2018, 2017, 2016, 2015 and 2014, the Restated Standalone Summary Statement of Profit and Loss (including Other Comprehensive Income), the Restated Standalone Summary Statement of Cash Flows, the Restated Standalone Summary Statement of Changes in Equity for the year ended March 31, 2018, 2017, 2016, 2015 and 2014 and the Summary of significant accounting policies, read together with the annexure and notes thereto as approved by the Board of Directors of the Company prepared in terms of the requirements of:

- (a) Section 26 of Part I of Chapter III of the Companies Act,2013 ("**the Act**") read with Rules 4 to 6 of Companies (Prospectus and Allotment of Securities) Rules,2014 ("**the Rules**"); and
- (b) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time in pursuance of provision of Securities and Exchange Board of India Act, 1992 ("**ICDR Regulations**") issued by the Securities and Exchange board of India ("**SEBI**");

The preparation of the Restated Standalone Financial Information is the responsibility of the management of the Company for the purpose set out in paragraph 8 below. The Management's responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Standalone Financial Information. The Management is also responsible for identifying and ensuring that the Company complies with the Act, Rules, and ICDR Regulations.

2. We have examined such Restated Standalone Financial Information taking into consideration:

- (a) The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated April 04, 2018 in connection with the proposed issue of equity shares of the Company; and
- (b) The Guidance Note on Reports in Company's Prospectuses (Revised 2016) issued by the Institute of Chartered Accountants of India ("ICAI") as amended from time to time (the "**Guidance Note**")

3. These Restated Standalone Financial Information have been compiled by the management from the audited Standalone financial statements as at March 31, 2018, 2017, 2016, 2015 and 2014, and for each

of the year ended March 31, 2018, 2017, 2016, 2015 and 2014 which have been approved by the Board of Directors at their meetings held on June 12, 2018, August 24, 2017, August 25, 2016, August 27, 2015 and August 30, 2014 respectively.

Audit for the financial years ended March 31, 2017, 2016, 2015 and 2014 was conducted by previous auditors M/s. Babu Mathew & Associates, Chartered Accountants and accordingly reliance has been placed on the Standalone Financial information examined by them for the said financial years.

4. Based on our examination and in accordance with the requirements of Section 26 of Part I of Chapter III of the Act, read with Rules 4 to 6 of Companies (Prospectus and Allotment of Securities) Rules, 2014, the ICDR Regulations, the Guidance Note and terms of our engagement agreed with you, we report that:
 - (a) The Restated Standalone Summary Statement of Assets and Liabilities of the Company, as at March 31, 2018, 2017, 2016, 2015 and 2014 as set out in Annexure I to this report, have been arrived at after making adjustments and regroupings/reclassifications as in our opinion, were appropriate and more fully described in the Annexure V Statement of Restatement Adjustments to the Audited Standalone Financial Statements.
 - (b) The Restated Standalone Summary Statement of Profit and Loss of the Company for the years ending March 31, 2018, 2017, 2016, 2015 and 2014 as set out in Annexure II to this report, have been arrived at after making adjustments and regroupings/reclassifications as in our opinion, were appropriate and more fully described in the Annexure V Statement of Restatement Adjustments to the Audited Standalone Financial Statements.
 - (c) The Restated Standalone Summary Statement of Cash Flows of the Company for the years ending March 31, 2018, 2017, 2016, 2015 and 2014 as set out in Annexure III to this report, have been arrived at after making adjustments and regroupings/reclassifications as in our opinion, were appropriate and more fully described in the Annexure V Statement of Restatement Adjustments to the Audited Standalone Financial Statements.
 - (d) The Restated Standalone Summary Statement of Changes in Equity of the Company for the years ending March 31, 2018, 2017, 2016, 2015 and 2014 as set out in Annexure IV to this report, have been arrived at after making adjustments and regroupings/reclassifications as in our opinion, were appropriate and more fully described in the Annexure V Statement of Restatement Adjustments to the Audited Standalone Financial Statements.
 - (e) Based on the above and according to the information and explanations given to us, we further report that the Restated Standalone Financial Information:
 - (i) have been prepared after incorporating adjustments for the change in accounting policies retrospectively in respective financial years to reflect the same accounting treatment as per changed accounting policy for all the reporting years;
 - (ii) have been prepared after incorporating adjustments for the material amounts in the respective financial years to which they relate;

- (iii) do not contain any extra-ordinary / exceptional items that need to be disclosed separately in the respective financial years and do not contain any qualification requiring adjustments; and
 - (iv) has no qualifications in the auditors' reports, which require any adjustments to the Restated Standalone Financial Information;
5. We have also examined the following Restated Standalone Financial Information of the Company as set out in the Annexures prepared by the management and approved by the Board of Directors on June 12, 2018 for the years ended March 31, 2018, 2017, 2016, 2015 and 2014:
- (a) Annexure I: Restated Standalone Summary Statement of Assets and Liabilities
 - (b) Annexure II: Restated Standalone Summary Statement of Profit and Loss.
 - (c) Annexure III: Restated Standalone Statement of Cash Flows.
 - (d) Annexure IV: Restated Standalone Statement of Changes in Equity.
 - (e) Annexure V: Statement of Restatement Adjustments to the Audited Standalone Financial Statements.
 - (f) Annexure VI: Basis of preparation and significant accounting policies.
 - (g) Annexure VII: Restated Standalone Summary Statement of Property, Plant and Equipment.
 - (h) Annexure VIII: Restated Standalone Summary Statement of Non Current Investments.
 - (i) Annexure IX: Restated Standalone Summary Statement of Non-current Assets.
 - (j) Annexure X: Restated Standalone Summary Statement of Other Non-current Assets.
 - (k) Annexure XI: Restated Standalone Summary Statement of Inventories.
 - (l) Annexure XII: Restated Standalone Summary Statement of Trade Receivables.
 - (m) Annexure XIII: Restated Standalone Summary Statement of Cash & Cash Equivalents.
 - (n) Annexure XIV: Restated Standalone Summary Statement of Current Assets.
 - (o) Annexure XV: Restated Standalone Summary Statement of Other Current Assets.
 - (p) Annexure XV A: Restated Standalone Summary Statement of Current Tax Assets
 - (q) Annexure XVI: Restated Standalone Summary Statement of Share Capital.
 - (r) Annexure XVII: Restated Standalone Summary Statement of Other Equity.
 - (s) Annexure XVIII: Restated Standalone Summary Statement of Non-current Borrowings.
 - (t) Annexure XIX: Restated Standalone Summary Statement of Non-current Provisions.
 - (u) Annexure XX: Restated Standalone Summary Statement of Deferred Tax Liability.
 - (v) Annexure XXI: Restated Standalone Summary Statement of Short Term Borrowings.
 - (w) Annexure XXII: Restated Standalone Summary Statement of Trade Payables.
 - (x) Annexure XXIII: Restated Standalone Summary Statement of Other Current Liabilities.
 - (y) Annexure XXIV: Restated Standalone Summary Statement of Current Provisions.
 - (z) Annexure XXIV A: Restated Standalone Summary Statement of Current Tax Liability
 - (aa) Annexure XXV: Restated Standalone Summary Statement of Revenue From Operations.
 - (bb) Annexure XXVI: Restated Standalone Summary Statement of Other Income.
 - (cc) Annexure XXVII: Restated Standalone Summary Statement of Cost of Material consumed.
 - (dd) Annexure XXVIII: Restated Standalone Summary Statement of Change in Inventories.
 - (ee) Annexure XXIX: Restated Standalone Summary Statement of Employee Benefit Expenses.
 - (ff) Annexure XXX: Restated Standalone Summary Statement of Finance cost.
 - (gg) Annexure XXXI: Restated Standalone Summary Statement of Depreciation & Amortisation.
 - (hh) Annexure XXXII: Restated Standalone Summary Statement of Other Expenses.
 - (ii) Annexure XXXIII: Restated Standalone Summary Statement of Dividend
 - (jj) Annexure XXXIVA: Restated Standalone Summary Statement of List of Related Parties

- (kk) Annexure XXXIVB: Restated Standalone Summary Statement of List of Related parties transactions
- (ll) Annexure XXXIVC: Restated Standalone Summary Statement of List of Related Parties balance outstanding
- (mm) Annexure XXXV: Restated Standalone Summary Statement of Contingent Liability and Capital commitments
- (nn) Annexure XXXVI: Restated Standalone Summary Statement of Accounting Ratios
- (oo) Annexure XXXVII: Restated Standalone Statement of Tax Shelter
- (pp) Annexure XXXVIII: Restated Standalone Statement of Capitalization
- (qq) Annexure XXXIX: Restated Standalone Earnings Per Equity Share (EPES)

According to the information and explanations given to us, in our opinion, the Restated Standalone Financial Information of the Company and the above Restated Standalone Financial Information contained in Annexure VI to XXXIX, read with basis of preparation and summary of significant accounting policies disclosed in Annexure V are prepared after making adjustments and regroupings as considered appropriate and have been prepared in accordance with Section 26 of Part I of Chapter III of the Act, read with Rules 4 to 6 of Companies (Prospectus and Allotment of Securities) Rules, 2014, the ICDR Regulations and the Guidance Note.

6. This report should not in any way be construed as issuance or re-dating of any of the previous audit reports issued by us or by other firms of Chartered Accountants, nor should this report be construed as a new opinion on any of the financial statements referred to herein.
7. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
8. Our report is intended solely for use of the management and for inclusion in the Offer Documents to be filed with Securities and Exchange Board of India, BSE Limited, National stock exchange of India Limited and Registrar of Companies, Kerala in connection with the proposed issue of Equity Shares of the Company. Our report should not be used, referred to or distributed for any other purpose except with our prior consent in writing.

For *BSJ & Associates*

Chartered Accountants

Firm's Registration Number: 010560S

CA. JOBBY GEORGE

Partner

Membership Number: 211174

Place: Aroor

Date: June 12, 2018

Annexure I: Restated Standalone Summary Statement of Assets and Liabilities

		Amount in ₹ Millions				
Particulars	Anx	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
ASSETS						
(1) Non-Current Assets						
(a) Property, Plant and Equipment	VII A	685.59	575.72	613.19	102.27	99.03
(b) Capital Work-in-Progress	VII B	13.90	11.11	-	243.83	4.02
(c) Other Intangible Assets	VII C	0.19	0.37	0.74	0.53	0.43
(d) Financial Assets:						
(i) Investments	VIII	636.34	40.08	34.43	44.38	45.13
(ii) Loans	IX	12.65	10.17	13.72	22.20	12.98
(e) Other Non-Current Assets	X	35.28	1.37	-	-	-
Total Non-current assets		1,383.94	638.82	662.08	413.20	161.59
(2) Current Assets						
(a) Inventories	XI	362.50	335.27	286.94	113.93	216.55
(b) Financial Assets:						
(i) Trade Receivables	XII	799.79	913.90	536.26	454.95	390.54
(ii) Cash and Cash Equivalents	XIII A	39.87	53.46	81.76	59.72	15.18
(iii) Bank Balances other than (ii) above	XIII B	163.13	83.93	33.14	17.88	30.69
(iv) Loans	XIV	99.08	84.31	11.51	0.59	4.15
(c) Other Current Assets	XV	127.41	88.20	64.55	39.37	31.91
(d) Current Tax Asset	XV A	4.43	-	4.23	0.11	1.99
Total current assets		1,596.20	1,559.06	1,018.39	686.54	691.00
Total Assets		2,980.14	2,197.88	1,680.46	1,099.75	852.59
EQUITY AND LIABILITIES						
EQUITY						
(a) Equity Share Capital	XVI	167.14	149.64	110.73	110.73	94.90
(b) Other Equity	XVII	1,367.71	356.77	162.54	163.48	87.35
Total equity		1,534.84	506.41	273.27	274.21	182.25
LIABILITIES						
(1) Non-Current Liabilities						
(a) Financial Liabilities						
(i) Borrowings	XVIII	150.37	199.95	296.71	157.56	30.97
(b) Provisions	XIX	7.73	3.98	2.08	1.30	0.90
(c) Deferred Tax Liabilities/Assets (Net)	XX	23.20	17.18	6.56	0.24	(0.56)
Total Non-current liabilities		181.30	221.11	305.35	159.11	31.30
(2) Current Liabilities						
(a) Financial Liabilities						
(i) Borrowings	XXI	899.02	959.95	683.07	516.91	479.28
(ii) Trade Payables	XXII	215.43	406.83	328.42	119.02	133.54
(b) Other Current Liabilities	XXIII	97.84	82.47	88.11	28.86	24.86
(c) Provisions	XXIV	51.70	9.47	2.24	1.65	1.35
(d) Current Tax Liability	XXIV A	-	11.64	-	-	-
Total current liabilities		1,263.99	1,470.36	1,101.84	666.43	639.03
Total equity and liabilities		2,980.14	2,197.88	1,680.46	1,099.75	852.59

Note:

The above statement should be read with the explanatory notes to the Statement of restatement adjustments to Restated standalone financial statements in Annexure V, Company overview and Significant accounting policies as appearing in Annexure VI and Notes to Restated Standalone Summary Statements appearing from Annexure VII to Annexure XXXIX.

Annexure II: Restated Standalone Summary Statement of Profit and Loss

Amount in ₹ Millions

Particulars		Anx	Year Ended March 31, 2018	Year Ended March 31, 2017	Year Ended March 31, 2016	Year Ended March 31, 2015	Year Ended March 31, 2014
I	Revenue from operations	XXV	6,245.52	4,064.94	2,048.73	2,242.01	2,037.18
II	Other income	XXVI	36.16	14.77	6.54	27.98	42.71
III	Total Income		6,281.69	4,079.71	2,055.27	2,269.99	2,079.90
IV	Expenses:						
	Cost of materials consumed	XXVII	4,905.18	3,358.70	1,744.83	1,712.46	1,745.85
	Changes in Inventory of finished Goods	XXVIII	(21.71)	(38.40)	(173.68)	96.02	(132.62)
	Employee benefits expenses	XXIX	157.52	109.58	50.99	38.91	34.94
	Finance costs	XXX	61.22	79.62	47.98	31.11	35.27
	Depreciation & Amortisation expenses	XXXI	40.77	36.11	21.96	11.32	15.05
	Other expenses	XXXII	593.27	400.00	352.67	332.00	293.60
	Total Expenses		5,736.26	3,945.62	2,044.75	2,221.83	1,992.08
V	Restated Profit / (Loss) before exceptional items and tax		545.42	134.09	10.53	48.17	87.81
VI	Exceptional items		-	-	-	-	-
VII	Restated Profit/ (Loss) before tax		545.42	134.09	10.53	48.17	87.81
VIII	Tax Expense						
	(1) Current tax		116.05	28.63	2.12	15.24	29.23
	(2) Deferred tax		6.02	10.61	6.32	0.81	-0.51
IX	Restated Profit (Loss) for the period		423.35	94.85	2.08	32.12	59.09
X	Other Comprehensive Income						
A	(i) Items that will not be reclassified to profit or loss		21.42	(2.29)	(3.60)	(0.16)	(0.36)
	(ii) Income tax relating to items that will not be reclassified to profit or loss		-	0.49	0.74	0.05	0.12
B	(i) Items that will be reclassified to profit or loss		(0.99)	0.08	(0.13)	(0.04)	0.25
	(ii) Income tax relating to items that will be reclassified to profit or loss		(0.34)	0.02	(0.03)	(0.01)	0.08
XI	Total Comprehensive Income for the period		443.43	93.14	(0.94)	31.96	59.18
XII	Restated Earnings per equity share						
	Basic and Diluted	XXXIX	8.58	1.87	(0.02)	0.69	1.30

Note:

The above statement should be read with the explanatory notes to the Statement of restatement adjustments to Restated standalone financial statements in Annexure V, Company overview and Significant accounting policies as appearing in Annexure VI and Notes to Restated Standalone Summary Statements appearing from Annexure VII to Annexure XXXIX.

Annexure III: Restated Standalone Statement of Cash Flows

Amount in ₹ Millions

Particulars	Year Ended March 31, 2018	Year Ended March 31, 2017	Year Ended March 31, 2016	Year Ended March 31, 2015	Year Ended March 31, 2014
A. CASH FLOW FROM OPERATING ACTIVITIES :					
NET PROFIT/(LOSS) BEFORE TAX	545.42	134.09	10.53	48.17	87.81
Adjustments for:					
Depreciation	40.77	36.11	21.96	11.32	15.05
Exchange (Gain) / Loss	(4.84)	1.40	0.83	(0.26)	0.13
Finance Cost	61.22	79.62	47.98	31.11	35.27
Loss/(profit) on sale of property plant and equipments	10.99	(0.31)	-	0.03	0.01
Interest Received	(8.75)	(4.38)	(2.23)	(3.09)	(2.14)
Dividend Received	(0.01)	(0.01)	(0.01)	(0.02)	(0.02)
Loss/(Income) from investments	(20.10)	(7.40)	9.95	(7.42)	(39.11)
Profit on sale of investment	(0.49)	-	-	(0.18)	-
Other Non-cash items	11.27	0.78	0.92	7.82	4.25
	90.07	105.81	79.39	39.32	13.44
Operating Profit/(Loss) Before Working Capital Changes	635.49	239.91	89.91	87.49	101.25
(Invested in)/Generated from:					
Inventories	(27.23)	(48.33)	(173.01)	102.62	(147.99)
Trade Receivables	118.95	(380.44)	(82.70)	(63.90)	(351.45)
Other Receivables	(132.73)	(142.35)	(43.80)	(7.31)	(21.50)
Current Liabilities and Payables	(147.33)	81.09	263.53	(10.27)	52.34
	(188.35)	(490.02)	(35.98)	21.13	(468.60)
Cash Generated from Operations	447.14	(250.12)	53.94	108.62	(367.35)
Direct Taxes paid	(108.14)	(10.58)	(2.22)	(13.31)	(17.72)
Net cash from/(used in) operating activities	339.01	(260.70)	51.71	95.31	(385.07)
B. CASH FLOW FROM INVESTING ACTIVITIES					
Purchase of Property Plant and Equipment	(167.30)	(59.48)	(289.25)	(254.80)	(16.80)
Sale of Property, Plant and Equipments	3.06	0.41	-	0.29	0.20
Capital Advance	(26.67)	(3.42)	-	-	-
Subsidy Received	-	50.00	-	-	-
Sale proceeds From Investment	1.29	-	-	7.53	-
Interest Received	8.75	4.38	2.23	3.09	2.14
Dividend Received	0.01	0.01	0.01	0.02	0.02
Net cash from/(used in) Investing Activities	(180.86)	(8.10)	(287.01)	(243.87)	(14.44)
C. CASH FLOW FROM FINANCING ACTIVITIES					
Proceeds from issue of share capital	-	140.00	-	60.00	1.88
Short Term Borrowings	-	276.89	166.16	37.63	427.25
Long Term Borrowings	32.88	16.43	81.51	10.72	2.07
Repayment of Loans	(143.38)	(113.19)	57.64	115.87	(11.91)
Finance Cost	(61.22)	(79.62)	(47.98)	(31.11)	(35.27)
Net cash from/(used in) financing activities	(171.73)	240.50	257.33	193.11	384.01
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	(13.58)	(28.30)	22.04	44.54	(15.50)
CASH AND CASH EQUIVALENTS - OPENING	53.46	81.76	59.72	15.18	30.68
CASH AND CASH EQUIVALENTS - CLOSING	39.87	53.46	81.76	59.72	15.18
Note:					
Cash and Cash equivalents include:					
Cash on Hand	1.86	1.53	1.05	0.73	1.69
Balance with Banks:					
Current Accounts	38.01	51.92	80.71	58.99	13.49
	39.87	53.46	81.76	59.72	15.18

Note:

- The cashflow statement is prepared in accordance with the Indirect Method as specified in Ind AS 7 - Statement of Cash Flows
- The above statement should be read with the explanatory notes to the Statement of restatement adjustments to Restated standalone financial statements in Annexure V, Company overview and Significant accounting policies as appearing in Annexure VI and Notes to Restated Standalone Summary Statements appearing from Annexure VII to Annexure XXXIX.

Annexure IV: Restated Standalone Statement of Changes in Equity

A Equity Share Capital

Particulars	Amount in ₹ Millions				
	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
Balance at the beginning of the period	149.64	110.73	110.73	94.90	87.50
Add: Changes in equity during the period	17.50	38.91	-	15.83	7.40
Balance at the end of the period	167.14	149.64	110.73	110.73	94.90

B Other Equity

Particulars	Reserves and Surplus			OCI	Total Other Equity
	Capital Reserve	Securities Premium Reserve	Retained Earnings		
As at 01 April 2013	0.86	-	9.00	-	9.86
Changes/Additions	-	18.32	59.09	-	77.41
OCI	-	-	-	0.09	0.09
As at 31 March 2014	0.86	18.32	68.09	0.09	87.35
Changes/Additions	-	44.17	32.12	-	76.29
OCI	-	-	-	(0.16)	(0.16)
As at 31 March 2015	0.86	62.49	100.20	(0.07)	163.48
Changes/Additions	-	-	2.08	-	2.08
OCI	-	-	-	(3.03)	(3.03)
As at 31 March 2016	0.86	62.49	102.29	(3.10)	162.54
Changes/Additions	-	101.10	94.85	-	195.94
OCI	-	-	-	(1.71)	(1.71)
As at 31 March 2017	0.86	163.58	197.14	(4.81)	356.77
Changes/Additions	-	567.50	423.35	-	990.85
OCI	-	-	-	20.08	20.08
As at 31 March 2018	0.86	731.08	620.49	15.27	1,367.71

Note:

The above statement should be read with the explanatory notes to the Statement of restatement adjustments to Restated standalone financial statements in Annexure V, Company overview and Significant accounting policies as appearing in Annexure VI and Notes to Restated Standalone Summary Statements appearing from Annexure VII to Annexure XXXIX.

Annexure V: Statement of Restatement Adjustments to the Audited Standalone Financial Statements

Amount in ₹ Millions

I Notes on Material Adjustments

The summary of restatements made to Audited Standalone Financial Statements for the respective period/years and its impact on the profit / (loss) of the Company is as follows:

Impact on Material Adjustments

	Particulars	Note No.	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
A	Net profit after tax as per Indian GAAP		433.38	94.85	2.08	38.89	62.35
	(a) Impact of prior period adjustment (Refer Note 1 below)		(10.03)	-	-	(6.77)	(3.26)
			-10.03	-	-	(6.77)	(3.26)
	(b) Impact of Ind-AS adjustments						
	Forex Gain/(Loss) Adjustments on Receivables		21.42	(1.41)	(0.56)	0.25	(0.11)
	Forex Gain/(Loss) on Loans and Payables		-	(0.88)	(3.05)	(0.41)	(0.25)
	Re-measurement of post employment benefit obligations		(0.99)	0.08	(0.13)	(0.04)	0.25
	Impact on current and deferred taxes			0.49	0.74	0.05	0.12
	Income tax relating to items that will be reclassified to profit or loss		(0.34)	0.02	(0.03)	(0.01)	0.08
			20.08	(1.71)	(3.03)	(0.16)	0.09
B	Total comprehensive income as per Ind AS		443.43	93.14	(0.94)	31.96	59.18

Note:

- 1) In the Financial year ended 31 March 2018, the company has written off certain advances given in prior years and the same has been adjusted in the respective years.
- 2) The above statement should be read with the explanatory notes to the Statement of restatement adjustments to Restated standalone financial statements in Annexure V, Company overview and Significant accounting policies as appearing in Annexure VI and Notes to Restated Standalone Summary Statements appearing from Annexure VII to Annexure XXXIX.

II Adjustments for audit qualifications ;

There are no audit qualification in any of the reported financials of the Company.

Annexure VI: Basis of preparation and significant accounting policies

1 GENERAL INFORMATION

Penver Products Limited (earlier “Penver Products Private Limited”) is a public Company registered under the Indian Companies Act, 1956. The Company was incorporated in the state of Kerala on 18.03.1999 as a private limited company. The Company further converted to a public limited company on 23.02.2018 and the name of the Company was changed to Penver Products Limited.

The company is primarily engaged in manufacture and exporting of Marine products. The company presently has processing facilities in Industrial estate, Aroor, Alappuzha and Gudur, Andhra Pradesh. The company is also one of the joint investors in Blue Sea Products, LLC, USA, a company engaged in the trading of seafood products in the US.

The Company has its registered office at AP II/688, Industrial Estate, Aroor P. O., Alappuzha Dist., PIN – 688 534, Kerala, India.

2 SIGNIFICANT ACCOUNTING POLICIES

2.1 Basis of preparation of financial statements

The Restated Standalone Statement of Assets and Liabilities as at 31 March 2018, 2017, 2016, 2015 and 2014 and Restated Standalone Statement of Profit and Loss, Restated Standalone Statement of Cash Flows and the Restated Standalone Statement of Changes in Equity for the years ended 31 March 2018, 2017, 2016, 2015 and 2014 (together referred to as “Restated Ind AS Standalone Financial Information”) have been compiled by the Company from the Audited Standalone Financial Statements to which further adjustments are made to comply in all material aspects with the requirements of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the “ICDR Regulations”). Accordingly, these Restated Ind AS Standalone Financial Information have been prepared after incorporating adjustments for the audit qualifications for the respective years under consideration and after incorporating adjustments for the material amounts in the respective financial years to which they relate as explained later. There were no exceptional items that needed to be disclosed separately for the respective years under consideration

The Restated Ind AS Standalone Financial Information of the Company are prepared in accordance with the Indian Accounting Standards prescribed under Section 133 of the Companies Act, 2013 (“the Act”) read with Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) (Amendment) Rules, 2016 and other relevant provisions of the Act

This Restated Ind AS Standalone Financial Information has been prepared for inclusion in the Offer Document to be filed by the Company with the Securities and Exchange Board of India (‘SEBI’) in connection with proposed Initial Public Offering of its equity shares, in accordance with the requirements of:

- a) Section 26 of Part I of Chapter III of the Act read with Rules 4 to 6 of Companies (Prospectus and Allotment of Securities) Rules, 2014; and
- b) relevant provisions of the ICDR Regulations issued by the Securities and Exchange Board of India (‘SEBI’) on 26 August 2009, as amended from time to time in pursuance of the Securities and Exchange Board of India Act, 1992.

2.2 Use of Estimates

In the preparation of financial statements, the management makes estimates and assumptions in conformity with the Generally Accepted Accounting Principles in India. Such estimates and assumptions are made on reasonable and prudent basis taking into account all available information. However actual results could differ from these estimates and assumptions and such differences are recognized in the period in which results are ascertained. The estimates and underlying assumptions are reviewed on an ongoing basis.

2.3 Property, Plant and Equipment

On transition to Ind AS, the company has elected to continue with the carrying value of all of its property, plant and equipment as per the previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year and adjusted prospectively, if appropriate.

Property, plant and equipment (except freehold land) are stated at cost of acquisition less accumulated depreciation and impairment if any. Freehold land is carried at historical cost. The company is adopting the cost model for determining gross carrying amount. Cost comprises of purchase price, inward freight, duties, taxes and any attributable cost of bringing the assets to its working condition for its intended use.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components). The cost of replacement spares/ major inspection relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the company and the cost of the item can be measured reliably.

Capital work in progress comprises of the cost of fixed assets that are not yet ready for their intended use at the reporting date.

Depreciation on property, plant and equipment is provided on straight-line method at the useful lives based on a review by the management at the year-end.

On disposal of an item of property, plant and equipment, the difference between the disposal proceeds and its carrying amount is recognised in the Statement of Profit and Loss

2.4 Intangible Assets

Cost of software is capitalised as intangible asset and amortised on a straight-line basis over the economic useful life of three years.

On transition to Ind AS, the company has elected to continue with the carrying value of all of intangible assets recognised as per the previous GAAP and use that carrying value as the deemed cost of intangible assets.

The residual values, useful lives and methods of depreciation of intangible assets are reviewed at each financial year and adjusted prospectively, if appropriate.

2.5 Impairment of Assets

The company assesses the impairment of assets with reference to each cash generating unit, at each Balance Sheet date. If events or changes in circumstances based on internal and external factors indicate that the carrying value may not be recoverable in full, the loss on account and the recoverable amount, is accounted for accordingly. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use.

2.6 Financial assets

All financial assets are initially measured at fair value, plus transaction costs, except for those financial assets classified at fair value through profit or loss, which are initially measured at fair value.

Financial assets are classified using the following measurement categories:

- To be measured subsequently at fair value (either through other comprehensive income or through profit and loss), and;
- To be measured at amortised cost

a. Trade Receivables

(i) Trade receivables are recognized initially at fair value and subsequently measured at amortised cost using effective interest method, less provision for impairment.

(ii) For trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 11 and Ind AS 18, provision for bad and doubtful debts is based on the simplified approach of impairment of trade receivables permitted by Ind AS 109 Financial instruments which requires lifetime expected credit losses to be recognized excepting those which are contractually not due as per the terms of the contract or those which are considered realizable based on a case to case review. The expected credit loss is computed based on a provision matrix which takes into account historical credit loss experience and is adjusted for forward looking information. The company has identified customer segments for assessing historical credit loss since experience shows significantly different loss patterns for the different customer segments.

If the credit risk on the trade receivables has not increased significantly since initial recognition, the Company measures the loss allowance for that financial instrument at an amount equal to 12-month expected credit losses. 12-month expected credit losses are portion of the life-time expected credit losses and represent the lifetime cash shortfalls that will result if default occurs within the 12 months after the reporting date and thus, are not cash shortfalls that are predicted over the next 12 months.

b. Investments

Investments which are held for trading (including mutual funds) are classified as 'at fair value through profit and loss' and all changes are recognized in the Statement of Profit & Loss.

Investment in equity shares of the subsidiaries and associates are recorded at cost and reviewed for impairment at each reporting date

c. Other loans and receivables

Other loans and receivables are measured at amortised cost, using the effective interest method less impairment. Interest is recognised by applying the effective interest rate, except for short-term receivables when the recognition of interest would be immaterial.

d. Derecognition of financial asset

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party.

2.7 Financial liabilities

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the Effective interest rate method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the amortisation of effective interest.

2.8 Revenue Recognition

Revenue from operations comprise the fair value of the consideration received or receivable for the sale of goods in the ordinary course of the the company's activities. Domestic Sales are presented net of value added tax, rebates and discounts . The Company recognises revenue when the amount of revenue and related cost can be reliably measured, when it is probable that the collectability of the related receivable is reasonably assured and when the specific criteria for each of the company's activities are met as follows -

a. Sale of Products:

Income from sales is recognized upon transfer of significant risk and rewards of ownership of goods to the customer which generally co-insides with rising invoices and shipping bills.

b. Other Operating Income:

Other operating income namely, Duty Draw Back and MEIS are recognised on accrual basis.

c. Other incomes:

Other incomes are recognised on accrual basis except when there are significant uncertainties.

Dividend income is recognized when the Company's right to receive is established.

Interest income is recognised on accrual basis using effective interest rate method.

Income from investment in foreign associates are recognised on accrual basis.

2.9 Inventories

Raw materials, components, stores and consumables are valued at weighted average cost method or net realisable value whichever is lower. Provision for obsolescence / non- usability / deterioration is determined on the basis of technical assessment made by the management. Goods in transit is valued at cost.

Finished goods are valued at cost or net realisable value whichever is lower.

The cost of work-in-process and manufactured inventories comprise of direct cost of production and appropriate proportion of overheads.

2.10 Employee benefits

Short Term Employee Benefits

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits and recognised in the period in which the employee renders the related service.

Defined Contribution plans

The company has defined contribution plans for employees comprising of Provident Fund and Employee's State Insurance. The contributions paid/payable to these plans during the year are recognised as employee benefit expense in the Statement of Profit and Loss.

Defined Benefit plans

The obligation for gratuity benefit to employees is provided for in the accounts. The net present value of the obligation for gratuity benefits are determined by independent actuarial valuation, conducted annually using the projected unit credit method.

The retirement benefit obligations recognised in the Balance Sheet represents the present value of the defined benefit obligations. All expenses represented by current service cost, past service cost, if any, and interest on the defined benefits are recognised immediately in Statement of Profit and Loss as past service cost, if any, and interest on the defined benefit liability/(asset) are recognised in the Statement of Profit and Loss.

Remeasurements of the net defined benefit liability/(asset) comprising actuarial gains and losses and is recognised in Other Comprehensive Income. Such remeasurements are not reclassified to the Statement of Profit and Loss in the subsequent periods.

2.11 Borrowing cost

Borrowing costs that are directly attributable to the acquisition, construction or production of an asset that takes a substantial period of time to get ready for its intended use are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. Other borrowing costs are recognized as expenditure in the period in which they are incurred.

2.12 Prior period adjustment

Prior period errors are corrected retrospectively by restating the comparative amounts for prior periods presented in which the error occurred or if the error occurred before the earliest period presented, by restating the opening statement of financial position.

2.13 Foreign Currency Transactions

Items included in the financial statements of the entity are measured using the currency of the primary economic environment in which the entity operates ("functional currency"). The financial statements are presented in Indian Rupees ("INR"), which is the functional currency and presentation currency of the Company.

a) Foreign Currency Transactions:

Foreign exchange transactions are recorded at the functional currency adopting the exchange rate prevailing on the dates of respective transactions. Monetary assets and liabilities denominated in foreign currencies existing as on the Balance Sheet date are translated at the functional currency exchange rate prevailing as at the Balance Sheet date. The exchange difference arising from the settlement of transactions during the period and effect of translations of assets and liabilities at the Balance Sheet date are recognized in the Statement of Profit and Loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in Other Comprehensive Income or profit or loss are also recognised in Other Comprehensive Income or profit or loss, respectively).

b. Derivative instruments and hedge accounting:

(i) The company uses foreign currency derivative contracts to hedge its risks associated with foreign currency fluctuations relating to certain firm commitments and highly probable forecasted transactions. The company designates these as cash flow hedges applying the recognition and measurement principles set out in the Ind AS 109– Financial Instruments.

The use of foreign currency and derivative contracts is governed by the Company's policies approved by the Board of directors which provide written principles on the use of such financial derivatives consistent with the Company's risk management strategy. The company does not use derivative financial instruments for speculative purposes.

Foreign currency derivative instruments are initially measured at fair value and are re-measured at subsequent reporting dates. Any gains or losses arising from changes in the fair value of derivatives are taken directly to profit or loss, except for the effective portion of cash flow hedges, which is recognised in Other Comprehensive Income in the cash flow hedge reserve and later reclassified to profit or loss when the hedge item affects profit or loss. When the hedged item is the cost of a non-financial asset or non-financial liability, the amounts recognised as Other Comprehensive Income are transferred to the initial carrying amount of the non-financial asset or liability.

Hedge accounting is discontinued when the hedge instrument expires or is sold, terminated, or exercised, or no longer qualifies for hedge accounting. If a hedged transaction is no longer expected to occur, any cumulative gain or loss previously recognised in Other Comprehensive Income remains separately in equity until the forecast transaction occurs or the foreign currency firm commitment is met.

2.14 Earnings Per Share

Basic/diluted Earnings per share reported is calculated by dividing the net profit attributable to equity shareholders by the weighted average number of equity shares/dilutive potential equity shares outstanding as at the end of the reporting period as the case may be.

2.15 Taxes on Income

Current tax is determined as the amount of tax payable in respect of taxable income for the year computed in accordance with the provisions of the Income Tax Act, 1961. Taxable income differs from 'profit before tax' as reported in the Statement of Profit and Loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Any such reduction shall be reversed to the extent that it becomes probable that sufficient taxable profit will be available.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Current and deferred tax are recognised in the Statement of Profit and Loss, except when they relate to items that are recognised in other comprehensive income or items related to equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

2.16 Leases

As a lessee:

A lease is classified at the inception date as a finance lease or an operating lease. A lease that transfers substantially all the risks and rewards incidental to ownership to the company is classified as a finance lease. All other leases are classified as operating leases.

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

2.17 Provision, Contingent Liabilities and Contingent assets

Provisions are recognised when the company has a present obligation (legal or constructive) as a result of a past event, for which it is probable that a cash outflow will be required and a reliable estimate can be made of the amount of the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of time value of money is material). These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

When the company expects some or all of a provision to be reimbursed, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

Contingent Liabilities are disclosed when the company has a possible obligation or a present obligation and it is probable that an outflow of resources will not be required to settle the obligation or the amount of obligation cannot be measured with sufficient reliability.

Contingent assets are not recognized in the books of account. If it has become virtually certain that an inflow of economic benefits will arise, the asset and the related income are recognised in the financial statements of the period in which the change occurs. If an inflow of economic benefits has become probable, an entity discloses the contingent asset.

2.18 Segment Reporting

Operating Segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker (CODM) of the Company. The CODM is responsible for allocating resources and assessing performance of the operating segments of the Company. The Company has only one operating segment in accordance with Ind AS 108.

2.19 Cash flow statement

Cash Flows are reported using the Indirect Method, whereby net profit before tax is adjusted for the effect of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments.

For the purpose of cash flow statement, Cash and cash equivalent comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value, net of outstanding bank overdrafts, if any. Bank overdrafts, if any, are disclosed within borrowings in current liabilities in the Balance Sheet.

2.20 Dividends

The Company recognises a liability to make cash distributions of dividend to equity holders when the distribution is authorised and the distribution is no longer at the discretion of the Company. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

2.21 Research and Development

Expenditure on research is recognised as an expense when it is incurred. Expenditure on development which does not meet the criteria for recognition as an intangible asset is recognised as an expense when it is incurred. Items of property, plant and equipment and acquired Intangible Assets utilized for Research and Development are capitalized and depreciated in accordance with the policies stated for Property, Plant and Equipment and Intangible Assets.

2.22 Government Grants/Subventions

Government grants related to specific fixed assets have been shown as deduction from the gross value of the asset. Where the grant related to specific fixed asset equals the whole of the asset, the asset has been shown at nominal value in the Balance Sheet.

Government grant as interest subvention related to the term loan for acquisition of asset have been shown as deduction from interest expense.

2.23 Critical accounting estimates, assumptions and judgements

The Company makes judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources in the application of the Company's accounting policies. Estimates and judgements are continually evaluated and are based on historical experience and other factors that are considered to be relevant under the circumstances. Actual results may differ from the estimates.

Key sources of estimation uncertainty

i. Useful lives of property, plant and equipment and intangible assets:

As described in the significant accounting policies, the Company reviews the estimated useful lives of property, plant and equipment and intangible assets at the end of each reporting period.

ii. Actuarial Valuation:

The determination of Company's liability towards defined benefit obligation to employees is made through independent actuarial valuation including determination of amounts to be recognised in the Statement of Profit and Loss and in other comprehensive income. Such valuation depend upon assumptions determined after taking into account inflation, seniority, promotion and other relevant factors such as supply and demand factors in the employment market. Information about such valuation is provided in notes to the financial statements.

iii. Impairment of receivables

Management reviews its receivables for objective evidence of impairment at least quarterly. Significant financial difficulties of the debtor, the probability that the debtor will enter bankruptcy, and default or significant delay in payments are considered objective evidence that a receivable is impaired. In determining this, management makes judgement as to whether there is observable data indicating that there has been a significant change in the payment ability of the debtor, or whether there have been significant changes with adverse effect in the technological, market, economic or legal environment in which the debtor operates in.

3 Notes to accounts

Amount in ₹ Millions

3.1 Corporate Social Responsibility expenditure

	For the year ended 31March 2018	For the year ended 31March 2017	For the year ended 31March 2016	For the year ended 31March 2015	For the year ended 31March 2014
Amount required to be spent	1.33	1.04	1.06	0.82	0.30
Amount spent	0.68	-	-	-	-
Amounts to be spent	0.65	1.04	1.06	0.82	0.30

3.2 Income tax expense

(a) Income tax expense recognised in the statement of profit and loss

	For the year ended 31March 2018	For the year ended 31March 2017	For the year ended 31March 2016	For the year ended 31March 2015	For the year ended 31March 2014
Current tax	116.05	28.63	2.12	15.24	29.23
Deferred tax	6.02	10.61	6.32	0.81	(0.51)
	122.07	39.25	8.44	16.05	28.72

3.3 Income tax expense recognised in other comprehensive income

	For the year ended 31March 2018	For the year ended 31March 2017	For the year ended 31March 2016	For the year ended 31March 2015	For the year ended 31March 2014
Tax effect on remeasurement of defined benefit obligation	(0.34)	0.02	(0.03)	(0.01)	0.08

3.4 Operating lease

The Company is obligated under non-cancellable operating lease agreement for a period of 30 years for its Aqua farm operations. Future minimum lease payments payable under non-cancellable operating leases are as follows:

	For the year ended 31March 2018	For the year ended 31March 2017	For the year ended 31March 2016	For the year ended 31March 2015	For the year ended 31March 2014
Within one year	1.13	-	-	-	-
After one year but not more than five years	5.71	-	-	-	-
Later than five years	-	-	-	-	-

3.5 Fair value measurements

Financial instruments by category

	For the year ended 31March 2018	For the year ended 31March 2017	For the year ended 31March 2016	For the year ended 31March 2015	For the year ended 31March 2014
Financial assets					
Investments	636.34	40.08	34.43	44.38	45.13
Loans	111.72	94.48	25.23	22.79	17.13
Trade receivables	799.79	913.90	536.26	454.95	390.54
Cash and cash equivalents	39.87	53.46	81.76	59.72	15.18
Bank balances other than cash and cash equivalents	163.13	83.93	33.14	17.88	30.69
Financial liabilities					
Borrowings	1,049.40	1,159.90	979.78	674.47	510.25
Trade payables	215.43	406.83	328.42	119.02	133.54

The management considers that the carrying amount of financial assets and financial liabilities carried at amortised cost approximates their fair value.

3.6 Financial Risk Management

The Company's activities expose it to a variety of financial risks, including market risk, credit risk and liquidity risk. The Company's risk management assessment and policies and processes are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls, and to monitor such risks and compliance with the same. Risk assessment and management policies and processes are reviewed regularly to reflect changes in market conditions and the Company's activities.

A. Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers, loans and investments. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of counterparty to which the Company grants credit terms in the normal course of business.

Investments

The Company limits its exposure to credit risk by generally investing in liquid securities and only with counterparties that have a good credit rating. The Company does not expect any losses from non-performance by these counter-parties, and does not have any significant concentration of exposures to specific industry sectors or specific country risks.

Trade and other receivables

The Company uses Expected Credit Loss (ECL) model for assessing the impairment loss on trade and other receivables. For this purpose, the Company uses a provision matrix to compute the expected credit loss amount for trade receivables. The provision matrix takes into account external and internal credit risk factors and historical data of credit losses from various customers. The management believes that there is no change in allowance for credit losses for the periods presented.

Financial assets that are neither past due nor impaired

None of the Company's cash equivalents, including term deposits (i.e., certificates of deposit) were past due or impaired for the periods presented.

Financial assets that are past due but not impaired

The Company's credit period for customers generally ranges from 30 - 180 days. The aging of trade receivables that are not due and past due but not impaired is given below:

Period (in days)	As at 31 March 2018	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015	As at 31 March 2014
Not due	32.80	797.99	487.72	391.18	345.94
1 – 30	414.54	44.23	40.58	38.17	44.26
31 – 90	344.24	-	0.38	4.52	0.17
90-180	7.62	71.69	5.08	15.24	-
More than 180	0.59	-	2.51	5.84	0.16
	799.79	913.90	536.26	454.95	390.54

B. Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risk to the Company's reputation.

The table below provides details regarding the contractual maturities of significant financial liabilities:

Particulars	Trade payables	Non-current borrowings	Current borrowings	Total
As at 31 March 2018				
Upto 1 year	215.43		899.02	1,114.45
1 year to 3 years		150.37		150.37
More than 3 years				
Total	215.43	150.37	899.02	1,264.82

As at 31 March 2017

Upto 1 year	406.83		959.95	1,366.79
1 year to 3 years		199.95		199.95
More than 3 years				
Total	406.83	199.95	959.95	1,566.73

As at 31 March 2016

Upto 1 year	328.42		683.07	1,011.49
1 year to 3 years		296.71		296.71
More than 3 years				
Total	328.42	296.71	683.07	1,308.20

As at 31 March 2015

Upto 1 year	119.02		516.91	635.92
1 year to 3 years		157.56		157.56
More than 3 years				
Total	119.02	157.56	516.91	793.48

As at 31 March 2014

Upto 1 year	133.54		479.28	612.82
1 year to 3 years		30.97		30.97
More than 3 years				
Total	133.54	30.97	479.28	643.79

C. Market Risk

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from adverse changes in market rates and prices (such as interest rates, foreign currency exchange rates and commodity prices) or in the price of market risk-sensitive instruments as a result of such adverse changes in market rates and prices. Market risk is attributable to all market risk-sensitive financial instruments, all foreign currency receivables and payables and all short-term and long-term borrowings. The Company is exposed to market risk primarily related to foreign exchange rate risk and interest rate risk. Thus, the Company's exposure to market risk is a function of investing and borrowing activities and revenue generating and operating activities in foreign currencies.

i. Foreign Exchange Risk

The Company's foreign exchange risk arises from its foreign currency revenues and expenses, (primarily in US\$) and foreign currency borrowings (in US\$). A significant portion of the Company's revenues are in foreign currency, while a significant portion of its costs are in Indian rupees. As a result, if the value of the Indian rupee appreciates relative to the foreign currency, the Company's revenues measured in Indian rupees may decrease. The exchange rate between the Indian rupee and these foreign currency has changed substantially in recent periods and may continue to fluctuate substantially in the future. Consequently, the Company uses both derivative and non derivative financial instruments to mitigate the risk of changes in foreign currency exchange rates.

Outstanding foreign exchange derivative contracts not designated as hedge:

(USD in millions)

	As at 31 March 2018	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015	As at 31 March 2014
Forward Contracts - 'Sell US\$, Buy ₹	\$ 3.20	\$ -	\$ -	\$ -	\$ -

The following table analyses foreign currency risk in US\$ from non derivative financial instruments:

	As at 31 March 2018	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015	As at 31 March 2014
Assets					
Trade receivables	11.89	13.02	7.75	7.10	5.69
Cash and cash equivalents	0.17	0.34	0.00	0.00	0.03
	12.06	13.36	7.75	7.11	5.72
Liabilities					
Current borrowings	7.31	2.03	2.76	1.97	0.73
	7.31	2.03	2.76	1.97	0.73

The following table analyses foreign currency risk from non derivative financial instruments:

	As at 31 March 2018	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015	As at 31 March 2014
INR/USD - Increase by 2%	0.09	0.23	0.10	0.10	0.10
INR/USD - Decrease by 2%	(0.09)	(0.23)	(0.10)	0.10	(0.10)

* Holding all other variables constant

ii. Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's fixed rate borrowings are carried at amortised cost. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates. Further, the Company's investments in deposits is with banks and electricity authorities and therefore do not expose the Company to significant interest rates risk. The Company's variable rate borrowing is subject to interest rate risk. However, the management considers the impact of fair value interest rate risk on variable rate borrowings to be immaterial.

D. Excessive risk concentration

Concentrations arise when a number of counterparties are engaged in similar business activities, or activities in the same geographical region, or have economic features that would cause their ability to meet contractual obligations to be similarly affected by changes in economic, political or other conditions. Concentrations indicate the relative sensitivity of the Company's performance to developments affecting a particular industry. In order to avoid excessive concentrations of risk, the Company's policies and procedures include specific guidelines to focus on the maintenance of a diversified portfolio. Identified concentrations of credit risks are controlled and managed accordingly. Selective hedging is used within the Company to manage risk concentrations at both the relationship and industry levels.

3.8 Capital Management

The Company's objectives when managing capital are to safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and maintain an optimal capital structure to reduce the cost of capital. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

Amount in ₹ Millions

Particulars	As at 31 March 2018	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015	As at 31 March 2014
Borrowings	1,112.24	1,226.41	1,043.86	688.01	521.09
Less: Cash and cash equivalent	39.87	53.46	81.76	59.72	15.18
Net debt	1,072.37	1,172.96	962.10	628.29	505.91
Equity share capital	167.14	149.64	110.73	110.73	94.90
Other equity	1,367.71	356.77	162.54	163.48	87.35
Total equity attributable to owners	1,534.84	506.41	273.27	274.21	182.25
Net debt to equity ratio	0.70	2.32	3.52	2.29	2.78

3.9 Segment Reporting

Segment information has been presented in restated consolidated financial statements as permitted by Ind AS 108 "Operating Segments".

3.10 Gratuity

The Company provides for gratuity for employees in India as per the Payment of the Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionally for 15 days salary multiplied for the number of the years of service upto a maximum of Rs.1 million.

(i) The assumptions used in accounting for the gratuity plan are set out as below:

	As at 31 March 2018	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015	As at 31 March 2014
Future Salary rise	5%	5%	5%	5%	5%
Discount rate	7.50%	7.50%	8.00%	8.00%	8.00%
Attrition rate	2%	2%	2%	2%	2%

The estimates of future salary increase, considered in actuarial valuation, take account of inflation, seniority, promotions and other relevant factors such as supply and demand in the employment market. The Company evaluates these assumptions annually based on its long term plans of growth and industry standards.

(ii) As on 31 March 2018, the Company's gratuity plan is unfunded.

(a) The components of gratuity cost recognised in the statement of profit and loss consist of the following:

	For the year ended 31 March 2018	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015	For the year ended 31 March 2014
Current service cost	3.32	1.85	0.70	0.35	0.30
Less : Interest on net defined benefit liability, net	0.43	0.23	0.15	0.11	0.08
Less : Actuarial Gain or Loss	(0.99)	0.08	0.13	(0.04)	0.25
Gratuity cost recognised in statement of profit and	2.76	1.98	0.64	0.36	0.31

(b) Details of the employee benefits obligations and plan assets are provided below:

	As at 31 March 2018	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015	As at 31 March 2014
Present value of funded obligations	6.89	4.14	1.50	1.15	0.84
Fair value of plan assets	-	-	-	-	-
Net defined benefit liability of funded plan	-	-	-	-	-
Unfunded plan	6.89	4.14	1.50	1.15	0.84
Net defined benefit liability recognised	6.89	4.14	1.50	1.15	0.84

(c) Details of changes in the present value of defined benefit obligations are as follows:

	For the 31 March 2018	For the 31 March 2017	For the 31 March 2016	For the 31 March 2015	For the 31 March 2014
Defined benefit obligations at the beginning of the	4.14	2.16	1.51	1.15	0.84
Current service cost	3.32	1.85	0.70	0.35	0.30
Interest on net defined benefit liability, net	0.43	0.23	0.15	0.11	0.08
Remeasurement - Actuarial (gain)/loss on	(0.99)	0.08	0.13	(0.04)	0.25
Benefits Paid	-	0.17	(0.34)	(0.05)	(0.31)
Due to Financial Assumption	-	-	-	-	-
Due to Experience	-	-	-	-	-
Defined benefit obligations at the end of the	6.89	4.48	2.16	1.52	1.16

(iii) Sensitivity analysis

Details of the present value of defined benefit obligation in case of changes in the below assumptions:

	Discount rate*		Future salary*	
	Increase by	Decrease	Increase by	Decrease by 1%
As at 31 March 2018	5.90	8.15	8.09	5.93
As at 31 March 2017	3.57	4.84	4.81	3.59
As at 31 March 2016	1.90	2.47	2.45	1.91
As at 31 March 2015	1.35	1.73	1.72	1.36
As at 31 March 2014	1.02	1.32	1.31	1.02

* Holding all other variables constant

The above sensitivity analysis are based on a change in an assumption while holding all other assumptions constant. In practise, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in the balance sheet. The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the prior period.

3.11 First-time adoption of Ind-AS

These Restated Ind AS Standalone Financial Information, are the first time, the Company has prepared its financial statements in accordance with Ind AS, only for the purpose of its inclusion in the Offer Document. For the purpose of transition from Indian GAAP to Ind AS, the Company has followed the guidance prescribed under Ind AS 101 – First time adoption of Indian Accounting Standards (“Ind AS 101”), with effect from 1 April 2013 (“transition date”).

A. Exemptions and exceptions availed

(a) Ind AS optional exemptions

(i) Deemed cost

Ind AS 101 permits a first-time adopter to elect to continue with the carrying value for all of its property, plant and equipment as recognised in the financial statements as at the date of transition to Ind AS, measured as per the Indian GAAP and use that as its deemed cost as at the date of transition. Accordingly, the Company has elected to measure all of its property, plant and equipment at their Indian GAAP carrying value.

(ii) Investment in subsidiary

Ind AS 101 permits a first-time adopter to elect to continue with the carrying value for all of its investments in subsidiaries, is recognised in the financial statements as at the date of transition to Ind AS, measured as per the Indian GAAP and use that as its deemed cost as at the date of transition. Accordingly, the Company has elected to measure its investment in subsidiary and associate at their Indian GAAP carrying value.

(b) Ind AS mandatory exceptions

(i) Estimates

An entity's estimates in accordance with Ind ASs at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with Indian GAAP (after adjustments to reflect any difference in accounting policies), unless there is objective evidence that those estimates were in error. Ind AS estimates as at 1 April 2013 are consistent with the estimates as at the same date made in conformity with Indian GAAP. The Company made estimates for following items in accordance with Ind AS at the date of transition as these were not required under Indian GAAP:

- Investment in equity instruments carried at FVTPL; and
- Impairment of financial assets based on expected credit loss model.

(ii) De-recognition of financial assets and liabilities

Ind AS 101 requires a first-time adopter to apply the de-recognition provisions of Ind AS 109 prospectively for transactions occurring on or after the date of transition to Ind AS. However, Ind AS 101 allows a first-time adopter to apply the de-recognition requirements in Ind AS 109 retrospectively from a date of the entity's choosing, provided that the information needed to apply Ind AS 109 to financial assets and financial liabilities derecognised as a result of past transactions was obtained at the time of initially accounting for those transactions. The Company has elected to apply the de-recognition provisions of Ind AS 109 prospectively from the date of transition to Ind AS.

(iii) Classification and measurement of financial assets

Ind AS 101 requires an entity to assess classification and measurement of financial assets on the basis of the facts and circumstances that exist at the date of transition to Ind AS.

Annexure VII: Restated Standalone Summary Statement of Property, Plant and Equipment

Amount in ₹ Millions

VII A - Property, Plant and Equipment

Particulars	Freehold Land	Buildings	Plant and Equipment	Furniture and Fixtures	Computer	Vehicles	Total
Gross carrying amount							
Deemed cost as on 01.04.2013	2.99	31.44	33.74	19.25	0.71	13.27	101.39
Additions	-	4.49	5.20	0.02	0.06	2.87	12.64
Disposals	-	-	-	-	-	0.94	0.94
As at 31.03.2014	2.99	35.93	38.93	19.27	0.77	15.19	113.08
Additions	-	4.98	3.19	-	0.03	6.17	14.37
Disposals	-	-	0.29	-	-	0.36	0.65
As at 31.03.2015	2.99	40.91	41.83	19.27	0.80	21.00	126.80
Additions	44.16	254.23	215.94	6.23	0.98	11.00	532.54
Disposals	-	-	-	-	0.73	-	0.73
As at 31.03.2016	47.14	295.14	257.77	25.50	1.06	32.00	658.61
Additions	1.43	1.88	26.32	0.31	0.23	18.20	48.36
Disposals	-	25.98	24.02	-	-	1.03	51.03
As at 31.03.2017	48.57	271.05	260.07	25.80	1.28	49.17	655.95
Additions	31.47	36.99	60.44	2.03	0.61	32.97	164.50
Disposals	-	-	5.76	9.54	0.03	2.59	17.91
As at 31.03.2018	80.04	308.04	314.75	18.30	1.86	79.55	802.54
Accumulated Depreciation							
Up to 01.04.2013	-	-	-	-	-	-	-
Change for the year	-	2.38	5.07	3.49	0.30	3.54	14.78
Disposals	-	-	-	-	-	0.73	0.73
Up to 31.03.2014	-	2.38	5.07	3.49	0.30	2.81	14.05
Change for the year	-	1.11	3.48	2.93	0.37	2.92	10.81
Disposals	-	-	0.10	-	-	0.23	0.33
Up to 31.03.2015	-	3.49	8.45	6.41	0.68	5.50	24.53
Change for the year	-	4.88	10.19	3.25	0.21	3.09	21.62
Disposals	-	-	-	-	0.73	-	0.73
Up to 31.03.2016	-	8.37	18.64	9.67	0.16	8.59	45.42
Change for the year	-	9.19	18.06	3.54	0.34	4.61	35.74
Disposals	-	-	-	-	-	0.94	0.94
Up to 31.03.2017	-	17.55	36.70	13.21	0.50	12.27	80.23
Change for the year	-	8.89	19.75	3.61	0.47	7.88	40.60
Disposals	-	-	0.68	2.68	0.52	0.00	3.88
Up to 31.03.2018	-	26.45	55.77	14.14	0.45	20.14	116.95
Net carrying amount							
As at 31.03.2018	80.04	281.60	258.98	4.16	1.41	59.41	685.59
As at 31.03.2017	48.57	253.50	223.37	12.59	0.78	36.90	575.72
As at 31.03.2016	47.14	286.78	239.14	15.83	0.90	23.41	613.19
As at 31.03.2015	2.99	37.42	33.38	12.86	0.13	15.50	102.27
As at 31.03.2014	2.99	33.55	33.86	15.78	0.47	12.38	99.03

VII B - Capital work-in-progress

Net carrying amount

As at 31.03.2018	13.90
As at 31.03.2017	11.11
As at 31.03.2016	-
As at 31.03.2015	243.83
As at 31.03.2014	4.02

Particulars	Computer Software	Total
Gross carrying amount		
Deemed cost as on 01.04.2013	0.87	0.87
Additions	0.15	0.15
Disposals	-	-
As at 31.03.2014	1.01	1.01
Additions	0.61	0.61
Disposals	-	-
As at 31.03.2015	1.63	1.63
Additions	0.55	0.55
Disposals	-	-
As at 31.03.2016	2.17	2.17
Additions	-	-
Disposals	-	-
As at 31.03.2017	2.17	2.17
Additions	0.01	0.01
Disposals	0.02	0.02
As at 31.03.2018	2.16	2.16
Accumulated Depreciation		
Up to 01.04.2013	0.32	0.32
Change for the year	0.26	0.26
Disposals	-	-
Up to 31.03.2014	0.58	0.58
Change for the year	0.51	0.51
Disposals	-	-
Up to 31.03.2015	1.10	1.10
Change for the year	0.34	0.34
Disposals	-	-
Up to 31.03.2016	1.43	1.43
Change for the year	0.37	0.37
Disposals	-	-
Up to 31.03.2017	1.80	1.80
Change for the year	0.17	0.17
Disposals	0.00	0.00
Up to 31.03.2018	1.97	1.97
Net carrying amount		
As at 31.03.2018	0.19	0.19
As at 31.03.2017	0.37	0.37
As at 31.03.2016	0.74	0.74
As at 31.03.2015	0.53	0.53
As at 31.03.2014	0.43	0.43

Notes:

1. Effective from 1st April 2014, the company has charged depreciation based on the remaining useful life of the assets as per requirements of Schedule II of Companies Act, 2013 under straight line method on the value of existing assets. In accordance with the same, an amount of Rs.0.58 million ought to have been adjusted against the retained earnings, where as the company has adjusted the same through the Profit and Loss Account.

2. The above statement should be read with the explanatory notes to the Statement of restatement adjustments to Restated standalone financial statements in Annexure V, Company overview and Significant accounting policies as appearing in Annexure VI and Notes to Restated Standalone Summary Statements appearing from Annexure VII to Annexure XXXIX.

3. Refer Annexure XVIII and XXI for assets pledged against the Borrowings

Annexure VIII: Restated Standalone Summary Statement of Non Current Investments

Amount in ₹ Millions

Particulars	As at 31.03.2018	As at 31.03.2017	As at 31.03.2016	As at 31.03.2015	As at 31.03.2014
NON-CURRENT INVESTMENTS					
Trade Investment:					
1 Investment In Equity Instruments:					
i) Quoted	-	0.70	0.70	0.70	1.20
ii) Unquoted - Subsidiaries:					
Gayathri Aqua Seafood Exports Pvt. Ltd. <i>2 Million equity shares of Rs.10/- each fully paid up</i>	585.00	-	-	-	-
Oyster Bay Restaurants Pvt. Ltd. <i>9900 equity shares of Rs.10/- each fully paid up</i>	-	0.10	0.10	0.10	0.10
2 Other Investments:					
Investment in Associates:					
Blue Sea Products, LLC, USA	51.34	39.28	33.63	43.58	43.84
	636.34	40.08	34.43	44.38	45.13

Note:

The above statement should be read with the explanatory notes to the Statement of restatement adjustments to Restated standalone financial statements in Annexure V, Company overview and Significant accounting policies as appearing in Annexure VI and Notes to Restated Standalone Summary Statements appearing from Annexure VII to Annexure XXXIX.

Annexure IX: Restated Standalone Summary Statement of Non-current Assets

Amount in ₹ Millions

Particulars	As at 31.03.2018	As at 31.03.2017	As at 31.03.2016	As at 31.03.2015	As at 31.03.2014
NON-CURRENT LOANS					
(Unsecured considered good)					
Security Deposits	11.74	8.56	4.87	8.86	6.46
Loans and Advances to related parties	-	-	1.53	1.53	3.34
Other Loans and Advances	0.90	1.61	7.32	11.81	3.18
	12.65	10.17	13.72	22.20	12.98

Note:

The above statement should be read with the explanatory notes to the Statement of restatement adjustments to Restated standalone financial statements in Annexure V, Company overview and Significant accounting policies as appearing in Annexure VI and Notes to Restated Standalone Summary Statements appearing from Annexure VII to Annexure XXXIX.

Annexure X: Restated Standalone Summary Statement of Other Non-current Assets

Amount in ₹ Millions

Particulars	As at 31.03.2018	As at 31.03.2017	As at 31.03.2016	As at 31.03.2015	As at 31.03.2014
OTHER NON-CURRENT ASSETS					
Defererd Revenue Expenditure	13.17	-	-	-	-
Miscellaneous Expenditure	0.69	1.37	-	-	-
MAT Credit Entitlement Account	21.42	-	-	-	-
	35.28	1.37	-	-	-

Note:

The above statement should be read with the explanatory notes to the Statement of restatement adjustments to Restated standalone financial statements in Annexure V, Company overview and Significant accounting policies as appearing in Annexure VI and Notes to Restated Standalone Summary Statements appearing from Annexure VII to Annexure XXXIX.

Annexure XI: Restated Standalone Summary Statement of Inventories

Amount in ₹ Millions

Particulars	As at 31.03.2018	As at 31.03.2017	As at 31.03.2016	As at 31.03.2015	As at 31.03.2014
INVENTORIES					
At lower of cost and net realizable value					
Raw materials	13.08	9.75	4.36	7.70	15.04
Finished goods	331.38	309.54	270.90	97.34	193.33
Processing Chemicals	2.91	3.31	3.64	3.71	3.39
Packing Materials	15.10	12.52	7.48	4.74	4.31
Stock in Trade	0.03	0.16	0.56	0.44	0.48
	362.50	335.27	286.94	113.93	216.55

Note:

The above statement should be read with the explanatory notes to the Statement of restatement adjustments to Restated standalone financial statements in Annexure V, Company overview and Significant accounting policies as appearing in Annexure VI and Notes to Restated Standalone Summary Statements appearing from Annexure VII to Annexure XXXIX.

Annexure XII: Restated Standalone Summary Statement of Trade Receivables

Amount in ₹ Millions

Particulars	As at 31.03.2018	As at 31.03.2017	As at 31.03.2016	As at 31.03.2015	As at 31.03.2014
TRADE RECEIVABLES					
Secured, considered good:	-	-	-	-	-
Unsecured, considered good:	799.79	913.90	536.26	454.95	390.54
Doubtful	-	-	-	-	-
	799.79	913.90	536.26	454.95	390.54

Note:

The above statement should be read with the explanatory notes to the Statement of restatement adjustments to Restated standalone financial statements in Annexure V, Company overview and Significant accounting policies as appearing in Annexure VI and Notes to Restated Standalone Summary Statements appearing from Annexure VII to Annexure XXXIX.

Annexure XIII: Restated Standalone Summary Statement of Cash & Cash Equivalents

Amount in ₹ Millions

Particulars	As at 31.03.2018	As at 31.03.2017	As at 31.03.2016	As at 31.03.2015	As at 31.03.2014
A. Cash & Cash Equivalents:					
Balances with banks:					
In Current Accounts	38.01	51.92	80.71	58.99	13.49
Cash on hand	1.86	1.53	1.05	0.73	1.69
Total Cash and Cash Equivalents	39.87	53.46	81.76	59.72	15.18
B. Other Bank Balances:					
Fixed Deposit With Banks	163.13	83.93	33.14	17.88	30.69
Total	163.13	83.93	33.14	17.88	30.69

Note:

The above statement should be read with the explanatory notes to the Statement of restatement adjustments to Restated standalone financial statements in Annexure V, Company overview and Significant accounting policies as appearing in Annexure VI and Notes to Restated Standalone Summary Statements appearing from Annexure VII to Annexure XXXIX..

Annexure XIV: Restated Standalone Summary Statement of Current Assets

Amount in ₹ Millions

Particulars	As at 31.03.2018	As at 31.03.2017	As at 31.03.2016	As at 31.03.2015	As at 31.03.2014
LOANS					
Unsecured, considered good					
Capital Advances	30.09	3.42	-	-	-
Balance with Revenue Authorities:	-	-	-	-	-
Excise Duty Refund Receivable	3.17	3.17	-	-	-
Income Tax Refund	-	-	0.44	0.44	-
Advance to Suppliers	37.17	77.48	2.26	0.15	4.15
Deposits	0.28	0.25	8.81	-	-
Goods and Services Tax	28.37	-	-	-	-
	99.08	84.31	11.51	0.59	4.15

Note:

The above statement should be read with the explanatory notes to the Statement of restatement adjustments to Restated standalone financial statements in Annexure V, Company overview and Significant accounting policies as appearing in Annexure VI and Notes to Restated Standalone Summary Statements appearing from Annexure VII to Annexure XXXIX.

Annexure XV: Restated Standalone Summary Statement of Other Current Assets

Amount in ₹ Millions

Particulars	As at 31.03.2018	As at 31.03.2017	As at 31.03.2016	As at 31.03.2015	As at 31.03.2014
OTHER CURRENT ASSETS					
Deferred Revenue Expenditure	19.45	-	-	-	-
Staff Advances	2.45	1.87	-	-	-
Other Recoverables	104.02	82.61	60.50	38.39	29.68
Pre-Paid Expenses	0.67	0.49	0.25	0.07	0.48
Value Added tax	0.14	2.56	1.06	0.90	0.75
Miscellaneous Expenditure	0.68	0.68	2.74	0.00	0.99
	127.41	88.20	64.55	39.37	31.91

Note:

The above statement should be read with the explanatory notes to the Statement of restatement adjustments to Restated standalone financial statements in Annexure V, Company overview and Significant accounting policies as appearing in Annexure VI and Notes to Restated Standalone Summary Statements appearing from Annexure VII to Annexure XXXIX.

Annexure XV A: Restated Standalone Summary Statement of Current Tax Assets

Amount in ₹ Millions

Particulars	As at 31.03.2018	As at 31.03.2017	As at 31.03.2016	As at 31.03.2015	As at 31.03.2014
CURRENT TAX ASSET					
Advance Tax and Tax Deducted at Sources	116.18	-	2.22	14.14	31.02
Less: Current Tax Payable	111.75		(2.01)	14.03	29.03
	4.43	-	4.23	0.11	1.99

Note:

The above statement should be read with the explanatory notes to the Statement of restatement adjustments to Restated standalone financial statements in Annexure V, Company overview and Significant accounting policies as appearing in Annexure VI and Notes to Restated Standalone Summary Statements appearing from Annexure VII to Annexure XXXIX.

Annexure XVI: Restated Standalone Summary Statement of Share Capital

Amount in ₹ Millions

Particulars	As at 31.03.2018	As at 31.03.2017	As at 31.03.2016	As at 31.03.2015	As at 31.03.2014
EQUITY SHARE CAPITAL					
(a) Authorized Share Capital					
9,00,00,000 Equity Shares of Rs.10/- each	900.00	-	-	-	-
15,00,00,000 Equity Shares of Rs.100/- each	-	150.00	-	-	-
12,00,00,000 Equity Shares of Rs.100/- each	-	-	120.00	120.00	-
11,00,00,000 Equity Shares of Rs.100/- each	-	-	-	-	110.00
	900.00	150.00	120.00	120.00	110.00
(b) Issued, Subscribed and Fully Paid-up					
1,67,13,640 Equity Shares of Rs.10/- each	167.14	-	-	-	-
14,96,364 Equity Shares of Rs.100/- each	-	149.64	-	-	-
11,07,309 Equity Shares of Rs.100/- each	-	-	110.73	110.73	-
9,48,998 Equity Shares of Rs.100/- each	-	-	-	-	94.90
	167.14	149.64	110.73	110.73	94.90

(c) Rights, preferences and restrictions attached to shares

The company has one class of equity shares having a par value of Rs.10/- per share. Each shareholder is eligible for one vote per share held. The dividend, if any, proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

(d) Reconciliation of shares outstanding at the beginning and at the end of the reporting period

PARTICULARS	As at 31.03.2018 (Note 1 & 2)		As at 31.03.2017		As at 31.03.2016		As at 31.03.2015		As at 31.03.2014	
	Nos.	Amount	Nos.	Amount	Nos.	Amount	Nos.	Amount	Nos.	Amount
Share outstanding at the beginning of the year	1,496,364	14.96	1,107,309	110.73	1,107,309	110.73	948,998	94.90	875,000	87.50
Share issued during the year	1,750,000	17.50	389,055	38.91	-	-	158,311	15.83	73,998	7.40
Shares issued on account of split	13,467,276	134.67	-	-	-	-	-	-	-	-
Share bought back during the year	-	-	-	-	-	-	-	-	-	-
Share outstanding at the end of the year	16,713,640	167.14	1,496,364	149.64	1,107,309	110.73	1,107,309	110.73	948,998	94.90

Note 1: During the year 2017-18 the Company has sub-divided the equity shares having face value of Rs.100/- into 10 equity shares of Rs.10/- each.

Note 2: During the year 2017-18 the Company has issued 17,50,000 equity shares of Rs.10/- each for consideration other than cash for acquiring Equity Shares of Gayathri Aqua Sea Foods Pvt. Ltd.

Note 3: Subsequent event - On 02.04.2018 the Company has issued bonus shares in the ratio of 2.2:1 to existing shareholders by capitalising the free reserves of the company based on the extra ordinary general meeting held on 24.03.2018. Consequently, the paid up capital of the company is increased to 5,34,03,640 nos. of equity shares of Rs.10/- each.

(f) Shareholders holding more than 5 percent of the equity shares

Sl. No	Name of Share Holder	As at 31.03.2018		As at 31.03.2017		As at 31.03.2016		As at 31.03.2015		As at 31.03.2014	
		No. of Shares		No. of Shares		No. of Shares		No. of Shares		No. of Shares	
		Held	% of Holding	Held	% of Holding	Held	% of Holding	Held	% of Holding	Held	% of Holding
1	Philips Thomas	7,537,640	45.10	708,661	47.36	708,661	64.00	708,661	64.00	708,661	74.67
2	Ganta Madhukrishna	2,677,830	16.02	158,311	10.58	158,311	14.30	158,311	14.30	-	-
3	K P Vinod Kumar	2,064,140	12.35	209,587	14.01	209,587	18.93	104,587	9.45	104,587	11.02
4	Abdul Kareem A M	1,893,970	11.33	250,105	16.71	-	-	-	-	-	-
5	Gayathri Ganta	875,000	5.24	-	-	-	-	-	-	-	-
6	John Wilfred	-	-	-	-	-	-	105,000	9.48	105,000	11.06

(g) Shares issued for consideration other than cash

Particulars	Year ended March 31, 2018	Year ended March 31, 2017	Year ended March 31, 2016	Year ended March 31, 2015	Year ended March 31, 2014
Shares Issued for Acquisition of Gayathri Aqua Seafoods Exports Pvt Ltd	1750000	-	-	-	-
	1750000	-	-	-	-

Note:

The above statement should be read with the explanatory notes to the Statement of restatement adjustments to Restated standalone financial statements in Annexure V, Company overview and Significant accounting policies as appearing in Annexure VI and Notes to Restated Standalone Summary Statements appearing from Annexure VII to Annexure XXXIX.

Annexure XVII: Restated Standalone Summary Statement of Other Equity

Amount in ₹ Millions

Particulars	As at 31.03.2018	As at 31.03.2017	As at 31.03.2016	As at 31.03.2015	As at 31.03.2014
OTHER EQUITY					
Capital Reserves:					
(a) Investment Subsidy					
Opening balance	0.86	0.86	0.86	0.86	0.86
Closing balance	0.86	0.86	0.86	0.86	0.86
(b) Securities Premium Account:					
Opening balance	163.58	62.49	62.49	18.32	-
Add: Premium on shares issued during the year	567.50	101.10	-	44.17	18.32
Closing balance	731.08	163.58	62.49	62.49	18.32
(c) Surplus in the Statement of Profit and Loss:					
Balance as per last financial statement	192.33	99.19	100.13	68.17	9.00
Profit / loss for the year	423.35	94.85	2.08	32.12	59.09
OCI Adjustments net of tax	20.08	(1.71)	(3.03)	(0.16)	0.09
Closing Balance	635.76	192.33	99.19	100.13	68.17
Total (a+b+c)	1,367.71	356.77	162.54	163.48	87.35

Note:

The above statement should be read with the explanatory notes to the Statement of restatement adjustments to Restated standalone financial statements in Annexure V, Company overview and Significant accounting policies as appearing in Annexure VI and Notes to Restated Standalone Summary Statements appearing from Annexure VII to Annexure XXXIX.

Annexure XVIII: Restated Standalone Summary Statement of Non-current Borrowings

Amount in ₹ Millions

Particulars	As at 31.03.2018	As at 31.03.2017	As at 31.03.2016	As at 31.03.2015	As at 31.03.2014
NON-CURRENT BORROWINGS					
a. Term Loans from Banks (Secured)	145.81	184.86	242.82	136.33	18.56
b. Term Loans from Others (Secured)	1.31	0.77	-	-	-
c. Term Loans from Others (Unsecured)	-	0.42	24.63	10.42	5.84
d. Hire Purchase Loans	3.25	-	14.68	6.11	6.56
e. Loans from Related Parties	-	13.90	14.57	4.70	-
	150.37	199.95	296.71	157.56	30.97

Notes:
Secured Loans

- a As at 31st March 2018 the company has a total secured term borrowing of Rs.164.45 Million from Axis Bank and South Indian Bank excluding hire purchase loan for vehicles. The same have been classified under non-current liabilities (Rs.116.04 Million) and current liabilities (Rs.48.40 Million).

Interest rate of Term Loan Availed from South Indian Bank 10.80%, Axis Bank is 11.50%.

- b Term Loan - I, from South Indian Bank has an outstanding balance of Rs.147.26 Million as on 31st March 2018, which secured by first charge on company's land and Building and personal guarantee of directors.

- c Term Loan - II, from Axis Bank has an outstanding balance of Rs.13.53 Million as on 31st March 2018, which secured by second charge on house property owned by Managing Director, Mr. Philips Thomas.

- d Term Loan - III, from Axis Bank has an outstanding balance of Rs.3.66 Million as on 31st March 2018, which secured by second charge on house property owned by Mrs. Rekha Philips, wife of Managing Director, Mr. Philips Thomas.

e **Hire Purchase Loans:**

The Company has availed purchase loans for vehicles/machinery from banks and financial institutions with a tenor of 36 to 63 instalments with interest range from 7.85% to 12.20 %. As on 31st March 2018, the company has total such loans of Rs. 48.35 millions of which Rs.34.33 millions have shown as non current borrowing and Rs.14.02 millions have been shown as other financial liabilities.

The Preclosure Charges varies from 2% to 4% of the then outstanding balance

Note:

The above statement should be read with the explanatory notes to the Statement of restatement adjustments to Restated standalone financial statements in Annexure V, Company overview and Significant accounting policies as appearing in Annexure VI and Notes to Restated Standalone Summary Statements appearing from Annexure VII to Annexure XXXIX.

Annexure XIX: Restated Standalone Summary Statement of Non-current Provisions

Amount in ₹ Millions

Particulars	As at 31.03.2018	As at 31.03.2017	As at 31.03.2016	As at 31.03.2015	As at 31.03.2014
NON-CURRENT PROVISIONS					
Provision for employee benefits:					
Gratuity	7.73	3.98	2.08	1.30	0.90
	7.73	3.98	2.08	1.30	0.90

Note:

The above statement should be read with the explanatory notes to the Statement of restatement adjustments to Restated standalone financial statements in Annexure V, Company overview and Significant accounting policies as appearing in Annexure VI and Notes to Restated Standalone Summary Statements appearing from Annexure VII to Annexure XXXIX.

Annexure XX: Restated Standalone Summary Statement of Deferred Tax Liability

Amount in ₹ Millions

Particulars	As at 31.03.2018	As at 31.03.2017	As at 31.03.2016	As at 31.03.2015	As at 31.03.2014
DEFERRED TAX LIABILITIES/ASSET (NET):					
The breakup of Deferred Tax Liabilities:					
Arising on account of timing difference in:					
- Fixed Assets	25.59	18.46	7.23	0.71	(0.21)
- Accrued Expenses allowable on Actual Payments	(2.39)	(1.28)	(0.67)	(0.47)	(0.36)
Deferred Tax Liabilities (Deferred Tax Asset)	23.20	17.18	6.56	0.24	(0.56)

Note:

The above statement should be read with the explanatory notes to the Statement of restatement adjustments to Restated standalone financial statements in Annexure V, Company overview and Significant accounting policies as appearing in Annexure VI and Notes to Restated Standalone Summary Statements appearing from Annexure VII to Annexure XXXIX.

Annexure XXI: Restated Standalone Summary Statement of Short Term Borrowings

Amount in ₹ Millions

Particulars	As at 31.03.2018	As at 31.03.2017	As at 31.03.2016	As at 31.03.2015	As at 31.03.2014
CURRENT BORROWINGS					
Secured:					
a. Packing Credit Loan from Banks (Foreign Currency - Secured)	226.78	131.28	185.02	120.40	89.20
b. Packing Credit Loan from Banks (Others - Secured)	82.00	28.87	9.91	5.47	44.02
c. Loans repayable on demand from Banks	590.25	799.81	488.14	391.04	346.06
	899.02	959.95	683.07	516.91	479.28

Notes:

The Company has been availing its working capital requirements from Federal Bank and South Indian Bank.

Primary Security

Federal Bank & South Indian Bank:

Packing credit loan secured by hypothecation of stock of raw materials, stock in process, finished goods, packing materials etc

Foreign Bill Purchase/discount secured by export receivables backed by documents of title to goods drawn under export order/bill exchange drawn under letter of credit.

Collateral Security:

South Indian Bank:

Equitable Mortgage of land owned by the Company and residential property owned by the Managing Director Mr. Philips Thomas and Director Mr. Vinod Kumar

Federal Bank :

56 cents of land property in the name Dist . Industries Centre, Govt. of Kerala, leased to the Company with building, and civil works, hypothecation of fixed assets, Flat No.7D at Chackolas Habitat, Thevara, owned by Mrs. Rekha Philips, wife of Managing Director Mr. Philips Thomas, 7.48 cents of land owned by Director Mr. Vinod Kumar, 2943 cents of land owned by the company and 68 cents of land owned by Managing Director Mr. Philips Thomas 80 cents of landed property at Edavanakkad village, owned by Our Company

Interest Rate Federal Bank: Foreign Currency Loan - 6 months Libor + 250 bps

Interest Rate Federal Bank: Rupee Loan - 1 year MCLR + 100 bps (9.90%)

Interest Rate South Indian Bank: Foreign Currency Loan - 6 months Libor + 250 bps

Interest Rate Federal Bank: Rupee Loan - 9.80%

Interest Rate Bills Discounting South Indian Bank - 9.70%

Interest Rate Bills Discounting Federal Bank - 9.90%

Repayment Schedule:

i) Packing Credit Loans:

Period - 12 months

Repayment - In lumpsum on liquidation of Bill

Present Interest rate is 9.90%

Note:

The above statement should be read with the explanatory notes to the Statement of restatement adjustments to Restated standalone financial statements in Annexure V, Company overview and Significant accounting policies as appearing in Annexure VI and Notes to Restated Standalone Summary Statements appearing from Annexure VII to Annexure XXXIX.

Annexure XXII: Restated Standalone Summary Statement of Trade Payables

Amount in ₹ Millions

Particulars	As at 31.03.2018	As at 31.03.2017	As at 31.03.2016	As at 31.03.2015	As at 31.03.2014
TRADE PAYABLES					
Due to Subsidiaries	-	-	-	-	-
Due to Micro, Small and Medium Enterprises	14.46	4.61	-	-	-
Dute to others	200.96	402.23	328.42	119.02	133.54
	215.43	406.83	328.42	119.02	133.54

Note:

The above statement should be read with the explanatory notes to the Statement of restatement adjustments to Restated standalone financial statements in Annexure V, Company overview and Significant accounting policies as appearing in Annexure VI and Notes to Restated Standalone Summary Statements appearing from Annexure VII to Annexure XXXIX.

Annexure XXIII: Restated Standalone Summary Statement of Other Current Liabilities

Amount in ₹ Millions

Particulars	As at 31.03.2018	As at 31.03.2017	As at 31.03.2016	As at 31.03.2015	As at 31.03.2014
OTHER CURRENT LIABILITIES					
Current maturities of long term borrowings:					
Term Loans from Banks	48.82	56.59	57.08	10.32	8.13
Hire Purchase Loans	14.02	9.92	7.01	3.23	2.72
Advance from Sundry Debtors	32.33	-	-	-	-
Statutory Dues	2.59	1.26	1.47	3.18	2.05
Other Payables	0.07	14.69	22.56	12.13	11.96
	97.84	82.47	88.11	28.86	24.86

Note:

The above statement should be read with the explanatory notes to the Statement of restatement adjustments to Restated standalone financial statements in Annexure V, Company overview and Significant accounting policies as appearing in Annexure VI and Notes to Restated Standalone Summary Statements appearing from Annexure VII to Annexure XXXIX.

Annexure XXIV: Restated Standalone Summary Statement of Current Provisions

Amount in ₹ Millions

Particulars	As at 31.03.2018	As at 31.03.2017	As at 31.03.2016	As at 31.03.2015	As at 31.03.2014
CURRENT PROVISIONS					
Provision for employee benefits	2.54	9.32	2.24	1.65	1.35
Expenses Payable	49.16	0.15	-	-	-
	51.70	9.47	2.24	1.65	1.35

Note:

The above statement should be read with the explanatory notes to the Statement of restatement adjustments to Restated standalone financial statements in Annexure V, Company overview and Significant accounting policies as appearing in Annexure VI and Notes to Restated Standalone Summary Statements appearing from Annexure VII to Annexure XXXIX.

Annexure XXIV A: Restated Standalone Summary Statement of Current Tax Liability

Amount in ₹ Millions

Particulars	As at 31.03.2018	As at 31.03.2017	As at 31.03.2016	As at 31.03.2015	As at 31.03.2014
CURRENT TAX LIABILITY					
Current Tax Payable	-	23.97	-	-	-
Less: Advance Tax and Tax Deducted at Sources	-	12.33	-	-	-
	-	11.64	-	-	-

Note:

The above statement should be read with the explanatory notes to the Statement of restatement adjustments to Restated standalone financial statements in Annexure V, Company overview and Significant accounting policies as appearing in Annexure VI and Notes to Restated Standalone Summary Statements appearing from Annexure VII to Annexure XXXIX.

Annexure XXV: Restated Standalone Summary Statement of Revenue From Operations

Amount in ₹ Millions

Particulars	Year ended March 31, 2018	Year ended March 31, 2017	Year ended March 31, 2016	Year ended March 31, 2015	Year ended March 31, 2014
REVENUE FROM OPERATIONS					
Sales:					
Sale of Products	5,767.64	3,771.47	1,931.42	2,097.36	1,904.56
Export Incentives	477.89	293.46	117.31	144.65	132.62
	6,245.52	4,064.94	2,048.73	2,242.01	2,037.18

Note:

The above statement should be read with the explanatory notes to the Statement of restatement adjustments to Restated standalone financial statements in Annexure V, Company overview and Significant accounting policies as appearing in Annexure VI and Notes to Restated Standalone Summary Statements appearing from Annexure VII to Annexure XXXIX.

2. For Details of Transactions with related parties, refer Annexure XXXIV B.

Annexure XXVI: Restated Standalone Summary Statement of Other Income

Amount in ₹ Millions

Particulars	Nature Recurring/Non- recurring	Related to business/not related to business	Year ended March 31, 2018	Year ended March 31, 2017	Year ended March 31, 2016	Year ended March 31, 2015	Year ended March 31, 2014
OTHER INCOME							
Foreign Exchange Difference	Recurring	Related	4.84	-	-	0.26	-
Dividend Income	Non-recurring	Not related	0.01	0.01	0.01	0.02	0.02
Interest Income	Recurring	Not related	8.75	4.38	2.23	3.09	2.14
Others	Non-Recurring	Not related	2.46	2.99	4.30	17.20	1.44
Share of Profit From Blue Sea	Recurring	Related	20.10	7.40	-	7.42	39.11
			36.16	14.77	6.54	27.98	42.71

Note:

The above statement should be read with the explanatory notes to the Statement of restatement adjustments to Restated standalone financial statements in Annexure V, Company overview and Significant accounting policies as appearing in Annexure VI and Notes to Restated Standalone Summary Statements appearing from Annexure VII to Annexure XXXIX.

Annexure XXVII: Restated Standalone Summary Statement of Cost of Material consumed

Amount in ₹ Millions

Particulars	Year ended March 31, 2018	Year ended March 31, 2017	Year ended March 31, 2016	Year ended March 31, 2015	Year ended March 31, 2014
Cost of materials consumed					
Opening Stock	25.57	15.48	16.14	22.74	7.37
Add: Purchases	4,910.71	3,368.64	1,744.17	1,705.86	1,761.22
	4,936.28	3,384.11	1,760.31	1,728.60	1,768.59
Less: Closing Stock	31.10	25.41	15.48	16.14	22.74
	4,905.18	3,358.70	1,744.83	1,712.46	1,745.85

Note:

The above statement should be read with the explanatory notes to the Statement of restatement adjustments to Restated standalone financial statements in Annexure V, Company overview and Significant accounting policies as appearing in Annexure VI and Notes to Restated Standalone Summary Statements appearing from Annexure VII to Annexure XXXIX.

Annexure XXVIII: Restated Standalone Summary Statement of Change in Inventories

Amount in ₹ Millions

Particulars	Year ended March 31, 2018	Year ended March 31, 2017	Year ended March 31, 2016	Year ended March 31, 2015	Year ended March 31, 2014
CHANGES IN INVENTORY					
Opening Stock of Finished Goods	309.70	271.46	97.78	193.80	61.18
Less: Closing Stock of Finished Goods	331.41	309.86	271.46	97.78	193.80
	(21.71)	(38.40)	(173.68)	96.02	(132.62)

Note:

The above statement should be read with the explanatory notes to the Statement of restatement adjustments to Restated standalone financial statements in Annexure V, Company overview and Significant accounting policies as appearing in Annexure VI and Notes to Restated Standalone Summary Statements appearing from Annexure VII to Annexure XXXIX.

Annexure XXIX: Restated Standalone Summary Statement of Employee Benefit Expenses

Amount in ₹ Millions

Particulars	Year ended March 31, 2018	Year ended March 31, 2017	Year ended March 31, 2016	Year ended March 31, 2015	Year ended March 31, 2014
EMPLOYEE BENEFITS EXPENSE					
Salaries, Wages, Bonus and Allowances	102.20	88.78	30.08	22.47	22.78
Company's Contribution to Provident and Other Funds	14.05	10.25	4.98	3.08	1.94
Gratuity	2.76	1.98	0.64	0.36	0.31
Welfare Expenses	25.79	1.27	10.59	5.35	3.46
Remuneration to Directors	12.73	7.29	4.70	7.64	6.45
	157.52	109.58	50.99	38.91	34.94

Note:

The above statement should be read with the explanatory notes to the Statement of restatement adjustments to Restated standalone financial statements in Annexure V, Company overview and Significant accounting policies as appearing in Annexure VI and Notes to Restated Standalone Summary Statements appearing from Annexure VII to Annexure XXXIX.

Annexure XXX: Restated Standalone Summary Statement of Finance cost

Particulars	Amount in ₹ Millions				
	Year ended March 31, 2018	Year ended March 31, 2017	Year ended March 31, 2016	Year ended March 31, 2015	Year ended March 31, 2014
FINANCE COSTS					
Interest	50.99	72.38	42.55	28.41	30.53
Other Borrowing Cost	10.23	7.24	5.42	2.70	4.74
	61.22	79.62	47.98	31.11	35.27

Note:

The above statement should be read with the explanatory notes to the Statement of restatement adjustments to Restated standalone financial statements in Annexure V, Company overview and Significant accounting policies as appearing in Annexure VI and Notes to Restated Standalone Summary Statements appearing from Annexure VII to Annexure XXXIX.

Annexure XXXI: Restated Standalone Summary Statement of Depreciation & Amortisation

Particulars	Amount in ₹ Millions				
	Year ended March 31, 2018	Year ended March 31, 2017	Year ended March 31, 2016	Year ended March 31, 2015	Year ended March 31, 2014
Depreciation on tangible assets	40.60	35.74	21.62	10.81	14.78
Amortisation on intangible assets	0.17	0.37	0.34	0.51	0.26
	40.77	36.11	21.96	11.32	15.05

Note:

The above statement should be read with the explanatory notes to the Statement of restatement adjustments to Restated standalone financial statements in Annexure V, Company overview and Significant accounting policies as appearing in Annexure VI and Notes to Restated Standalone Summary Statements appearing from Annexure VII to Annexure XXXIX.

Annexure XXXII: Restated Standalone Summary Statement of Other Expenses

Amount in ₹ Millions

Particulars	Year ended March 31, 2018	Year ended March 31, 2017	Year ended March 31, 2016	Year ended March 31, 2015	Year ended March 31, 2014
OTHER EXPENSES					
Advertisement and Busines Promotion Expenses	2.79	2.88	3.14	3.90	2.57
Payment to Auditors	0.59	2.16	1.41	0.93	1.00
Corporate Social Responsibility Expenses	1.33	1.04	1.06	0.82	0.30
Donation	1.67	0.45	0.87	0.84	0.30
Freezing and Processing Charges	20.15	22.39	55.61	83.67	73.23
Freight Paid	118.08	92.57	69.17	68.44	57.19
Insurance	7.45	4.12	3.56	2.63	2.08
Interest on Tax	2.32	0.10	1.46	0.75	0.11
Legal and Professional Charges	7.86	2.88	1.98	1.41	0.95
Loading & Transportation	6.37	0.96	3.42	1.29	1.50
Loss on Sale of Property, Plant and Equipment	10.99	-	-	0.03	0.01
Foreign Exchange Difference	-	1.40	0.83	-	0.13
Material Procurement Expenses	34.79	5.06	35.51	15.04	3.47
Membership and Subscription	0.57	1.06	0.59	0.24	1.58
Miscellaneous Expenses	4.77	6.70	1.38	6.42	7.39
Miscellaneous Expenditure Written Off	11.15	0.68	0.68	0.99	0.99
Office Expenses	8.84	1.31	1.50	0.81	0.89
Postage, Telephone & Courier	2.91	2.43	1.91	1.30	1.28
Power and Fuel	67.18	49.17	24.38	11.37	9.42
Printing & Stationery	0.88	1.79	2.42	2.05	1.38
Rates & Taxes	17.44	4.11	5.04	2.75	1.76
Rent	2.41	1.87	3.23	5.99	4.57
Repair:	-	-	-	-	-
- Building	0.60	2.47	2.87	3.10	2.48
- Plant & Machinery	18.36	8.42	3.44	4.52	2.64
Security Charges	3.12	2.47	0.81	0.34	0.23
Shipment and Selling Expenses	163.74	137.22	81.99	77.67	90.87
Storing and Warehousing Charges	11.45	11.12	12.13	8.46	6.15
Testing and Inspection	7.54	6.19	6.84	2.79	1.39
Travelling Expenses	11.57	5.52	2.29	2.60	2.55
Vehicle runnung and Maintainence	46.21	21.35	12.98	14.04	11.93
Provision / sundry balances written off	0.12	0.10	0.23	6.83	3.26
Share of Loss From Blue Sea	-	-	9.95	-	-
	593.27	400.00	352.67	332.00	293.60

Note:

The above statement should be read with the explanatory notes to the Statement of restatement adjustments to Restated standalone financial statements in Annexure V, Company overview and Significant accounting policies as appearing in Annexure VI and Notes to Restated Standalone Summary Statements appearing from Annexure VII to Annexure XXXIX.

Annexure XXXIII: Standalone Summary Statement of Dividend

The declaration and payment of dividends will be recommended by our Board of Directors and approved by our shareholders, at their discretion, and will depend on a number of factors, including but not limited to our profits, capital requirements and overall financial condition. The Board may also from time to time pay interim dividends. All dividend payments are made in cash to the shareholders of the Company. No dividends have been declared and paid by our Company since inception.

Annexure XXXIV A: Restated Standalone Summary Statement of List of Related Parties

Amount in ₹ Millions

Particulars	As at 31.03.2018	As at 31.03.2017	As at 31.03.2016	As at 31.03.2015	As at 31.03.2014
a. Enterprises in which Company / Key Management personnel / Directors have significant influence	Blue Sea Products LLC, USA	Blue Sea Products LLC, USA	Blue Sea Products LLC, USA	Blue Sea Products LLC, USA	Blue Sea Products LLC, USA
	Gayathri Aqua Sea Food Exports Pvt.	Gayathri Aqua Sea Food Exports Pvt.	Gayathri Aqua Sea Food Exports Pvt. Ltd.		
	Oysterbay Restaurants Pvt. Ltd	Oysterbay Restaurants Pvt. Ltd	Oysterbay Restaurants Pvt. Ltd	Oysterbay Restaurants Pvt. Ltd	Oysterbay Restaurants Pvt. Ltd
	Anjana Aqua Feeds and Chemicals	Anjana Aqua Feeds and Chemicals			
	Sri Anjana Aqua Feeds and Chemicals	Sri Anjana Aqua Feeds and Chemicals			
b. Key Managerial Personnel/Relatives of KMP				Philips Thomas	Philips Thomas
	Philips Thomas	Philips Thomas	Philips Thomas	Thomas	Philips Thomas
	Rekha Philips	Rekha Philips	Rekha Philips	Rekha Philips	Rekha Philips
	Vinod Kumar K P	Vinod Kumar K P	Vinod Kumar K P	Vinod Kumar K P	Vinod Kumar K P
	Tom Thomas	Tom Thomas	Tom Thomas	Tom Thomas	Tom Thomas
	Suma Abraham	Suma Abraham	Suma Abraham	Suma Abraham	Suma Abraham
	Ganta Madhukrishna	Ganta Madhukrishna	Ganta Madhukrishna		
	Ganta Gayathri	Ganta Gayathri	Ganta Gayathri		
	Abdul Kareem	Abdul Kareem			
	C V George				
	Ravilal V R				

Annexure XXXIV B: Restated Standalone Summary Statement of Transactions with Related Parties

Amount in ₹ Millions

Particulars			Year ended	Year ended	Year ended	Year ended	Year ended
Name of the Party		Nature of Transaction	March 31, 2018	March 31, 2017	March 31, 2016	March 31, 2015	March 31, 2014
1	Blue Sea Products LLC, USA	Sales	476.48	286.54	138.31	269.57	419.97
2	Gayathri Aqua Sea Food Exports Pvt. Ltd.	Purchases	431.96	781.68	898.05	-	-
3	Philips Thomas	Remuneration	5.53	2.65	2.65	5.51	4.60
4	Vinod Kumar K P	Remuneration	2.40	1.30	1.30	2.13	1.85
5	Ganta Madhukrishna	Remuneration	2.40	1.94	0.76	-	-
6	Kareem	Remuneration	2.40	1.40	-	-	-
7	Ganta Madhukrishna	Issue of Shares	117.00	-	-	-	-
8	Vinod Kumar K P	Issue of Shares	40.95	-	-	-	-
9	Philips Thomas	Issue of Shares	134.55	-	-	-	-
10	Ganta Gayathri	Issue of Shares	292.50	-	-	-	-
11	C V George	Salary	0.73	-	-	-	-
12	Ravilal V R	Salary	0.13	-	-	-	-
13	Rekha Philips	Remuneration	0.72	0.72	0.72	0.72	0.72
14	Suma Abraham	Consultancy Charges	0.30	0.30	0.30	0.30	0.30
15	Anjana Aqua Feeds and Chemicals	Purchases	1.49	160.73	-	-	-
16	Sri Anjana Aqua Feeds and Chemicals	Purchases	2.04	-	-	-	-
17	Oysterbay Restaurants Pvt. Ltd	Other Recoverables	3.95	-	-	-	0.03
18	Tom Thomas	Loan Received/repaid	(14.57)	(0.61)	15.18	-	-
19	Tom Thomas	Loan Interest Paid	1.55	1.67	0.67	-	-
20	Ganta Gayathri	Lease	0.05	-	-	-	-

Annexure XXXIV C: Restated Standalone Summary Statement of Outstanding Balances with Related Parties

Amount in ₹ Millions

Particulars		Year ended March 31, 2018	Year ended March 31, 2017	Year ended March 31, 2016	Year ended March 31, 2015	Year ended March 31, 2014
Name of the Party	Nature of Transaction					
1 Blue Sea Products LLC, USA	Trade Receivable	36.17	28.63	54.16	55.29	45.26
2 Gayathri Aqua Sea Food Exports Pvt. Ltd.	Trade Payable/Advance	3.29	(1.90)	75.17	-	-
3 Oysterbay Restaurants Pvt. Ltd	Other recoverables	4.04	0.19	0.19	0.19	0.19
4 Rekha Philips	Remuneration	0.65	0.05	0.41	0.37	0.36
5 Suma Abraham	Consultancy Charges	0.02	0.02	0.02	0.02	0.02
6 Anjana Aqua Feeds and Chemicals	Purchases	-	43.35	-	-	-
7 Tom Thomas	Loan and Interest	-	14.57	15.18	-	-

Annexure XXXV: Restated Standalone Summary Statement of Contingent Liability and Capital commitments

Amount in ₹ Millions

	As at 31.03.2018	As at 31.03.2017	As at 31.03.2016	As at 31.03.2015	As at 31.03.2014
1 Performance guarantee for export of squid re-imported by the Company	2.16	2.16	-	-	-
2 For AAIC to stand surety for the anti dumping duty Customs Bond with US Govt.	38.37	25.29	19.24	11.89	7.21
3 Customs duty saved on import of Capital Goods under EPCG scheme agisntg future Export Obligations	15.69	56.34	51.58	50.47	0.20
4 Demand of Income tax for the assessment year 2014-15 against which petition u/s 154 filed was pending before the Assessing Officer	0.37	0.37	0.37	0.37	0.37

Note:

The above statement should be read with the explanatory notes to the Statement of restatement adjustments to Restated standalone financial statements in Annexure V, Company overview and Significant accounting policies as appearing in Annexure VI and Notes to Restated Standalone Summary Statements appearing from Annexure VII to Annexure XXXIX.

Annexure XXXVI: Restated Standalone Summary Statement of Accounting Ratios

Amount in ₹ Millions

Particulars		As at 31.03.2018	As at 31.03.2017	As at 31.03.2016	As at 31.03.2015	As at 31.03.2014
Restated net worth at the end of the year (Refer Note 3)	A	1,533.98	505.55	272.41	273.35	181.39
Net Profit available to Equity Shareholders as per Restated Standalone Summary statement of profit and loss	B	443.43	93.14	(0.94)	31.96	59.18
Weighted average number of equity shares outstanding during the year considered for calculating basic earnings per share (Refer Note 4 & 5)	C	51,668,024	49,820,285	47,763,090	46,485,755	45,476,954
Earning per share of Rs 10 each Basic / Diluted earning Per Share (₹) (Refer Note 5)	D = B/C	8.58	1.87	(0.02)	0.69	1.30
Return on Net Worth (%)	E = B/A	28.91%	18.42%	-0.35%	11.69%	32.62%
No of Shares outstanding at the end of the year (Refer Note 6)	F	53,403,640	51,653,640	47,763,090	47,763,090	46,179,980
Net Asset Value Per Share (₹)	G = A/F	28.72	9.79	5.70	5.72	3.93

Notes:

- The above ratios have been computed on the basis of Restated Standalone Summary Statements of the company
- The Ratios have been computed as below:
 - Basic and Diluted Earnings per Share = $\frac{\text{Net Profit available to Equity Shareholders}}{\text{Weighted average number of equity shares for basic and diluted earnings per share}}$
 - Return on Net worth (%) = $\frac{\text{Net Profit available to Equity Shareholders}}{\text{Net Worth for Equity Shareholders}}$
 - Net asset value per share (₹) = $\frac{\text{Net Worth for Equity Shareholders}}{\text{Total number of equity shares outstanding at end of the period}}$
 - The exceptional items and revaluation reserves, if any, have been excluded from the calculation of relevant ratios.
- Net worth means the aggregate value of the paid up share capital of the Company and other equity excluding capital reserve as per the Restated Standalone Statement of Assets and Liabilities of the Company
- Weighted average number of equity shares is the number of equity shares outstanding at the beginning of the year adjusted by the number of equity shares issued during the year multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the year.
- During the year 2017-18 the Company has sub-divided the equity shares having face value of Rs.100/- into 10 equity shares of Rs.10/- each and subsequently on 2nd april 2018 company has issued 36690000 shares issued as bonus by capitalising the reserves Consequently. As required by Ind AS 33 "Earning per share" prescribed under Section 133 of the 2013 Act, read with Rule 7 of the Companies (Accounts Rules, 2014). The basic and diluted earnings per share of the previous periods presented have been recomputed and disclosed accordingly.
- Number of Shares for previous years have been adjusted split on 11th December 2017 and bonus of shares on 02nd April 2018.
- The above statement should be read with the explanatory notes to the Statement of restatement adjustments to Restated standalone financial statements in Annexure V, Company overview and Significant accounting policies as appearing in Annexure VI and Notes to Restated Standalone Summary Statements appearing from Annexure VII to Annexure XXXIX.

Annexure XXXVII: Restated Standalone Statement of Tax Shelter

Amount in ₹ Millions

Particulars		As at 31.03.2018	As at 31.03.2017	As at 31.03.2016	As at 31.03.2015	As at 31.03.2014
A	Profit Before Tax As Per Restated P&L	545.42	134.09	10.53	48.17	87.81
B	Normal Corporate Tax Rates	35%	35%	30%	32%	32%
	Minimum Alternate Tax Rates	21%	21%	20%	21%	21%
C	Tax thereon at the above rates	188.77	46.41	3.17	15.63	28.49
D	Permanent Differences:					
	Expenses disallowed under Income Tax Act:					
	Donation	2.35	0.45	0.87	0.84	0.30
	Interest on delayed payments	2.32	0.10	1.46	0.75	0.11
	Disallowance under section 36	-	4.52	0.61	0.09	-
	Loss on sale of assets	10.99	-	-	-	-
	Profit on sale of shares	-0.49	-	-	-0.18	-
	Dividend exempt u/s 10(34)	-0.01	-0.01	-0.01	-0.02	-0.02
	Gratuity Provision	-	2.15	0.98	0.42	0.63
	Income Tax Paid	-	0.28	-	-	-
	Carry Forward Loss	-	-7.00	-	-	-
	Disallowance u/s 40A(3)	2.00	-	-	-	-
	Disallowance u/s 40(a)(ia)	1.50	-	-	-	-
	Deduction u/s 80-IB (11A)	-201.84	-70.13	-	-	-
	Penalty / Fine	-	-	-	-	-
	Total (D)	-183.17	-69.64	3.90	1.90	1.01
E	Timing Differences:					
	Difference in Fixed Assets	-32.11	-36.02	-21.10	-3.01	1.33
	Gratuity Payment	-	-0.17	-0.34	-0.05	-0.31
	Tax Duty and other sum u/s 43B	-	-0.01	0.01	-	-
	Deduction U/s. 35 (1) (ii)	-	-	-	-	-
	Total (E)	-32.11	-36.19	-21.43	-3.06	1.02
F	Net Adjustments (D+E)	-215.28	-105.83	-17.53	-1.16	2.02
G	Tax Expenses thereon	-74.51	-36.63	-5.27	-0.38	0.66
H	Tax Payable under normal provisions (C+G)	114.26	9.78	-2.11	15.25	29.15
I	Tax Payable under MAT	116.39	28.62	2.15	10.10	18.41
J	Total tax on Profit (higher of I,J)	116.39	28.62	2.15	15.25	29.15
K	Current tax impact on restatement Adjustment	-0.34	0.02	-0.03	-0.01	0.08
L	Total Tax on Profit as per restated Summary Statement of Profit & loss	116.05	28.63	2.12	15.24	29.23

Annexure XXXVIII: Restated Standalone Statement of Capitalization

Amount in ₹ Millions

Particulars	Pre-issue as at 31.03.2018	After Bonus Issue on 02.04.2018	Post Issue*
Debts:			
Short term debts (A)	899.02	899.02	[●]
Long term debts (B)	213.22	213.22	[●]
Total debts (C = A + B)	1,112.24	1,112.24	[●]
Shareholder's Funds			
Share Capital (D)	167.14	534.04	[●]
Other Equity (E)	1,367.71	1,000.80	[●]
Total Shareholders' Funds (F = D + E)	1,534.84	1,534.84	[●]
Total debts / Total Shareholders' funds (C/F)	0.72	0.72	[●]
Long term debts / Total Share holders funds (B/F)	0.14	0.14	[●]

*Shareholders fund post issue can be calculated only on the conclusion of the book building process.

Notes:

- 1 The figures disclosed above are based on the Restated Standalone Summary Statement of Assets and Liabilities of the Company.
- 2 Long Term borrowings is considered after including the current maturities of long term borrowings.
- 3 The Corresponding figures (as adjusted for issue) are not determinable at this stage pending the completion of the book building process and hence have not been furnished.
- 4 Subsequent event - On 02.04.2018 the Company has issued bonus shares in the ratio of 2.2:1 to existing shareholders by capitalising the free reserves of the company based on the extra ordinary general meeting held on 24.03.2018. Consequently, the paid up capital of the company is increased to 5,34,03,640 nos. of equity shares of Rs.10/- each.

Annexure XXXIX: Earnings Per Equity Share (EPES)

Amount in ₹ Millions

Particulars	Year Ended March 31, 2018	Year Ended March 31, 2017	Year Ended March 31, 2016	Year Ended March 31, 2015	Year Ended March 31, 2014
Net Profit available to Equity Shareholders	443.43	93.14	-0.94	31.96	59.18
Weighted average number of equity shares	51,668,024	49,820,285	47,763,090	46,485,755	45,476,954
Nominal value per equity share (Note 1)	10.00	10.00	10.00	10.00	10.00
Basic and Diluted EPES (₹)	8.58	1.87	-0.02	0.69	1.30

Note 1: During the year 2017-18 the Company has sub-divided the equity shares having face value of Rs.100/- into 10 equity shares of Rs.10/- each and subsequently on 2nd april 2018 company has issued 36690000 shares issued as bonus by capitalising the reserves Consequently. As required by Ind AS 33 "Earning per share". The basic and diluted earnings per share of the previous periods presented have been recomputed and disclosed accordingly.

Note 2: The above statement should be read with the explanatory notes to the Statement of restatement adjustments to Restated standalone financial statements in Annexure V, Company overview and Significant accounting policies as appearing in Annexure VI and Notes to Restated Standalone Summary Statements appearing from Annexure VII to Annexure XXXIX..

MANAGEMENT DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION

The following discussion and analysis of our financial condition and results of operations are based on, and should be read in conjunction with our Restated Financial Statements for the Financial years ended March 31, 2018, 2017 & 2016 including the related notes, schedules & annexures (the Restated Consolidated financial statement), prepared in accordance with the Companies Act, Ind AS and restated in accordance with the SEBI ICDR Regulations, including the annexures and notes thereto and the reports thereon, included in the section “Financial Statements” beginning on page 203 of this DRHP.

Our financial year ends on March 31 of each year, and all references to a particular financial year are to the twelve-month period ended March 31 of that year. This discussion contains forward-looking statements and reflects our current views with respect to future events and financial performance. Actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors such as those set forth in the section “Risk Factors” on page 17.

Unless otherwise indicated, the financial information included herein is based on the Restated Consolidated Financial Statements.

OVERVIEW

We are a diversified seafood company engaged in the business of processing and exporting aquaculture and capture fishery products with about two decades of operating history. We are present across various segments of the seafood value chain viz., farming, feed distribution, processing and overseas distribution. We cater to end consumers at various geographical locations worldwide, through food distribution and retailing channels primarily in the U.S.A, EU and Far East. Our diverse product range comprises of farm-cultivated *Litopenaeus Vannamei* shrimp (L.Vannamei) and varied capture fishery products such as squids, wild shrimps, octopus, cuttlefish and wide variety of fishes. Our operations are strategically located on the western and eastern coasts of India viz., Kerala, a major capture fishery hub and Andhra Pradesh, a major aquaculture hub, respectively. Our ability to adapt to dynamic situations has enabled us to grow our business by offering a wide array of products to our customers and expand our operational set-up across different geographical locations.

Our Company is promoted by a set of entrepreneurs having decades of experience in seafood business. Our Managing Director, Philips Thomas, hails from a family that has traditionally been into seafood export business in India. He is the grandson of O.C. Thomas, who co-pioneered seafood export business in India by using freezing technology in place of erstwhile dried/salted/canned methods of processing for seafood products. Philips Thomas has over 2 decades of experience in the domain of aquaculture, seafood processing and export business. Our other Promoters viz., Vinod Kumar K P has been a veteran in seafood industry with 8 years of experience in Choice Canning Company from 1990 to 1998, Madhukrishna Ganta has been a veteran in the seafood industry with 9 years of experience in Devi Sea Foods Limited from 1999 to 2008, he is a Managing Partner of Gayathri Sea Foods, partnership firm since 2008 and Managing Director of Gayathri Aqua Sea Food Exports Private Limited since 2015, Abdul Kareem A has over 25 years of experience in the seafood industry.

We have dedicated processing facilities for aquaculture and capture fishery products. Our plant at Aroor, Kerala, is mainly focused on the processing of capture fishery products whilst the one located at Gudur, Andhra Pradesh is mainly focused on processing of aquaculture products. The processing plant owned by us in Gudur has a total installed capacity of 10,560 MTPA and the processing plant in Aroor has a total installed capacity of 4,675 MTPA. Our state of art processing facilities at these locations are certified and approved by authorities, such as Directorate General of Foreign Trade, NSF Food Safety Certification LLC, MPEDA, Global Aquaculture Alliance (GAA), NSF Certification UK Ltd., Intertek Certification Ltd. and Export Inspection Council of India. Our Company has been recognised by the GAA's Best Aquaculture Practices team as the first group in India to achieve four-star Best Aquaculture Practices status for shrimp or any species. We constantly enrich and educate ourselves with the requirement of the prevailing market and enhance our R&D mechanism to cater to the changing customer trends, demands and requirements. We maintain strong and robust in house quality control personnel at our processing facilities, to ensure that we adhere to the best possible quality checks and standards across the value chain at all times.

We are backward integrated through our own farming activities for aquaculture products, which are spread over 351.56 acres of leased land located in Andhra Pradesh. Further, we have contracted farming arrangements with various farmers having 471.81 acres located in the aquaculture farming districts of Andhra Pradesh. We are also into the business of retailing shrimp feed and probiotics to farmers through our depots situated at various geographical locations such as Chillakur, Lokamudi, Undi and Eluru across Andhra Pradesh.

We have also forward integrated our operations by having a distribution arm through our Associate Company, Blue Sea Products, LLC in U.S.A., one of our key markets. Apart from being one of our major distributors, Blue Sea Products, LLC sources seafood products from various jurisdictions globally, for the purpose of distributing the same in U.S.A. This association allows us to penetrate the U.S.A market and enables us to gauge market trends and understand customer preferences, thereby developing product expertise.

We have a robust supply chain network comprising of our own fleet of 30 refrigerated and insulated trucks, cold storage facilities attached to our own plants with an aggregate total storage capacity of 2160 tons of finished goods and two ice plants for ensuring efficient handling of raw materials and finished goods.

Our Company's total revenue from aquaculture products were ₹ 1,306.93 million, ₹ 3,167.97 million and ₹ 5,004.44 million in Financial Year 2016, Financial Year 2017 and Financial Year 2018 respectively, growing at a CAGR of 95.68 % from Financial Year 2016 and Financial Year 2018 and the total revenue from capture fishery products were ₹ 624.49 million, ₹ 603.50 million , ₹ 782.44 million in Financial Year 2016, Financial Year 2017 and Financial Year 2018 respectively, growing at a CAGR of 11.93% from Financial Year 2016 and Financial Year 2018

As per the Restated Standalone Financial Statements, the Company's total income have grown from ₹ 2,055.27 million in Fiscal 2016 to 6,281.69 million in Fiscal 2018, at a CAGR of 74.82%.

Further, as per the Restated Consolidated Financial Statements, the Company's total income have grown from ₹ 2,055.27 million in Fiscal 2016 to 6,984.27 million in Fiscal 2018, at a CAGR of 84.34%.

Significant factors affecting our results of operations and financial condition

Capacity utilization

In order to address customer requirements and increase our revenues, we must maintain optimum levels of capacity utilization at our processing facilities. We increased our total owned installed processing capacities from 4,675 MTPA to 11,875 MTPA by commissioning our plant at Gudur. The Gudur plant became operational in October 2015 and was available only for a period of 6 months. The increase in our revenues during Fiscal 2017 was primarily on account of the first full year of business operations at the processing plant situated at Gudur. For information on our installed capacity and capacity utilization, see "*Our Business - Facilities and location of the existing unit*" at page 154 of the DRHP. In Fiscal 2018 we generated revenues of ₹5,044.44 million from aquaculture products. Subsequently in May 2018, we commissioned a new IQF line for Ready-to-Cook products with a capacity of 3,360 MTPA. Thus, the total installed capacity at Gudur is enhanced to 10,560MTPA and our total capacities across all facilities is 15,235 MTPA. Attaining and maintaining optimal levels of utilization requires considerable planning, ability to procure raw material in a timely manner as well as build a healthy order pipeline. Our focus has been to optimally utilize our capacities for value added products such as peeled products and cooked products as well as specialized high-end ready-to-eat and breaded products, which we believe will be our driving force for our business in the near future. If we are unable to achieve and maintain optimum levels of capacity utilization at our processing facilities in the future, our financial condition and results of operations may be adversely affected.

Cost and Availability of Raw Materials

Depending on customer requirements and the programmes that we work on along with our customers, we procure our raw material from either the aqua farms or fishermen or harbours. For aquaculture products, our Company procures raw farm cultivated vannamei shrimps from our own aquaculture ponds, contract farmers and third party farmers as well as marketers. The farms are located on the coastal districts of Andhra Pradesh viz. Nellore, Guntur, East Godavari, West Godavari, Krishna, etc. Further, we also procure the raw shrimps from the states of Orissa, Gujarat, Maharashtra, etc. depending on order specifications of our customers.

For the capture fishery products, we procure fresh sea caught seafood products viz., squids, wild shrimps, octopus, cuttlefish and wide variety of fishes. These are fresh sea catches that are procured directly from local fishermen, with whom we have maintained strong relationships over the years, or from the fishing harbours through auction process. Our Company procures the products by bidding in such open auctions taking place in the states of Kerala, Karnataka and Tamil Nadu coast.

Continued and sustained availability of quality raw material at competitive prices is essential to the growth of our business. Our Company's cost of raw material consumed constituted 79.52%, 82.63% and 85.17% of our revenue from operations in Financial Year 2018, Financial Year 2017 and Financial Year 2016, respectively. If we are unable to manage these costs or to increase the prices of our products to offset these increased costs, our margins, cash flows and our profitability may be adversely affected.

We usually do not enter into long-term supply contracts with any of our raw material suppliers. We are thus exposed to fluctuations in availability and prices of our raw materials. Any inability on our part to procure sufficient quantities of quality raw materials and on commercially acceptable terms, could lead to a change in our cost of materials consumed and processing and sales volumes.

Volume and mix of products processed and sold

The key driver in the growth of our revenue from operations has been the volume of products processed and sold by us. Increased sales volume favourably affects our results of operations as it enables us to benefit from economies of scale in procurement and processing as well as aid in improving our operating margins. Our results of operations are also dependent on our product mix. Our revenue from operations as per our restated consolidated financials has increased by 70.93% from ₹ 4,064.94 million in Fiscal 2017 to ₹ 6,948.11 million in Fiscal 2018 on account of increase in sale of our products, including processed shrimps and processed capture fishery products such as squids, wild shrimps, octopus, cuttlefish and wide variety of fishes. Our value added products have historically offered higher margins vis-à-vis our other products. Through the proposed expansion plan in Gudur, we would be adding 11,520 MTPA of processing capacities of which 3,360 MTPA would be for ready-to-cook products, 6,720 MTPA would be for high value ready-to-eat products and 1,440 MTPA for breaded products. The new facilities would enable us to improve our share of value added products as well as enter into the high-end specialized products space. With the new facility we would be able to produce specialized high-end products such as Nobashi, Sushi Ebi, Tempura, shrimp rings, shrimp skewers, breaded shrimps, etc for USA, EU and Japanese markets. Attaining and maintaining optimal level of utilization requires considerable planning, ability to procure raw material in a timely manner as well as build a healthy order pipeline. If we are unable to achieve and maintain optimum levels of capacity utilization at our processing facilities in the future and offer the right mix of value added products, our financial condition and results of operations may be adversely affected.

Concentration of our processing facilities in Andhra Pradesh and Kerala

Our processing facility is located at Aroor, Kerala and Gudur, Andhra Pradesh Depending on customer requirements and the programmes that we work on along with our customers, we procure our raw material from either the aqua farms or fishermen or harbours. For aquaculture products, our Company procures raw farm cultivated vannamei shrimps from our own aquaculture ponds, contract farmers and third party farmers as well as marketers. The farms are located on the coastal districts of Andhra Pradesh viz. Nellore, Guntur, East Godavari, West Godavari, Krishna, etc. Further, we also procure the raw shrimps from the states of Orissa, Gujarat, Maharashtra, etc. depending on order specifications of our customers.

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To support our processing activity and have effective capacity utilization, we are developing satellite pre-processing centres. The pre-processing centres are closer to the source of raw material and would carry out preliminary processes on raw materials like grading, weighment, basic product processes etc. Our procurement of raw materials for aquaculture processing and sea caught fishery processing are mainly concentrated in Andhra Pradesh, Kerala, Karnataka and Tamil Nadu region. Since our entire infrastructure, facilities and business operations are currently concentrated in these region, any significant social, political or economic disruption, or natural calamities or civil disruptions in these regions, or changes in the policies of the state or local governments of these regions or the Government of India, could require us to incur significant capital expenditure, change our business structure or strategy, which could have an adverse effect on our business, results of operations and financial condition.

We are subject to anti-dumping duty levied on shrimp exports by the U.S. Government. Any change in such quantum of duty being levied for shrimp export may affect our financial and business operations.

We export a considerable amount of our produce to the U.S.A market and generate a considerable amount of our revenue from customers based in U.S. The U.S. government levies anti-dumping duty on export of shrimp into U.S.A on the exporter. We cannot guarantee the fluctuation or change in the quantum of anti-dumping duty that may be levied by the U.S.A. government in the future. Any change in such quantum of anti-dumping duty being levied for shrimp export may affect our financials and also have an adverse affect on our sales and business operations.

We are subject to risks arising from foreign exchange rate fluctuations, which could adversely affect our financial condition and results of operations.

Substantial portion of our revenue from operations is denominated in United States Dollar (USD). Appreciation of Indian Rupee against the USD may adversely affect our results of operations by decreasing the realization of the receivables to the extent the same is received as unhedged foreign currency. Any adverse change in foreign currency fluctuations in the value of the Indian Rupee against the U.S. dollar could adversely affect our financial condition and results of operations.

For more details, see “Risk Factors” and “Our Business”, on pages 17 and 142 of this DRHP respectively.

Basis of preparation of our Restated Financial Information

Our financial statements are prepared in accordance with the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Companies Act, 2013 and notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended).

For all periods up to and including the year ended March 31, 2017, we prepared our financial statements in accordance with Indian GAAP, including Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 (as amended). The financial statements for the year ended March 31, 2018 are the first financial statements prepared by the company in accordance with Ind AS.

Our financial statements have been prepared on a historical cost basis on the accrual basis of accounting, except for the following –

- a) Financial assets and liabilities (including derivative instruments) that is measured at fair value;
- b) Assets held for sale - measured at fair value less cost to sell;
- c) Defined benefit plans - plan assets measured at fair value;

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

For the purpose of current/non-current classification of assets and liabilities, our Company has ascertained the normal operating cycle as twelve months. This is based on the nature of services and the time between the acquisition of assets or inventories for processing and their realization in cash and cash equivalents. The accounting policies have been applied consistently over all the periods presented in these financial statements.

Significant Accounting Policies

Use of Estimates

In the preparation of financial statements, the management makes estimates and assumptions in conformity with the Generally Accepted Accounting Principles in India. Such estimates and assumptions are made on reasonable and prudent basis taking into account all available information. However actual results could differ from these estimates and assumptions and such differences are recognized in the period in which results are ascertained. The estimates and underlying assumptions are reviewed on an ongoing basis.

Property, Plant and Equipment

On transition to Ind AS, the company has elected to continue with the carrying value of all of its property, plant and equipment as per the previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year and adjusted prospectively, if appropriate.

Property, plant and equipment (except freehold land)) are stated at cost of acquisition less accumulated depreciation and impairment if any. Freehold land is carried at historical cost. The company is adopting the cost model for determining gross carrying amount. Cost comprises of purchase price, inward freight, duties, taxes and any attributable cost of bringing the assets to its working condition for its intended use.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components). The cost of replacement spares/ major inspection relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the company and the cost of the item can be measured reliably.

Capital work in progress comprises of the cost of fixed assets that are not yet ready for their intended use at the reporting date.

Depreciation on property, plant and equipment is provided on straight-line method at the useful lives based on a review by the management at the year-end.

On disposal of an item of property, plant and equipment, the difference between the disposal proceeds and its carrying amount is recognised in the Statement of Profit and Loss.

Intangible Assets

Cost of software is capitalised as intangible asset and amortised on a straight-line basis over the economic useful life of three years.

On transition to Ind AS, the company has elected to continue with the carrying value of all of intangible assets recognised as per the previous GAAP and use that carrying value as the deemed cost of intangible assets.

The residual values, useful lives and methods of depreciation of intangible assets are reviewed at each financial year and adjusted prospectively, if appropriate.

Impairment of Assets

The company assesses the impairment of assets with reference to each cash generating unit, at each Balance Sheet date. If events or changes in circumstances based on internal and external factors indicate that the carrying value may not be recoverable in full, the loss on account and the recoverable amount, is accounted for accordingly. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use.

Financial assets

All financial assets are initially measured at fair value, plus transaction costs, except for those financial assets classified at fair value through profit or loss, which are initially measured at fair value.

Financial assets are classified using the following measurement categories:

- To be measured subsequently at fair value (either through other comprehensive income or through profit and loss), and;
- To be measured at amortised cost

a. Trade Receivables

- (i) Trade receivables are recognized initially at fair value and subsequently measured at amortised cost using effective interest method, less provision for impairment.
- (ii) For trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 11 and Ind AS 18, provision for bad and doubtful debts is based on the simplified approach of impairment of trade receivables permitted by Ind AS 109 Financial instruments which requires lifetime expected credit losses to be recognized excepting those which are contractually not due as per the terms of the contract or those which are considered realizable based on a case to case review. The expected credit loss is computed based on a provision matrix which takes into account historical credit loss experience and is adjusted for forward looking information. The company has identified customer segments for assessing historical credit loss since experience shows significantly different loss patterns for the different customer segments.

If the credit risk on the trade receivables has not increased significantly since initial recognition, the Company measures the loss allowance for that financial instrument at an amount equal to 12-month expected credit losses. 12-month expected credit losses are portion of the life-time expected credit losses and represent the lifetime cash shortfalls that will result if default occurs within the 12 months after the reporting date and thus, are not cash shortfalls that are predicted over the next 12 months.

b. Investments

Investments which are held for trading (including mutual funds) are classified as 'at fair value through profit and loss' and all changes are recognized in the Statement of Profit & Loss.

Investment in equity shares of the subsidiaries and associates are recorded at cost and reviewed for impairment at each reporting date

c. Other loans and receivables

Other loans and receivables are measured at amortised cost, using the effective interest method less impairment. Interest is recognised by applying the effective interest rate, except for short-term receivables when the recognition of interest would be immaterial.

d. Derecognition of financial asset

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party.

Financial liabilities

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the Effective interest rate method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the amortisation of effective interest.

Revenue Recognition

Revenue from operations comprise the fair value of the consideration received or receivable for the sale of goods in the ordinary course of the the company's activities. Domestic Sales are presented net of value added tax, rebates and discounts. The Company recognises revenue when the amount of revenue and related cost can be reliably measured, when it is probable that the collectability of the related receivable is reasonably assured and when the specific criteria for each of the company's activities are met as follows:-

a. Sale of Products:

Income from sales is recognized upon transfer of significant risk and rewards of ownership of goods to the customer which generally co-insides with rising invoices and shipping bills.

b. Other Operating Income:

Other operating income namely, Duty Draw Back and MEIS are recognised on accrual basis.

c. Other incomes:

Other incomes are recognised on accrual basis except when there are significant uncertainties.

Dividend income is recognized when the Company's right to receive is established.

Interest income is recognised on accrual basis using effective interest rate method.

Income from investment in foreign associates are recognised on accrual basis.

Inventories

Raw materials, components, stores and consumables are valued at weighted average cost method or net realisable value whichever is lower. Provision for obsolescence / non- usability / deterioration is determined on the basis of technical assessment made by the management. Goods in transit is valued at cost.

Finished goods are valued at cost or net realisable value whichever is lower.

The cost of work-in-process and manufactured inventories comprise of direct cost of production and appropriate proportion of overheads.

Employee benefits

Short Term Employee Benefits

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits and recognised in the period in which the employee renders the related service.

Defined Contribution plans

The company has defined contribution plans for employees comprising of Provident Fund and Employee's State Insurance. The contributions paid/payable to these plans during the year are recognised as employee benefit expense in the Statement of Profit and Loss.

Defined Benefit plans

The obligation for gratuity benefit to employees is provided for in the accounts. The net present value of the obligation for gratuity benefits are determined by independent actuarial valuation, conducted annually using the projected unit credit method.

The retirement benefit obligations recognised in the Balance Sheet represents the present value of the defined benefit obligations. All expenses represented by current service cost, past service cost, if any, and interest on the defined benefits are recognised immediately in Statement of Profit and Loss as past service cost, if any, and interest on the defined benefit liability/(asset) are recognised in the Statement of Profit and Loss.

Remeasurements of the net defined benefit liability/ (asset) comprising actuarial gains and losses and is recognised in Other Comprehensive Income. Such remeasurements are not reclassified to the Statement of Profit and Loss in the subsequent periods.

Borrowing cost

Borrowing costs that are directly attributable to the acquisition, construction or production of an asset that takes a substantial period of time to get ready for its intended use are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. Other borrowing costs are recognized as expenditure in the period in which they are incurred.

Prior period adjustment

Prior period errors are corrected retrospectively by restating the comparative amounts for prior periods presented in which the error occurred or if the error occurred before the earliest period presented, by restating the opening statement of financial position.

Foreign Currency Transactions

Items included in the financial statements of the entity are measured using the currency of the primary economic environment in which the entity operates (“functional currency”). The financial statements are presented in Indian Rupees (“INR”), which is the functional currency and presentation currency of the Company.

a) Foreign Currency Transactions:

Foreign exchange transactions are recorded at the functional currency adopting the exchange rate prevailing on the dates of respective transactions. Monetary assets and liabilities denominated in foreign currencies existing as on the Balance Sheet date are translated at the functional currency exchange rate prevailing as at the Balance Sheet date. The exchange difference arising from the settlement of transactions during the period and effect of translations of assets and liabilities at the Balance Sheet date are recognized in the Statement of Profit and Loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions.

Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in Other Comprehensive Income or profit or loss are also recognised in Other Comprehensive Income or profit or loss, respectively).

b. Derivative instruments and hedge accounting:

The company uses foreign currency derivative contracts to hedge its risks associated with foreign currency fluctuations relating to certain firm commitments and highly probable forecasted transactions. The company designates these as cash flow hedges applying the recognition and measurement principles set out in the Ind AS 109– Financial Instruments.

The use of foreign currency and derivative contracts is governed by the Company's policies approved by the Board of directors which provide written principles on the use of such financial derivatives consistent with the Company's risk management strategy. The company does not use derivative financial instruments for speculative purposes.

Foreign currency derivative instruments are initially measured at fair value and are re-measured at subsequent reporting dates. Any gains or losses arising from changes in the fair value of derivatives are taken directly to profit or loss, except for the effective portion of cash flow hedges, which is recognised in Other Comprehensive Income in the cash flow hedge reserve and later reclassified to profit or loss when the hedge item affects profit or loss. When the hedged item is the cost of a non-financial asset or non-financial liability, the amounts recognised as Other Comprehensive Income are transferred to the initial carrying amount of the non-financial asset or liability.

Hedge accounting is discontinued when the hedge instrument expires or is sold, terminated, or exercised, or no longer qualifies for hedge accounting. If a hedged transaction is no longer expected to occur, any cumulative gain or loss previously recognised in Other Comprehensive Income remains separately in equity until the forecast transaction occurs or the foreign currency firm commitment is met.

Earnings Per Share

Basic/diluted Earnings per share reported is calculated by dividing the net profit attributable to equity shareholders by the weighted average number of equity shares/dilutive potential equity shares outstanding as at the end of the reporting period as the case may be.

Taxes on Income

Current tax is determined as the amount of tax payable in respect of taxable income for the year computed in accordance with the provisions of the Income Tax Act, 1961. Taxable income differs from 'profit before tax' as reported in the Statement of Profit and Loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Any such reduction shall be reversed to the extent that it becomes probable that sufficient taxable profit will be available.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Current and deferred tax are recognised in the Statement of Profit and Loss, except when they relate to items that are recognised in other comprehensive income or items related to equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

Leases

As a lessee:

A lease is classified at the inception date as a finance lease or an operating lease. A lease that transfers substantially all the risks and rewards incidental to ownership to the company is classified as a finance lease. All other leases are classified as operating leases.

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

Provision, Contingent Liabilities and Contingent assets

Provisions are recognised when the company has a present obligation (legal or constructive) as a result of a past event, for which it is probable that a cash outflow will be required and a reliable estimate can be made of the amount of the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of time value of money is material). These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

When the company expects some or all of a provision to be reimbursed, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

Contingent Liabilities are disclosed when the company has a possible obligation or a present obligation and it is probable that an outflow of resources will not be required to settle the obligation or the amount of obligation cannot be measured with sufficient reliability.

Contingent assets are not recognized in the books of account. If it has become virtually certain that an inflow of economic benefits will arise, the asset and the related income are recognised in the financial statements of the period in which the change occurs. If an inflow of economic benefits has become probable, an entity discloses the contingent asset.

Segment Reporting

Operating Segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker (CODM) of the Company. The CODM is responsible for allocating resources and assessing performance of the operating segments of the Company. The Company has only one operating segment in accordance with Ind AS 108.

Cash flow statement

Cash Flows are reported using the Indirect Method, whereby net profit before tax is adjusted for the effect of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments.

For the purpose of cash flow statement, Cash and cash equivalent comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value, net of outstanding bank overdrafts, if any. Bank overdrafts, if any, are disclosed within borrowings in current liabilities in the Balance Sheet.

Dividends

The Company recognises a liability to make cash distributions of dividend to equity holders when the distribution is authorised and the distribution is no longer at the discretion of the Company. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

Research and Development

Expenditure on research is recognised as an expense when it is incurred. Expenditure on development which does not meet the criteria for recognition as an intangible asset is recognised as an expense when it is incurred. Items of property, plant and equipment and acquired Intangible Assets utilized for Research and Development are capitalized and depreciated in accordance with the policies stated for Property, Plant and Equipment and Intangible Assets.

Government Grants/Subventions

Government grants related to specific fixed assets have been shown as deduction from the gross value of the asset. Where the grant related to specific fixed asset equals the whole of the asset, the asset has been shown at nominal value in the Balance Sheet.

Government grant as interest subvention related to the term loan for acquisition of asset have been shown as deduction from interest expense.

Critical accounting estimates, assumptions and judgements

The Company makes judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources in the application of the Company's accounting policies. Estimates and judgements are continually evaluated and are based on historical experience and other factors that are considered to be relevant under the circumstances. Actual results may differ from the estimates.

Key sources of estimation uncertainty

i. Useful lives of property, plant and equipment and intangible assets:

As described in the significant accounting policies, the Company reviews the estimated useful lives of property, plant and equipment and intangible assets at the end of each reporting period.

ii. Actuarial Valuation:

The determination of Company's liability towards defined benefit obligation to employees is made through independent actuarial valuation including determination of amounts to be recognised in the Statement of Profit and Loss and in other comprehensive income. Such valuation depend upon assumptions determined after taking into account inflation, seniority, promotion and other relevant factors such as supply and demand factors in the employment market. Information about such valuation is provided in notes to the financial statements.

iii. Impairment of receivables

Management reviews its receivables for objective evidence of impairment at least quarterly. Significant financial difficulties of the debtor, the probability that the debtor will enter bankruptcy, and default or significant delay in payments are considered objective evidence that a receivable is impaired. In determining this, management makes judgement as to whether there is observable data indicating that there has been a significant change in the payment ability of the debtor, or whether there have been significant changes with adverse effect in the technological, market, economic or legal environment in which the debtor operates in.

Adjustment/Regrouping

Trade Receivable adjusted with proceeds of export bill discount have been shown as gross amount and discounting proceeds shown as a separate line item under current borrowing in respective years

The value of duty credit scrip entitlement under Merchandise Export from India Scheme shown as stock have been restated to duty credit scrip entitlement receivable and shown as a separate

Adjustment not carried out

Since the Company has provided depreciation as per the statutory provisions applicable in the relevant years, no adjustment has been made for changes in the accounting policies regarding depreciation.

Principal Components of our Income and Expenditure

Income

Our total income comprises of Revenue from Operations and Other Income.

Revenue from Operations:

Our revenue from operations comprises of revenue from sale of products and income from export incentives.

Sale of products comprises of revenue from export of processed shrimps and processed capture fishery products such as seacaught shrimps, squid, cuttlefish, octopus and fish as well as distribution of raw shrimps, feeds and probiotics in the domestic market through our Subsidiary.

Our other operating income primarily comprises of income from Export Incentives primarily include Duty Drawback and the MEIS scrips.

Other Income:

Other income primarily comprises of foreign exchange difference, dividend income, interest income, share of profits from Blue Sea and others.

Expenditure

Our expenditure primarily comprises of cost of materials consumed, changes in inventories of finished goods, employee benefits expenses, finance costs, depreciation & amortization expenses, other expenses and Tax expense.

Cost of Materials Consumed

Cost of Materials Consumed primarily comprises of cost incurred towards purchase of unprocessed shrimps from farmers, purchase of capture fishery products, the cost incurred towards own farming of shrimps and the net increase or decrease in raw material stock at the beginning of the year and end of the year.

Changes in inventories of finished goods

Changes in inventories of finished goods comprises of net increase or decrease in finished goods at the beginning of the year and end of the year.

Employee benefit expenses

Employee benefit expenses primarily comprises of salaries, wages, bonus and allowances, Company's Contribution to Provident and Other Funds, Gratuity, Welfare Expenses and Remuneration to Directors.

Finance Costs

Finance costs primarily comprises of interest and other borrowing cost.

Depreciation & Amortization Expenses

Depreciation and amortization primarily comprises of depreciation on tangible assets and amortization of intangible assets.

Other expenses

Other expenses primarily comprises of cost incurred towards freight, material procurement expenses, power and fuel, rates and taxes, repair – plant and machinery, shipping and selling and vehicle running and maintenance.

Tax Expense

Tax Expense primarily comprises of Current tax and Deferred Tax

Current tax are income tax expenses calculated in accordance with tax regulations relevant to our business.

Deferred tax are the deferred tax expenses / (benefits) arising from the tax effects of timing differences between accounting and taxable income.

Results of Operations (Restated Consolidated Financial Statements)

The following table sets forth certain information with respect to our results of operations as per our Restated Consolidated Financial Statements for the periods indicated:

Particulars	Year Ended March 31, 2018		Year Ended March 31, 2017		Year Ended March 31, 2016	
	Amount (₹ in Millions)	Percentage of Total Income (%)	Amount (₹ in Millions)	Percentage of Total Income (%)	Amount (₹ in Millions)	Percentage of Total Income (%)
Revenue from operations	6,948.11	99.48	4,064.94	99.64	2,048.73	99.68
Other income	36.16	0.52	14.47	0.36	6.54	0.32
Total Income	6,984.27	100.00	4,079.71	100.00	2,055.27	100.00
Expenses:						
Cost of materials consumed	5,525.32	79.11	3,358.70	82.33	1,744.83	84.90
Changes in Inventory of finished Goods	(21.71)	(0.31)	(38.40)	(0.94)	(173.68)	(8.45)
Employee benefits expenses	165.39	2.37	109.58	2.69	50.99	2.48
Finance costs	69.43	0.99	79.62	1.95	47.98	2.33
Depreciation & Amortisation expenses	44.67	0.64	36.11	0.89	21.96	1.07
Other expenses	609.02	8.72	400.00	9.80	352.67	17.16
Total Expenses	6,392.13	91.52	3,945.62	96.71	2,044.75	99.49
Restated Profit / (Loss) before exceptional items and tax	592.14	8.48	134.09	3.29	10.53	0.51
Exceptional items	-	-	-	-	-	-
Restated Profit/ (Loss) before tax	592.14	8.48	134.09	3.29	10.53	0.51
Tax Expense						
(1) Current tax	130.43	1.87	28.63	0.70	2.12	0.10
(2) Deferred tax	5.46	0.08	10.61	0.26	6.32	0.31
Restated Profit/ (Loss) for the period	456.25	6.53	94.85	2.32	2.08	0.10

Fiscal 2018 compared with Fiscal 2017

Income

Our Company's total income has increased by 71.20% from ₹ 4,079.71 million in Fiscal 2017 to ₹ 6,984.27 million in Fiscal 2018, reflecting a substantial growth in our business operations. The increase is on account of increase in revenue from operations from ₹ 4,064.94 million in Fiscal 2017 to ₹ 6,948.11 million in Fiscal 2018 on account of increase in export of our products and consequent increase in export incentives, revenue from our subsidiary's operations and increase in other income from ₹ 14.47 million in Fiscal 2017 to ₹ 36.16 million in Fiscal 2018 as a result of following factors:

Revenue from Operations

Our revenue from operations has increased by 70.93% from ₹ 4,064.94 million in Fiscal 2017 to ₹ 6,948.11 million in Fiscal 2018 on account of increase in sale of our products from ₹ 3,771.47 million in Fiscal 2017 to ₹ 6,470.22 million in Fiscal 2018 and a resulting increase in export incentives from ₹ 293.46 million in Fiscal 2017 to ₹ 477.89 million in Fiscal 2018.

The increase in our revenues from operations is due to consolidation of the business of Gayathri Feeds contributing revenue of ₹ 683.34 million, increase in capacity utilization of our processing facilities at our Gudur facility and increase in export of value added products.

Our revenues from exports to the USA has increased by 59.66% from ₹ 2,863.58 million in Fiscal 2017 to ₹ 4,572.02 million in Fiscal 2018 and revenue from export to Rest of the world increased by 33.81% from ₹ 907.90 million in Fiscal 2017 to ₹ 1,260.26 million in Fiscal 2018.

Other income

Our other income increased from ₹ 14.77 million in Fiscal 2017 to ₹ 36.16 million in Fiscal 2018 primarily on account of increase in share of profit from BSP, LLC (associate company) from ₹ 7.40 million in Fiscal 2017 to ₹ 20.10 million in Fiscal 2018, increase in interest income from ₹ 4.38 million in Fiscal 2017 to ₹ 8.75 million in Fiscal 2018, increase in Foreign Exchange loss in Fiscal 2017 to Foreign Exchange gain of ₹ 4.84 million in Fiscal 2018.

Expenses

Our expenses increased by 62.01% from ₹ 3,945.62 million in Fiscal 2017 to ₹ 6,392.13 million in Fiscal 2018 due to increase in cost of material consumed, employee benefit expenses, depreciation and amortization expense and other expenses which was offset by decrease in changes in inventory of finished goods and finance cost as a result of following factors:

Cost of material consumed

Our cost of material consumed has increased by 64.51% from ₹ 3,358.70 million in Fiscal 2017 to ₹ 5,525.32 million in Fiscal 2018 commensurate with the increase in our total income for Fiscal 2018. Our cost of materials consumed as a percentage of our total revenue has been reduced from 82.63% in Fiscal 2017 as compared to 79.52% in Fiscal 2018.

Changes in inventories of finished goods

There was a net increase in the inventories of finished goods aggregating to ₹ 21.71 million in Fiscal 2018.

Employee benefit expenses

Our employee benefit expenses has increased by 50.93% from ₹ 109.58 million in Fiscal 2017 to ₹ 165.39 million in Fiscal 2018 primarily on account of increase in salaries, wages & bonus and allowances from ₹ 88.78 million in Fiscal 2017 to ₹ 105.86 million in Fiscal 2018, increase in Company's contribution to Provident and other funds from ₹ 10.25 million in Fiscal 2017 to ₹ 14.05 million in Fiscal 2018, increase in welfare expenses from ₹ 1.27 million in Fiscal 2017 to ₹ 25.80 million in Fiscal 2018 and increase in directors' remuneration from ₹ 7.29 million in Fiscal 2017 to ₹ 16.93 million in Fiscal 2018 and increase in Gratuity expenses from ₹ 1.98 million in Fiscal 2017 to ₹ 2.76 million in Fiscal 2018.

Finance cost

Our finance costs decreased by 12.80% from ₹ 79.62 million in Fiscal 2017 to ₹ 69.43 million in Fiscal 2018 primarily on account of decrease in interest from ₹ 72.38 million in Fiscal 2017 to ₹ 58.73 million in Fiscal 2018. Our finance cost as a percentage of our total income reduced from 1.95% in Fiscal 2017 as compared to 0.99% in Fiscal 2018.

Depreciation and amortization expenses

Depreciation and amortization expenses has increased by 23.71% from ₹ 36.11 million in Fiscal 2017 to ₹ 44.67 million in Fiscal 2018 mainly on account of addition of building, plant and machinery and equipment, vehicles and computers at our processing facility at Gudur.

Other expenses

Our other expenses increased by 52.26% from ₹ 400.00 million in Fiscal 2017 to ₹ 609.02 million in Fiscal 2018 primarily on account of an increase in freight paid from ₹ 92.57 million in Fiscal 2017 to ₹ 118.08 million in Fiscal 2018, increase in material procurement expenses from ₹ 5.06 million in Fiscal 2017 to ₹ 45.76 million in Fiscal 2018, increase in power and fuel expenses from ₹ 49.17 million in Fiscal 2017 to ₹ 67.18 million in Fiscal 2018, increase in shipping and selling expenses from ₹ 137.22 in Fiscal 2017 to ₹ 164.96 million in Fiscal 2018, increase in vehicle running and maintenance charges from ₹ 21.35 million in Fiscal 2017 to ₹ 48.13 million in Fiscal 2018.

Restated Profit / (Loss) before exceptional items and tax

Our Profit before Exceptional Item and Tax has increased by ₹ 458.05 million from ₹ 134.09 million in Fiscal 2017 to ₹ 592.14 million in Fiscal 2018.

Restated Profit/ (Loss) before tax

Our Profit before Exceptional Item and Tax has increased by ₹ 458.05 million from ₹ 134.09 million in Fiscal 2017 to ₹ 592.14 million in Fiscal 2018 primarily on account of increase in our export revenues, revenue from our subsidiary's operations and for other reasons as stated above.

Tax Expenses

Our total tax expenses has increased by ₹ 96.64 million from ₹ 39.24 million in Fiscal 2017 to ₹ 135.89 million in Fiscal 2018 mainly on account of increase in current tax expense from ₹ 28.63 million in Fiscal 2017 to ₹ 130.43 million in Fiscal 2018 which was set off by a decrease in deferred tax from ₹ 10.61 million in Fiscal 2017 to ₹ 5.46 million in Fiscal 2018.

Restated Profit (Loss) for the period

Our profit after tax increased by ₹ 381.04 % from ₹ 94.85 million in Fiscal 2017 to ₹ 456.25 million in Fiscal 2018 as a result of reasons stated above.

Fiscal 2017 compared with Fiscal 2016

Income

Our Company's total income has increased by 98.50% from ₹ 2,055.27 million in Fiscal 2016 to ₹ 4,079.71 million in Fiscal 2017, reflecting growth in our business operations. The increase is on account of the Gudur plant which became operational in October 2015 and Fiscal 2017 was the first full year of business operations at the processing plant. This plant aided us in increasing our output and increasing the export volumes of our products thereby resulting in increase in revenue from operation from ₹ 2,048.73 million in Fiscal 2016 to ₹ 4,064.94 million in Fiscal 2017. On account of increase in volume of export of our products, there has been an increase in export incentives and an increase in other income from ₹ 6.54 million in Fiscal 2016 to ₹ 14.47 million in Fiscal 2017 as a result of following factors:

Revenue from Operations

Our revenue from operations has increased by 98.41% from ₹ 2,048.73 million in Fiscal 2016 to ₹ 4,064.94 million in Fiscal 2017 on account of the Gudur plant, which became operational in October 2015 and Fiscal 2017 was the first full year of business operations at the processing plant. This plant aided us in increasing our output and increasing the export volumes of our products. This resulted in increase in sale of our products from ₹ 1,931.42 million in Fiscal 2016 to ₹ 3,771.47 million in Fiscal 2017 and a resulting increase in export incentives from ₹ 117.31 million in Fiscal 2016 to ₹ 293.46 million in Fiscal 2017.

Our revenues from exports to USA has increased by 123.01% from ₹ 1,284.04 million in Fiscal 2016 to ₹ 2,863.58 million in Fiscal 2017 and revenue from export to Rest of the world increased by 40.24% from ₹ 647.39 million in Fiscal 2016 to ₹ 907.90 million in Fiscal 2017.

Other income

Our other income increased by ₹ 8.23 million from ₹ 6.54 million in Fiscal 2016 to ₹ 14.47 million in Fiscal 2017 primarily on account of increase in share of profit from Blue Sea (associate company) which was loss in Fiscal 2016 to ₹ 7.40 million in Fiscal 2017, increase in interest income from ₹ 2.23 million in Fiscal 2016 to ₹ 4.38 million in Fiscal 2017 and was reduced by a decrease in others from ₹ 4.30 million in Fiscal 2016 to ₹ 2.99 million in Fiscal 2017.

Expenses

Our Company's expenses increased by 92.96% from ₹ 2,044.75 million in Fiscal 2016 to ₹ 3,945.62 million in Fiscal 2017 due to increase in cost of material consumed, employee benefit expenses, depreciation and amortization expenses, finance cost and other expenses as a result of following factors:

Cost of material consumed

Our cost of material consumed has increased by 92.49% from ₹ 1,744.83 million in Fiscal 2016 to ₹ 3,358.70 million in Fiscal 2017 on account of increase in commensurate with the increase in our total income for Fiscal 2017. Our cost of materials consumed as a percentage as of our total revenue was reduced from 85.17% in Fiscal 2016 as compared to 82.63% in Fiscal 2017.

Changes in inventories of finished goods

There was a net increase in the inventories of finished goods aggregating to ₹ 135.28 million in Fiscal 2017.

Employee benefit expenses

Our employee benefit expenses has increased by 114.90% from ₹ 50.99 million in Fiscal 2016 to ₹ 109.58 million in Fiscal 2017 primarily on account of increase in salaries, wages & bonus and allowances from ₹ 30.08 million in Fiscal 2016 to ₹ 88.78 million in Fiscal 2017, increase in Company's contribution to Provident Fund and other funds from ₹ 4.98 million in Fiscal 2016 to ₹ 10.25 million in Fiscal 2017, increase in directors' remuneration from ₹ 4.70 million in Fiscal 2016 to ₹ 7.29 million in Fiscal 2017 which was set off by a decrease in welfare expenses from ₹ 10.59 million in Fiscal 2016 to ₹ 1.27 million in Fiscal 2017.

Finance cost

Our Finance costs increased by 65.97% from ₹ 47.98 million in Fiscal 2016 to ₹ 79.62 million in Fiscal 2017 on account of increase in interest from ₹ 42.55 million in Fiscal 2016 to ₹ 72.38 million in Fiscal 2017. However, our finance cost as a percentage of our total income reduced from 2.33% in Fiscal 2016 as compared to 1.95% in Fiscal 2017.

Depreciation and amortization expenses

Depreciation and amortization expenses has increased by 64.46% from ₹ 21.96 million in Fiscal 2016 to ₹ 36.11 million in Fiscal 2017 on account of addition of building, plant and machinery and equipment, vehicles and computers.

Other expenses

Our other expenses increased by 13.42% from ₹ 352.67 million in Fiscal 2016 to ₹ 400.00 million in Fiscal 2017 primarily on account of an increase in freight charges from ₹ 69.17 million in Fiscal 2016 to ₹ 92.57 million in Fiscal 2017, increase in power and fuel costs from ₹ 24.38 million in Fiscal 2016 to ₹ 49.17 million in Fiscal 2017, increase in shipping and selling expenses from ₹ 81.99 in Fiscal 2016 to ₹ 137.22 million in Fiscal 2017, increase in vehicle running and maintenance charges from ₹ 12.98 million in Fiscal 2016 to ₹ 21.35 million in Fiscal 2017 and a decrease in freezing and processing charges from ₹ 55.61 in Fiscal 2016 to ₹ 22.39 in Fiscal 2017.

Restated Profit / (Loss) before exceptional items and tax

Our Profit before Exceptional Item and Tax has increased by ₹ 123.57 million from ₹ 10.53 million in Fiscal 2016 to ₹ 134.09 million in Fiscal 2017.

Restated Profit/ (Loss) before tax

Our Profit before Exceptional Item and Tax has increased by ₹ 123.57 million from ₹ 10.53 million in Fiscal 2016 to ₹ 134.09 million in Fiscal 2017 primarily on account of increase in our export revenues and for other reasons as stated above.

Tax Expenses

Our total tax expenses has increased by ₹ 30.81 million from ₹ 8.44 million in Fiscal 2016 to ₹ 39.24 million in Fiscal 2017 on account of increase in current tax expense from ₹ 2.12 million in Fiscal 2016 to ₹ 28.63 million in Fiscal 2017 and an increase in

deferred tax from ₹ 6.32 million in Fiscal 2016 to ₹ 10.61 million in Fiscal 2017.

Restated Profit (Loss) for the period

Our profit after tax increased by ₹ 92.77 million from ₹ 2.08 million in Fiscal 2016 to ₹ 94.85 million in Fiscal 2017 as a result of reasons stated above.

Financial Condition

Assets

The following table sets forth the principal components of our assets as of the dates specified:

(In. ₹ Million)			
Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016
Non-Current Assets			
Property, Plant and Equipment	696.04	575.72	613.19
Capital Work-in-Progress	13.90	11.11	0.00
Good Will	550.63	0.00	0.00
Other Intangible Assets	0.19	0.37	0.74
Financial Assets			
- Investments	51.34	39.98	34.33
- Loans	35.82	10.07	13.63
Other Non-Current Assets	35.28	1.37	0.00
Total Non-current assets	1,383.19	638.63	661.89
Current Assets			
Inventories	372.06	335.27	286.94
Financial Assets			
- Trade receivables	1,088.88	913.90	536.26
- Cash and Cash Equivalents	39.99	53.46	81.76
- Bank balances other than above	163.13	83.93	33.14
- Loans	120.83	84.31	11.51
Other Current Assets	127.41	88.44	64.77
Current Tax Asset (Net)	3.65	0.00	4.23
Total Current assets	1,915.93	1,559.30	1018.61
Total Assets	3,299.12	2,197.93	1,680.50

Liquidity and Capital Resources

Cash Flows

The table below sets forth our net cash flows with respect to operating activities, investing activities and financing activities for the periods indicated

(In. ₹ Million)			
	Fiscal 2018	Fiscal 2017	Fiscal 2016
Net cash flow from/(used in) operating activities	276.93	(260.70)	51.71
Net cash flow (used in) investing activities	(195.31)	(8.10)	(287.01)
Net cash flow from/(used in) financing activities	(95.09)	240.50	257.33

Operating activities

Our net cash flow from operating activities for Fiscal 2018 was ₹ 276.93 million which is a result of profit before tax of ₹ 592.14 million (i) as adjusted primarily for depreciation of ₹ 44.67 million, interest expenses ₹ 69.43 million, loss on sale of asset of ₹ 10.99 million; (ii) as adjusted for cash outflow for changes in working capital amounting to ₹ 295.65 million; and (iii) further adjusted for income tax paid of ₹ 121.74million

Our net cash flow from operating activities for Fiscal 2017 was ₹ (260.70) million which is a result of profit before tax of ₹ 134.09 million (i) as adjusted primarily for depreciation of ₹ 36.11 million, interest expenses ₹ 79.62 million; (ii) as adjusted for cash outflow for changes in working capital amounting to ₹ 490.02 million; and (iii) further adjusted for income tax paid of ₹ 10.58 million.

Our net cash flow from operating activities for Fiscal 2016 was ₹ 51.71 million which is a result of profit before tax of ₹ 10.53 million (i) as adjusted primarily for depreciation of ₹ 21.96 million, interest expenses 47.98 million; (ii) as adjusted for cash outflow for changes in working capital amounting to ₹ 35.98 million; and (iii) further adjusted for income tax paid of ₹ 2.22 million.

Investing activities

Net cash used in investing activities for Fiscal 2018 was ₹ (195.31) million on account of purchase of property plant and equipment for ₹ 181.64 million, capital advance of ₹26.67 million as reduced by interest and dividend income of ₹ 8.76 million and sale of property plants and equipments for ₹3.06 million

Net cash used in investing activities for Fiscal 2017 was ₹ 8.10 million on account of purchase of property plant and equipment for ₹ 59.48 million, capital advance of ₹3.42 million as reduced by interest and dividend income of ₹ 4.39 million and sale of property plants and receipt of subsidy of ₹ 50.00 million

Net cash used in investing activities for Fiscal 2016 was ₹ (287.01) million on account of purchase of property plant and equipment for ₹ 289.25 million as reduced by interest and dividend expense of ₹ 2.24 million

Financing activities

Net cash outflow from financing activities for Fiscal 2018 was ₹ (95.09) million, which comprised of repayment of borrowings of ₹ 106.50 million and interest of ₹ 69.43 million paid.

Net cash outflow from financing activities for Fiscal 2017 was ₹ 240.50 million, which comprised of repayment of borrowings of ₹ 113.19 million, proceeds from share capital of ₹ 140 million and interest of ₹ 79.62 million paid, and proceeds of short and long term borrowings of ₹ 293.31 million.

Net cash inflow from financing activities for Fiscal 2016 was ₹ 257.33 million, which comprised of proceeds of short and long term borrowings of ₹ 247.67 million, and interest of ₹ 47.98 million paid.

Contingent Liabilities and Capital commitments

(in ₹ Million)			
Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016
Performance guarantee for export of squid re-imported by the Company	2.16	2.16	-
For AAIC to stand surety for the anti dumping duty Customs Bond with US Govt.	38.37	25.29	19.24
Customs duty saved on import of Capital Goods under EPCG scheme assigning future Export Obligations	15.69	56.34	51.58
Demand of Income tax for the assessment year 2014-15 against which petition u/s 154 filed was pending before the Assessing Officer	0.37	0.37	0.37

Indebtedness

For information on financial indebtedness, please see the section entitled “Financial Indebtedness” on page 316 of this DRHP.

Quantitative And Qualitative Disclosure About Market Risk

We are exposed to various types of market risks in the ordinary course of business, including price risks in relation to our raw materials, foreign currency exchange risks and inflation risks. From time to time, we use derivatives to hedge against exposures to market risks or for any other purposes, and we may use derivatives to hedge against exposures to market risks in the future.

Price risk

We are exposed to the price risk associated with purchasing our raw materials, which form the highest component of our expenses. We typically do not enter into formal arrangements with our vendors. Therefore, fluctuations in the price and availability of raw materials may affect our business and results of operations. We do not currently engage in any hedging activities against raw material price risk.

Foreign exchange risk

We are exposed to exchange rate risk as a significant portion of our revenues and expenditure are denominated in foreign currencies. Products that we export are paid for in foreign currency. Any appreciation in the value of the Rupee against U.S. Dollar, Euro or other foreign currencies would decrease the realization of Rupee value of our products. The exchange rate between the Rupee and each of the U.S. dollar and Euro has changed substantially in recent years and may continue to fluctuate significantly in the future. Adverse movements in foreign exchange rates may adversely affect our results of operations and financial condition.

Interest rate risk

We are subject to market interest risks due to fluctuations in interest rates primarily in relation to our debt obligations with floating interest rates. As at Fiscal 2018, most of our loans carried floating interest rate. The interest rate on remaining loans, although fixed, are subject to periodic review by lending banks / financial institutions in relation to their respective base lending rates, which may vary over a period.

Inflation risk

Inflationary factors such as increases in the input costs and overhead costs may adversely affect our operating results. There may be time lag in recovering the inflation impact from our customer and we may not be able to recover the full impact of such inflation. A high rate of inflation in the future may, therefore, have an adverse effect on our ability to maintain our profit margins.

Credit risk

We are subject to the risk that our counterparties under various financial or customer agreements will not meet their obligations. Our credit risk exposure relates to our operating activities and our financing activities, including deposits with banks and financial institutions, foreign exchange transactions and other financial instruments.

Changes in Accounting Policies

There have been no changes in accounting policies since the last 3 years.

Off-Balance Sheet Arrangements

Except as disclosed in this Draft Red Herring Prospectus, we do not have any material off-balance sheet arrangements, derivative instruments, swap transactions or relationships with unconsolidated entities or financial partnerships established or contemplated for the purpose of facilitating off-balance sheet transactions.

Unusual or infrequent events of transactions

To the best of our knowledge, there have been no other events or transactions that may be described as “unusual” or “infrequent” during the last three fiscal years, except as disclosed herein or disclosed elsewhere in this Draft Red Herring Prospectus.

Significant Economic Changes that Materially affect or are likely to affect Income from Continuing Operations

Except as described in “*Risk Factors*” and “*Regulations and Policies*” on pages 17 and 160 of this DRHP respectively, to the best of our knowledge, there have been no significant economic or regulatory changes that we expect could have a material adverse effect on our results of operations.

Seasonality of Business

Our business is not seasonal in nature.

Future relationship between costs and income

Other than as described in this section and in “*Risk Factors*” and “*Our Business*” on pages 17 and 142 of this DRHP respectively, to the best of our knowledge, there are no factors that are expected to have a material adverse effect on the relationship between our costs and income.

Known trends or uncertainties

Except as described in this section and in “*Risk Factors*” and “*Our Business*” on pages 17 and 142 of this DRHP respectively, to the best of our knowledge, there are no trends or uncertainties that have or had or are expected to have a material adverse impact on our results of operations.

Segment Reporting

We are engaged in the business of Export of Processed Shrimp and other Processed Seafood Products and therefore, has only one reportable segment in accordance with Ind AS 108 “Operating Segments”.

Publicly Announced New Products or Business Segments / Material increases in Revenue due to Increased Disbursements and Introduction of New Products

We have not publicly announced any new products or business segments nor have there been any material increases in our revenues due to increased disbursements and introduction of new products.

Competitive Conditions

We operate in a competitive environment. For further details, see the discussions regarding our competition in “*Risk Factors*” and “*Our Business*” at pages 17 and 142 of this DRHP respectively.

Related party transactions

We have, in the ordinary course of our business, entered into transactions with certain related parties.

For information on our related party transactions, see “*Risk Factors*” and the chapter “*Financial Statements*” on pages 17 and 203 of this DRHP respectively.

Significant Dependence on Single or Few Customers

While we have in the past derived significant revenues from undertaking repeat orders from for our existing customers, we do not believe our business is dependent on any single or a few customers.

Significant developments subsequent to the last financial period

Except for the bonus issue undertaken on April 2, 2018, there have not arisen any circumstances since March 31, 2018, which materially and adversely affect or are likely to materially and adversely affect our profitability, the value of our assets or our ability to pay our liabilities within the next 12 months.

FINANCIAL INDEBTEDNESS

Our Company and its Subsidiary have availed loans in the ordinary course of business for purposes including but not limited to, meeting its working capital requirements.

Pursuant to the resolution passed at our shareholder's meeting held on May 14, 2018, our Board (including any Committee if the Board) is authorized to borrow any sums of money from time to time at its discretion, for the purpose of the business of the Company from any one of more banks, financial institutions and other persons or firms, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may, at any time, exceed the aggregate of the paid-up share capital of the Company and its free reserves (that is to say reserves not set apart for any specific purpose), subject to such aggregate borrowings not exceeding the amount which is ₹ 5000 million over and above the aggregate of the paid-up share capital of the Company and its free reserves.

Set forth below is a brief summary of our aggregate borrowings on a consolidated basis as of May 31, 2018:

Category Borrowing	Sanctioned Amount (₹ in million)	Outstanding amount as on May 31, 2018 (₹ in million)
A. Fund based borrowings		
Term loans		
Securing (including vehicle loans)	391.69	221.48
Working capital facility		
Secured	1360.00	967.28
Unsecured	0.00	0.00
B. Non-fund based borrowings		
Bank guarantees	40.55	40.55
Total	1,792.24	1,229.31

Principal terms of the borrowings availed by us:

The details provided below are indicative and there may be additional terms, conditions and requirements under the various borrowing arrangements entered into by us.

- Interest:** In terms of the Indian rupee loans availed by us, the interest rate is typically the base rate of a specified lender and spread per annum. With respect to foreign currency loans, the interest rate is typically the LIBOR specified by the lender as of a specific date and spread per annum. The spread varies between different loans for different banks. In terms of vehicle loans availed by us, the interest rate is typically a fixed rate of interest as specified by each lender.
- Tenor:** The tenor of our working capital facilities is typically for one year and the tenor the term loan facilities availed by us typically ranges from four years to five years.
- Security:** In terms of our borrowings where security needs to be created, we are typically required to among the others:
 - Hypothecation over our present and future movable and current assets;
 - Equitable mortgage over some of our and promoter group immovable properties;
 - Hypothecation of vehicles/machineries purchased out of term loans;
 - Personal guarantees by our Promoters in favour of lenders;

This is an indicative list and there may be additional requirements for creation of security under the various borrowing arrangements entered into by us.

- Re-payment:** The working capital facilities are typically repayable on demand. The repayment period for term loans availed is typically monthly or quarterly installments.
- Restrictive Covenants:** Our financing arrangements entail various conditions and covenants restricting certain corporate actions

and we are required to take the prior approval of the lender before carrying out such activities, without which, it would result in an event of default under the financing arrangements. Written consents/approvals are required for the actions, including but not limited to, the following:

- Change / vary the constitution, name, location of the unit, product line, technical process and machinery, go-down.
- Any change in the management of the Company.
- No dividend to be declared and no withdrawal in form of salary/remuneration/incentive/commission will be paid to promoters/ directors in case of over dues.
- Promoter's shares should not be pledged.
- Effect any adverse changes in Company's capital structure or controlling ownership.
- Formulate any scheme of amalgamation or merger or reconstruction.
- Approach capital Market for mobilizing additional resources either in the form of debt or equity.
- Sell or dispose off or create security or encumbrances on the assets charged to the bank in favour of another bank, financial institution, company, firm, individual.

6. ***Events of Default:*** Our financing arrangements specify the occurrence of certain events as events of default, some of which are listed below. The events of defaults, including but not limited to, are as follows:

- Default in repayment of facilities or repayment of interest;
- Diversion / siphoning off or utilizing the funds for other purpose other than for which it is granted;
- Breach of any representation, warranty or undertaking;
- Non-compliance with the terms of the agreements/sanction letters;
- Winding up, dissolution or re-organization or appointment of a receiver, trustee or similar officer on its assets particularly on hypothecated asset;

7. ***Consequences of occurrence of events of default:*** In terms of the sanction letters /agreements, the following, among others, are the consequences of occurrence of events of default our Company may undertake and agrees to pay the default interest as stipulated in the sanction letter / agreements

- Sell/realize/recover and dispose of all or any part of the hypothecated asses by public auction or tender or private contract and appropriate from the proceeds realized;
- Enforce/realize/settle/compromise/refer to arbitration and deal with any rights or claim in respect of the hypothecated assets and to complete any engagements and carry on the business of the Company through agents, managers or otherwise without being bound to exercise those powers;

SECTION VI: LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS

Except as stated in this section, there are no (i) outstanding criminal proceedings involving our Company, Directors, Subsidiary, Group Entities or Promoters; (ii) actions taken by statutory or regulatory authorities against our Company, Directors, Subsidiary, Group Entities or Promoters; (iii) outstanding claims involving our Company, Directors, Subsidiary, Group Entities or Promoters for any direct and indirect tax liabilities; (iv) outstanding material civil litigation involving our Company, Directors, Subsidiary, Group Entities and Promoters in terms of the materiality policy determined by our Board; (v) inquiries, inspections or investigations initiated or conducted under the Companies Act against our Company, Subsidiary, Group Entities in the last five years immediately preceding the year of this Draft Red Herring Prospectus, and if there were prosecutions filed (whether pending or not); (vi) fines imposed or compounding of offences for our Company, Subsidiary, Group Entities under the Companies Act in the last five years immediately preceding the year of this Draft Red Herring Prospectus; (viii) material frauds committed against our Company, Subsidiary, Group Entities in the last five years immediately preceding the date of this Draft Red Herring Prospectus; (ix) any other litigation involving our Company, Directors, Subsidiary, Group Entities Promoters or any other person, whose outcome could have a material adverse impact on our Company; (x) outstanding dues to small scale undertakings and other creditors of our Company, Subsidiary, Group Entities (xi) pending proceedings initiated against our Company, Subsidiary, Group Entities for economic offences and (xii) defaults and non-payment of statutory dues.

Further, it is clarified that for the purpose of the above, pre-litigation notices received by our Company, Directors, Subsidiary, Group Entities or Promoters, from third parties (excluding statutory / regulatory authorities or notices threatening criminal action) shall, in any event, not be evaluated for materiality until such time that our Company, Directors, Subsidiary, Group Entities or Promoters are impleaded as defendants in litigation proceedings before any judicial forum.

I. Litigation involving our Company:

A. Outstanding criminal litigation involving our Company

a. Criminal proceedings against our Company

There are no outstanding criminal proceedings against our Company.

b. Criminal proceedings by our Company

There are no outstanding criminal proceedings by our Company.

B. Outstanding Civil litigation involving our Company

As regards civil litigation, given the nature and extent of operations of our Company, our Board has, pursuant to its resolution dated May 09, 2018, considered civil litigation by or against the Company before any judicial forum and having a monetary impact in excess of ₹10 million as being material for the Company. In the event of civil litigation wherein a monetary liability is not quantifiable, such litigation shall be considered as material only in the event that the outcome of such litigation has a bearing on the business, operations, financial position or reputation of the Company.

a. Civil litigation proceedings against our Company

There are no outstanding civil proceedings against our Company.

b. Civil litigation proceedings by our Company

Parties: Penver Products Private Limited (“**Petitioner**”) vs. The Deputy Director Fisheries and The Assessing Officer (“**Respondent**”).

Case Details: WP(C) No. 37568/2015 before the High Court of Kerala, Ernakulam.

Brief Facts: The Petitioner has filed a writ petition before the High Court of Kerala, Ernakulam against the notices issued by the Respondent with respect to levy of cess under the Kerala Fishermen's Allied Workers Welfare Cess Act. The Petitioner states that, the High Court has admitted and heard the writ petition 30322/2010 filed by the Sea Food Exporters Association of India, challenging the constitutional validity of the Kerala Fishermen's and Allied Workers Welfare Fund Cess Act, and the same has been reserved for order on November 02, 2012. Subsequently, similar notices were issued by the Respondent and the same was challenged before this Court, and the Court was pleased to admit and stay all further proceedings. The Petitioner alleges that, despite the Respondent being fully aware of the aforesaid writ petitions filed and the subsequent stay on them, the Respondent has gone ahead issuing notices to the Petitioner under the said Act. The Petitioner being apprehensive of the fact that the Respondent will pass orders without hearing the Petitioner and ignoring the directions of the High Court filed the aforesaid writ petitions. On June 15, 2016, the High Court has passed an order staying all the proceedings till further orders.

Status: The status of the case is pending further adjudication

C. Action by statutory or regulatory authorities against our Company

There has been no action by statutory or regulatory authorities against Company.

D. Tax proceedings involving our Company

Set out herein below are claims relating to direct taxes involving our Company.

Nature of the case	Number of cases	Amount involved (in ₹ million)
Direct Tax	1	0.37

E. Proceedings initiated against our Company for economic offences

As on the date of this Draft Red Herring Prospectus, there have been no proceedings initiated against our Company for economic offences.

F. Details of fines imposed or compounding of offences under the Companies Act in the last five years immediately preceding the year of this Draft Red Herring Prospectus.

As on the date of this Draft Red Herring Prospectus, there have been no fines imposed or compounding of offences under the Companies Act in the last five years.

G. Details of defaults or non-payment of statutory dues.

There have been no instances of non-payment of statutory dues by our Company.

H. Material frauds against our Company in the last five years immediately preceding the year of this Draft Red Herring Prospectus.

As of the date of this Draft Red Herring Prospectus, there have been no material frauds committed against our Company in the last five years.

I. Details of any inquiry, inspection or investigation initiated or conducted under the Companies Act in the last five years immediately preceding the year of this Draft Red Herring Prospectus and if there were prosecutions filed (whether pending or not).

There have been no inquiries, inspections or investigations initiated or conducted under the Companies Act in the last five years against our Company.

J. *Outstanding litigation involving any other persons or companies whose outcome could have an adverse effect on our Company.*

There is no outstanding litigation against any other persons or companies whose outcome could have an adverse effect on our Company.

II. Litigation involving our Subsidiary

There has been no litigation involving our Subsidiary.

III. Litigation involving our Group Companies

A. *Outstanding criminal litigation involving our Group Companies*

a. Criminal proceedings against our Group Companies

There are no outstanding criminal proceedings against our Group Companies.

b. Criminal proceedings by our Group Companies

There are no outstanding criminal proceedings by our Group Companies.

B. *Outstanding Civil litigation involving our Group Companies*

a. Civil litigation proceedings against our Group Companies

There are no outstanding civil proceedings against our Group Companies.

b. Civil litigation proceedings by our Group Companies

There are no outstanding civil proceedings against our *Group Companies*.

C. *Action by statutory or regulatory authorities against our Group Companies.*

There has been no action by statutory or regulatory authorities against Group Companies.

D. *Tax proceedings involving our Group Companies*

There have been no tax proceedings involving our Group Companies.

IV. Litigation involving our Promoters

A. *Outstanding criminal litigation involving our Promoters*

a. Criminal proceedings against our Promoters.

Parties: State Station House Officer, Ozili Police Station, S.P.S.R. Nellore District (“**Complainant**”) vs. Ganta Madhu Krishna and Ors (“**Accused**”).

Case Details: Case before the Court of Judicial Magistrate of First Class, Naidupet. IA No. 1 of 2018 in CRLP. No: 1149 of 2018 before the High Court of Judicature at Hyderabad for the state of Telangana and state of Andhra Pradesh.

Brief Facts: The Complainant has alleged that, on January 1, 2018 at 00.30 hours, its ASI received information about notice pollution for the new year party held at Gayathri Gardens, Chillanmanchenu village. The ASI and his team took the organizer in custody for public nuisance and argument with the police team. Further, it is alleged that, the argument between the organizers and the police continued and the police took the people including the Director of the Company Madhukrishna Ganta in custody and enquired them in the presence of mediators. Subsequently, the ASI and his team arrested the people and

informed them the reasons for arrest in the presence of the mediators and the mahazarnama was prepared accordingly. Consequently, the police filed FIR against all the people present there, including our director Madhukrishna Ganta along with certain key employees of the Company.

The other people named in the complaint are – (a) Paruchuri Giridhar, (b) Duggirala Gopala Krishna (c) Kandula Venkata Sudheer (d) Marani Prasad (e) Kothapalli Rama Chandra (f) Ganta Krishna (g) Kollapudi Subbaiah (h) Appasani Veera Venkata Sathya Vara Prasad (i) Mullapudi Srinivasu (j) Vidiyala Phani (k) Goudapedu Tajesh (l) Annangi Krishnaiah (m) Vegi Avinash.

The Accused filed an application for bail on January 2, 2018 before the Judicial Magistrate First Class, Naidupet, wherein they denied the allegations, however, the bail was rejected January 08, 2018. Subsequently, another bail application was filed by the Accused on January 9, 2018, and the same was granted by the Court on January 12, 2018. Further, the Accused has filed a petition before the High Court of Hyderabad, for the State of Telangana and State of Andhra Pradesh bearing CrI. P. No. 1149/2018, praying for the stay on all further aforesaid proceedings including the attendance of the Accused in the police station or the Court pending the disposal of the aforesaid petition. On February 5, 2018, the High Court has stayed all the proceedings by the Complainant until further orders.

Status: The status of the case is pending further adjudication.

b. *Criminal proceedings by our Promoters*

There are no outstanding criminal proceedings by our Promoters.

B. *Outstanding Civil litigation involving our Promoters*

a. *Civil litigation proceedings against our Promoters*

There are no outstanding civil proceedings against our Promoters.

b. *Civil litigation proceedings by our Promoters*

There are no outstanding civil proceedings by our Promoters.

C. *Action by statutory or regulatory authorities against our Promoters*

There has been no action by statutory or regulatory authorities against Promoters

D. *Tax proceedings involving our Promoters*

There have been no tax proceedings involving our Directors.

E. *Outstanding litigation involving any other persons or companies whose outcome could have an adverse effect on our Promoters.*

There is no outstanding litigation against any other persons or companies whose outcome could have an adverse effect on our Director.

V. *Litigation involving our Directors other than Promoters*

A. *Outstanding criminal litigation involving our Directors*

a. *Criminal proceedings against our Directors.*

There have been no criminal proceedings against our Directors.

b. Criminal proceedings by our Directors.

There have been no criminal proceedings by our Directors.

B. Outstanding Civil litigation involving our Directors

a. Civil litigation proceedings against our Directors

There are no outstanding civil proceedings against our Directors.

b. Civil litigation proceedings by our Directors

There are no outstanding civil proceedings by our Directors.

C. Action by statutory or regulatory authorities against our Directors

There has been no action by statutory or regulatory authorities against Directors.

D. Tax proceedings involving our Directors

There have been no tax proceedings involving our Directors.

E. Outstanding litigation involving any other persons or companies whose outcome could have an adverse effect on our Directors.

There is no outstanding litigation against any other persons or companies whose outcome could have an adverse effect on our Directors.

VI. Material Developments

Other than as disclosed in the section “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” on page 296 of this DRHP, in the opinion of the Board, there has not arisen, since the date of the last Restated Financial Statements included in this Draft Red Herring Prospectus, any circumstance that materially and adversely affects or is likely to affect the trading or profitability of our Company taken as a whole or the value of its consolidated assets or its ability to pay its liabilities over the next 12 months.

Outstanding dues to the creditors

As of March 31, 2018, we had 406 creditors. The aggregate amount outstanding to such creditors on a consolidated basis as of March 31, 2018 was ₹ 380.63 million.

All creditors of the Company to whom the amount due by the Company exceeds ₹ 19.03 million, i.e., 5% of the consolidated trade payables of the Company as on March 31, 2018, on a consolidated basis based on the Restated Financial Statements, shall be considered material.

The material dues owed to small scale undertakings and other creditors as at March 31, 2018, is set out below:

Material creditors	Number of cases	Amount involved (in ₹ million)
Small scale undertakings	-	-
Other creditors	4	150.11

The details pertaining to net outstanding dues towards our creditors are available on the website of our Company at www.penverproducts.com. It is clarified that any other details available on our website do not form a part of this Draft Red Herring Prospectus.

GOVERNMENT AND OTHER APPROVALS

We have set out below an indicative list of material approvals obtained by our Company and our Subsidiary. In view of the approvals listed below, our Company can undertake the Issue and our Company and Subsidiary can undertake their current business activities and no material approvals, permissions, consents, licenses or registrations from any governmental or regulatory authority are required to undertake the Issue or continue their business activities. It must be distinctly understood that, in granting these approvals, the government or regulatory authorities do not take any responsibility for our financial soundness or for the correctness of any of the statements made or opinions expressed in this behalf. Certain approvals may lapse in their normal course or have not been obtained by our Company and by our Subsidiary shall either make an application to the appropriate authorities for grant or renewal of such approvals or are in the process of making such applications. Unless otherwise stated, these approvals are valid as of the date of this Draft Red Herring Prospectus. For details in connection with the regulatory and legal framework within which our Company and our Subsidiary operate, please see “*Regulations and Policies*” on page 160.

I. Approvals relating to the Issue

For the approvals and authorizations obtained by our Company and the Promoter Selling Shareholders in relation to the Issue, see “*Other Regulatory and Statutory Disclosures – Authority for the Issue*” on page 328.

II. Incorporation Details of our Company

- a. A Certificate of incorporation dated March 18, 1999, issued by the Registrar of Companies, Kerala.
- b. A Fresh certificate of incorporation dated February 23, 2018 issued by the Registrar of Companies, Ernakulam under the Companies Act, 2013, consequent to conversion to a public limited company.

III. Approvals in relation to our Business operations

Our Company is required to obtain various approvals for conducting its business. The material registrations and approvals generally required to be obtained by our Company in respect of its business operations in India include the following:

In relation to our premises situated in Aroor, Kerala

- a. Factory license issued by the Department of Factories and Boilers, Kollam, under the provisions of Factories Act, 1948 and the Kerala Factories Rules, 1957.
- b. Factory Stuffing Permission issued by the Office of the Commissioner of Customs, Cochin under the provisions of the Customs Act, 1962.
- c. Certificate of Registration issued by the Employees State Insurance Corporation, Cochin under the provisions of the Employees State Insurance Act, 1948.
- d. Certificate of Verification issued by the Assistant Controller, Office of Legal Metrology, Kerala under the provisions of Legal Metrology Act, 2009, Standards of Weights and Measures (Enforcement) Act, 1985 and Standards of Weights and Measures (Enforcement) Rules 1992.
- e. Integrated Consent issued by the Environmental Engineer, Kerala State Pollution Control Board for operation of industrial plant, under the provisions of the Water (Prevention & Control of Pollution) Act, 1974, the Air (Prevention & Control of Pollution) Act, 1981 and the Hazardous Waste (Management, Handling and Transboundary) Rules, 2008.
- f. Transfer order issued by the General Manager, District Industries Centre, Alappuzha, in relation to the transfer of land to the extent of 68 cents comprised in Sy. No. 408/9-3, 408/17-1, 408/9B-2, B4, B3/2, 409/8B6 and 409/D2 of Aroor Village, Cherthala Taluk in chemical industrial estate, Aroor, from M/s Aswaplas to the Company.

- g. Transfer order issued by the General Manager, District Industries Centre, Alappuzha, in relation to the transfer of the unit housed in Sy. No. 410/1 and 411/1A of Aroor Village, Chertala Taluk, Alappuzha District from M/s Roshan Foods Private Limited to Srithe Company.
- h. D&O License issued by the Secretary, Aroor Grama Panchayath, under the provisions of the Kerala Panchayath Raj Act, 1994 and related Rules.
- i. Received “**Certificate of Approval**” from the Export Inspection Council of India for exporting *Freezing of Raw Fish & Fishery Products (Block/Blast) Shrimps (Sea caught & Aquaculture) Cephalopods/Histamine & Non-Histamine Forming Fishes* to all countries including Australia (except for frozen uncooked prawns) & excluding Customs Union.
- j. Registration cum Membership Certificate from the Marine Products Exports Development Authority as a Manufacturer Exporter.
- k. Certificate of Registration of Cold Storage, Peeling sheds, Processing Plants issued by the Deputy Director of the Marine Products Export Development Authority, Kochi under the Marine Products Export Development Authority Rules, 1972.

In relation to our premises situated in Nellore, Andhra Pradesh

- a. Factory license issued by the Deputy Chief Inspector of Factories, Nellore, under the provisions of Factories Act, 1948 and rules there under.
- b. Certificate of Approval issued by the Export Inspection Council of India, Ministry of Commerce and Industry under the provision of Export of Fresh, Frozen and Processed Fish and Fishery Products (Quality Control, Inspection and Monitoring) Rules, 1995.
- c. Factory Stuffing Permission issued by the Office of the Commissioner of Customs, Vijayawada under the provisions of the Customs Act, 1962.
- d. Certificate of Registration of Cold Storage, Peeling sheds Processing Plants issued by the Deputy Director of the Marine Products Export Development Authority, Chennai under the Marine Products Export Development Authority Rules, 1972.
- e. Certificate of Registration issued by the Employees State Insurance Corporation, Sub Regional Office, Vijayawada under the provisions of the Employees State Insurance Act, 1948.
- f. Certificate of Verification issued by the District Inspector, Office of the Controller, Legal Metrology, Hyderabad, under the provisions of the Legal Metrology Act, 2009.
- g. Consent and authorization orders issued by the Joint Chief Environmental Engineer, Andhra Pradesh Pollution Control Board for operation of industrial plant under the provisions of the Water (Prevention & Control of Pollution) Act, 1974, the Air (Prevention & Control of Pollution) Act, 1981 and the Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016.
- h. No objection certificate issued by A.P. State Disaster Response and Fire Services Department, Government of Andhra Pradesh for occupancy of “Constructed Non Multi Storeyed Building”.
- i. Land conversion order issued for the conversion of land to non-agricultural purpose issued by the Competent Authority and Revenue Divisional Officer, Gudur, under the Andhra Pradesh Agricultural land (conversion for non agricultural purpose) Act, 2006 for the land situated at Chillakur Mandal, Oduru Village, S No. 371, 499, 500, 501 & 503 extent Ac. 7.36.
- j. Land conversion order issued for the conversion of land to non-agricultural purpose issued by the Competent Authority and Revenue Divisional Officer, Gudur, under the Andhra Pradesh Agricultural land (conversion for non agricultural purpose) Act, 2006 for the land situated at Chillakur Mandal, Odur Village, S.No. 497 etc, extent Ac. 15.51.

- k. Land conversion order issued for the conversion of land to non-agricultural purpose issued by the Competent Authority and Revenue Divisional Officer, Gudur, under the Andhra Pradesh Agricultural land (conversion for non agricultural purpose) Act, 2006 for the land situated at Chillakur Mandal, Thamminapatnam Village, S No. 62/1A etc, extent Ac. 15.56.
- l. Certificate of Approval towards electrical installation of voltage exceeding 650V under the Electricity Act, 2003 and Central Electricity Authority (Measures relating to Safety and Electric Supply) Regulations, 2010, issued by the Director of Electrical Safety and Chief Electrical Inspector to Government (FAC).
- m. Self-Sealing Permission issued by Commissioner of Customs (Preventive), Vijayawada, under the provisions of Customs Act, 1962.
- n. Received “**Certificate of Approval**” from the Export Inspection Council of India for exporting *Freezing of Raw/Blanched/Cooked Fish & Fishery Products* to all countries excluding Australia & Custom Union.

IV. Tax related and other approvals obtained by our Company

- a. Permanent Account Number AABCP9603J issued by the Commissioner of Income Tax Department under the Income Tax Act, 1961.
- b. Tax Deduction account number CHNP00875A issued by the Income Tax Department, Government of India under the Income Tax Act, 1961.
- c. Certificate of Registration issued by the Government of India and Government of Kerala under the Central Goods and Services Tax Act, 2017.
- d. Certificate of Registration issued by the Government of India and Government of Andhra Pradesh under the Central Goods and Services Tax Act, 2017.
- e. Registration for Employees’ Provident Fund issued under the provisions of Employees’ Provident Fund and Miscellaneous Provisions Act, 1952.
- f. Certificate of Importer Exporter Code IE Code 1000004856 issued by Ministry of Commerce and Industry, Government of India under the provisions of Foreign Trade (Regulation) Rules, 1993.
- g. Certificate of Recognition for Three Star Export House, issued by Director General of Foreign Trade.
- h. Registration Cum Membership Certificate issued by the Joint Director of the Marine Products Export Development Authority, under the Marine Products Export Development Authority Rules, 1972.

V. Approvals which have expired and for which renewal applications have been made by our Company

In relation to our premises situated in Aroor, Kerala.

- a. Application for Renewal of Approval submitted to the Officer in Charge, Export Inspection Agency- Kochi, for renewal of Approval issued by the Export Inspection Council of India, Ministry of Commerce and Industry under the provision of Export of Fresh, Frozen and Processed Fish and Fishery Products (Quality Control, Inspection and Monitoring) Rules, 1995.
- b. Application for License/Renewal of License under Food Safety and Standards Act, 2006, for renewal of the FSSAI License issued by the Central Licensing Authority of Food Safety & Standards Authority of India, under the provisions of Food Safety & Standards Act, 2006 and Food Safety & Standards (Licensing and Registration of Food Businesses) Regulation, 2011.




In relation to our premises situated in Nellore, Andhra Pradesh

- a. Land Conversation Application submitted to the RDO, Gudur division, for the conversion of the land bearing Sy. No. 499-3, 421-3F, 421-5, 499-1A2, 426-a1, 427-1, 499-1A1 situated at Chillakar Manda, Gudur, Andhra Pradesh.

VI. Intellectual Property

A. Trademark registration obtained by our Company

Registered trademarks obtained by our Company

SL No.	Application Number	Date of Application	Description of the Trademark	Class	Status
1.	1954057	April 21, 2010		43	Registered
2.	1744576	October 16, 2008		29	Registered
3.	1744575	October 16, 2008		35	Registered
4.	3682995	November 20, 2017	Tastematic (Wordmark)	29	Registered

B. Design registrations obtained by our Company

Nil

C. Patent registrations obtained by our Company

Nil

D. Registered Domain names relating to our Company

Sl. No.	Domain Name	Valid Up to
1.	penverproducts.com	March 23, 2019

VII. Approvals required for which no application has been made by our Company

Nil

VIII. Approvals which have expired and for which renewal applications have been made by our Company



Nil

IX. Approvals which have expired and for which renewal applications are yet to be made by our Company

Nil

X. Approvals for which applications have been made by our Company but are currently pending grant

Pending trademarks applications

SL No.	Application Number	Date of Application	Description of the Trademark	Class	Status
1.	3715809	December 30, 2017		29	Objected
2.	3682998	November 20, 2017	Tastematic (Wordmark)	43	Objected
3.	3845890	May 29, 2018		29	Formalities Chk Pass

XI. Approvals in relation to our Subsidiary, Gayathri Aqua Sea Foods Exports Private Limited

Our Subsidiary is required to obtain various approvals for conducting its business. The material registrations and approvals generally required to be obtained by our Subsidiary in respect of its business in India include the following:

- a. Certificate of Registration of Establishment under the Andhra Pradesh (Issuance of Integrated Registration and Furnishing of Combined Returns under various Labour Laws by certain Establishments) Act, 2015 for its registered office and three (3) other branch offices.

A. Tax related approvals

- a. Permanent Account Number AAFCG9143G issued by the Commissioner of Income Tax Department under the Income Tax Act, 1961.
- b. Tax Deduction account number VPNG02962B issued by the Income Tax Department, Government of India under the Income Tax Act, 1961.
- c. Certificate of Registration issued by the Government of India and Government of Andhra Pradesh under the Central Goods and Services Tax Act, 2017.

XII. Approvals required for which no application has been made by our Subsidiary

Nil

XIII. Approvals which have expired and for which renewal applications have been made by our Subsidiary

Nil

XIV. Approvals which have expired and for which renewal applications are yet to be made by our Subsidiary

Nil

XV. Approvals for which applications have been made by our Subsidiary but are currently pending grant

Nil.

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Issue

Our Board has approved the Fresh Issue pursuant to the resolution passed at their meeting held on May 09, 2018 and our Shareholders have approved the Fresh Issue pursuant to a shareholders' resolution passed at the meeting held on May 14, 2018 under Section 62(1) (c) of the Companies Act, 2013.

Our Company received in-principle approvals from BSE and NSE for the listing of the Equity Shares pursuant to letters dated [●] and [●], respectively.

The Promoter Selling Shareholders have consented to the inclusion of their component of the Offered Shares in the offer for Sale as set out below:

SL. No.	Name of the Promoter Selling Shareholder	Date of consent letter	Number of Equity Shares offered for Sale
1.	Philips Thomas	May 18, 2018	1,027,000
2.	Vinod Kumar K P	May 18, 2018	1,027,000
3.	Madhukrishna Ganta	May 18, 2018	1,027,000
4.	Abdul Kareem A	May 18, 2018	1,027,000

The Board of Directors has by way of a resolution dated May 09, 2018, taken on record the total number of Equity Shares proposed to be offered by the Promoter Selling Shareholders.

The Promoter Selling Shareholders have confirmed that the Equity Shares proposed to be offered and sold by them in the Offer for Sale have either been held by them for a period of at least one year prior to the filing of the Draft Red Herring Prospectus or were issued as a bonus shares for the Equity Shares held by them for a period of at least one year prior to the filing of the Draft Red Herring Prospectus and that such Equity Shares are free from any lien, charge, encumbrance or contractual transfer restrictions.

The Promoter Selling Shareholders have also confirmed that they are the legal and beneficial owner of the Equity Shares being offered under the Offer for Sale.

Prohibition by SEBI or other Governmental Authorities

Our Company, our Promoters, our Promoter Group, our Directors, our Group Companies or persons in control of our Company and the Promoter are not prohibited or debarred from accessing or operating in capital markets or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI or any other regulatory or governmental authority.

The companies, with which our Promoters, Directors or persons in control of our Company and the Promoter Selling Shareholders are or were associated as promoter, directors or persons in control have not been prohibited from accessing or operating in capital markets or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI or any other regulatory or governmental authority.

None of our Directors or the entities that our Directors are associated with is engaged in securities market related business and is registered with SEBI.

There has been no action taken by SEBI against our Directors or any of the entities in which our Directors are involved in as promoter or directors.

The listing of securities of our Company has never been refused at any time by any stock exchange in India or abroad.

Prohibition with respect to willful defaulters

Neither our Company or Subsidiary, nor our Promoter, the relatives of our Promoters, Promoter Group, Directors or Group Companies have been declared as willful defaulters by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by the RBI. There are no violations of securities laws committed by them in the past or are pending against them.

Each of the Promoter Selling Shareholders specifically confirms that it has not been declared as a wilful defaulter by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the RBI. Further, there have been no violations of securities laws committed by any of them in the past or are currently pending against them.

The transfer of Equity Shares, pursuant to the Offer, from NRIs to non-resident Allottees shall be subject to the prior approval of the RBI in accordance with the provisions of the FEMA Regulations.

Eligibility for the Issue

Our Company is eligible for the Issue in accordance with the Regulation 26(1) of the SEBI ICDR Regulations as explained under the eligibility criteria calculated in accordance with the Restated Financial Statements, prepared in accordance with the Companies Act and restated in accordance with the SEBI ICDR Regulations:

- The Company has net tangible assets of at least ₹ 30 million in each of the preceding three full financial years (i.e., financial years ended 2018, 2017 and 2016) of which not more than 50% are held in monetary assets, calculated on a restated consolidated and standalone basis;
- Our Company has a minimum average pre-tax operating profit of ₹ 150 million calculated on a restated and consolidated basis, during the three most profitable years (i.e. financial years ended 2018, 2017 and 2016) out of the immediately preceding five financial years i.e. financial years ended March 31, 2018, March 31, 2017, March 31, 2016, March 31, 2015 and March 31, 2014;
- Our Company has a net worth of at least ₹ 10 million in each of the three preceding three full financial years (i.e. financial years ended 2018, 2017 and 2016), calculated on a restated consolidated and standalone basis;
- The aggregate of the proposed Issue size and all previous issues made in the same financial year does exceed five times the pre-issue net worth of the Company as per the audited balance sheet of our Company for the preceding financial year, i.e. Financial Year 2018;
- Our Company has not changed its name within the last one year; and

Our Company's net profit, net worth and net tangible assets derived from the Restated Financial Statements included in this Draft Red Herring Prospectus as at, and for the last five financial years ended Financial Year 2018 are set forth below:

(₹ in million, unless otherwise state)

Particulars	Fiscal 2018		Fiscal 2017		Fiscal 2016		Fiscal 2015		Fiscal 2014	
	Standal one	Consoli dated	Standal one	Consoli dated	Standal one	Consoli dated	Standal one	Consoli dated	Standal one	Consoli dated
Net tangible asset	1,534.67	1,567.56	506.04	506.04	272.53	272.53	273.68	273.69	181.82	181.82
Monetary asset	39.87	39.99	53.46	53.46	81.76	81.76	59.72	59.72	15.18	15.18
Monetary asset as a percentage of the Net Tangible Assets	2.60%	2.55%	10.56%	10.56%	30.00%	30.00%	21.82%	21.82%	8.35%	8.35%
Pre-tax operating profits	570.48	625.41	198.95	198.95	51.96	51.96	51.29	51.29	80.37	80.37
Net worth	1,533.98	1,566.89	505.55	505.55	272.41	272.41	273.35	273.35	181.39	181.39

Further, in accordance with Regulation 26(4) of the SEBI ICDR Regulations, our Company shall ensure that the number of prospective Allottees to whom the Equity Shares will be allotted will be not less than 1,000 failing which, the entire application money shall be unblocked. In case of delay, if any, in unblocking the ASBA Accounts within such timeline as prescribed under applicable laws, our Company and the Promoter Selling Shareholders shall be liable to pay an interest on the application money in accordance with applicable laws for the period of delay.

Our Company is in compliance with the conditions specified in Regulation 4(2) of the SEBI ICDR Regulations, to the extent applicable.

Further, the entire requirement of funds towards objects of the Fresh Issue will be met from the Net Proceeds of the Fresh Issue. Accordingly, we confirm that there is no requirement for us to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised from the Fresh Issue.

DISCLAIMER CLAUSE OF SEBI

AS REQUIRED, A COPY OF THE DRAFT RED HERRING PROSPECTUS HAS BEEN SUBMITTED TO SEBI. IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE DRAFT RED HERRING PROSPECTUS TO SEBI SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE DRAFT RED HERRING PROSPECTUS. THE BRLMS, KARVY INVESTOR SERVICES LIMITED EMKAY GLOBAL FINANCIAL SERVICES LIMITED AND EQUIRUS CAPITAL PRIVATE LIMITED HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THIS DRAFT RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 IN FORCE FOR THE TIME BEING. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED ISSUE.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE DRAFT RED HERRING PROSPECTUS, THE PROMOTER SELLING SHAREHOLDERS WILL BE RESPONSIBLE ONLY FOR THE STATEMENTS CONFIRMED OR UNDERTAKEN BY THEM IN THE DRAFT RED HERRING PROSPECTUS IN RELATION TO THEMSELVES AND THEIR RESPECTIVE PROPORTION OF THE EQUITY SHARES OFFERED IN THE ISSUE, THE BRLMS ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY AND THE PROMOTER SELLING SHAREHOLDERS DISCHARGE THEIR RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BRLMS, KARVY INVESTOR SERVICES LIMITED, EMKAY GLOBAL FINANCIAL SERVICES LIMITED AND EQUIRUS CAPITAL PRIVATE LIMITED HAVE FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED JUNE 23, 2018, WHICH READS AS FOLLOWS:

WE, THE BOOK RUNNING LEAD MANAGERS TO THE ISSUE, STATE AND CONFIRM AS FOLLOWS:

- 1. WE HAVE EXAMINED VARIOUS DOCUMENTS INCLUDING THOSE RELATING TO LITIGATION LIKE COMMERCIAL DISPUTES, PATENT DISPUTES, DISPUTES WITH COLLABORATORS, ETC. AND OTHER MATERIAL DOCUMENTS IN CONNECTION WITH THE FINALISATION OF THE DRAFT RED HERRING PROSPECTUS DATED JUNE 23, 2018 (“DRAFT RED HERRING PROSPECTUS”) PERTAINING TO THE SAID ISSUE.**
- 2. ON THE BASIS OF SUCH EXAMINATION AND THE DISCUSSIONS WITH THE COMPANY, ITS DIRECTORS AND OTHER OFFICERS, OTHER AGENCIES, AND INDEPENDENT VERIFICATION OF THE STATEMENTS CONCERNING THE OBJECTS OF THE ISSUE, PRICE JUSTIFICATION AND THE CONTENTS OF THE DOCUMENTS AND OTHER PAPERS FURNISHED BY THE COMPANY AND THE PROMOTER SELLING SHAREHOLDERS, WE CONFIRM THAT:**
 - (A) THE DRAFT RED HERRING PROSPECTUS FILED WITH SECURITIES AND EXCHANGE BOARD OF INDIA (“SEBI”) IS IN CONFORMITY WITH THE DOCUMENTS, MATERIALS AND PAPERS RELEVANT TO THE ISSUE;**
 - (B) ALL THE LEGAL REQUIREMENTS RELATING TO THE ISSUE AS ALSO THE REGULATIONS, GUIDELINES, INSTRUCTIONS, ETC; FRAMED/ ISSUED BY SEBI, THE CENTRAL GOVERNMENT AND ANY OTHER COMPETENT AUTHORITY IN THIS BEHALF HAVE BEEN DULY COMPLIED WITH; AND**
 - (C) THE DISCLOSURES MADE IN THE DRAFT RED HERRING PROSPECTUS ARE TRUE, FAIR AND ADEQUATE TO ENABLE THE INVESTORS TO MAKE A WELL INFORMED DECISION AS TO THE INVESTMENT IN THE PROPOSED ISSUE AND SUCH DISCLOSURES ARE IN ACCORDANCE WITH THE REQUIREMENTS OF THE COMPANIES ACT, 2013, TO THE EXTENT IN FORCE PURSUANT TO**

NOTIFICATION, AND COMPANIES ACT, 1956 (WITHOUT REFERENCE TO THE PROVISIONS THEREOF THAT HAS CEASED TO HAVE EFFECT UPON NOTIFICATION OF THE SECTIONS OF THE COMPANIES ACT, 2013) ALONG WITH THE RELEVANT RULES MADE THEREUNDER, THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, AS AMENDED (THE “SEBI ICDR REGULATIONS”) AND OTHER APPLICABLE LEGAL REQUIREMENTS.

3. WE CONFIRM THAT BESIDES OURSELVES, ALL THE INTERMEDIARIES NAMED IN THE DRAFT RED HERRING PROSPECTUS ARE REGISTERED WITH SEBI AND THAT TILL DATE SUCH REGISTRATION IS VALID. – COMPLIED WITH / NOTED FOR COMPLIANCE
4. WE HAVE SATISFIED OURSELVES ABOUT THE CAPABILITY OF THE UNDERWRITERS TO FULFIL THEIR UNDERWRITING COMMITMENTS. - NOTED FOR COMPLIANCE.
5. WE CERTIFY THAT A WRITTEN CONSENT FROM THE PROMOTERS HAS BEEN OBTAINED FOR INCLUSION OF THEIR EQUITY SHARES AS PART OF THE PROMOTERS’ CONTRIBUTION SUBJECT TO LOCK-IN, AND THE EQUITY SHARES PROPOSED TO FORM PART OF PROMOTERS’ CONTRIBUTION SUBJECT TO LOCK-IN SHALL NOT BE DISPOSED/ SOLD/ TRANSFERRED BY THE PROMOTERS DURING THE PERIOD STARTING FROM THE DATE OF FILING THE DRAFT RED HERRING PROSPECTUS WITH THE SEBI TILL THE DATE OF COMMENCEMENT OF THE LOCK-IN PERIOD AS STATED IN THE DRAFT RED HERRING PROSPECTUS. – COMPLIED WITH TO THE EXTENT APPLICABLE AND NOTED FOR COMPLIANCE
6. WE CERTIFY THAT REGULATION 33 OF THE SEBI ICDR REGULATIONS, WHICH RELATES TO EQUITY SHARES INELIGIBLE FOR COMPUTATION OF PROMOTERS’ CONTRIBUTION, HAS BEEN DULY COMPLIED WITH AND APPROPRIATE DISCLOSURES AS TO COMPLIANCE WITH THE SAID REGULATION HAVE BEEN MADE IN THE DRAFT RED HERRING PROSPECTUS. - COMPLIED WITH AND NOTED FOR COMPLIANCE.
7. WE UNDERTAKE THAT SUB-REGULATION (4) OF REGULATION 32 AND CLAUSE (C) AND (D) OF SUB-REGULATION (2) OF REGULATION 8 OF THE SEBI ICDR REGULATIONS SHALL BE COMPLIED WITH. WE CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS’ CONTRIBUTION SHALL BE RECEIVED AT LEAST ONE DAY BEFORE THE OPENING OF THE ISSUE. WE UNDERTAKE THAT AUDITOR’S CERTIFICATE TO THIS EFFECT SHALL BE DULY SUBMITTED TO SEBI. WE FURTHER CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS’ CONTRIBUTION SHALL BE KEPT IN AN ESCROW ACCOUNT WITH A SCHEDULED COMMERCIAL BANK AND SHALL BE RELEASED TO THE COMPANY ALONG WITH THE PROCEEDS OF THE ISSUE. - NOT APPLICABLE.
8. WE CERTIFY THAT THE PROPOSED ACTIVITIES OF THE COMPANY FOR WHICH THE FUNDS ARE BEING RAISED IN THE PRESENT ISSUE FALL WITHIN THE ‘MAIN OBJECTS’ LISTED IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OR OTHER CHARTER OF THE COMPANY AND THAT THE ACTIVITIES WHICH HAVE BEEN CARRIED OUT UNTIL NOW ARE VALID IN TERMS OF THE OBJECT CLAUSE OF ITS MEMORANDUM OF ASSOCIATION. – COMPLIED WITH TO THE EXTENT APPLICABLE.
9. WE CONFIRM THAT NECESSARY ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT THE MONIES RECEIVED PURSUANT TO THE ISSUE ARE KEPT IN A SEPARATE BANK ACCOUNT AS PER THE PROVISIONS OF SUB-SECTION (3) OF SECTION 40 OF THE COMPANIES ACT, 2013, AND THAT SUCH MONIES SHALL BE RELEASED BY THE SAID BANK ONLY AFTER PERMISSION IS OBTAINED FROM ALL THE STOCK EXCHANGES MENTIONED IN THE PROSPECTUS. WE FURTHER CONFIRM THAT THE

AGREEMENT ENTERED INTO BETWEEN THE BANKERS TO THE ISSUE AND THE COMPANY AND THE PROMOTER SELLING SHAREHOLDERS SPECIFICALLY CONTAINS THIS CONDITION. - NOTED FOR COMPLIANCE. ALL MONIES RECEIVED OUT OF THE ISSUE SHALL BE CREDITED / TRANSFERRED TO A SEPARATE BANK ACCOUNT AS REFERRED TO IN SUB-SECTION (3) OF SECTION 40 OF THE COMPANIES ACT, 2013.

- 10. WE CERTIFY THAT A DISCLOSURE HAS BEEN MADE IN THE DRAFT RED HERRING PROSPECTUS THAT THE INVESTORS SHALL BE GIVEN AN OPTION TO GET THE SHARES IN DEMAT OR PHYSICAL MODE. - NOT APPLICABLE. UNDER SECTION 29 OF THE COMPANIES ACT, 2013, EQUITY SHARES IN THE ISSUE HAVE TO BE ISSUED IN DEMATERIALISED FORM ONLY.**
- 11. WE CERTIFY THAT ALL THE APPLICABLE DISCLOSURES MANDATED IN THE SEBI ICDR REGULATIONS HAVE BEEN MADE IN ADDITION TO DISCLOSURES WHICH, IN OUR VIEW, ARE FAIR AND ADEQUATE TO ENABLE THE INVESTOR TO MAKE A WELL INFORMED DECISION. – COMPLIED WITH**
- 12. WE CERTIFY THAT THE FOLLOWING DISCLOSURES HAVE BEEN MADE IN THE DRAFT RED HERRING PROSPECTUS: - COMPLIED WITH**
 - A. AN UNDERTAKING FROM THE COMPANY THAT AT ANY GIVEN TIME, THERE SHALL BE ONLY ONE DENOMINATION FOR THE EQUITY SHARES OF THE COMPANY; AND**
 - B. AN UNDERTAKING FROM THE COMPANY THAT IT SHALL COMPLY WITH SUCH DISCLOSURE AND ACCOUNTING NORMS SPECIFIED BY SEBI FROM TIME TO TIME.**
- 13. WE UNDERTAKE TO COMPLY WITH THE REGULATIONS PERTAINING TO ADVERTISEMENT IN TERMS OF THE SEBI ICDR REGULATIONS WHILE MAKING THE ISSUE. – NOTED FOR COMPLIANCE.**
- 14. WE ENCLOSE A NOTE EXPLAINING HOW THE PROCESS OF DUE DILIGENCE HAS BEEN EXERCISED BY US IN VIEW OF THE NATURE OF THE CURRENT BUSINESS BACKGROUND OF THE COMPANY, SITUATION AT WHICH THE PROPOSED BUSINESS STANDS, THE RISK FACTORS, PROMOTERS' EXPERIENCE, ETC.**
- 15. WE ENCLOSE A CHECKLIST CONFIRMING REGULATION-WISE COMPLIANCE WITH THE APPLICABLE PROVISIONS OF THE SEBI ICDR REGULATIONS, CONTAINING DETAILS SUCH AS THE REGULATION NUMBER, ITS TEXT, THE STATUS OF COMPLIANCE, PAGE NUMBER OF THE DRAFT RED HERRING PROSPECTUS WHERE THE REGULATION HAS BEEN COMPLIED WITH AND OUR COMMENTS, IF ANY.**
- 16. WE ENCLOSE STATEMENT ON 'PRICE INFORMATION OF PAST ISSUES HANDLED BY THE BRLMs (WHO ARE RESPONSIBLE FOR PRICING THIS ISSUE), AS PER FORMAT SPECIFIED BY SEBI THROUGH CIRCULAR.**
- 17. WE CERTIFY THAT PROFITS FROM RELATED PARTY TRANSACTIONS HAVE ARISEN FROM LEGITIMATE BUSINESS TRANSACTIONS. – COMPLIED WITH TO THE EXTENT OF THE RELATED PARTY TRANSACTIONS OF THE COMPANY REPORTED, IN ACCORDANCE WITH RELEVANT ACCOUNTING STANDARD, IN THE FINANCIAL STATEMENTS INCLUDED IN THE DRAFT RED HERRING PROSPECTUS AS CERTIFIED BY M/s. BSJ & ASSOCIATES, CHARTERED ACCOUNTANTS BY WAY OF A CERTIFICATE DATED JUNE 12, 2018.**

18. WE CERTIFY THAT THE ENTITY IS ELIGIBLE UNDER 106Y(1)(A) OR (B) (AS THE CASE MAY BE) TO LIST ON THE INSTITUTIONAL TRADING PLATFORM UNDER CHAPTER XC OF THESE REGULATIONS (IF APPLICABLE) - NOT APPLICABLE.

The filing of this Draft Red Herring Prospectus does not, however, absolve any person who has authorised the issue of this Draft Red Herring Prospectus from any liabilities under Section 34 or Section 36 of the Companies Act, 2013 or from the requirement of obtaining such statutory and/or other clearances as may be required for the purpose of the Issue. SEBI further reserves the right to take up at any point of time, with the BRLMs, any irregularities or lapses in this Draft Red Herring Prospectus.

The filing of this Prospectus does not absolve the Promoter Selling Shareholders from any liabilities to the extent of the statements made by it in respect of itself and of the Equity Shares offered by such Promoter Selling Shareholders, as part of the Issue, under Section 34 or Section 36 of Companies Act, 2013, as amended.

All legal requirements pertaining to the Issue will be complied with at the time of filing of the Red Herring Prospectus with the RoC in terms of Section 32 of the Companies Act, 2013. All legal requirements pertaining to the Issue will be complied with at the time of registration of the Prospectus with the RoC in terms of Sections 26, 30 and 32 of the Companies Act, 2013.

Caution - Disclaimer from our Company, the Promoter Selling Shareholders, our Directors and the BRLMs

Company, the Promoter Selling Shareholders, our Directors and the BRLMs accept no responsibility for statements made otherwise than in this Draft Red Herring Prospectus or in the advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information, including our Company's website www.penverproducts.com or the respective websites of our Subsidiary or Group Companies, would be doing so at his or her own risk.

The BRLMs accept no responsibility, save to the limited extent as provided in the Issue Agreement entered into among the BRLMs, the Promoter Selling Shareholders and our Company dated May 21, 2018, and the Underwriting Agreement to be entered into between the Underwriters, the Promoter Selling Shareholders and our Company.

All information shall be made available by our Company, the Promoter Selling Shareholders and the BRLMs to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever, including at road show presentations, in research or sales reports, at bidding centres or elsewhere.

None among our Company, our Directors, the Promoter Selling Shareholders or any member of the Syndicate is liable for any failure in downloading the Bids due to faults in any software/ hardware system or otherwise.

Bidders who Bid in the Issue will be required to confirm and will be deemed to have represented to our Company, the Promoter Selling Shareholders, Underwriters and their respective directors, officers, agents, affiliates, and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares and will not issue, sell, pledge, or transfer the Equity Shares to any person who is not eligible under any applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares.

Our Company, the Promoter Selling Shareholders, Underwriters and their respective directors, officers, agents, affiliates, and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares.

The BRLMs and their respective associates and affiliates may engage in transactions with, and perform services for our Company, Promoters, the Promoter Selling Shareholders, Promoters Group, Subsidiary and Group Companies and their respective group companies, affiliates or associates or third parties in the ordinary course of business and have engaged, or may in the future engage, in commercial banking and investment banking transactions with or become customers or suppliers to our Company, the Promoter Selling Shareholders, Promoters, Promoter Group, Group Companies and their respective group companies, affiliates or associates or third parties, for which they have received, and may in the future receive, compensation.

Disclaimer in respect of Jurisdiction

This Issue is being made in India to persons resident in India (including Indian nationals resident in India who are competent to contract under the Indian Contract Act, 1872, HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in shares, Indian Mutual Funds registered with the SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under applicable trust law and who are authorized under their constitution to hold and invest in shares of public financial institutions as specified under section 2(72) of the Companies Act, venture capital funds, permitted insurance companies and pension funds, insurance funds set up and managed by the army and navy and insurance funds set up and managed by the Department of Posts, India) , Systemically important Non-Banking Financial Companies and Eligible NRIs. AIFs, FPIs and other eligible foreign investors (viz. FVCIs, multilateral and bilateral development financial institutions)

This Draft Red Herring Prospectus does not, however, constitute an invitation to subscribe to or purchase shares issued hereby in any jurisdiction other than India to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Draft Red Herring Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. Any dispute arising out of this Issue will be subject to the jurisdiction of appropriate court(s) in Kochi India only.

No action has been, or will be taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that this Draft Red Herring Prospectus had been filed with the SEBI for its observations. Accordingly, the Equity Shares represented thereby may not be offered or sold, directly or indirectly, and this Draft Red Herring Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Draft Red Herring Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company or our Subsidiary or our Group Companies since the date hereof or that the information contained herein is correct as of any time subsequent to this date.

The Equity Shares have not been and will not be registered under the U.S. Securities Act, 1933 or any other applicable law of the United States and, unless so registered, and may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws.

Accordingly, the Equity Shares are being offered and sold outside the United States in offshore transactions in reliance on Regulation S under the Securities Act.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Bidders are advised to ensure that any Bid from them does not exceed investment limits or maximum number of Equity Shares that can be held by them under applicable law.

Disclaimer clause of BSE

As required, a copy of this Draft Red Herring Prospectus has been submitted to BSE. The disclaimer clause as intimated by BSE to our Company, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus and the Prospectus prior to the RoC filing.

Disclaimer clause of the NSE

As required, a copy of this Draft Red Herring Prospectus has been submitted to NSE. The disclaimer clause as intimated by NSE to our Company, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus and the Prospectus prior to the RoC filing.

Filing

A copy of this Draft Red Herring Prospectus has been filed with SEBI at SEBI Southern Regional Office, Overseas Towers, 7th Floor, 756-L, Anna Salai, Chennai – 600 002, Tamil Nadu, India.

A copy of the Red Herring Prospectus, along with the documents required to be filed under Section 32 of the Companies Act, 2013 would be delivered for registration to the RoC and a copy of the Prospectus to be filed under Section 26 of the Companies Act, 2013 would be delivered for registration with RoC at 1st Floor, Company Law Bhawan, BMC Road Thikkakakra, P.O.Kakkanad, Kochi, Kerala – 682021, India.

Listing

The Equity Shares issued through the Red Herring Prospectus are proposed to be listed on the BSE and the NSE.

Initial listing applications will be made to the Stock Exchanges for permission to deal in and for an official quotation of the Equity Shares. [•] will be the Designated Stock Exchange with which the Basis of Allotment will be finalised.

If the permissions to deal in, and for an official quotation of, the Equity Shares are not granted by any of the Stock Exchanges mentioned above, our Company and the Promoter Selling Shareholders will forthwith repay, all moneys received from the Bidders/Applicants in pursuance of the Red Herring Prospectus as required by applicable law. If such money is not repaid within the prescribed time, then our Company and every officer in default shall be liable to repay the money, with interest, as prescribed under applicable law.

Subject to applicable law, a Promoter Promoter Selling Shareholders shall not be responsible to pay interest for any delay, unless such delay has been caused solely by such Selling Shareholder.

Our Company and the Promoter Selling Shareholders shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading of the Equity Shares at all the Stock Exchanges mentioned above are taken within six Working Days from the Issue Closing Date. If our Company does not Allot Equity Shares pursuant to the Issue within six Working Days from the Issue Closing Date or within such timeline as prescribed by SEBI, it shall repay without interest all monies received from bidders, failing which interest shall be due to be paid to the Bidders at the rate of 15% per annum for the delayed period.

Price information of past issues handled by the BRLMs (during the current financial year and two financial years preceding the current financial year)

A. Karvy Investor Services Limited

(i) Price information of past issues handled by KARVY

Sr. No.	Issue Name	Issue size (in ₹ million)	Issue price (₹)	Listing date	Opening price on listing date	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark] - 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark] - 180th calendar days from listing
1	KKV Agro Powers Limited	35.84	320.00	July 15, 2016	325.00	+0.78%, [+1.53%]	+0.94%, [+0.37%]	+10.94% [4.65%]
2	PSP Projects Limited	2,116.80	210.00	May 29, 2017	190.00	+24.05% [-0.97%]	+52.33%, [2.63%]	+103.21% [8.17%]
3	Apex Frozen Foods Limited	1,522.50	175.00	September 4, 2017	202.00	+75.54% [-0.54%]	+364.26%, [5.34%]	+299.71 [5.50%]

Source: www.nseindia.com

Notes:

- The S&P CNX NIFTY is considered as the Benchmark Index.
- Price on NSE is considered for all of the above calculations.
- In the event any day falls on a holiday, the price/index of the immediately preceding working day has been considered.

(ii) Summary statement of price information of past issues handled by KARVY

Fiscal Year	Total No. of IPOs	Total Funds Raised (₹in million)	No. of IPOs trading at discount – 30 th calendar days from listing			No. of IPOs trading at premium – 30 th calendar days from listing			No. of IPOs trading at discount – 180 th calendar days from listing			No. of IPOs trading at premium - 180th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2018-19*	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2017-18	2	3,639.30	-	-	-	1	-	1	-	-	-	2	-	-
2016-17	1	35.84	-	-	-	-	-	1	-	-	-	-	-	1

Source: www.nseindia.com

The information for each of the financial years is based on issues listed during such financial year.

* As on the date of DRHP

B. Emkay Global Financial Services Limited

(i) Price information of past issues handled by Emkay

Sr. No.	Issue Name	Issue size (in ₹ million)	Issue price (₹)	Listing date	Opening price on listing date	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
	Nil							

(ii) Summary statement of price information of past issues handled by Emkay

Fiscal Year	Total No. of IPOs	Total Funds Raised (₹in million)	No. of IPOs trading at discount – 30 th calendar days from listing			No. of IPOs trading at premium – 30 th calendar days from listing			No. of IPOs trading at discount – 180 th calendar days from listing			No. of IPOs trading at premium - 180th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2018-19*	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2017-18	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2016-17	-	-	-	-	-	-	-	-	-	-	-	-	-	-

Source: www.nseindia.com

The information for each of the financial years is based on issues listed during such financial year.

* As on the date of this DRHP

C. Equirus Capital Private Limited

(i) Price information of past issues handled by the Equirus is as follows :

Sr. No.	Issue Name	Issue size (in ₹ million)	Issue price (₹)	Listing date	Opening price on listing date	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1.	Shankara Building Products Limited	3,450.01	460.00	April 5, 2017	555.05	+51.04%, [+1.02%]	+80.91%, [+3.78%]	+210.58% [5.65%]

Source: www.nseindia.com

Notes:

- The S&P CNX NIFTY is considered as the Benchmark Index.
- Price on NSE is considered for all of the above calculations.
- In the event any day falls on a holiday, the price/index of the immediately preceding working day has been considered.

(ii) Summary statement of price information of past issues handled by Equirus

Sr. No.	Issue Name	Issue size (in ₹ million)	Issue price (₹)	Listing date	Opening price on listing date	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1.	Shankara Building Products Limited	3,450.01	460.00	April 5, 2017	555.05	+51.04%, [+1.02%]	+80.91%, [+3.78%]	+210.58% [5.65%]

Source: www.nseindia.com

Notes:

- The S&P CNX NIFTY is considered as the Benchmark Index.
- Price on NSE is considered for all of the above calculations.
- In the event any day falls on a holiday, the price/index of the immediately preceding working day has been considered.

Summary statement of price information of past issues handled by Equirus

Fiscal Year	Total No. of IPOs	Total Funds Raised (₹in million)	No. of IPOs trading at discount – 30 th calendar days from listing			No. of IPOs trading at premium – 30 th calendar days from listing			No. of IPOs trading at discount – 180 th calendar days from listing			No. of IPOs trading at premium - 180 th calendar days from listing		
			Over 50%	Betwe en 25-50%	Less than 25%	Over 50%	Betwe en 25-50%	Less than 25%	Over 50%	Betwe en 25-50%	Less than 25%	Over 50%	Betwe en 25-50%	Less than 25%
2018-19*	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2017-18	1	3,450.01	-	-	-	1	-	-	-	-	-	1	-	-
2016-17	-	-	-	-	-	-	-	-	-	-	-	-	-	-

Source: www.nseindia.com

The information for each of the financial years is based on issues listed during such financial year.

* As on the date of DRHP.

Track record of past issues handled by the BRLMs

For details regarding the track record of the BRLMs, as specified in Circular reference CIR/MIRSD/1/2012 dated January 10, 2012 issued by SEBI, please see the websites of the BRLMs as set forth in the table below:

SL No.	Name of the BRLMs	Website
1.	Karvy Investor Services Limited	www.karvyinvestmentbanking.com
2.	Emkay Global Financial Services Limited	www.emkayglobal.com
3.	Equirus Capital Private Limited	www.equirus.com

Consents

Consents in writing of our Directors, our Company Secretary and Compliance Officer, our President and Chief Financial Officer, our Statutory Auditors, Legal Counsel to our Issue, Bankers to our Company, the BRLMs, lenders (where such consent is required), industry sources, customers/other third parties (where names of such customers/third parties have been disclosed), the Syndicate Members, Bankers to the Issue, the Registrar to the Issue, to act in their respective capacities, will be obtained and filed along with a copy of the Red Herring Prospectus with the RoC as required under the Companies Act and such consents shall not be withdrawn up to the time of delivery of the Red Herring Prospectus for registration with the RoC.

In accordance with the Companies Act, 2013 and the SEBI ICDR Regulations, our Statutory Auditors, BSJ Associates, Chartered Accountants, have given their written consent for inclusion of their reports dated June 12, 2018 on the Restated Financial Statements of our Company and the statement of tax benefits dated June 12, 2018 in the form and context, included in this Draft Red Herring Prospectus and such consent has not been withdrawn up to the time of delivery of this Draft Red Herring Prospectus for filing with SEBI.

Expert to the Issue

Except as stated below, our Company has not obtained any expert opinions:

Our Company has received written consent from the Statutory Auditors namely, M/s. BSJ Associates, Chartered Accountants to include their name as required under Section 26(1)(a)(v) of the Companies Act, 2013 in this Draft Red Herring Prospectus and as an “Expert” as defined under Section 2(38) of the Companies Act, 2013, in respect of the reports of the Statutory Auditors on the Restated Financial Statements dated June 12, 2018 and the statement of tax benefits dated June 12, 2018 included in this Draft Red Herring Prospectus and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

V. Devi Prasad, Chartered Engineer, has provided their written consent to be named as an “expert” as defined under Section 2(38) and Section 26(1)(a)(v) of the Companies Act, 2013 in relation hereto, and such consent has not been withdrawn at the time of delivery of this Draft Red Herring Prospectus to SEBI.

Issue Expenses

The expenses of this Issue include, among others, underwriting and management fees, selling commissions, bidding charges, printing and distribution expenses, legal fees, statutory advertisement expenses, registrar and depository fees, filing fees, auditor's fees and listing fees. For further details of Issue expenses, see "*Objects of the Issue*" on page 80.

The Issue expenses shall be shared between our Company and the Promoter Selling Shareholders, in proportion to the number of Equity Shares offered by our Company and the Promoter Selling Shareholders in the Fresh Issue and the Offer for Sale, respectively.

Fees, brokerage and selling commission payable to the BRLMs Syndicate Members

The total fees payable to the BRLMs and the Syndicate Members (including underwriting commission, brokerage and selling commission and reimbursement of their out-of-pocket expense) will be as stated in the engagement letters among our Company, the Promoter Selling Shareholders and the BRLMs and the Syndicate Agreement, copies of which will be made available for inspection at the Registered Office from the date of the Red Herring Prospectus until the Issue Closing Date. For further details, see "*Objects of the Issue*" on page 80.

Commission payable to SCBSs, Registered Brokers, RTAs and CDPs

For details of the commission payable to SCBSs, Registered Brokers, RTAs and CDPs see "Objects of the Issue" on page 80.

Fees Payable to the Registrar to the Issue

The fees payable by our Company to the Registrar to the Issue for processing of applications, printing of Allotment Advice/CAN/refund order, preparation of refund data on magnetic tape, printing of bulk mailing register will be as per the agreement dated May 21, 2018 entered into, between our Company and the Registrar to the Issue a copy of which is available for inspection at our Registered Office.

The Registrar to the Issue will be reimbursed for all out-of-pocket expenses including cost of stationery, postage, and stamp duty and communication expenses. Adequate funds will be provided to the Registrar to the Issue to enable it to send refund orders or Allotment advice by registered post/ speed post/ under certificate of posting.

IPO grading

No credit agency registered with SEBI has been appointed in respect of obtaining grading for the Issue.

Particulars regarding public or rights issues by our Company during the last five years

Our Company has not made any public or rights issues of Equity Shares during the five years preceding the date of this Draft Red Herring Prospectus.

Previous issues of Equity Shares otherwise than for cash

Except as disclosed in "*Capital Structure*" on page 66 our Company has not issued any Equity Shares for consideration otherwise than for cash.

Underwriting Commission, Brokerage and Selling Commission paid on previous issues of the Equity Shares

Since this is the initial public issue of Equity Shares, no sum has been paid or is payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of the Equity Shares since our Company's inception.

Previous capital issue during the previous three years by listed group companies, subsidiaries and joint venture of our Company

None of our Subsidiaries or Group Companies are listed on any stock exchange in India or abroad.

Performance vis-à-vis objects

Our Company has not undertaken a public or a rights issue.

Outstanding debentures or bonds

Our Company does not have any outstanding debentures or bonds as of the date of this Draft Red Herring Prospectus.

Outstanding preference shares or convertible instruments issued by our Company

Our Company does not have any preference shares or convertible instruments as of the date of filing this Draft Red Herring Prospectus.

Partly paid-up Equity Shares

Our Company does not have any partly paid-up Equity Shares as on the date of this Draft Red Herring Prospectus.

Stock market data of Equity Shares

This being an initial public offer of our Company, the Equity Shares are not listed on any stock exchange.

Redressal of investor grievances

The agreement between the Registrar to the Issue, the Promoter Selling Shareholders and our Company provides for retention of records with the Registrar to the Issue for a period of at least three years from the last date of dispatch of the letters of allotment and demat credit to enable the investors to approach the Registrar to the Issue for redressal of their grievances.

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

Further, the Bidder shall also enclose a copy of the Acknowledgment Slip duly received from the concerned Designated Intermediary in addition to the information mentioned hereinabove.

All grievances of the Anchor Investors may be addressed to the Registrar to the Issue, giving full details such as name of the sole or first Bidder, Anchor Investor Application Form number, Bidder DP ID, Client ID, PAN, date of the Anchor Investor Application Form, address of the Bidder, number of Equity Shares applied for, Bid Amount paid on submission of the Anchor Investor Application Form and the name and address of the BRLMs where the Anchor Investor Application Form was submitted by the Anchor Investor.

The Registrar to the Issue shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA Bidders. Our Company, the BRLMs and the Registrar to the Issue accept no responsibility for errors, omissions, commission or any acts of SCSBs including any defaults in complying with its obligations under applicable SEBI ICDR Regulations. Investors can contact the Compliance Officer or the Registrar to the Issue in case of any pre- Issue or post- Issue related problems such as non-receipt of letters of Allotment, noncredit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund intimations and non receipt of funds by electronic mode.

Disposal of investor grievances by our Company

Our Company estimates that the average time required by our Company or the Registrar to the Issue or the relevant Designated Intermediary, for the redressal of routine investor grievances shall be 10 Working Days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Our Company has also appointed Ravilal V R as the Compliance Officer for the Issue. For details, please see “*General Information*” on page 58.

There are no listed companies under the same management as our Company.

As on date there are no investor complaints pending.

Our Company has constituted a Stakeholders Relationship Committee comprising of C K Gopalan Nair, Chairman, Philips Thomas and Abdul Kareem A as members. For further details on the Stakeholders Relationship Committee, see “*Our Management*” on page 176 of this Draft Red Herring Prospectus.

Changes in Statutory Auditors

Our erstwhile auditor M/s. Babu Mathew & Co. retired at the 18th annual general meeting of our Company held on September 29, 2017. Accordingly, M/s. BSJ & Associates, were duly appointed as the statutory auditor of our Company at the said annual general meeting till the conclusion of the 23rd annual general meeting of our Company.

Capitalisation of reserves or profits

Except as disclosed in “*Capital Structure*” on page 66 our Company has not issued any Equity Shares for by capitalisation of reserves or profits.

Revaluation of assets

Our Company has not re-valued its assets at any time in the last five years.

SECTION VII – ISSUE INFORMATION

TERMS OF THE ISSUE

The Equity Shares being issued and transferred pursuant to the Issue shall be subject to the provisions of the Companies Act, the SEBI ICDR Regulations, SCRA, SCRR, the Memorandum of Association and Articles of Association, the terms of the Red Herring Prospectus, the Prospectus, the abridged prospectus, Bid cum Application Form, the Revision Form, the Confirmation of Allocation Note, the Allotment Advice and other terms and conditions as may be incorporated in the Allotment Advices and other documents/certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to laws as applicable, guidelines, rules, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the Government of India, Stock Exchanges, Registrar of Companies, RBI and/or other authorities, as in force on the date of the Issue and to the extent applicable, or such other conditions as may be prescribed by SEBI, the RBI, the Government of India, the Stock Exchanges, the Registrar of Companies and/or any other authorities while granting its approval for the Issue.

Offer for Sale

Upon completion of the Issue, all expenses in relation to the Issue, other than listing fees (which will be borne by our Company) shall be paid by and shared between our Company and the Promoter Selling Shareholders in proportion to the Equity Shares contributed to the Issue in accordance with applicable law.

However, for ease of operations, expenses of the Promoter Selling Shareholders may, at the outset, be borne by our Company on behalf of the Promoter Selling Shareholders, and the Promoter Selling Shareholders agree that they will reimburse our Company all such expenses. For further details, see “*Objects of the Issue*” on page 80 of this DRHP.

Ranking of the Equity Shares

The Equity Shares being issued and transferred pursuant to the Issue shall be subject to the provisions of the Companies Act, the Memorandum and Articles of Association and shall rank *pari-passu* in all respects with the existing Equity Shares including in respect of the rights to receive dividend. The Allottees upon Allotment of Equity Shares under the Issue, will be entitled to dividend and other corporate benefits, if any, declared by our Company after the date of Allotment. For further details, see “*Main Provisions of Articles of Association*” on page 397 of this DRHP.

Mode of Payment of Dividend

Our Company shall pay dividends, if declared, to the Shareholders in accordance with the provisions of Companies Act, the Memorandum and Articles of Association and provisions of the SEBI Listing Regulations as applicable. For further details, in relation to dividends, see “*Dividend Policy*” and “*Main Provisions of the Articles of Association*” on pages 202 and 397 of this DRHP, respectively.

Face Value, Issue Price and Price Band

The face value of each Equity Share is ₹ 10 and the Issue Price at the lower end of the Price Band is ₹ [●] per Equity Share and at the higher end of the Price Band is ₹ [●] per Equity Share. The Anchor Investor Issue Price is ₹ [●] per Equity Share.

The Price Band and the minimum Bid Lot size for the Issue will be decided by our Company and the Promoter Selling Shareholders in consultation with the BRLMs and advertised will be advertised in the Statutory Newspapers along with the relevant financial ratios calculated at the Floor Price and at the Cap Price at least five Working Days prior to the Bid/Issue Opening Date and shall be made available to the Stock Exchanges for the purpose of uploading the same on their websites. Such information shall also be disclosed to the Stock Exchanges for dissemination through, and shall be pre-filled in the Bid cum Application Forms available on the websites of the Stock Exchanges.

At any given point of time there shall be only one denomination of Equity Shares.

Compliance with disclosure and accounting norms

Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

Rights of the Equity Shareholders

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, our equity Shareholders shall have the following rights:

- Right to receive dividends, if declared;
- Right to attend general meetings and exercise voting rights, unless prohibited by law;
- Right to vote on a poll either in person or by proxy, in accordance with the provisions of the Companies Act;
- Right to receive offers for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation, subject to any statutory and preferential claim being satisfied;
- Right of free transferability, subject to applicable laws including any RBI rules and regulations; and
- Such other rights, as may be available to a shareholder of a listed public company under the Companies Act, the SEBI Listing Regulations with the Stock Exchange(s) and the Articles of Association of our Company.

For a detailed description of the main provisions of the Articles of Association of our Company relating to voting rights, dividend, forfeiture and lien, transfer, transmission and/or consolidation/splitting, see “*Main Provisions of Articles of Association*” on page 397 of this DRHP.

Market Lot and Trading Lot

Pursuant to Section 29 of the Companies Act, 2013 the Equity Shares shall be allotted only in dematerialised form. As per the SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialised form. In this context, two agreements have been signed amongst our Company, the respective Depositories and the Registrar to the Issue:

- Agreement dated May 15, 2018 amongst NSDL, our Company and the Registrar to the Issue; and
- Agreement dated May 11, 2018 amongst CDSL, our Company and the Registrar to the Issue.

Since trading of the Equity Shares is in dematerialised form, the tradable lot is one Equity Share. Allotment in this Issue will be only in electronic form in multiples of one Equity Share subject to a minimum Allotment of [●] Equity Shares.

Joint Holders

Where two or more persons are registered as the holders of the Equity Shares, they shall be entitled to hold the same as joint tenants with benefits of survivorship.

Jurisdiction

Exclusive jurisdiction for the purpose of this Issue is with the competent courts/authorities in Aroor, Kerala, India.

Nomination facility to investors

In accordance with Section 72 of the Companies Act, 2013, read with the Companies (share Capital and Debenture) Rules, 2014, as amended the sole Bidder, or the first Bidder along with other joint Bidders, may nominate any one person in whom, in the event of the death of sole Bidder or in case of joint Bidders, death of all the Bidders, as the case may be, the Equity Shares Allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to equity share(s) in the event of his or her death during the minority.

A nomination shall stand rescinded upon a sale/transfer/alienation of equity share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at our Registered Office or to the registrar and transfer agents of our Company.

Any person who becomes a nominee by virtue of the provisions of Section 72 of the Companies Act, 2013 shall upon the production of such evidence as may be required by the Board, elect either:

- a) to register himself or herself as the holder of the Equity Shares; or
- b) to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Issue will be made only in dematerialized mode there is no need to make a separate nomination with our Company. Nominations registered with respective depository participant of the applicant would prevail. If the Bidder wants to change the nomination, they are requested to inform their respective depository participant.

Bid/Issue Programme

BID/ISSUE OPENS ON	[•] *
BID/ISSUE CLOSING ON (FOR QIBs)	[•]**
ISSUE CLOSING ON (FOR OTHER BIDDERS)	[•]

** Our Company and the Promoter Selling Shareholders, in consultation with the BRLMs, may consider participation by Anchor Investors. The Anchor Investor Issue Period shall be one Working Day prior to the Issue Opening Date in accordance with the SEBI ICDR Regulations*

*** Our Company and the Promoter Selling Shareholders, in consultation with the BRLMs, may consider closing the Issue Period for QIBs one day prior to the Issue Closing Date in accordance with the SEBI ICDR Regulations.*

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

Event	Indicative Date
Issue Closing Date	[•]
Finalisation of Basis of Allotment with the Designated Stock Exchange	[•]
Initiation of refunds (if any, for Anchor Investors)/unblocking of funds from ASBA Account	[•]
Credit of Equity Shares to demat accounts of Allottees	[•]
Commencement of trading of the Equity Shares on the Stock Exchanges	[•]

The above timetable, other than the Issue Closing Date, is indicative and does not constitute any obligation on our Company or the BRLMs.

Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchanges are taken within six Working Days of the Issue Closing Date, the timetable may be extended due to various factors, such as extension of the Issue Period by our Company, revision of the Price Band or any delay in receiving the final listing and trading approval from the Stock Exchanges. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchanges and in accordance with the applicable laws.

Submission of Bids (other than Bids from Anchor Investors):

Issue Period (except the Issue Closing Date)	
Submission and Revision in Bids	Only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time (“IST”))
Issue Closing Date	
Submission and Revision in Bids	Only between 10.00 a.m. and 3.00 p.m. IST

On the Issue Closing Date, the Bids shall be uploaded until:

- (ii) 4.00 p.m. IST in case of Bids by QIBs and Non-Institutional Bidders, Eligible Employees bidding under the Employee Reservation Portion, and
- (iii) until 5.00 p.m. IST or such extended time as permitted by the Stock Exchanges, in case of Bids by Retail Individual Investor.

On Issue Closing Date, extension of time will be granted by Stock Exchanges only for uploading Bids received by Retail Individual Investor after taking into account the total number of Bids received and as reported by the BRLMs to the Stock Exchanges.

It is clarified that Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs would be rejected.

Due to limitation of time available for uploading the Bids on the Issue Closing Date, Bidders are advised to submit their Bids one day prior to the Issue Closing Date and in any case, no later than 1.00 P.M. IST on the Issue Closing Date. Any time mentioned in this Draft Red Herring Prospectus is IST. Bidders are cautioned that, in the event a large number of Bids are received on the Issue Closing Date, some Bids may not get uploaded due to lack of sufficient time. Such Bids that cannot be uploaded will not be considered for allocation under this Issue. Bids will be accepted only during Monday to Friday (excluding any public holiday). None among our Company or any member of the Syndicate is liable for any failure in uploading the Bids due to faults in any software/hardware system or otherwise. Any time mentioned in this Draft Red Herring Prospectus is Indian Standard Time.

Our Company in consultation with the BRLMs, reserves the right to revise the Price Band during the Issue Period. The revision in the Price Band shall not exceed 20% on either side, i.e. the Floor Price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly.

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

In case of any discrepancy in the data entered in the electronic book vis-à-vis the data contained in the ASBA Form for a particular Bidder, the details as per the Bid file received from the Stock Exchanges shall be taken as the final data for the purpose of Allotment.

Minimum Subscription

If our Company does not receive (i) the minimum subscription of 90% of the Fresh Issue; and (ii) a subscription in the Issue equivalent (the minimum number of securities as specified under Rule 19(2)(b)(i) of the SCRR), including devolvement of Underwriters, if any, within 15 days from the date of Bid/Issue Closing Date, our Company shall forthwith refund the entire subscription amount received. If there is a delay beyond the prescribed time, our Company shall pay interest prescribed under the Companies Act, 2013, the SEBI ICDR Regulations and applicable law. The requirement for minimum subscription is not applicable to the Offer for Sale. In case of under-subscription in the Issue, allotment from Fresh Issue shall be given priority over Equity Shares offered in the Offer for Sale up to 90% of the Issue.

Further, in accordance with Regulation 26(4) of the SEBI ICDR Regulations, our Company shall ensure that the number of prospective allottees to whom the Equity Shares will be Allotted will be not less than 1,000 otherwise, the entire application money will be refunded/unblocked in the respective ASBA Accounts of the Bidders. In case of delay, if any, in unblocking the ASBA Accounts within such timeline as prescribed under applicable laws, our Company shall be liable to pay interest on the application money in accordance with applicable laws.

Arrangements for Disposal of Odd Lots

Since our Equity Shares will be traded in dematerialised form only, the market lot for our Equity Shares will be one and there are no arrangements for disposal of odd lots are required. There are no arrangements for disposal of odd lots.

Restrictions, if any on Transfer and Transmission of Equity Shares

Except for the lock-in of the pre- Issue capital of our Company, Promoters' minimum contribution and the Anchor Investor lock-in as provided in "*Capital Structure*" on page 66 of this DRHP and except as provided in the Articles of Association there are no restrictions on transfer of Equity Shares. Further, there are no restrictions on the transmission of shares/debentures and on their consolidation/splitting, except as provided in the Articles of Association. For details see "*Main Provisions of the Articles of Association*" on page 397 of this DRHP.

Restrictions, if any on Transfer and Transmission of Equity Shares

Except for the lock-in of the pre-Issue capital of our Company, Promoters' minimum contribution and Anchor Investor lock-in as provided in "*Capital Structure*" on page 66 and except as provided in the Articles of Association there are no restrictions on transfer of Equity Shares. Further, there are no restrictions on the transmission of shares/debentures and on their consolidation/splitting, except as provided in the Articles of Association. For details please see "*Main Provisions of the Articles of Association*" on page 397.

Option to Receive Securities in Dematerialized Form

Pursuant to Section 29 of the Companies Act, 2013, the Equity Shares in the Issue shall be allotted only in dematerialised form. Further, as per the SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialised form on the Stock Exchanges

Withdrawal of the Issue

Our Company and the Promoter Selling Shareholders in consultation with the BRLMs, reserve the right not to proceed with the Issue after the Issue Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre- Issue advertisements were published, within two days of the Issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue. The Registrar to the Issue, shall notify the SCSBs to unblock the bank accounts of the ASBA Bidders within one Working Day from the date of receipt of such notification. Our Company shall also inform the same to the Stock Exchanges on which Equity Shares are proposed to be listed.

If our Company in consultation with the Promoter Selling Shareholders withdraws the Issue after the Bid/Issue Closing Date and thereafter determines that it will proceed with an issue/offer for sale of the Equity Shares, our Company shall file a fresh draft red herring prospectus with SEBI and Stock Exchanges.

Notwithstanding the foregoing, this Issue is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment, and (ii) the final RoC approval of the Prospectus after it is filed with the RoC. If our Company and/or the Promoter Selling Shareholders withdraw the Issue after the Issue Closing Date and thereafter determines that it will proceed with an issue of the Equity Shares, our Company shall file a fresh draft red herring prospectus with SEBI.

ISSUE STRUCTURE

Public Issue of up to [●] Equity Shares for cash at price of ₹ [●] (including a share premium of [●] per Equity Share) aggregating to ₹ [●] Million comprising of a Fresh Issue of up to [●] Equity Shares aggregating up to ₹ 2,420 Million and an Offer of Sale of up to 4,108,000 Equity Shares comprising of up to 1,027,000 equity shares each by the Promoter Selling Shareholders. The Issue includes an Employee Reservation Portion of [●] Equity Shares aggregating up to ₹ [●] million, for subscription by Eligible Employees. The Issue will constitute [●] % of the post- Issue paid-up Equity Share capital of our Company and the Net Issue shall constitute [●]% of our post- Issue paid-up Equity Share capital.

The Issue is being made through the Book Building Process.

Particulars	Eligible Employees	QIBs ⁽¹⁾	Non- Institutional Bidders	Retail Individual Bidders
Number of Equity Shares available for Allotment/allocation ⁽²⁾	Up to [●] Equity Shares	Not more than [●] Equity Shares	Not less than [●] Equity Shares available for allocation or Net Issue less allocation to QIB Bidders and Retail Bidders	Not less than [●] Equity Shares available for allocation or Net Issue less allocation to QIB Bidders and Non-Institutional Bidders
Percentage of Issue Size available for Allotment/allocation	[●] Equity Shares consisting approximately [●] % of the issue size.	Not more than 50% of the Net Issue will be available for allocation to QIBs. However, 5% of the QIB Category, excluding the Anchor Investor Portion, will be available for allocation proportionately to Mutual Funds only, Mutual Funds participating in the 5% reservation portion will also be eligible for allocation in the remaining QIB Category. The unsubscribed portion in the Mutual Fund portion will be available for allocation to QIBs	Not less than 15% of the Net Issue, or the Net Issue less allocation to QIB Bidders and Retail Individual Investors shall be available for allocation.	Not less than 35% of the Net Issue or the Net Issue less allocation to QIB Bidders and Retail Individual Investors shall be available for allocation.
Basis of Allotment/allocation if respective category is oversubscribed	Allotment to Eligible Employees in the Employee Reservation Portion may exceed ₹ 200,000 only in the event of an under subscription in the Employee Reservation Portion and such unsubscribed portion may be Allotted on a Proportionate basis to Eligible Employees Bidding in the Employee Reservation	Proportionate as follows (excluding the Anchor Investor Portion): (a) [●] Equity Shares shall be available for allocation on a proportionate basis to Mutual Funds only; and (b) [●] Equity Shares shall be allotted on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above. (c) Up to [●] Equity Shares may be allocated on a discretionary basis to Anchor Investors.	Proportionate	No less than the minimum Bid Lot (subject to availability of Equity Shares in the Retail Category), and the remaining available Equity Shares, if any, shall be Allotted on a proportionate basis. For more details refer to the chapter “Issue Procedure” on page 350 of this Draft Red Herring Prospectus.

Particulars	Eligible Employees	QIBs ⁽¹⁾	Non- Institutional Bidders	Retail Individual Bidders
	Portion for a value in excess of ₹ 200,000, subject to the total Allotment to Eligible Employee not exceeding ₹ 500,000			
Mode of Bidding	Through ASBA process only (except Anchor Investors)			
Minimum Bid	[●] Equity Shares and in multiples of [●] Equity Shares thereafter.	Such number of Equity Shares that the Bid Amount exceeds ₹ 200,000 and in multiples of [●] Equity Shares thereafter.	Such number of Equity Shares that the Bid Amount exceeds ₹ 200,000 and in multiples of [●] Equity Shares thereafter.	[●] Equity Shares and in multiples of [●] Equity Shares thereafter.
Maximum Bid	Such number of Equity Shares and in multiples of [●] Equity Shares so that the maximum Bid Amount by each Eligible Employee in this portion does not exceed ₹ 5,00,000 ⁽⁵⁾	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the Issue, subject to applicable limits to the Bidder.	Such number of Equity Shares [●] Equity Shares not exceeding the Issue, subject to applicable limits to the Bidder.	Such number of Equity Shares [●] Equity Shares so that the Bid Amount does not exceed ₹ 200,000.
Mode of Allotment	Compulsorily in dematerialised form.			
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter			
Allotment Lot	[●] Equity Shares and in multiples of one Equity Share thereafter			
Trading Lot	One Equity Share			
Who can apply ^{(3) (4)}	Eligible Employees such that the Bid Amount does not ₹ [●]	Public financial institutions as specified in Section 2(72) of the Companies Act, 2013, scheduled commercial banks, multilateral and bilateral development financial institutions, mutual fund registered with SEBI, FPIs other than Category III Foreign Portfolio Investors, VCFs, AIFs, FVCIs, state industrial development corporation, insurance company registered with IRDA, provident fund with minimum corpus of ₹ 250 million, pension fund with minimum corpus of ₹ 250 million, in accordance with applicable law and National Investment Fund set up by the Government of India, insurance funds set up and managed by army, navy or air force of the Union of India	Resident Indian individuals, Eligible NRIs, HUFs (in the name of Karta), companies, corporate bodies, scientific institutions societies and trusts, Category III FPI registered with SEBI, which is a foreign corporate or foreign individual for Equity Shares such that the Bid Amount exceeds ₹ 200,000 in value.	Resident Indian individuals, Eligible NRIs and HUFs (in the name of Karta)

Particulars	Eligible Employees	QIBs ⁽¹⁾	Non- Institutional Bidders	Retail Individual Bidders
		and insurance funds set up and managed by the Department of Posts, India and systematically non-banking financial companies.		
Terms of Payment ⁽⁶⁾	Full Bid Amount shall be payable at the time of submission of the Bid cum Application Form (including for Anchor Investors). ⁽⁷⁾ Full Bid Amount shall be payable at the time of submission of the Bid cum Application Form. ⁽⁶⁾			

- (1) *Our Company and the Promoter Selling Shareholders in consultation with the BRLMs may allocate up to 60% of the QIB Category to Anchor Investor on a discretionary basis. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being made to other Anchor Investors.*
- (2) *Subject to valid Bids being received at or above the Issue Price. In terms of Rule 19(2)(b)(i) of the SCRR, this is an Issue for atleast 25% of the post- Issue paid-up equity share capital of our Company. The Issue is being made through the Book Building Process, in compliance with Regulation 26(1) of the SEBI ICDR Regulations, wherein not more than 50% of the Issue shall be available for allocation on a proportionate basis to QIBs, provided that our Company and the Promoter Selling Shareholders in consultation with the BRLMs may allocate up to 60% of the QIB Category to Anchor Investors on a discretionary basis. 5% of the QIB Category (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Category shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Issue Price. Further, not less than 15% of the Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Issue shall be available for allocation to Retail Individual Bidders in accordance with the SEBI Regulations, subject to valid Bids being received at or above the Issue Price.*
- (3) *In case of joint Bids, the Bid cum Application Form should contain only the name of the first Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such first Bidder would be required in the Bid cum Application Form and such first Bidder would be deemed to have signed on behalf of the joint holders.*
- (4) *The entire Bid Amount shall be payable by the Anchor Investors at the time of submission of the Anchor Investor Application Forms. For details of terms of payment applicable to Anchor Investors, please see section entitled "Section 7: Allotment Procedure and Basis of Allotment" on page 384 of this DRHP.*
- (5) *Allotment to an Eligible Employee in the Employee Reservation Portion may exceed ₹ 200,000 only in the event of an under-subscription in the Employee Reservation Portion and such unsubscribed portion may be Allotted on a proportionate basis to Eligible Employees Bidding in the Employee Reservation Portion, subject to the total Allotment to an Eligible Employee not exceeding ₹ 500,000*
- (6) *In case of ASBA Bidders, the SCSB shall be authorised to block such funds in the bank account of the ASBA Bidder that are specified in the ASBA Form.*
- (7) *Any balance amount payable by the Anchor Investors, due to a difference between the Anchor Investor Issue Price and the Bid Amount paid by the Anchor Investors, shall be payable by the Anchor Investors within two Working Days of the Bid/Issue Closing Date.*

Any unsubscribed Equity Shares in the Employee Reservation Portion shall be added to the Net Issue. Under subscription, if any, in any category except the QIB Category, would be met with spill-over from the other categories at the discretion of our Company and the Promoter Selling Shareholders in consultation with the BRLMs and the Designated Stock Exchange.

ISSUE PROCEDURE

All Bidders should review the General Information Document for Investing in Public Issues prepared and issued in accordance with the circular (CIR/CFD/DIL/12/2013) dated October 23, 2013 notified by SEBI (the “General Information Document”) included below under “Part B – General Information Document”, which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations. The General Information Document has been updated to reflect amendments to the SEBI ICDR Regulations including reference to the SEBI FPI Regulations and certain notified provisions of the Companies Act, 2013, to the extent applicable to a public issue. The General Information Document is also available on the websites of the Stock Exchanges and the Book Running Lead Managers. Please refer to the relevant provisions of the General Information Document, which are applicable to the Issue. All Designated Intermediaries in relation to the Issue should ensure compliance with the SEBI circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015, as amended and modified by the SEBI circular (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016, in relation to clarifications on streamlining the process of public issue of equity shares and convertibles.

Our Company, the Promoter Selling Shareholders and the Book Running Lead Managers do not accept any responsibility for the completeness and accuracy of the information stated in this section and are not liable for any amendment, modification or change in the applicable law which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of the Equity Shares that can be held by them under applicable law or as specified in this Draft Red Herring Prospectus.

PART A

Book Building Procedure

The Issue is being made through the Book Building Process, in compliance with Regulation 26(1) of the SEBI ICDR Regulations, wherein not more than 50% of the Issue shall be available for allocation on a proportionate basis to QIBs, provided that our Company and the Promoter Selling Shareholders in consultation with the BRLMs may allocate up to 60% of the QIB Portion to Anchor Investors at the Anchor Investor Allocation Price, on a discretionary basis in accordance with the SEBI ICDR Regulations. Such number of Equity Shares representing 5% of the QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Issue Price. Further, not less than 15% of the Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Issue shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price. All potential Bidders, other than Anchor Investors, may participate in the Issue through an ASBA process providing details of their respective bank account which will be blocked by the SCSBs. QIBs (except Anchor Investors) and Non-Institutional Bidders are mandatorily required to utilise the ASBA process to participate in the Issue. Anchor Investors are not permitted to participate in the Issue through ASBA Process.

ASBA Bidders are also required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Bid Amount can be blocked by the SCSB at the time of submitting the Bid.

In the event of under-subscription in the Employee Reservation Portion (post the initial Allocation of up to ₹ 200,000 per Eligible Employee), the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹ 200,000, subject to the maximum value of Allotment made to an Eligible Employee not exceeding ₹ 500,000. The unsubscribed portion, if any, in the Employee Reservation Portion (after allocation to Eligible Employees with Bid Amounts over ₹ 200,000 up to a maximum of ₹ 500,000), shall be added to the Net Issue. Subject to valid Bids being received at or above the Issue Price, under-subscription, if any, in the Non-Institutional Portion or the Retail Portion would be allowed to be met with spill-over from other categories or a combination of categories at the discretion of our Company and the Promoter Selling Shareholders, in consultation with the BRLMs and the Designated Stock Exchange, on a proportionate basis, subject to applicable law. However, under subscription if any, in any category, except in the QIB category, would be allowed to be met with spill over from any other category or a combination of categories at the discretion of our Company and the Promoter Selling Shareholders in consultation with the BRLMs and the Designated Stock Exchange.

The Equity Shares, on Allotment, shall be traded only in the dematerialized segment of the Stock Exchanges.

Investors should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialised form. The Bid cum Application Forms which do not have the details of the Bidders' depository account, including DP ID, Client ID and PAN, shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form.

Bid cum Application Form

Copies of the ASBA Form and the abridged prospectus will be available with the Designated Intermediaries at the Bidding Centers and Registered and Corporate Office of our Company. An electronic copy of the ASBA Form will also be available for download on the websites of SCSBs, NSE (www.nseindia.com) and BSE (www.bseindia.com) and the terminals of Non-Syndicate Registered Brokers at least one day prior to the Bid/ Issue Opening Date.

All Bidders (other than Anchor Investors) shall mandatorily participate in the Issue only through the ASBA process. ASBA Bidders must provide bank account details and authorisation to block funds in the relevant space provided in the ASBA Form and the ASBA Forms that do not contain such details are liable to be rejected.

ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the Designated Intermediary, submitted at Bidding Centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected. ASBA Bidders are also required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Bid Amount can be blocked by the SCSB at the time of submitting the Bid.

For Anchor Investors, the Anchor Investor Application Form and the abridged prospectus will be available at the offices of the BRLMs.

The prescribed colour of the Bid cum Application Form for the various categories is as follows:

Category	Colour of Bid cum Application Form*
Resident Indians including resident QIBs, Non Institutional Investors, Retail Individual Bidders and Eligible NRIs applying on a non-repatriation basis**	[●]
Non-Residents including Eligible NRIs their sub-accounts (other than sub accounts which are foreign corporates or foreign individuals under the QIB Portion), FIIs, FPI or FVCIs or FPIs, registered multilateral and bilateral development financial institutions applying on a repatriation basis **	[●]
Anchor Investors***	[●]
Eligible Employees Bidding in the Employee Reservation Portion**	[●]

* Excluding electronic Bid cum Application Form

** Electronic Bid cum Application forms will also be available for download on the website of the NSE (www.nseindia.com) and the BSE (www.bseindia.com)

*** Bid cum Application Forms for Anchor Investors shall be available at the offices of the BRLMs

Designated Intermediaries (other than SCSBs) shall submit/ deliver the ASBA Forms to the respective SCSB, where the Bidder has a bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank.

Participation by Promoters, the BRLMs, associates and affiliates of the Promoters/BRLMs and the Syndicate Members

The BRLMs and the Syndicate Members shall not be allowed to purchase Equity Shares in this Issue in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the BRLMs and the Syndicate Members may purchase Equity Shares in the Issue, either in the QIB Category or in the Non-Institutional Category as may be applicable to such Bidders, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients. All categories of investors, including associates or affiliates of the BRLMs and Syndicate Members, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

Neither the BRLMs nor any persons related to the BRLMs (other than Mutual Funds sponsored by entities related to the BRLMs), Promoters and Promoter Group can apply. The Promoters may participate in the Issue to the extent of their offering in the Offer for Sale.

Bids by Mutual Funds

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Bid cum Application Form. Failing this, our Company and the Promoter Selling Shareholders reserve the right to reject any Bid without assigning any reason thereof.

Bids made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Bids are made.

One-third of the Anchor Investor Portion shall be reserved for allocation to domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to other Anchor Investors.

In case of a Mutual Fund, a separate Bid can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Bids in respect of more than one scheme of the Mutual Fund will not be treated as multiple Bids provided that the Bids clearly indicate the scheme concerned for which the Bid has been made.

No Mutual Fund scheme shall invest more than 10% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in case of index funds or sector or industry specific schemes. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

Bids by Eligible NRIs

Eligible NRIs may obtain copies of ASBA Form from the Designated Intermediaries. Eligible NRI Bidders bidding on a repatriation basis by using the Non-Resident Forms should authorize their SCSB to block their Non-Resident External ("NRE") accounts, or Foreign Currency Non-Resident ("FCNR") ASBA Accounts, and eligible NRI Bidders bidding on a non-repatriation basis by using Resident Forms should authorize their SCSB to block their Non-Resident Ordinary ("NRO") accounts for the full Bid Amount, at the time of the submission of the Bid cum Application Form.

Eligible NRIs Bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents ([●] in colour). Eligible NRIs Bidding on a repatriation basis are advised to use the ASBA Form meant for Non-Residents ([●] in colour).

Bids by FIIs and FIIIs

In terms of the SEBI FPI Regulations, an FII who holds a valid certificate of registration from SEBI shall be deemed to be a registered FPI until the expiry of the block of three years for which fees have been paid as per the SEBI FII Regulations. Accordingly, such FIIs can participate in this Issue in accordance with Schedule 2 of the FEMA Regulations. An FII shall not be eligible to invest as an FII after registering as an FPI under the SEBI FPI Regulations.

In terms of the SEBI FPI Regulations, the issue of Equity Shares to a single FPI or an investor group (which means the same set of ultimate beneficial owner(s) investing through multiple entities) must be below 10% of our post-Issue Equity Share capital. Further, in terms of the FEMA Regulations, the total holding by each FPI shall be below 10% of the total paid-up Equity Share capital of our Company and the total holdings of all FPIs put together shall not exceed 24% of the paid-up Equity Share capital of our Company. The aggregate limit of 24% may be increased up to the sectoral cap by way of a resolution passed by the Board of Directors followed by a special resolution passed by the Shareholders of our Company and subject to prior intimation to RBI. Accordingly, to a Shareholders' resolution dated May 14, 2018, the aggregate FPI limit has been increased up to the sectoral cap. In terms of the FEMA Regulations, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs as well as holding of FIIIs (being deemed FPIs) shall be included.

Further, the existing individual and aggregate investment limits for QFIs in an Indian company are 5% and 10% of the paid up capital of an Indian company, respectively.

QFIs which are not registered as FPIs under the SEBI FPI Regulations shall not be eligible to participate in this Issue.

FPIs are permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 22 of the SEBI FPI Regulations, an FPI, other than Category III foreign portfolio investor and unregulated broad based funds, which are classified as Category II foreign portfolio investor by virtue of their investment manager being appropriately regulated, may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it that are listed or proposed to be listed on any recognised stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons who are regulated by an appropriate regulatory authority; and (ii) such offshore derivative instruments are issued after compliance with 'know your client' norms. An FPI is also required to ensure that no further issue or transfer of any offshore derivative instrument is made by or on behalf of it to any persons that are not regulated by an appropriate foreign regulatory authority.

An FPI is also required to ensure that any transfer of ODIs is made by, or on behalf of it subject to the following conditions:

- (a) such ODIs are transferred to persons subject to fulfillment of SEBI FPI Regulations; and
- (b) prior consent of the FPI is obtained for such transfer, except when the persons to whom the ODIs are to be transferred to are pre-approved by the FPI.

Bids by Anchor Investors

Our Company and the Promoter Selling Shareholders in consultation with the BRLMs, may consider participation by Anchor Investors in the Issue for up to 60% of the QIB Portion in accordance with the SEBI ICDR Regulations. Only QIBs as defined in Regulation 2(1)(zd) of the SEBI ICDR Regulations and not otherwise excluded pursuant to Schedule XI of the SEBI ICDR Regulations are eligible to invest. The QIB Portion will be reduced in proportion to allocation under the Anchor Investor Portion. In the event of under-subscription in the Anchor Investor Portion, the balance Equity Shares will be added to the QIB Portion. In accordance with the SEBI ICDR Regulations, the key terms for participation in the Anchor Investor Portion are provided below.

- (ii) Anchor Investor Bid cum Application Forms will be made available for the Anchor Investor Portion at the offices of the BRLM.
- (iii) The Bid must be for a minimum of such number of Equity Shares so that the Bid Amount exceeds ₹ 100 million. A Bid cannot be submitted for over 60% of the QIB Portion. In case of a Mutual Fund, separate Bids by individual schemes of a Mutual Fund will be aggregated to determine the minimum application size of ₹ 100 million.
- (iv) One-third of the Anchor Investor Portion will be reserved for allocation to domestic Mutual Funds.
- (v) Bidding for Anchor Investors will open one Working Day before the Bid/ Issue Opening Date and be completed on the same day.
- (vi) Our Company and the Promoter Selling Shareholders in consultation with the Book Running Lead Managers will finalize allocation to the Anchor Investors on a discretionary basis, provided that the number of Allottees shall be:
 - (a) In case of allocation above ₹ 250 crore, a minimum of five Anchor Investors and a maximum of 15 Anchor Investors for allocation up to ₹ 250 crore; and
 - (b) Additional 10 Anchor Investors for every additional ₹ 250 crore or part thereof, subject to minimum allotment of ₹ 5 crore per Anchor Investor.
- (vii) Allocation to Anchor Investors will be completed on the Anchor Investor Bid/ Issue Period. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation is made will be made available in the public domain by the BRLMs before the Bid/Issue Opening Date, through intimation to the Stock Exchange.
- (viii) Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.
- (ix) If the Issue Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Issue Price and the Anchor Investor Allocation Price will be payable by the Anchor Investors within two Working Days from the Bid/ Issue Closing Date. If the Issue Price is lower than the Anchor Investor Allocation Price, Allotment to successful Anchor Investors will be at the higher price, i.e., the Anchor Investor Issue Price.
- (x) Equity Shares Allotted in the Anchor Investor Portion will be locked in for a period of 30 days from the date of Allotment.
- (xi) The BRLMs (other than mutual funds sponsored by entities related to the BRLMs), our Promoters, Promoter Group, Group Entities or any person related to them will not participate in the Anchor Investor Portion. The parameters for selection of Anchor Investors will be clearly identified by the BRLMs and made available as part of the records of the BRLMs for inspection by SEBI.
- (xii) Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered multiple Bids.

- (xiii) For more information, see “Issue Procedure - Part B: General Information Document for Investing in Public Issues - section 7: Allotment Procedure and Basis of Allotment - Allotment to Anchor Investor” on page 386.

Bids by SEBI registered VCFs, AIFs and FVCIs

The SEBI VCF Regulations, the SEBI FVCI Regulations and the SEBI AIF Regulations inter-alia prescribe the investment restrictions on the VCFs, FVCIs and AIFs registered with SEBI. Further, the SEBI AIF Regulations prescribe, among others, the investment restrictions on AIFs.

The holding by any individual VCF registered with SEBI in one venture capital undertaking should not exceed 25% of the corpus of the VCF. Further, VCFs and FVCIs can invest only up to 33.33% of the investible funds by way of subscription to an initial public offering.

The category I and II AIFs cannot invest more than 25% of the investible funds in one investee company. A category III AIF cannot invest more than 10% of the investible funds in one investee company. A venture capital fund registered as a category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than 1/3rd of its investible funds by way of subscription to an initial public offering of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the VCF Regulation until the existing fund or scheme managed by the fund is wound up and such funds shall not launch any new scheme after the notification of the SEBI AIF Regulation.

There is no reservation for Eligible NRI Bidders, AIFs, FPIs and FVCIs. All Bidders will be treated on the same basis with other categories for the purpose of allocation. All Non-Resident Bidders including Eligible NRIs, FPIs and FVCIs should note that refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and/ or commission.

Our Company, the Promoter Selling Shareholders or the BRLMs will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

All Non-Resident Investors should note that refunds (in case of Anchor Investors), dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

Bids by limited liability partnerships

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company in consultation with the Promoter Selling Shareholders reserves the right to reject any Bid without assigning any reason thereof.

Bids by banking companies

In case of Bids made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Bid cum Application Form, failing which our Company in consultation with the Promoter Selling Shareholders reserves the right to reject any Bid without assigning any reason.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended (the “**Banking Regulation Act**”), and the Master Direction- Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, is 10% of the paid-up share capital of the investee company or 10% of the banks' own paid-up share capital and reserves, whichever is less. Further, the investment in a non-financial services company by a banking company together with its subsidiaries, associates, joint ventures, entities directly or indirectly controlled by the bank and mutual funds managed by asset management companies controlled by the banking company cannot exceed 20% of the investee company's paid-up share capital. A banking company may hold up to 30% of the paid-up share capital of the investee company with the prior approval of the RBI (i) provided that the investee company is engaged in non-financial activities in which banking companies are permitted to engage under the Banking Regulation Act; (ii) the additional acquisition is through restructuring of debt / corporate debt restructuring / strategic debt restructuring, or to protect the banks' interest on loans / investments made to a company. A banking company would require a prior approval of RBI to make (i) investment in a subsidiary and a financial services company that is not a subsidiary (with certain exception prescribed), and (ii) investment in a non-financial services company in excess of 10% of such investee company's paid up share capital as stated in 5(a)(v)(c)(i) of the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016.

Further, the aggregate investment by a banking company in subsidiaries and other entities engaged in financial and non-financial services company cannot exceed 20% of the investee company's paid-up share capital and reserves.

Bids by insurance companies

In case of Bids made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Bid cum Application Form. Failing this, our Company in consultation with the Promoter Selling Shareholders reserves the right to reject any Bid without assigning any reason thereof.

The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2000 as amended are broadly set forth below:

- (a) equity shares of a company: the lower of 10% of the outstanding Equity Shares (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer;
- (b) the entire group of the investee company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or reinsurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and
- (c) the industry sector in which the investee company belong to: not more than 15% of the fund of a life insurer or a general insurer or a reinsurer or 15% of the investment asset, whichever is lower.

The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under (a), (b) and (c) above, as the case may be.

Insurance companies participating in this Issue shall comply with all applicable regulations, guidelines and circulars issued by IRDA from time to time.

Bids by SCSBs

SCSBs participating in the Issue are required to comply with the terms of the SEBI circulars dated September 13, 2012 and January 2, 2013. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such ASBA applications.

Bids under Power of Attorney

In case of Bids made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, FPIs, FIIs, QFIs, Mutual Funds, insurance companies, insurance funds set up by the army, navy or air force of the India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with a minimum corpus of ₹ 250 million (subject to applicable law) and pension funds with a minimum corpus of ₹ 250 million, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged along with the Bid cum Application Form. Failing this, our Company in consultation with the Promoter Selling Shareholders reserves the right to accept or reject any Bid in whole or in part, in either case, without assigning any reason thereof.

In case of a Bid by way of ASBA pursuant to a power of attorney, a certified copy of the power of attorney must be lodged along with the Bid cum Application Form.

Our Company and the Promoter Selling Shareholders in consultation with the BRLMs in their absolute discretion, reserve the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application form, subject to such terms and conditions that our Company in consultation with the Promoter Selling Shareholders and the BRLMs may deem fit.

Bids by Eligible Employees under the Employee Reservation Portion *

- Bids by Eligible Employees under the Employees Reservation Portion (if any) shall be subject to the following:

- Such Bids must be made in the prescribed ASBA Form (i.e., [●] colour form) and are required to be for a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter. The Allotment in the employee Reservation Portion will be on a proportionate basis.
- Such Bidders should mention their employee identification number at the relevant place in the ASBA Form.
- The Bidder should be an Eligible Employee as defined above.
- In case of joint bids, the First Bidder shall be an Eligible Employee.
- Such Bidders must ensure that the Bid Amount does not exceed ₹ 5,00,000. However, a Bid by an Eligible Employee in the Employee Reservation Portion will be considered for allocation, in the first instance, for a Bid Amount of up to ₹ 2,00,000. In event of under-subscription in the Employee Reservation Portion, the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹ 2,00,000, subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹ 5,00,000.
- Such Bidders have the option to bid at Cut-off Price indicating their agreement to Bid purchase at the Issue Price.
- Such Bidders can place their Bids by only using the ASBA process.
- The Eligible Employee who Bid in the Employee Reservation Portion can also Bid in the Issue and such Bids shall not be treated as multiple Bids. To clarify, an Eligible Employee Bidding in the Employee Reservation Portion for up to ₹ 5,00,000, can also Bid in the Net Issue and such Bids will not be treated as multiple Bids. The Promoter Selling Shareholders and our Company, in consultation with the BRLMs reserves the right to reject, in their absolute discretion, all or any multiple Bids in any or all categories. For further details, see “Issue Procedure-Multiple Bids” on page 371.
- If the aggregate demand in this category is less than or equal to [●] Equity Shares at or above the Issue Price, full allocation shall be made to the Eligible Employees to the extent of their demand.
- If the aggregate demand in this category is greater than [●] Equity Shares at or above the Issue Price, the allocation shall be made on a proportionate basis. For the method of proportionate basis of Allotment, see “Issue Procedure – Allotment Procedure and Basis of Allotment” on page 384.
- Under-subscription, if any, in the Employee Reservation Portion will be added back to the Net Issue. In case of under-subscription in the Net Issue, spill over to the extent of under-subscription shall be permitted from the Employee Reservation Portion subject to the Net Issue constituting [●]% of the post-Issue share capital of the Company.

Bids by provident funds/pension funds

In case of Bids made by provident funds/pension funds, subject to applicable laws, with minimum corpus of ₹ 250 million, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be attached to the Bid cum Application Form. Failing this, our Company in consultation with the Promoter Selling Shareholders reserve the right to reject any Bid, without assigning any reason thereof.

The above information is given for the benefit of the Bidders. Our Company, the Promoter Selling Shareholders and the BRLMs are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable law or regulation or as specified in this Draft Red Herring Prospectus.

General Instructions

Do's:

1. Check if you are eligible to apply as per the terms of the Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals;
2. Ensure that you have Bid within the Price Band;
3. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;
4. Ensure that you have mentioned the correct ASBA Account number in the Bid cum Application Form;
5. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Center within the prescribed time;
6. Ensure that you request for and receive a TRS for all your Bid options;
7. Ensure that you have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB before submitting the ASBA Form to any of the Designated Intermediaries;
8. If the first applicant is not the bank account holder, ensure that the Bid cum Application Form is signed by the account holder. Ensure that you have mentioned the correct bank account number in the Bid cum Application Form;
9. Ensure that the signature of the First Bidder in case of joint Bids, is included in the Bid cum Application Forms;

10. In case of joint Bids, the Bid cum Application Form should contain the name of only the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names;
11. Ensure that you request for and receive a stamped acknowledgement of the Bid cum Application Form for all your Bid options from the concerned Designated Intermediary;
12. Ensure that you submit the revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;
13. Submit revised Bids to the same member of the Syndicate, SCSB or Non-Syndicate Registered Broker, or RTAs or DPs as applicable, through whom the original Bid was placed and obtain a revised TRS;
14. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of the SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, and (ii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;
15. Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;
16. Ensure that the category and the investor status is indicated;
17. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust, etc., relevant documents are submitted;
18. Ensure that Bids submitted by any person outside India is in compliance with applicable foreign and Indian laws;
19. Ensure that the depository account is active, the correct DP ID, Client ID and the PAN are mentioned in their Bid cum Application Form and that the name of the Bidder, the DP ID, Client ID and the PAN entered into the online IPO system of the Stock Exchanges by the relevant Designated Intermediary, as applicable, matches with the name, DP ID, Client ID and PAN available in the Depository database; and
20. Ensure that you have correctly signed the authorisation/undertaking box in the Bid cum Application Form, or have otherwise provided an authorisation to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form at the time of submission of the Bid.

ASBA Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Don'ts:

1. Do not Bid for lower than the minimum Bid size;
2. Do not Bid for a Bid Amount exceeding ₹ 200,000 (for Bids by Retail Individual Bidders);
3. Do not pay the Bid Amount in cheques, demand drafts or by cash, money order, postal order or by stock invest;
4. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;
5. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);
6. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;
7. Do not submit the Bid for an amount more than funds available in your ASBA account.
8. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of Bidder;
9. Do not submit a Bid in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;
10. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository).
11. Do not submit a Bid/revise a Bid Amount, with a price less than the Floor Price or higher than the Cap Price;
12. Do not Bid on another ASBA Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediaries;
13. Anchor Investor should not bid through the ASBA process;
14. If you are a QIB, do not submit your Bid after 3.00 p.m. on the QIB Issue Closing Date;
15. If you are a Non-Institutional Bidder or Retail Individual Investor, do not submit your Bid after [●] p.m. on the Issue Closing Date;
16. Do not submit more than five ASBA Forms per ASBA Account;
17. Do not submit ASBA Bids to a Designated Intermediary at a location other than the Bidding Centres;

18. Do not Bid for shares more than specified by respective Stock Exchanges for each category;
19. Do not withdraw your Bid or lower the size of your Bid (in terms of quantity of the Equity Shares or the Bid Amount) at any stage, if you are a QIB or a Non-Institutional Bidder; and
20. Do not submit Bids to a Designated Intermediary unless the SCSB where the ASBA Account is maintained, as specified in the ASBA Form, has named at least one branch in that location for the Designated Intermediary to deposit the ASBA Forms.

The ASBA Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Pre- Issue Advertisement

Subject to Section 30 of the Companies Act, 2013, our Company shall, after registering the Red Herring Prospectus with the RoC, publish a pre-Issue advertisement, in the form prescribed by the SEBI ICDR Regulations, in the Statutory Newspapers.

In the Pre- Issue advertisement, we shall state the Issue Opening Date, the Issue Closing Date and the QIB Issue Closing Date. This advertisement, subject to the provisions of Section 30 of the Companies Act, 2013, shall be in the format prescribed in Part A of Schedule XIII of the SEBI ICDR Regulations.

Signing of the Underwriting Agreement and the RoC Filing

Our Company, the Promoter Selling Shareholders and the Syndicate intend to enter into an Underwriting Agreement after the finalisation of the Issue Price.

After signing the Underwriting Agreement, an updated Red Herring Prospectus will be filed with the RoC in accordance with applicable law, which then would be termed as the 'Prospectus'. The Prospectus will contain details of the Issue Price, the Anchor Investor Issue Price, Issue size, and underwriting arrangements and will be complete in all material respects.

Impersonation

Attention of the applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013, which is reproduced below:

“Any person who:

- (a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or*
- (b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or*
- (c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name; shall be liable for action under Section 447.”*

The liability prescribed under Section 447 of the Companies Act, 2013 includes imprisonment for a term which shall not be less than six months extending up to 10 years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount.

Payment into Escrow Account for Anchor Investors

Our Company in consultation with the BRLMs, in its absolute discretion, will decide the list of Anchor Investors to whom the CAN will be sent, pursuant to which the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. For Anchor Investors, the payment instruments for payment into the Escrow Account should be drawn in favour of:

- (a) In case of resident Anchor Investors: “[●]”
- (b) In case of Non-Resident Anchor Investors: “[●]”

Undertakings by our Company

Our Company undertakes the following:

- that if our Company does not proceed with the Issue after the Issue Closing Date but prior to Allotment, the reason thereof shall be given as a public notice within two days of the Issue Closing Date. The public notice shall be issued in the same newspapers where the Pre- Issue Advertisements were published. The Stock Exchanges shall also be informed promptly;
- adequate arrangements shall be made to collect all ASBA Forms submitted by Bidders;
- it shall not have any recourse to the proceeds of the Fresh Issue until final listing and trading approvals have been received from the Stock Exchanges;
- the complaints received in respect of the Issue shall be attended to by our Company expeditiously and satisfactorily;
- all steps for completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges where the Equity Shares are proposed to be listed are taken within six Working Days of the Bid/Issue Closing Date will be taken;
- if Allotment is not made application money will be refunded/unblocked in ASBA Account within 15 days from the Bid/Issue Closing Date or such lesser time as specified by SEBI, failing which interest will be due to be paid to the Bidders at the rate of 15% per annum for the delayed period;
- the funds required for making refunds (to the extent applicable) as per the mode(s) disclosed shall be made available to the Registrar to the Issue by our Company;
- where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within 15 days from the Bid/Issue Closing Date, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
- Promoters' contribution, if any, shall be brought in advance before the Bid/ Issue Opening Date and the balance, if any, shall be brought in on a pro rata basis before calls are made on the Allottees.
- The certificates of the securities/refund orders to Eligible NRIs shall be dispatched within specified time; and
- Except for the Issue, no further issue of the Equity Shares shall be made till the Equity Shares offered through the Red Herring Prospectus are listed or until the Bid monies are unblocked in ASBA Account/refunded on account of non- listing, under-subscription etc.

Undertakings by the Promoter Selling Shareholders

The Promoter Selling Shareholders severally undertake that:

- the Equity Shares being offered by them pursuant to the Issue, have been held by it for a period of at least one year prior to the date of filing this Draft Red Herring Prospectus;
- the Equity Shares being sold by it pursuant to the Issue, are fully paid-up and are in dematerialised form;
- it is the legal and beneficial owner of, and has full title to, the Equity Shares being sold in the Issue;
- the Equity Shares being sold by it pursuant to the Issue are free and clear of all pledge, charges, liens and encumbrances and shall be transferred to the successful Bidders within the time specified under applicable law ;
- they shall not offer, lend, pledge, encumbrance, sell, contract to sell or otherwise transfer or dispose off, directly or indirectly, any of the Equity Shares offered in the Offer for Sale;
- it shall provide such reasonable support and extend such reasonable co-operation as may be required by our Company for the completion of the necessary formalities for listing and commencement of trading at all stock exchanges where the Equity Shares are proposed to be listed within six Working Days from the Bid/ Issue Closing Date of the Issue and in sending a suitable communication, where refunds are made through electronic transfer of funds, to the applicant within six Working Days from the Bid/ Issue Closing Date, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund. In case of delay, interest as per applicable law shall be paid by them to the extent of the offered shares.
- it shall not have recourse to the proceeds of the Issue until final listing and trading approval for the Equity Shares from all Stock Exchanges where listing is sought has been received;
- it shall deliver the Equity Shares being offered by it in the Issue into an escrow account at least seven Working Days prior to the filing of the RHP with the RoC;

- it shall not further sell or transfer the Equity Shares except in the Issue during the period commencing from submission of this Draft Red Herring Prospectus until the final trading approvals from all the Stock Exchanges have been obtained for the Equity Shares Allotted/to be Allotted pursuant to the Issue and shall not sell, dispose of in any manner or create any lien, charge or encumbrance on the Equity Shares offered by it in the Issue;
- it shall comply with all applicable laws, in India, including the Companies Act, the SEBI ICDR Regulations, the FEMA and the applicable circulars, guidelines and regulations issued by SEBI and RBI, each in relation to the Equity Shares offered by it in the Issue;
- all monies received out of the Issue shall be credited/transferred to a separate bank account other than the bank account referred into in sub-section (3) of Section 40 of the Companies Act, 2013; and
- they shall give appropriate instructions for dispatch of the refund orders or Allotment Advice to successful Bidders within the time specified under applicable law.

Utilisation of Issue Proceeds

Our Company declares that all monies received out of the Issue shall be credited/ transferred to a separate bank account other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act, 2013. For details of the objects of the Issue, please see "*Objects of the Issue*" on page 80.

PART B

General Information Document for Investing in Public Issues

This General Information Document highlights the key rules, processes and procedures applicable to public issues in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations. Bidders/Applicants should not construe the contents of this General Information Document as legal advice and should consult their own legal counsel and other advisors in relation to the legal matters concerning the Issue. For taking an investment decision, the Bidders/Applicants should rely on their own examination of the Issuer and the Issue, and should carefully read the Red Herring Prospectus/ the Prospectus before investing in the Issue.

SECTION 1: PURPOSE OF THE GENERAL INFORMATION DOCUMENT (GID)

This document is applicable to the public issues undertaken through the Book-Building Process as well as to the Fixed Price Offers. The purpose of the “General Information Document for Investing in Public Issues” is to provide general guidance to potential Bidders/Applicants in IPOs and FPOs, on the processes and procedures governing IPOs and FPOs, undertaken in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“**SEBI ICDR Regulations**”).

Bidders/Applicants should note that investment in equity and equity related securities involves risk and Bidder/Applicant should not invest any funds in the Issue unless they can afford to take the risk of losing their investment. The specific terms relating to securities and/or for subscribing to securities in an Issue and the relevant information about the Issuer undertaking the Issue will be set out in the Red Herring Prospectus (“**RHP**”)/Prospectus that will be filed by the Issuer with the Registrar of Companies (“**RoC**”). Bidders/Applicants should carefully read the entire RHP/Prospectus and the Bid cum Application Form/Application Form and the Abridged Prospectus of the Issuer in which they are proposing to invest through the Issue. In case of any difference in interpretation or conflict and/or overlap between the disclosure included in this document and the RHP/Prospectus, the disclosures in the RHP/Prospectus shall prevail. The RHP/Prospectus of the Issuer is available on the websites of stock exchanges, on the website(s) of the BRLM(s) to the Issue and on the website of Securities and Exchange Board of India (“**SEBI**”) at www.sebi.gov.in.

For the definitions of capitalized terms and abbreviations used herein Bidders/Applicants may see “Glossary and Abbreviations.”

SECTION 2: BRIEF INTRODUCTION TO IPOs/FPOs

2.1 Initial public offer (IPO)

An IPO means an offer of specified securities by an unlisted Issuer to the public for subscription and may include an Issue for Sale of specified securities to the public by any existing holder of such securities in an unlisted Issuer.

For undertaking an IPO, an Issuer is inter-alia required to comply with the eligibility requirements of either Regulation 26(1) or Regulation 26(2) of the SEBI ICDR Regulations. For details of compliance with the eligibility requirements by the Issuer, Bidders/Applicants may refer to the RHP/Prospectus.

2.2 Further public offer (FPO)

An FPO means an offer of specified securities by a listed Issuer to the public for subscription and may include Offer for Sale of specified securities to the public by any existing holder of such securities in a listed Issuer.

For undertaking an FPO, the Issuer is inter-alia required to comply with the eligibility requirements in terms of Regulation 26/ Regulation 27 of the SEBI ICDR Regulations. For details of compliance with the eligibility requirements by the Issuer, Bidders/Applicants may refer to the RHP/Prospectus.

Other Eligibility Requirements

In addition to the eligibility requirements specified in paragraphs 2.1 and 2.2, an Issuer proposing to undertake an IPO or an FPO is required to comply with various other requirements as specified in the SEBI ICDR Regulations, the Companies Act, 2013 (to the extent notified and in effect), the Companies Act, 1956 (to the extent applicable), the Securities Contracts (Regulation) Rules, 1957 (the “SCRR”), industry-specific regulations, if any, and other applicable laws for the time being in force.

For details in relation to the above Bidders/Applicants may refer to the RHP/Prospectus.

2.3 Types of Public Issues – Fixed Price Issues and Book Built Issues

In accordance with the provisions of the SEBI ICDR Regulations, an Issuer can either determine the Issue Price through the Book Building Process (“**Book Built Issue**”) or undertake a Fixed Price Issue (“**Fixed Price Issue**”). An Issuer may mention Floor Price or Price Band in the RHP (in case of a Book Built Issue) and a Price or Price Band in the Draft Prospectus (in case of a fixed price Issue) and determine the price at a later date before registering the Prospectus with the Registrar of Companies.

The cap on the Price Band should be less than or equal to 120% of the Floor Price. The Issuer shall announce the Price or the Floor Price or the Price Band through advertisement in all newspapers in which the pre-issue advertisement was given at least five Working Days before the Bid/ Issue Opening Date, in case of an IPO and at least one Working Day before the Bid/Issue Opening Date, in case of an FPO.

The Floor Price or the Issue price cannot be lesser than the face value of the securities.

Bidders/Applicants should refer to the RHP/Prospectus or Issue advertisements to check whether the Issue is a Book Built Issue or a Fixed Price Issue.

2.4 ISSUE PERIOD

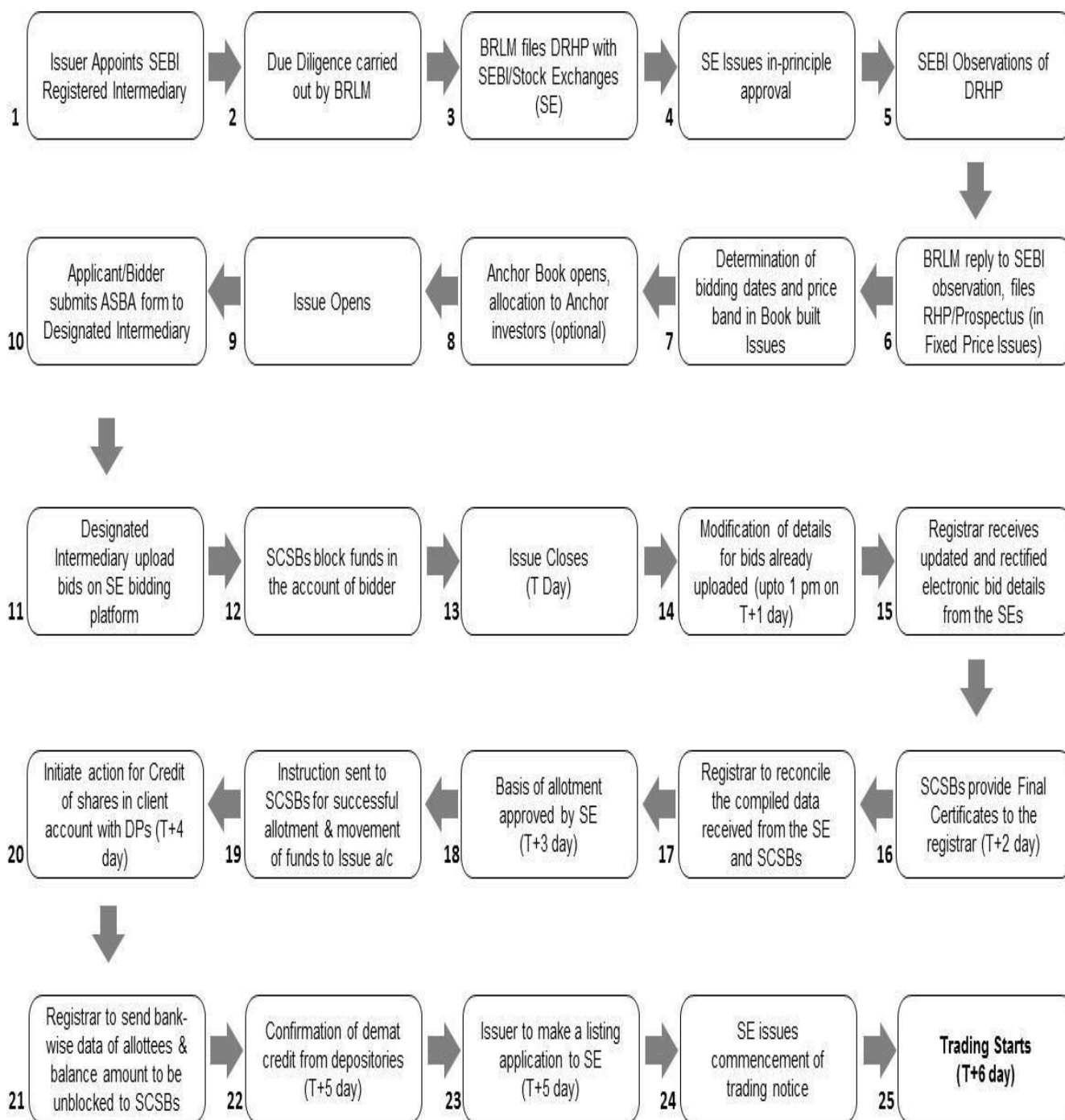
The Issue may be kept open for a minimum of three Working Days (for all category of Bidders/Applicants) and not more than ten Working Days. Bidders/Applicants are advised to refer to the Bid cum Application Form and Abridged Prospectus or RHP/Prospectus for details of the Bid/ Issue Period. Details of Bid/ Issue Period are also available on the website of the Stock Exchange(s).

In case of a Book Built Issue, the Issuer may close the Bid/ Issue Period for QIBs one Working Day prior to the Bid/ Issue Closing Date if disclosures to that effect are made in the RHP. In case of revision of the Floor Price or Price Band in Book Built Issues the Bid/ Issue Period may be extended by at least three Working Days, subject to the total Bid/ Issue Period not exceeding 10 Working Days. For details of any revision of the Floor Price or Price Band, Bidders/Applicants may check the announcements made by the Issuer on the websites of the Stock Exchanges, and the advertisement in the newspaper(s) issued in this regard.

2.5 FLOWCHART OF TIMELINES

A flow chart of process flow in Fixed Price and Book Built Issues is as follows. Bidders/Applicants may note that this is not applicable for Fast Track FPOs :

- In case of Issue other than Book Built Issue (Fixed Price Issue) the process at the following of the below mentioned steps shall be read as:
 - i. Step 7: Determination of Issue Date and Price
 - ii. Step 10: Applicant submits ASBA Form with any of the Designated Intermediaries



SECTION 3: CATEGORY OF INVESTORS ELIGIBLE TO PARTICIPATE IN AN ISSUE

Each Bidder/Applicant should check whether it is eligible to apply under applicable law. Furthermore, certain categories of Bidders/Applicants, such as NRIs, FIIs, FPIs and FVCIs may not be allowed to Bid/Apply in the Issue or to hold Equity Shares, in excess of certain limits specified under applicable law. Bidders/Applicants are requested to refer to the RHP/Prospectus for more details.

Subject to the above, an illustrative list of Bidders/Applicants is as follows:

- Indian nationals resident in India who are competent to contract under the Indian Contract Act, 1872, in single or joint names (not more than three);
- Bids/Applications belonging to an account for the benefit of a minor (under guardianship);
- Hindu Undivided Families or HUFs, in the individual name of the Karta. The Bidder/Applicant should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form/Application Form as follows: “Name of sole or first Bidder/Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta”. Bids/Applications by HUFs may be considered at par with Bids/Applications from individuals;
- Companies, corporate bodies and societies registered under applicable law in India and authorised to invest in equity shares;
- QIBs;
- NRIs on a repatriation basis or on a non-repatriation basis subject to applicable law;
- Indian Financial Institutions, regional rural banks, co-operative banks (subject to RBI regulations and the SEBI ICDR Regulations, 2009 and other laws, as applicable);
- FIIs and sub-accounts registered with SEBI, other than a sub-account which is a foreign corporate or foreign individual, bidding under the QIBs category;
- Sub-accounts of FIIs registered with SEBI, which are foreign corporates or foreign individuals only under the Non Institutional Bidder (“NIBs”) category;
- FPIs other than Category III foreign portfolio investors Bidding under the QIBs category;
- FPIs which are Category III foreign portfolio investors, Bidding under the NIBs category;
- Scientific and/or industrial research organisations authorised in India to invest in the Equity Shares;
- Trusts/societies registered under the Societies Registration Act, 1860, or under any other law relating to trusts/societies and who are authorised under their respective constitutions to hold and invest in equity shares;
- Limited liability partnerships registered under the Limited Liability Partnership Act, 2008;
- Any other person eligible to Bid/Apply in the Issue, under the laws, rules, regulations, guidelines and policies applicable to them and under Indian laws; and
- As per the existing regulations, OCBs are not allowed to participate in an Issue.

SECTION 4: APPLYING IN THE ISSUE

Book Built Issue: Bidders should only use the specified ASBA Form (or in case of Anchor Investors, the Anchor Investor Application Form) bearing the stamp of a Designated Intermediary, as available or downloaded from the websites of the Stock Exchanges. Bid cum Application Forms are available with the book running lead managers, the Designated Intermediaries at the Bidding Centres and at the registered office of the Issuer. Electronic Bid cum Application Forms will be available on the websites of the Stock Exchanges at least one day prior to the Bid/ Issue Opening Date. For further details, regarding availability of Bid cum Application Forms, Bidders may refer to the RHP/Prospectus.

Fixed Price Issue: Applicants should only use the specified Bid cum Application Form bearing the stamp of the relevant Designated Intermediaries, as available or downloaded from the websites of the Stock Exchanges. Application Forms are available with the Designated Branches of the SCSBs and at the Registered and Corporate Office of the Issuer. For further details, regarding availability of Application Forms, Applicants may refer to the Prospectus.

Bidders/Applicants should ensure that they apply in the appropriate category. The prescribed colour of the Bid cum Application Form for various categories of Bidders/Applicants is as follows:

Category	Colour of the Bid cum Application Form
Resident Indian, Eligible NRIs applying on a non repatriation basis	[●]
NRIs, FVCIs, FIIs, their sub-accounts (other than sub-accounts which are foreign corporate(s) or foreign individuals bidding under the QIB), FPIs, on a repatriation basis	[●]
Anchor Investors (where applicable) & Bidders Bidding/applying in the reserved category	As specified by the Issuer
Eligible Employees Bidding in the Employee Reservation Portion	[●]

Securities issued in an IPO can only be in dematerialized form in compliance with Section 29 of the Companies Act, 2013. Bidders/Applicants will not have the option of getting the Allotment of specified securities in physical form. However, they may get the specified securities rematerialised subsequent to Allotment.

4.1 INSTRUCTIONS FOR FILLING THE BID CUM APPLICATION FORM/APPLICATION FORM

Bidders/Applicants may note that forms not filled completely or correctly as per instructions provided in this GID, the RHP and the Bid cum Application Form/Application Form are liable to be rejected.

Instructions to fill each field of the Bid cum Application Form can be found on the reverse side of the Bid cum Application Form. Specific instructions for filling various fields of the Resident Bid cum Application Form and Non-Resident Bid cum Application Form and samples are provided below.

The samples of the Bid cum Application Form for resident Bidders and the Bid cum Application Form for non-resident Bidders are reproduced below:

COMMON BID CUM APPLICATION FORM	XYZ LIMITED - INITIAL PUBLIC ISSUE - R		FOR RESIDENT INDIANS, INCLUDING RESIDENT QIBs AND ELIGIBLE NRIs APPLYING ON A NON-REPATRIATION BASIS
	Address : _____ Contact Details: _____ CIN No. _____		

LOGO	TO, THE BOARD OF DIRECTORS XYZ LIMITED	BOOK BUILT ISSUE	Bid cum Application Form No. _____
		ISEN : _____	

SYNDICATE MEMBER'S STAMP & CODE	BROKER/SCSB/DP/RTA STAMP & CODE	1. NAME & CONTACT DETAILS OF SOLE / FIRST BIDDER
SUB-BROKER'S / SUB AGENT'S STAMP & CODE	SCSB BANK/SCSB BRANCH STAMP & CODE	
BANK BRANCH SERIAL NO.	SCSB SERIAL NO.	Mr. / Ms. _____ Address _____ Email _____ Tel. No (with STD code) / Mobile _____
		2. PAN OF SOLE / FIRST BIDDER _____

3. BIDDER'S DEPOSITORY ACCOUNT DETAILS <input type="checkbox"/> NSDL <input type="checkbox"/> CDSL		6. INVESTOR STATUS <input type="checkbox"/> Individual(s) - IND <input type="checkbox"/> Hindu Undivided Family - HUF <input type="checkbox"/> Bodies Corporate - CO <input type="checkbox"/> Banks & Financial Institutions - FI <input type="checkbox"/> Mutual Funds - MF <input type="checkbox"/> Non-Resident Indians - NRI (Non-Repatriation basis) <input type="checkbox"/> National Investment Fund - NIF <input type="checkbox"/> Insurance Funds - IF <input type="checkbox"/> Insurance Companies - IC <input type="checkbox"/> Venture Capital Funds - VCF <input type="checkbox"/> Alternative Investment Funds - AIF <input type="checkbox"/> Others (Please specify) - OTH																										
For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID																												
4. BID OPTIONS (ONLY RETAIL INDIVIDUAL BIDDERS CAN BID AT "CUT-OFF")		5. CATEGORY <input type="checkbox"/> Retail Individual Bidder <input type="checkbox"/> Non-Institutional Bidder <input type="checkbox"/> QIB																										
<table border="1"> <thead> <tr> <th rowspan="2">Bid Options</th> <th rowspan="2">No. of Equity Shares Bid (In Figures) (Bids must be in multiples of Bid Lot as advertised)</th> <th colspan="3">Price per Equity Share (₹) / "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures)</th> <th rowspan="2">"Cut-off" (Please tick)</th> </tr> <tr> <th>Bid Price</th> <th>Retail Discount</th> <th>Net Price</th> </tr> </thead> <tbody> <tr> <td>Option 1</td> <td>8 7 6 5 4 3 2 1</td> <td>3 2 1</td> <td>3 2 1</td> <td>3 2 1</td> <td><input type="checkbox"/></td> </tr> <tr> <td>OR) Option 2</td> <td></td> <td></td> <td></td> <td></td> <td><input type="checkbox"/></td> </tr> <tr> <td>OR) Option 3</td> <td></td> <td></td> <td></td> <td></td> <td><input type="checkbox"/></td> </tr> </tbody> </table>			Bid Options	No. of Equity Shares Bid (In Figures) (Bids must be in multiples of Bid Lot as advertised)	Price per Equity Share (₹) / "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures)			"Cut-off" (Please tick)	Bid Price	Retail Discount	Net Price	Option 1	8 7 6 5 4 3 2 1	3 2 1	3 2 1	3 2 1	<input type="checkbox"/>	OR) Option 2					<input type="checkbox"/>	OR) Option 3				
Bid Options	No. of Equity Shares Bid (In Figures) (Bids must be in multiples of Bid Lot as advertised)	Price per Equity Share (₹) / "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures)			"Cut-off" (Please tick)																							
		Bid Price	Retail Discount	Net Price																								
Option 1	8 7 6 5 4 3 2 1	3 2 1	3 2 1	3 2 1	<input type="checkbox"/>																							
OR) Option 2					<input type="checkbox"/>																							
OR) Option 3					<input type="checkbox"/>																							

7. PAYMENT DETAILS		PAYMENT OPTION : FULL PAYMENT <input type="checkbox"/> PART PAYMENT <input type="checkbox"/>
Amount paid (₹ in figures) _____ (₹ in words) _____		
ASBA Bank A/c No. _____		
Bank Name & Branch _____		
I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS BID CUM APPLICATION FORM AND THE ATTACHED ANNOUNCEMENT PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUE ("GID") AND HEREBY AGREE AND CONFIRM THE "BIDDER'S UNDERTAKING" AS GIVEN OVER LEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE BID CUM APPLICATION FORM GIVEN OVER LEAF.		

8A. SIGNATURE OF SOLE / FIRST BIDDER	8B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS) I/We authorize the SCSB to do all such acts as are necessary to make the Application in the line 1) _____ 2) _____ 3) _____	BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Bid in Stock Exchange system)
Date : _____		

LOGO	XYZ LIMITED	Acknowledgement Slip for Broker/SCSB/DP/RTA	Bid cum Application Form No. _____
	INITIAL PUBLIC ISSUE - R		
PAN of Sole / First Bidder _____			
DPID / CLID	Amount paid (₹ in figures) _____ Bank & Branch _____	Stamp & Signature of SCSB Branch	
	ASBA Bank A/c No. _____		
	Received from Mr./Ms. _____		
	Telephone / Mobile _____ Email _____		

XYZ LIMITED - INITIAL PUBLIC ISSUE - R	Option 1	Option 2	Option 3	Stamp & Signature of Broker / SCSB / DP / RTA	Name of Sole / First Bidder _____
	No. of Equity Shares				
	Bid Price				Acknowledgement Slip for Bidder
	Amount Paid (₹)				
ASBA Bank A/c No. _____ Bank & Branch _____				Bid cum Application Form No. _____	

Application Form – For Non Residents

COMMON BID CUM APPLICATION FORM	XYZ LIMITED - INITIAL PUBLIC ISSUE - NR	FOR NON-RESIDENTS, INCLUDING ELIGIBLE NRIS, FPIs OR FVCIS, ETC APPLYING ON A REPATRIATION BASIS
	Address : _____ Contact Details: _____ CIN No _____	

LOGO	TO, THE BOARD OF DIRECTORS XYZ LIMITED	BOOK BUILT ISSUE ISIN : _____	Bid cum Application Form No. _____
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SYNDICATE MEMBER'S STAMP & CODE	BROKER/SCSB/DP/RTA STAMP & CODE	1. NAME & CONTACT DETAILS OF SOLE / FIRST BIDDER Mr. / Ms. _____ Address _____ Email _____ Tel. No (with STD code) / Mobile _____
SUB-BROKER'S / SUB-AGENT'S STAMP & CODE	ISCR/OW BANK/SCSB BRANCH STAMP & CODE	
BANK BRANCH SERIAL NO.	SCSB SERIAL NO.	

3. BIDDER'S DEPOSITORY ACCOUNT DETAILS <input type="checkbox"/> NSDL <input type="checkbox"/> CDSL For NSDL, enter 8 digit DP ID followed by 8 digit Client ID / For CDSL, enter 16 digit Client ID _____	6. INVESTOR STATUS <input type="checkbox"/> NRI Non-Resident Indian(s) (Repatriation basis) <input type="checkbox"/> FII FII or Sub-account not a Corporate/Foreign Individual <input type="checkbox"/> FIISA FII Sub-account Corporate/Individual <input type="checkbox"/> FVCI Foreign Venture Capital Investor <input type="checkbox"/> FPI Foreign Portfolio Investors <input type="checkbox"/> OTH Others (Please Specify) _____																											
4. BID OPTIONS (ONLY RETAIL INDIVIDUAL BIDDERS CAN BID AT "CUT-OFF")																												
<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <th rowspan="2">Bid Options</th> <th rowspan="2">No. of Equity Shares Bid (In Figures) (Bids must be in multiples of Bid Lot as advertised)</th> <th colspan="3">Price per Equity Share (₹) / "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures)</th> <th rowspan="2">"Cut-off" (Please tick)</th> </tr> <tr> <th>Bid Price</th> <th>Retail Discount</th> <th>Net Price</th> </tr> <tr> <td>Option 1</td> <td>8 7 6 5 4 3 2 1</td> <td>3 2 1</td> <td>3 2 1</td> <td>3 2 1</td> <td><input type="checkbox"/></td> </tr> <tr> <td>OR) Option 2</td> <td></td> <td></td> <td></td> <td></td> <td><input type="checkbox"/></td> </tr> <tr> <td>OR) Option 3</td> <td></td> <td></td> <td></td> <td></td> <td><input type="checkbox"/></td> </tr> </table>	Bid Options	No. of Equity Shares Bid (In Figures) (Bids must be in multiples of Bid Lot as advertised)	Price per Equity Share (₹) / "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures)			"Cut-off" (Please tick)	Bid Price	Retail Discount	Net Price	Option 1	8 7 6 5 4 3 2 1	3 2 1	3 2 1	3 2 1	<input type="checkbox"/>	OR) Option 2					<input type="checkbox"/>	OR) Option 3					<input type="checkbox"/>	5. CATEGORY <input type="checkbox"/> Retail Individual Bidder <input type="checkbox"/> Non-Institutional Bidder <input type="checkbox"/> QIB
Bid Options			No. of Equity Shares Bid (In Figures) (Bids must be in multiples of Bid Lot as advertised)	Price per Equity Share (₹) / "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures)			"Cut-off" (Please tick)																					
	Bid Price	Retail Discount		Net Price																								
Option 1	8 7 6 5 4 3 2 1	3 2 1	3 2 1	3 2 1	<input type="checkbox"/>																							
OR) Option 2					<input type="checkbox"/>																							
OR) Option 3					<input type="checkbox"/>																							

7. PAYMENT DETAILS Amount paid (₹ in figures) _____ (₹ in words) _____ ASBA Bank A/c No. _____ Bank Name & Branch _____	PAYMENT OPTION : FULL PAYMENT <input type="checkbox"/> PART PAYMENT <input type="checkbox"/>
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I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS BID CUM APPLICATION FORM AND THE ATTACHED AGREED PROSPECTUS AND THE CIRCULAR INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES ("CID") AND HEREBY AGREE AND CONFIRM THE "BIDDERS UNDERTAKING" AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE BID CUM APPLICATION FORM GIVEN OVERLEAF.

8A. SIGNATURE OF SOLE / FIRST BIDDER _____ Date : _____	8B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS) I/We authorize the SCSB to do all acts as are necessary to make the Application in the time 1) _____ 2) _____ 3) _____	BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Bid in Stock Exchange system) _____
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LOGO	XYZ LIMITED INITIAL PUBLIC ISSUE - NR	Acknowledgement Slip for Broker/SCSB/DP/RTA	Bid cum Application Form No. _____
DPID / CLID			PAN of Sole / First Bidder

Amount paid (₹ in figures) _____	Bank & Branch	Stamp & Signature of SCSB Branch
ASBA Bank A/c No. _____		
Received from Mr./Ms. _____		
Telephone / Mobile	Email	

XYZ LIMITED - INITIAL PUBLIC ISSUE - NR	Option 1 Option 2 Option 3 No. of Equity Shares Bid Price Amount Paid (₹) ASBA Bank A/c No. Bank & Branch	Stamp & Signature of Broker / SCSB / DP / RTA	Name of Sole / First Bidder _____ Acknowledgement Slip for Bidder Bid cum Application Form No. _____
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4.1.1. FIELD NUMBER1: NAME AND CONTACT DETAILS OF THE SOLE/FIRST BIDDER/APPLICANT

- a) Bidders/Applicants should ensure that the name provided in this field is exactly the same as the name in which the Depository Account is held.
- b) **Mandatory Fields:** Bidders/Applicants should note that the name and address fields are compulsory and e-mail and/or telephone number/mobile number fields are optional. Bidders/Applicants should note that the contact details mentioned in the Bid cum Application Form/Application Form may be used to dispatch communications in case the communication sent to the address available with the Depositories are returned undelivered or are not available. The contact details provided in the Bid cum Application Form may be used by the Issuer, the Designated Intermediaries and the Registrar to the Issue only for correspondence(s) related to an Issue and for no other purposes.
- c) **Joint Bids/Applications:** In the case of Joint Bids/Applications, the Bids/Applications should be made in the name of the Bidder/Applicant whose name appears first in the Depository account. The name so entered should be the same as it appears in the Depository records. The signature of only such first Bidder/Applicant would be required in the Bid cum Application Form/Application Form and such first Bidder/Applicant would be deemed to have signed on behalf of the joint holders.
- d) **Impersonation:** Attention of the Bidders/Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

“Any person who:

- (a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or*
- (b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or*
- (c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,*

shall be liable for action under Section 447.”

The liability prescribed under Section 447 of the Companies Act, 2013 includes imprisonment for a term which shall not be less than six months extending up to 10 years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount.

- e) **Nomination Facility to Bidder/Applicant:** Nomination facility is available in accordance with the provisions of Section 72 of the Companies Act, 2013. In case of Allotment of the Equity Shares in dematerialized form, there is no need to make a separate nomination as the nomination registered with the Depository may prevail. For changing nominations, the Bidders/Applicants should inform their respective DP.

4.1.2 FIELD NUMBER 2: PAN OF SOLE/FIRST BIDDER/APPLICANT

- a) PAN (of the sole/first Bidder/Applicant) provided in the Bid cum Application Form/Application Form should be exactly the same as the PAN of the person in whose sole or first name the relevant beneficiary account is held as per the Depositories' records.
- b) PAN is the sole identification number for participants transacting in the securities market irrespective of the amount of transaction except for Bids/Applications on behalf of the Central or State Government, Bids/Applications by officials appointed by the courts and Bids/Applications by Bidders/Applicants residing in Sikkim (“PAN Exempted Bidders/Applicants”). Consequently, all Bidders/Applicants, other than the PAN Exempted Bidders/Applicants, are required to disclose their PAN in the Bid cum Application Form/Application Form, irrespective of the Bid/Application Amount. Bids/Applications by the Bidders/Applicants whose PAN is not available as per the Demographic Details available in their Depository records, are liable to be rejected.

- c) The exemption for the PAN Exempted Bidders/Applicants is subject to (a) the Demographic Details received from the respective Depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in “active status”; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same.
- d) Bid cum Application Forms which provide the GIR Number instead of PAN may be rejected.
- e) Bids/Applications by Bidders/Applicants whose demat accounts have been ‘suspended for credit’ are liable to be rejected pursuant to the circular issued by SEBI on July 29, 2010, bearing number CIR/MRD/DP/22/2010. Such accounts are classified as “Inactive demat accounts” and Demographic Details are not provided by depositories.

4.1.3 FIELD NUMBER 3: BIDDERS/APPLICANTS DEPOSITORY ACCOUNT DETAILS

- a) Bidders/Applicants should ensure that DP ID and the Client ID are correctly filled in the Bid cum Application Form/Application Form. The DP ID and Client ID provided in the Bid cum Application Form/Application Form should match with the DP ID and Client ID available in the Depository database, otherwise, the Bid cum Application Form is liable to be rejected.
- b) Bidders/Applicants should ensure that the beneficiary account provided in the Bid cum Application Form/Application Form is active.
- c) Bidders/Applicants should note that on the basis of the DP ID and Client ID as provided in the Bid cum Application Form/Application Form, the Bidder/Applicant may be deemed to have authorized the Depositories to provide to the Registrar to the Issue, any requested Demographic Details of the Bidder/Applicant as available on the records of the depositories. These Demographic Details may be used, among other things, for other correspondence(s) related to an Issue.
- d) Bidders/Applicants are, advised to update any changes to their Demographic Details as available in the records of the Depository Participant to ensure accuracy of records. Any delay resulting from failure to update the Demographic Details would be at the Bidders/Applicants’ sole risk.

4.1.4 FIELD NUMBER 4: BID OPTIONS

- a) Price or Floor Price or Price Band, minimum Bid Lot and Discount (if applicable) may be disclosed in the Prospectus/RHP by the Issuer. The Issuer is required to announce the Floor Price or Price Band, minimum Bid Lot and Discount (if applicable) by way of an advertisement in at least one English, one Hindi and one regional newspaper, with wide circulation, at least five Working Days before Bid/ Issue Opening Date in case of an IPO, and at least one Working Day before Bid/ Issue Opening Date in case of an FPO.
- b) The Bidders may Bid at or above Floor Price or within the Price Band for IPOs/FPOs undertaken through the Book Building Process. In the case of Alternate Book Building Process for an FPO, the Bidders may Bid at Floor Price or any price above the Floor Price (for further details Bidders may refer to Section 5.6 (e)).
- c) **Cut-Off Price:** Retail Individual Bidders or Employees or Retail Individual Shareholders can Bid at the Cut-off Price indicating their agreement to Bid for and purchase the Equity Shares at the Issue Price as determined at the end of the Book Building Process. Bidding at the Cut-off Price is prohibited for QIBs and NIBs and such Bids from QIBs and NIBs may be rejected.
- d) **Minimum Application Value and Bid Lot:** The Issuer in consultation with the BRLMs may decide the minimum number of Equity Shares for each Bid to ensure that the minimum application value is within the range of ₹10,000 to ₹15,000. The minimum Bid Lot is accordingly determined by an Issuer on basis of such minimum application value.

- e) **Allotment:** The Allotment of specified securities to each RIB shall not be less than the minimum Bid Lot, subject to availability of shares in the RIB category, and the remaining available shares, if any, shall be Allotted on a proportionate basis. For details of the Bid Lot, Bidders may refer to the RHP/Prospectus or the advertisement regarding the Price Band published by the Issuer.

4.1.4.1 Maximum and Minimum Bid Size

- a) The Bidder may Bid for the desired number of Equity Shares at a specific price. Bids by Retail Individual Bidders, Employees and Retail Individual Shareholders must be for such number of shares so as to ensure that the Bid Amount less Discount (as applicable), payable by the Bidder does not exceed ₹ 200,000.
- b) In case the Bid Amount exceeds ₹ 200,000 due to revision of the Bid or any other reason, the Bid may be considered for allocation under the Non-Institutional Category, with it not being eligible for Discount then such Bid may be rejected if it is at the Cut-off Price.
- c) For NRIs, a Bid Amount of up to ₹ 200,000 may be considered under the Retail Category for the purposes of allocation and a Bid Amount exceeding ₹ 200,000 may be considered under the Non- Institutional Category for the purposes of allocation.
- d) Bids by QIBs and NIBs must be for such minimum number of shares such that the Bid Amount exceeds ₹ 200,000 and in multiples of such number of Equity Shares thereafter, as may be disclosed in the Bid cum Application Form and the RHP/Prospectus, or as advertised by the Issuer, as the case may be. NIBs and QIBs are not allowed to Bid at Cut-off Price.
- e) RIB may revise or withdraw their bids till closure of the bidding period. QIBs and NIB's cannot withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after bidding and are required to pay the Bid Amount upon submission of the Bid.
- f) In case the Bid Amount reduces to ₹ 200,000 or less due to a revision of the Price Band, Bids by the NIBs who are eligible for allocation in the Retail Category would be considered for allocation under the Retail Category.
- g) For Anchor Investors, if applicable, the Bid Amount shall be least ₹ 100 million. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to other Anchor Investors. Bids by various schemes of a Mutual Fund shall be aggregated to determine the Bid Amount. A Bid cannot be submitted for more than 60% of the QIB Category under the Anchor Investor Portion. Anchor Investors cannot withdraw their Bids or lower the size of their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after the Anchor Investor Bid/ Issue Period and are required to pay the Bid Amount at the time of submission of the Bid. In case the Anchor Investor Issue Price is lower than the Issue Price, the balance amount shall be payable as per the pay-in-date mentioned in the revised CAN. In case the Issue Price is lower than the Anchor Investor Issue Price, the amount in excess of the Issue Price paid by the Anchor Investors shall not be refunded to them.
- h) A Bid cannot be submitted for more than the Issue size.
- i) The maximum Bid by any Bidder including QIB Bidder should not exceed the investment limits prescribed for them under the applicable laws.
- j) The price and quantity options submitted by the Bidder in the Bid cum Application Form may be treated as optional bids from the Bidder and may not be cumulated. After determination of the Issue Price, the highest number of Equity Shares Bid for by a Bidder at or above the Issue Price may be considered for Allotment and the rest of the Bid(s), irrespective of the Bid Amount may automatically become invalid. This is not applicable in case of FPOs undertaken through Alternate Book Building Process (For details of Bidders may refer to (Section 5.6 (e))

4.1.4.2. Multiple Bids

- a) Bidder should submit only one Bid cum Application Form. Bidder shall have the option to make a maximum of three Bids at different price levels in the Bid cum Application Form and such options are not considered as multiple Bids.
- b) Submission of a second Bid cum Application Form to either the same or to another Designated Intermediary and duplicate copies of Bid cum Application Forms bearing the same application number shall be treated as multiple Bids and are liable to be rejected.
- c) Bidders are requested to note the following procedures may be followed by the Registrar to the Issue to detect multiple Bids:
 - (i) All Bids may be checked for common PAN as per the records of the Depository. For Bidders other than Mutual Funds and FII sub-accounts, Bids bearing the same PAN may be treated as multiple Bids by a Bidder and may be rejected.
 - (ii) For Bids from Mutual Funds and FII sub-accounts, submitted under the same PAN, as well as Bids on behalf of the PAN Exempted Bidders, the Bid cum Application Forms may be checked for common DP ID and Client ID. Such Bids which have the same DP ID and Client ID may be treated as multiple Bids and are liable to be rejected.
- d) The following Bids may not be treated as multiple Bids:
 - (i) Bids by Reserved Categories Bidding in their respective Reservation Portion as well as bids made by them in the Issue portion in public category. To clarify, an Eligible Employee Bidding in the Employee Reservation Portion, can Bid in the Net Issue as well, and such Bids will not be treated as multiple Bids.
 - (ii) Separate Bids by Mutual Funds in respect of more than one scheme of the Mutual Fund provided that the Bids clearly indicate the scheme for which the Bid has been made.
 - (iii) Bids by Mutual Funds, and sub-accounts of FIIs (or FIIs and its sub-accounts) submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs.
 - (iv) Bids by Anchor Investors under the Anchor Investor Portion and the QIB Category.

4.1.5 FIELD NUMBER 5: CATEGORY OF BIDDERS

- a) The categories of Bidders identified as per the SEBI ICDR Regulations, 2009 for the purpose of Bidding, allocation and Allotment in the Issue are RIBs, NIBs and QIBs.
- b) Up to 60% of the QIB Category can be allocated by the Issuer, on a discretionary basis subject to the criteria of minimum and maximum number of Anchor Investors based on allocation size, to the Anchor Investors, in accordance with SEBI ICDR Regulations, 2009, with one-third of the Anchor Investor Portion reserved for domestic Mutual Funds subject to valid Bids being received at or above the Issue Price. For details regarding allocation to Anchor Investors, Bidders may refer to the RHP/Prospectus.
- c) An Issuer can make reservation for certain categories of Bidders/Applicants as permitted under the SEBI ICDR Regulations, 2009. For details of any reservations made in the Issue, Bidders/Applicants may refer to the RHP/Prospectus.
- d) The SEBI ICDR Regulations, 2009, specify the allocation or Allotment that may be made to various categories of Bidders in an Issue depending upon compliance with the eligibility conditions. Details pertaining to allocation are disclosed on reverse side of the Revision Form. For Issue specific details in relation to allocation Bidder/Applicant may refer to the RHP/Prospectus.

4.1.6 FIELD NUMBER 6: INVESTOR STATUS

- a) Each Bidder/Applicant should check whether it is eligible to apply under applicable law and ensure that any prospective Allotment to it in the Issue is in compliance with the investment restrictions under applicable law.
- b) Certain categories of Bidders/Applicants, such as NRIs, FPIs and FVCIs may not be allowed to Bid/Apply in the Issue or hold Equity Shares exceeding certain limits specified under applicable law. Bidders/Applicants are requested to refer to the RHP/Prospectus for more details.
- c) Bidders/Applicants should check whether they are eligible to apply on non-repatriation basis or repatriation basis and should accordingly provide the investor status. Details regarding investor status are different in the Resident Bid cum Application Form and Non-Resident Bid cum Application Form.
- d) Bidders/Applicants should ensure that their investor status is updated in the Depository records.

4.1.7 FIELD NUMBER 7: PAYMENT DETAILS

- a) The full Bid Amount (net of any Discount, as applicable) shall be blocked in the ASBA Account based on the authorisation provided in the ASBA Form. If Discount is applicable in the Issue, RIBs should indicate the full Bid Amount in the Bid cum Application Form and funds shall be blocked for the Bid Amount net of Discount. Only in cases where the RHP/Prospectus indicates that part payment may be made, such an option can be exercised by the Bidder. In case of Bidders specifying more than one Bid Option in the Bid cum Application Form, the total Bid Amount may be calculated for the highest of three options at net price, i.e. Bid price less Discount offered, if any.
- b) RIBs who Bid at Cut-off Price shall arrange to block the Bid Amount based on the Cap Price.
- c) All Bidders (except Anchor Investors) have to participate in the Issue only through the ASBA mechanism.
- d) Bid Amount cannot be paid in cash, through money order or through postal order.

4.1.7.1 Instructions for Anchor Investors

- a) Anchor Investors may submit their Bids with a Book Running Lead Managers.
- b) Payments should be made either by direct credit, RTGS or NEFT.
- c) The Escrow Collection Banks shall maintain the monies in the Escrow Account for and on behalf of the Anchor Investors until the Designated Date.

4.1.7.2 Payment instructions for ASBA Bidders

- a) Bidders may submit the ASBA Form either:
 - (i) in electronic mode through the internet banking facility offered by an SCSB authorizing blocking of funds that are available in the ASBA account specified in the Bid cum Application Form, or
 - (ii) in physical mode to any Designated Intermediary.
- b) Bidders must specify the Bank Account number in the Bid cum Application Form. The Bid cum Application Form submitted by Bidder and which is accompanied by cash, demand draft, cheque, money order, postal order or any mode of payment other than blocked amounts in the ASBA Account maintained with an SCSB, will not be accepted.
- c) Bidders should ensure that the Bid cum Application Form is also signed by the ASBA Account holder(s) if the Bidder is not the ASBA Account holder.
- d) Bidders shall note that for the purpose of blocking funds under ASBA facility clearly demarcated funds shall be available in the account.

- e) From one ASBA Account, a maximum of five Bids cum Application Forms can be submitted.
- f) Bidders should submit the Bid cum Application Form only at the Bidding Centers, i.e. to the respective member of the Syndicate at the Specified Locations, the SCSBs, the Registered Broker at the Broker Centres, the RTA at the Designated RTA Locations or CDP at the Designated CDP Locations.
- g) ASBA Bidders bidding through a Designated Intermediary, other than a SCSB, should note that ASBA Forms submitted to such Designated Intermediary may not be accepted, if the SCSB where the ASBA Account, as specified in the Bid cum Application Form, is maintained has not named at least one branch at that location for such Designated Intermediary, to deposit ASBA Forms.
- h) Bidders bidding directly through the SCSBs should ensure that the ASBA Form is submitted to a Designated Branch of a SCSB where the ASBA Account is maintained.
- i) Upon receipt of the ASBA Form, the Designated Branch of the SCSB may verify if sufficient funds equal to the Bid Amount are available in the ASBA Account, as mentioned in the Bid cum Application Form.
- j) If sufficient funds are available in the ASBA Account, the SCSB may block an amount equivalent to the Bid Amount mentioned in the ASBA Form and for application directly submitted to SCSB by investor, may enter each Bid option into the electronic bidding system as a separate Bid.
- k) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB may not accept such Bids and such bids are liable to be rejected.
- l) Upon submission of a completed ASBA Form each Bidder may be deemed to have agreed to block the entire Bid Amount and authorized the Designated Branch of the SCSB to block the Bid Amount specified in the ASBA Form in the ASBA Account maintained with the SCSBs.
- m) The Bid Amount may remain blocked in the aforesaid ASBA Account until finalisation of the Basis of Allotment and consequent transfer of the Bid Amount against the Allotted Equity Shares to the Public Issue Account, or until withdrawal or failure of the Issue, or until withdrawal or rejection of the Bid, as the case may be.
- n) SCSBs bidding in the Issue must apply through an Account maintained with any other SCSB; else their Bids are liable to be rejected.

4.1.7.2.1 Unblocking of ASBA Account

- a) Once the Basis of Allotment is approved by the Designated Stock Exchange, the Registrar to the Issue may provide the following details to the controlling branches of each SCSB, along with instructions to unblock the relevant bank accounts and for successful applications transfer the requisite money to the Public Issue Account designated for this purpose, within the specified timelines: (i) the number of Equity Shares to be Allotted against each Bid, (ii) the amount to be transferred from the relevant bank account to the Public Issue Account, for each Bid, (iii) the date by which funds referred to in (ii) above may be transferred to the Public Issue Account, and (iv) details of rejected Bids, if any, to enable the SCSBs to unblock the respective bank accounts.
- b) On the basis of instructions from the Registrar to the Issue, the SCSBs may transfer the requisite amount against each successful Bidder to the Public Issue Account and may unblock the excess amount, if any, in the ASBA Account.
- c) In the event of withdrawal or rejection of the ASBA Form and for unsuccessful Bids, the Registrar to the Issue may give instructions to the SCSB to unblock the Bid Amount in the relevant ASBA Account within six Working Days of the Bid/ Issue Closing Date.

4.1.7.2.2 Discount (if applicable)

- a) The Discount is stated in absolute rupee terms.
- b) Bidders applying under RIB category, Retail Individual Shareholder and employees are only eligible for discount. For Discounts offered in the Issue, Bidders may refer to the RHP/Prospectus.
- c) The Bidders entitled to the applicable Discount in the Issue may block the Bid Amount less Discount.

Bidder may note that in case the net amount blocked (post Discount) is more than two lakh Rupees, the Bidding system automatically considers such applications for allocation under Non-Institutional Category. These applications are neither eligible for Discount nor fall under RIB category.

Additional Payment Instructions for NRIs

The Non-Resident Indians who intend to make payment through Non-Resident Ordinary (NRO) accounts shall use the form meant for Resident Indians (non-repatriation basis). In the case of Bids by Eligible NRI Bidders applying on a repatriation basis, payment shall not be accepted out of NRO Account.

4.1.8 FIELD NUMBER 8: SIGNATURES AND OTHER AUTHORISATIONS

- a) Only the First Bidder/Applicant is required to sign the Bid cum Application Form/ Application Form. Bidders/Applicants should ensure that signatures are in one of the languages specified in the Eighth Schedule to the Constitution of India.
- b) If the ASBA Account is held by a person or persons other than the Bidder/Applicant, then the Signature of the ASBA Account holder(s) is also required.
- c) In relation to the ASBA Bids/Applications, the signature has to be correctly affixed in the authorisation/undertaking box in the Bid cum Application Form/Application Form, or an authorisation has to be provided to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form/Application Form.
- d) Bidders/Applicants must note that Bid cum Application Form/Application Form without signature of Bidder/Applicant and/or ASBA Account holder is liable to be rejected.

4.1.9 ACKNOWLEDGEMENT AND FUTURE COMMUNICATION

- a) Bidders should ensure that they receive the Acknowledgment Slip duly signed and stamped by the Designated Intermediary, as applicable, for submission of the ASBA Form.
- b) All communications in connection with Bids made in the Issue may be addressed to the Registrar to the Issue with a copy to the relevant Designated Intermediary to whom the Bid cum Application Form was submitted. The Bidder should give full details such as name of the sole or first Bidder/Applicant, Bid cum Application Form number, Bidders'/Applicants' DP ID, Client ID, PAN, date of the submission of Bid cum Application Form, address of the Bidder, number of the Equity Shares applied for and the name and address of the Designated Intermediary where the Bid cum Application Form was submitted by the Bidder.

Further, the investor shall also enclose a copy of the Acknowledgment Slip duly received from the Designated Intermediaries in addition to the information mentioned hereinabove.

For further details, Bidder/Applicant may refer to the RHP/Prospectus and the Bid cum Application Form.

4.2 INSTRUCTIONS FOR FILING THE REVISION FORM

- a) During the Bid/ Issue Period, any Bidder/Applicant (other than QIBs and NIBs, who can only revise their bid upwards) who has registered his or her interest in the Equity Shares at a particular price level is free to revise his or her Bid within the Price Band using the Revision Form, which is a part of the Bid cum Application Form.
- b) RIB may revise their bids or withdraw their Bids till the Bid/ Issue Closing Date.
- c) Revisions can be made in both the desired number of Equity Shares and the Bid Amount by using the Revision Form.
- d) The Bidder/Applicant can make this revision any number of times during the Bid/ Issue Period. However, for any revision(s) in the Bid, the Bidders/Applicants will have to use the services of the same Designated Intermediary through which such Bidder/Applicant had placed the original Bid. Bidders/Applicants are advised to retain copies of the blank Revision Form and the Bid(s) must be made only in such Revision Form or copies thereof.
- (e) Instructions to fill each field of the Revision Form can be found on the reverse side of the Revision Form. Other than instructions already highlighted at paragraph 4.1 above, point wise instructions regarding filling up various fields of the Revision Form are provided below:

A sample revision form is reproduced below:

COMMON BID REVISION FORM	XYZ LIMITED - INITIAL PUBLIC ISSUE - R		FOR RESIDENT INDIANS, INCLUDING RESIDENT QIBs, AND ELIGIBLE NRIs APPLYING ON A NON-REPATRIATION BASIS
	Address : Contact Details: CIN No.		

LOGO

TO,
THE BOARD OF DIRECTORS
XYZ LIMITED

BOOK BUILT ISSUE
ISIN :

Bid cum
Application
Form No.

SYNDICATE MEMBER'S STAMP & CODE	BROKER/SCSB/DP/RTA STAMP & CODE	1. NAME & CONTACT DETAILS OF SOLE / FIRST BIDDER
		Mr./Ms. Address Tel. No (with STD code) / Mobile Email
SUB-BROKER'S / SUB-AGENT'S STAMP & CODE	ESCROW BANK/SCSB BRANCH STAMP & CODE	2. PAN OF SOLE / FIRST BIDDER
	
BANK BRANCH SERIAL NO.	SCSB SERIAL NO.	3. BIDDER'S DEPOSITORY ACCOUNT DETAILS
	 For NSDL, enter 8 digit DP ID followed by 8 digit Client ID / For CDSL, enter 16 digit Client ID

PLEASE CHANGE MY BID																
4. FROM (AS PER LAST BID OR REVISION)																
Bid Options	No. of Equity Shares Bid (Bids must be in multiples of Bid Lot as advertised)								Price per Equity Share (₹) "Cut-off" (Price in multiples of ₹ 1/- only)							
	(In Figures)								(In Figures)							
	8	7	6	5	4	3	2	1	Bid Price	Retail Discount	Net Price	"Cut-off"	(Please tick)			
Option 1																
(OR) Option 2																
(OR) Option 3																

5. TO (Revised Bid) (Only Retail Individual Bidders can Bid at "Cut-off")																
Bid Options	No. of Equity Shares Bid (Bids must be in multiples of Bid Lot as advertised)								Price per Equity Share (₹) "Cut-off" (Price in multiples of ₹ 1/- only)							
	(In Figures)								(In Figures)							
	8	7	6	5	4	3	2	1	Bid Price	Retail Discount	Net Price	"Cut-off"	(Please tick)			
Option 1																
(OR) Option 2																
(OR) Option 3																

6. PAYMENT DETAILS															
Additional Amount Paid (₹ in figures) ₹ in words)															
ASBA Bank A/c No.															
Bank Name & Branch:															
PAYMENT OPTION : FULL PAYMENT <input type="checkbox"/> PART PAYMENT <input type="checkbox"/>															

I/We hereby confirm that I/We have read and understood the terms and conditions of the IPO and the General Information Document for the IPO and I/We agree to participate in the IPO and I/We agree to pay the subscription amount as and when required.															
7A. SIGNATURE OF SOLE / FIRST BIDDER								7B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(s) (AS PER BANK RECORDS)							
Date :								I/We authorize the SCSB to debit all necessary amounts for Application in the line							
								1)							
								2)							
								BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Bid in Stock Exchange system)							

TEAR HERE																
LOGO	XYZ LIMITED								Acknowledgement Slip for Broker/SCSB/DP/RTA				Bid cum Application Form No.			
BID REVISION FORM - INITIAL PUBLIC ISSUE - R																

DP/ID / CL ID	PAN of Sole / First Bidder														
Additional Amount Paid (₹)								Bank & Branch							
ASBA Bank A/c No.								Stamp & Signature of SCSB Branch							
Received from Mr./Ms.															
Telephone / Mobile								Email							

TEAR HERE															
XYZ LIMITED - BID REVISION FORM - INITIAL PUBLIC ISSUE - R	Option 1		Option 2		Option 3		Stamp & Signature of Broker / SCSB / DP / RTA				Name of Sole / First Bidder				
	No. of Equity Shares														
	Bid Price														
	Additional Amount Paid (₹)														
	ASBA Bank A/c No.														
Bank & Branch															
Acknowledgement Slip for Bidder															
Bid cum Application Form No.															

4.2.1 FIELDS 1, 2 AND 3: NAME AND CONTACT DETAILS OF SOLE/FIRST BIDDER/APPLICANTS, PAN OF SOLE/FIRST BIDDER/APPLICANT & DEPOSITORY ACCOUNT DETAILS OF THE BIDDER/APPLICANT

Bidders/Applicants should refer to instructions contained in paragraphs 4.1.1, 4.1.2 and 4.1.3.

4.2.2 FIELD 4 & 5: BID OPTIONS REVISION 'FROM' AND 'TO'

- a) Apart from mentioning the revised options in the Revision Form, the Bidder/Applicant must also mention the details of all the bid options given in his or her Bid cum Application Form or earlier Revision Form. For example, if a Bidder/Applicant has Bid for three options in the Bid cum Application Form and such Bidder/Applicant is changing only one of the options in the Revision Form, the Bidder/Applicant must still fill the details of the other two options that are not being revised, in the Revision Form. The Designated Intermediaries may not accept incomplete or inaccurate Revision Forms.
- b) In case of revision, Bid options should be provided by Bidders/Applicants in the same order as provided in the Bid cum Application Form.
- c) In case of revision of Bids by RIBs, Employees and Retail Individual Shareholders, such Bidders/Applicants should ensure that the Bid Amount, subsequent to revision, does not exceed ₹200,000. In case the Bid Amount exceeds ₹200,000 due to revision of the Bid or for any other reason, the Bid may be considered, subject to eligibility, for allocation under the Non-Institutional Category, not being eligible for Discount (if applicable) and such Bid may be rejected if it is at the Cut-off Price. The Cut-off Price option is given only to the RIBs, Employees and Retail Individual Shareholders indicating their agreement to Bid for and purchase the Equity Shares at the Issue Price as determined at the end of the Book Building Process.
- d) In case the total amount (i.e., original Bid Amount plus additional payment) exceeds ₹200,000, the Bid will be considered for allocation under the Non-Institutional Category in terms of the RHP/Prospectus. If, however, the RIB does not either revise the Bid or make additional payment and the Issue Price is higher than the cap of the Price Band prior to revision, the number of Equity Shares Bid, where possible, shall be adjusted downwards for the purpose of allocation, such that no additional payment would be required from the RIB and the RIB is deemed to have approved such revised Bid at Cut-off Price.
- e) In case of a downward revision in the Price Band, RIBs and Bids by Employees under the Reservation Portion, who have bid at the Cut-off Price could either revise their Bid or the excess amount paid at the time of Bidding may be unblocked after the allotment is finalised.

4.2.3 FIELD 6: PAYMENT DETAILS

- a) All Bidders/Applicants are required to authorise that the full Bid Amount (less Discount (if applicable) is blocked. In case of Bidders/Applicants specifying more than one Bid Option in the Bid cum Application Form, the total Bid Amount may be calculated for the highest of three option at net price, i.e. Bid price less discount offered, if any.
- b) Bidder/Applicants may issue instructions to block the revised amount based on cap of the revised Price Band (adjusted for the Discount (if applicable) in the ASBA Account, to the same Designated Intermediary through whom such Bidder/Applicant had placed the original Bid to enable the relevant SCSB to block the additional Bid Amount, if any.
- c) In case the total amount (i.e., original Bid Amount less discount (if applicable) plus additional payment) exceeds ₹200,000, the Bid may be considered for allocation under the Non-Institutional Category in terms of the RHP/Prospectus. If, however, the Bidder/Applicant does not either revise the Bid or make additional payment and the Issue Price is higher than the cap of the Price Band prior to revision, the number of Equity Shares Bid for, where possible, may be adjusted downwards for the purpose of Allotment, such that additional amount is required blocked and the Bidder/Applicant is deemed to have approved such revised Bid at the Cut-off Price.
- d) In case of a downward revision in the Price Band, RIBs, Employees and Retail Individual Shareholders, who have bid at the Cut-off Price, could either revise their Bid or the excess amount blocked at the time of Bidding may be unblocked after the finalisation of basis of allotment.

4.2.4 FIELDS 7 : SIGNATURES AND ACKNOWLEDGEMENTS

Bidders/Applicants may refer to instructions contained at paragraphs 4.1.8 and 4.1.9 for this purpose.

4.3 INSTRUCTIONS FOR FILING APPLICATION FORM IN ISSUES MADE OTHER THAN THROUGH THE BOOK BUILDING PROCESS (FIXED PRICE ISSUE)

4.3.1 FIELDS 1, 2, 3 NAME AND CONTACT DETAILS OF SOLE/FIRST BIDDER/APPLICANT, PAN OF SOLE/FIRST BIDDER/APPLICANT & DEPOSITORY ACCOUNT DETAILS OF THE BIDDER/APPLICANT

Applicants should refer to instructions contained in paragraphs 4.1.1, 4.1.2 and 4.1.3.

4.3.2 FIELD 4: PRICE, APPLICATION QUANTITY & AMOUNT

- a) The Issuer may mention Issue Price or Price Band in the draft Prospectus. However a prospectus registered with RoC contains one price or coupon rate (as applicable).
- b) **Minimum Application Value and Bid Lot:** The Issuer in consultation with the Book Running Lead Managers may decide the minimum number of Equity Shares for each Bid to ensure that the minimum application value is within the range of ₹10,000 to ₹15,000. The minimum Lot size is accordingly determined by an Issuer on basis of such minimum application value.
- c) Applications by RIBs, Employees and Retail Individual Shareholders, must be for such number of shares so as to ensure that the application amount payable does not exceed ₹200,000.
- d) Applications by other investors must be for such minimum number of shares such that the application amount exceeds ₹200,000 and in multiples of such number of Equity Shares thereafter, as may be disclosed in the application form and the Prospectus, or as advertised by the Issuer, as the case may be.
- e) An application cannot be submitted for more than the Issue size.
- f) The maximum application by any Applicant should not exceed the investment limits prescribed for them under the applicable laws.
- g) **Multiple Applications:** An Applicant should submit only one Application Form. Submission of a second Application Form to either the same or other SCSB and duplicate copies of Application Forms bearing the same application number shall be treated as multiple applications and are liable to be rejected.
- h) Applicants are requested to note the following procedures may be followed by the Registrar to the Issue to detect multiple applications:
 - i. All applications may be checked for common PAN as per the records of the Depository. For Applicants other than Mutual Funds and FII sub-accounts, Applications bearing the same PAN may be treated as multiple applications by an Applicant and may be rejected.
 - ii. For applications from Mutual Funds and FII sub-accounts, submitted under the same PAN, as well as Applications on behalf of the PAN Exempted Applicants, the Application Forms may be checked for common DP ID and Client ID. In any such applications, which have the same DP ID and Client ID, these may be treated as multiple applications and may be rejected.
- i) The following applications may not be treated as multiple Bids:
 - i. Applications by Reserved Categories in their respective reservation portion as well as that made by them in the Issue portion in public category.
 - ii. Separate applications by Mutual Funds in respect of more than one scheme of the Mutual Fund provided that the Applications clearly indicate the scheme for which the Bid has been made.

- iii. Applications by Mutual Funds, and sub-accounts of FIIs (or FIIs and its sub-accounts) submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs.

4.3.3 FIELD NUMBER 5 : CATEGORY OF APPLICANTS

- a) The categories of applicants identified as per the SEBI ICDR Regulations, 2009 for the purpose of Bidding, allocation and Allotment in the Issue are RIBs, individual applicants other than RIB's and other investors (including corporate bodies or institutions, irrespective of the number of specified securities applied for).
- b) An Issuer can make reservation for certain categories of Applicants permitted under the SEBI ICDR Regulations, 2009. For details of any reservations made in the Issue, applicants may refer to the Prospectus.
- c) The SEBI ICDR Regulations, 2009 specify the allocation or Allotment that may be made to various categories of applicants in an Issue depending upon compliance with the eligibility conditions. Details pertaining to allocation are disclosed on reverse side of the Revision Form. For Issue specific details in relation to allocation applicant may refer to the Prospectus.

4.3.4 FIELD NUMBER 6: INVESTOR STATUS

Applicants should refer to instructions contained in paragraphs 4.1.6.

4.3.5 FIELD 7: PAYMENT DETAILS

- a) All Applicants (other than Anchor Investors) are required to make use of ASBA for applying in the Issue.
- b) Application Amount cannot be paid in cash, through money order, cheque, demand draft or through postal order or through stock invest.

4.3.5.1 Payment instructions for Applicants

Applicants should refer to instructions contained in paragraphs 4.1.7.2.

4.3.5.2 Unblocking of ASBA Account

Applicants should refer to instructions contained in paragraphs 4.1.7.2.1.

4.3.5.3 Discount (if applicable)

Applicants should refer to instructions contained in paragraphs 4.1.7.3.

4.3.6 FIELD NUMBER 8: SIGNATURES AND OTHER AUTHORIZATIONS & ACKNOWLEDGEMENT AND FUTURE COMMUNICATION

Applicants should refer to instructions contained in paragraphs 4.1.8 & 4.1.9.

4.4 SUBMISSION OF BID CUM APPLICATION FORM/APPLICATION FORM/REVISION FORM

4.4.1 Bidders/Applicants may submit completed Bid cum application form/Revision Form in the following manner: -

Mode of Application	Submission of Bid cum Application Form
Anchor Investors Application Form	1) To the Book Running Lead Managers at the locations mentioned in the Anchor Investors Application Form
ASBA Form	(a) To members of the Syndicate in the Specified Locations or Registered Brokers at the Broker Centres or the RTA at the Designated RTA Location or the DP at the Designated DP Location (b) To the Designated Branches of the SCSBs

- a) Bidders/Applicants should submit the Revision Form to the same Designated Intermediary through which such Bidder/Applicant had placed the original Bid.
- b) Upon submission of the Bid cum Application Form, the Bidder/Applicant will be deemed to have authorized the Issuer to make the necessary changes in the RHP and the Bid cum Application Form as would be required for filing Prospectus with the RoC and as would be required by the RoC after such filing, without prior or subsequent notice of such changes to the relevant Bidder/Applicant.
- c) Upon determination of the Issue Price and filing of the Prospectus with the RoC, the Bid cum Application Form will be considered as the application form.

SECTION 5: ISSUE PROCEDURE IN BOOK BUILT ISSUE

Book Building, in the context of the Issue, refers to the process of collection of Bids within the Price Band or above the Floor Price and determining the Issue Price based on the Bids received as detailed in Schedule XI of SEBI ICDR Regulations, 2009. The Issue Price is finalised after the Bid/ Issue Closing Date. Valid Bids received at or above the Issue Price are considered for allocation in the Issue, subject to applicable regulations and other terms and conditions.

5.1 SUBMISSION OF BIDS

- a) During the Bid/ Issue Period, Bidders/Applicants may approach any of the Designated Intermediaries to register their Bids. Anchor Investors who are interested in subscribing for the Equity Shares should approach the Book Running Lead Managers, to register their Bid.
- b) In case of Bidders/Applicants (excluding NIBs and QIBs) Bidding at Cut-off Price, the Bidders/Applicants may instruct the SCSBs to block Bid Amount based on the Cap Price less discount (if applicable).
- c) For details of the timing on acceptance and upload of Bids in the Stock Exchanges Platform Bidders/Applicants are requested to refer to the RHP.

5.2 ELECTRONIC REGISTRATION OF BIDS

- a) The Designated Intermediary may register the Bids using the on-line facilities of the Stock Exchanges. The Designated Intermediaries can also set up facilities for off-line electronic registration of Bids, subject to the condition that they may subsequently upload the off-line data file into the on-line facilities for Book Building on a regular basis before the closure of the issue.
- b) On the Bid/ Issue Closing Date, the Designated Intermediaries may upload the Bids till such time as may be permitted by the Stock Exchanges and as disclosed in the Red Herring Prospectus.

- c) Only Bids that are uploaded on the Stock Exchanges Platform are considered for allocation/Allotment. The Designated Intermediaries are given till 1 p.m. on the next Working Day following the Bid/ Issue Closing Date to modify select fields uploaded in the Stock Exchange Platform during the Bid/ Issue Period after which the Stock Exchange(s) send the bid information to the Registrar to the Issue for further processing.

5.3 BUILD UP OF THE BOOK

- a) Bids received from various Bidders/Applicants through the Designated Intermediaries may be electronically uploaded on the Bidding Platform of the Stock Exchanges' on a regular basis. The book gets built up at various price levels. This information may be available with the Book Running Lead Managers at the end of the Bid/ Issue Period.
- b) Based on the aggregate demand and price for Bids registered on the Stock Exchanges Platform, a graphical representation of consolidated demand and price as available on the websites of the Stock Exchanges may be made available at the Bidding centres during the Bid/ Issue Period.

5.4 WITHDRAWAL OF BIDS

- a) RIBs can withdraw their Bids until Bid/ Issue Closing Date. In case a RIB wishes to withdraw the Bid during the Bid/ Issue Period, the same can be done by submitting a request for the same to the concerned Designated Intermediary who shall do the requisite, including unblocking of the funds by the SCSB in the ASBA Account.
- b) The Registrar to the Issue shall give instruction to the SCSB for unblocking the ASBA Account upon or after the finalisation of basis of allotment. QIBs and NIBs can neither withdraw nor lower the size of their Bids at any stage.

5.5 REJECTION & RESPONSIBILITY FOR UPLOAD OF BIDS

- a) The Designated Intermediaries are individually responsible for the acts, mistakes or errors or omission in relation to:
 - i. the Bids accepted by the Designated Intermediary,
 - ii. the Bids uploaded by the Designated Intermediary, and
 - iii. the Bid cum application forms accepted but not uploaded by the Designated Intermediary.
- b) The Book Running Lead Managers and their affiliate Syndicate Members, as the case may be, may reject Bids if all information required is not provided and the Bid cum Application Form is incomplete in any respect.
- c) The SCSBs shall have no right to reject Bids, except in case of unavailability of adequate funds in the ASBA account or on technical grounds.
- d) In case of QIB Bidders, only the (i) SCSBs (for Bids other than the Bids by Anchor Investors); and (ii) BRLMs and their affiliate Syndicate Members (only in the Specified Locations) have the right to reject bids. However, such rejection shall be made at the time of receiving the Bid and only after assigning a reason for such rejection in writing.
- c) All bids by QIBs, NIBs & RIBs Bidders can be rejected on technical grounds listed herein.

5.5.1 GROUNDS FOR TECHNICAL REJECTIONS

Bid cum Application Forms/Application Forms can be rejected on the below mentioned technical grounds either at the time of their submission to any of the Designated Intermediaries, or at the time of finalisation of the Basis of Allotment. Bidders/Applicants are advised to note that the Bids/Applications are liable to be rejected, which have been detailed at various places in this GID:-

- a) Bid/Applications accompanied by cash, demand draft, cheque, money order, postal order or any mode of payment other than blocked amounts in the ASBA Account maintained with an SCSB;
- b) Bid/Application by persons not competent to contract under the Indian Contract Act, 1872, as amended, (other than minors having valid Depository Account as per Demographic Details provided by Depositories);
- c) Bids/Applications by OCBs;
- d) In case of partnership firms, Bid/Application for Equity Shares made in the name of the firm. However, a limited liability partnership can apply in its own name;
- e) In case of Bids/Applications under power of attorney or by limited companies, corporate, trust, etc., relevant documents are not being submitted along with the Bid cum application form;
- f) Bids/Applications by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
- g) Bids/Applications by any person outside India if not in compliance with applicable foreign and Indian laws;
- h) PAN not mentioned in the Bid cum Application Form/Application Forms except for Bids/Applications by or on behalf of the Central or State Government and officials appointed by the court and by the investors residing in the State of Sikkim, provided such claims have been verified by the Depository Participant;
- i) In case no corresponding record is available with the Depositories that matches the DP ID, the Client ID and the PAN;
- j) Bids/Applications for lower number of Equity Shares than the minimum specified for that category of investors;
- k) Bids/Applications at a price less than the Floor Price & Bids/Applications at a price more than the Cap Price;
- l) Bids/Applications at Cut-off Price by NIBs and QIBs;
- m) The amounts mentioned in the Bid cum Application Form/Application Forms do not tally with the amount payable for the value of the Equity Shares Bid/Applied for;
- n) Bids/Applications for amounts greater than the maximum permissible amounts prescribed by the regulations;
- o) Submission of more than five ASBA Forms/Application Forms per ASBA Account;
- p) Bids/Applications for number of Equity Shares which are not in multiples of Equity Shares as specified in the RHP;
- q) Multiple Bids/Applications as defined in this GID and the RHP/Prospectus;
- r) Bids not uploaded in the Stock Exchanges bidding system.
- s) Inadequate funds in the bank account to block the Bid/Application Amount specified in the ASBA Form/Application Form at the time of blocking such Bid/Application Amount in the bank account;
- t) Where no confirmation is received from SCSB for blocking of funds;
- u) Bids/Applications by Bidders (other than Anchor Investors) not submitted through ASBA process;

- v) ASBA bids/Applications submitted to Designated Intermediaries at locations other than the Bidding Centers or to the Escrow Collecting Banks (assuming that such bank is not a SCSB where the ASBA Account is maintained), to the Issuer or the Registrar to the Issue;
- w) Bids/Applications not uploaded on the terminals of the Stock Exchanges;
- x) Bids/Applications by SCSBs wherein a separate account in its own name held with any other SCSB is not mentioned as the ASBA Account in the Bid cum Application Form/Application Form.

5.6 BASIS OF ALLOCATION

- a) The SEBI ICDR Regulations, 2009 specify the allocation or Allotment that may be made to various categories of Bidders/Applicants in an Issue depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Issue size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the RHP/Prospectus. For details in relation to allocation, the Bidder/Applicant may refer to the RHP/Prospectus.
- b) Under-subscription in any category (except QIB Portion) is allowed to be met with spill-over from any other category or combination of categories at the discretion of the Issuer and in consultation with the BRLMs and the Designated Stock Exchange and in accordance with the SEBI ICDR Regulations, 2009. Unsubscribed portion in QIB Category is not available for subscription to other categories.
- c) In case of under subscription in the Issue, spill-over to the extent of such under- subscription may be permitted from the Reserved Portion to the Issue. For allocation in the event of an under- subscription applicable to the Issuer, Bidders/Applicants may refer to the RHP.
- d) **Illustration of the Book Building and Price Discovery Process**

Bidders should note that this example is solely for illustrative purposes and is not specific to the Issue; it also excludes Bidding by Anchor Investors.

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

Bid Quantity	Bid Price (₹)	Cumulative Quantity	Subscription
500	24	500	16.70%
1,000	23	1,500	50.00%
1,500	22	3,000	100.00%
2,000	21	5,000	166.70%
2,500	20	7,500	250.00%

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

e) **Alternate Method of Book Building**

In case of FPOs, Issuers may opt for an alternate method of Book Building in which only the Floor Price is specified for the purposes of Bidding (“**Alternate Book Building Process**”).

The Issuer may specify the Floor Price in the RHP or advertise the Floor Price at least one Working Day prior to the Bid/ Issue Opening Date. QIBs may Bid at a price higher than the Floor Price and the Allotment to the QIBs is made on a price priority basis. The Bidder with the highest Bid Amount is allotted the number of Equity Shares Bid for and then the second highest Bidder is Allotted Equity Shares and this process continues until all the Equity Shares have been allotted. RIBs, NIBs and Employees are Allotted Equity Shares at the Floor Price and Allotment to these categories of Bidders is made proportionately. If the number of Equity Shares Bid for at a price is more than available quantity then the Allotment may be done on a proportionate basis. Further, the Issuer may place a cap either in terms of number of specified securities or percentage of issued capital of the Issuer that may be Allotted to a single Bidder, decide whether a Bidder be allowed to revise the bid upwards or downwards in terms of price and/or quantity and also decide whether a Bidder be allowed single or multiple bids.

SECTION 6: ISSUE PROCEDURE IN FIXED PRICE ISSUE

Applicants may note that there is no Bid cum Application Form in a Fixed Price Issue. As the Issue Price is mentioned in the Fixed Price Issue therefore on filing of the Prospectus with the RoC, the Application so submitted is considered as the application form.

Applicants may only use the specified Application Form for the purpose of making an Application in terms of the Prospectus which may be submitted through the Designated Intermediary.

Applicants may submit an Application Form either in physical form to the any of the Designated Intermediaries or in the electronic form to the SCSB or the Designated Branches of the SCSBs authorising blocking of funds that are available in the bank account specified in the Application Form only (“ASBA Account”). The Application Form is also made available on the websites of the Stock Exchanges at least one day prior to the Bid/ Issue Opening Date.

In a fixed price Issue, allocation in the net Issue to the public category is made as follows: minimum fifty per cent to Retail Individual Bidders; and remaining to (i) individual investors other than Retail Individual Bidders; and (ii) other Applicants including corporate bodies or institutions, irrespective of the number of specified securities applied for. The unsubscribed portion in either of the categories specified above may be allocated to the Applicants in the other category.

For details of instructions in relation to the Application Form, Bidders/Applicants may refer to the relevant section of the GID.

SECTION 7: ALLOTMENT PROCEDURE AND BASIS OF ALLOTMENT

The Allotment of Equity Shares to Bidders/Applicants other than Retail Individual Bidders and Anchor Investors may be on proportionate basis. For Basis of Allotment to Anchor Investors, Bidders/Applicants may refer to RHP/Prospectus. No Retail Individual Bidder will be Allotted less than the minimum Bid Lot subject to availability of shares in Retail Individual Bidder Category and the remaining available shares, if any will be Allotted on a proportionate basis. The Issuer is required to receive a minimum subscription of 90% of the Net Issue (excluding any Offer for Sale of specified securities). However, in case the Issue is in the nature of Offer for Sale only, then minimum subscription may not be applicable.

7.1 ALLOTMENT TO RIBs

Bids received from the RIBs at or above the Issue Price may be grouped together to determine the total demand under this category. If the aggregate demand in this category is less than or equal to the Retail Category at or above the Issue Price, full Allotment may be made to the RIBs to the extent of the valid Bids. If the aggregate demand in this category is greater than the allocation to in the Retail Category at or above the Issue Price, then the maximum number of RIBs who can be Allotted the minimum Bid Lot will be computed by dividing the total number of Equity Shares available for Allotment to RIBs by the minimum Bid Lot (“**Maximum RIB Allottees**”). The Allotment to the RIBs will then be made in the following manner:

- a) In the event the number of RIBs who have submitted valid Bids in the Issue is equal to or less than Maximum RIB Allottees, (i) all such RIBs shall be Allotted the minimum Bid Lot; and (ii) the balance available Equity Shares, if any, remaining in the Retail Category shall be Allotted on a proportionate basis to the RIBs who have received Allotment as per (i) above for the balance demand of the Equity Shares Bid by them (i.e. who have Bid for more than the minimum Bid Lot).
- b) In the event the number of RIBs who have submitted valid Bids in the Issue is more than Maximum RIB Allottees, the RIBs (in that category) who will then be Allotted minimum Bid Lot shall be determined on the basis of draw of lots.

7.2 ALLOTMENT TO NIBs

Bids received from NIBs at or above the Issue Price may be grouped together to determine the total demand under this category. The Allotment to all successful NIBs may be made at or above the Issue Price. If the aggregate demand in this category is less than or equal to the Non-Institutional Category at or above the Issue Price, full Allotment may be made to NIBs to the extent of their demand. In case the aggregate demand in this category is greater than the Non-Institutional Category at or above the Issue Price, Allotment may be made on a proportionate basis up to a minimum of the Non-Institutional Category.

7.3 ALLOTMENT TO QIBs

For the Basis of Allotment to Anchor Investors, Bidders/Applicants may refer to the SEBI ICDR Regulations, 2009 or RHP/Prospectus. Bids received from QIBs Bidding in the QIB Category (net of Anchor Portion) at or above the Issue Price may be grouped together to determine the total demand under this category. The QIB Category may be available for Allotment to QIBs who have Bid at a price that is equal to or greater than the Issue Price. Allotment may be undertaken in the following manner:

- c) In the first instance allocation to Mutual Funds for up to 5% of the QIB Category may be determined as follows: (i) In the event that Bids by Mutual Fund exceeds 5% of the QIB Category, allocation to Mutual Funds may be done on a proportionate basis for up to 5% of the QIB Category; (ii) In the event that the aggregate demand from Mutual Funds is less than 5% of the QIB Category then all Mutual Funds may get full Allotment to the extent of valid Bids received above the Issue Price; and (iii) Equity Shares remaining unsubscribed, if any and not allocated to Mutual Funds may be available for Allotment to all QIBs as set out at paragraph 7.4(b) below;
- d) In the second instance, Allotment to all QIBs may be determined as follows: (i) In the event of oversubscription in the QIB Category, all QIBs who have submitted Bids above the Issue Price may be Allotted Equity Shares on a proportionate basis for up to 95% of the QIB Category; (ii) Mutual Funds, who have received allocation as per (a) above, for less than the number of Equity Shares Bid for by them, are eligible to receive Equity Shares on a proportionate basis along with other QIBs; and (iii) Under-subscription below 5% of the QIB Category, if any, from Mutual Funds, may be included for allocation to the remaining QIBs on a proportionate basis.

7.4 ALLOTMENT TO ANCHOR INVESTOR (IF APPLICABLE)

- a) Allocation of Equity Shares to Anchor Investors at the Anchor Investor Issue Price will be at the discretion of the issuer in consultation with the Promoter Selling Shareholders and the Book Running Lead Managers, subject to compliance with the following requirements:
- (i) not more than 60% of the QIB Category will be allocated to Anchor Investors;
 - (ii) one-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to other Anchor Investors; and
 - (iii) allocation to Anchor Investors shall be on a discretionary basis and subject to:
 - a maximum number of two Anchor Investors for allocation up to ₹ 100 million;
 - a minimum number of two Anchor Investors and maximum number of 15 Anchor Investors for allocation of more than ₹ 100 million and up to ₹ 2,500 million subject to minimum Allotment of ₹ 50 million per such Anchor Investor; and
 - a minimum number of five Anchor Investors and maximum number of 15 Anchor Investors for allocation of more than ₹ 2,500 million, and an additional 10 Anchor Investors for every additional ₹ 2,500 million or part thereof, subject to minimum Allotment of ₹ 50 million per such Anchor Investor.
- b) An Anchor Investor shall make an application of a value of at least ₹ 100 million in the Issue.
- c) A physical book is prepared by the Registrar on the basis of the Anchor Investor Application Forms received from Anchor Investors. Based on the physical book and at the discretion of the Issuer in consultation with the Book Running Lead Managers selected Anchor Investors will be sent a CAN and if required, a revised CAN.
- d) **In the event that the Issue Price is higher than the Anchor Investor Issue Price:** Anchor Investors will be sent a revised CAN within one day of the Pricing Date indicating the number of Equity Shares allocated to such Anchor Investor and the pay-in date for payment of the balance amount. Anchor Investors are then required to pay any additional amounts, being the difference between the Issue Price and the Anchor Investor Issue Price, as indicated in the revised CAN within the pay-in date referred to in the revised CAN. Thereafter, the Allotment Advice will be issued to such Anchor Investors.
- e) **In the event the Issue Price is lower than the Anchor Investor Issue Price:** Anchor Investors who have been Allotted Equity Shares will directly receive Allotment Advice.

7.5 BASIS OF ALLOTMENT FOR QIBs (OTHER THAN ANCHOR INVESTORS), NIBs AND RESERVED CATEGORY IN CASE OF OVER-SUBSCRIBED ISSUE

In the event of the Issue being over-subscribed, the Issuer may finalise the Basis of Allotment in consultation with the Designated Stock Exchange in accordance with the SEBI ICDR Regulations, 2009.

The allocation may be made in marketable lots, on a proportionate basis as explained below:

- a) Bidders may be categorized according to the number of Equity Shares applied for;
- b) The total number of Equity Shares to be Allotted to each category as a whole may be arrived at on a proportionate basis, which is the total number of Equity Shares applied for in that category (number of Bidders in the category multiplied by the number of Equity Shares applied for) multiplied by the inverse of the over-subscription ratio;
- c) The number of Equity Shares to be Allotted to the successful Bidders may be arrived at on a proportionate basis, which is total number of Equity Shares applied for by each Bidder in that category multiplied by the inverse of the over-subscription ratio;

- d) In all Bids where the proportionate Allotment is less than the minimum Bid Lot decided per Bidder, the Allotment may be made as follows: the successful Bidders out of the total Bidders for a category may be determined by a draw of lots in a manner such that the total number of Equity Shares Allotted in that category is equal to the number of Equity Shares calculated in accordance with (b) above; and each successful Bidder may be Allotted a minimum of such Equity Shares equal to the minimum Bid Lot finalised by the Issuer;
- e) If the proportionate Allotment to a Bidder is a number that is more than the minimum Bid lot but is not a multiple of one (which is the marketable lot), the decimal may be rounded off to the higher whole number if that decimal is 0.5 or higher. If that number is lower than 0.5 it may be rounded off to the lower whole number. Allotment to all Bidders in such categories may be arrived at after such rounding off; and
- f) If the Equity Shares allocated on a proportionate basis to any category are more than the Equity Shares Allotted to the Bidders in that category, the remaining Equity Shares available for Allotment may be first adjusted against any other category, where the Allotted Equity Shares are not sufficient for proportionate Allotment to the successful Bidders in that category. The balance Equity Shares, if any, remaining after such adjustment may be added to the category comprising Bidders applying for minimum number of Equity Shares.

7.6 DESIGNATED DATE AND ALLOTMENT OF EQUITY SHARES

- a) **Designated Date:** On the Designated Date, the Escrow Collection Banks shall transfer the funds represented by allocation of Equity Shares to Anchor Investors from the Escrow Account, as per the terms of the Escrow Agreement, into the Public Issue Account with the Bankers to the Issue. The balance amount after transfer to the Public Issue Account shall be transferred to the Refund Account. Payments of refund to the Bidders applying in the Anchor Investor Portion shall be made from the Refund Account as per the terms of the Escrow Agreement and the RHP. On the Designated Date, the Registrar to the Issue shall instruct the SCSBs to transfer funds represented by allocation of Equity Shares from ASBA Accounts into the Public Issue Account.
- b) **Issuance of Allotment Advice:** Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Registrar shall upload the same on its website. On the basis of the approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the Allotment and credit of Equity Shares. Bidders/Applicants are advised to instruct their Depository Participant to accept the Equity Shares that may be allotted to them pursuant to the Issue.
- c) Pursuant to confirmation of such corporate actions, the Registrar will dispatch Allotment Advice to the Bidders/Applicants who have been Allotted Equity Shares in the Issue.
- d) The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract.
- e) Issuer will ensure that: (i) the Allotment of Equity Shares; and (ii) credit of shares to the successful Bidders/Applicants Depository Account will be completed within six Working Days of the Bid/ Issue Closing Date.

SECTION 8: INTEREST AND REFUNDS

8.1 COMPLETION OF FORMALITIES FOR LISTING & COMMENCEMENT OF TRADING

The Issuer shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges are taken within six Working Days of the Bid/ Issue Closing Date. The Registrar to the Issue may initiate corporate action for credit to Equity Shares the beneficiary account with Depositories within six Working Days of the Bid/ Issue Closing Date.

8.2 GROUNDS FOR REFUND

8.2.1 NON RECEIPT OF LISTING PERMISSION

An Issuer makes an application to the Stock Exchange(s) for permission to deal in/list and for an official quotation of the Equity Shares. All the Stock Exchanges from where such permission is sought are disclosed in RHP/Prospectus. The Designated Stock Exchange may be as disclosed in the RHP/Prospectus with which the Basis of Allotment may be finalised.

If the Issuer fails to make application to the Stock Exchange(s) or obtain permission for listing of the Equity Shares, in accordance with the provisions of Section 40 of the Companies Act, 2013, the Issuer shall be punishable with a fine which shall not be less than ₹ 0.5 million but which may extend to ₹ 5 million and every officer of the Issuer who is in default shall be punishable with imprisonment for a term which may extend to one year or with fine which shall not be less than ₹ 50,000 but which may extend to ₹ 0.3 million, or with both.

If the permissions to deal in and an official quotation of the Equity Shares are not granted by any of the Stock Exchange(s), the Issuer may forthwith take steps to refund, without interest, all moneys received from Bidders/Applicants.

If such money is not refunded to the Bidders/Applicants within the prescribed time after the Issuer becomes liable to repay it, then the Issuer and every director of the Issuer who is an officer in default may, on and from such expiry of such period, be liable to repay the money, with interest at such rate, as disclosed in the RHP/Prospectus.

8.2.2 NON RECEIPT OF MINIMUM SUBSCRIPTION

If the Issuer does not receive a minimum subscription of 90% of the Net Issue (excluding any offer for sale of specified securities), including devolvement to the Underwriters, the Issuer may forthwith, take steps to unblock the entire subscription amount received within six Working Days of the Bid/ Issue Closing Date and repay, without interest, all moneys received from Anchor Investors. In case the Issue is in the nature of Offer for Sale only, then minimum subscription may not be applicable. In case of under-subscription in the Issue involving a Fresh Issue and an Offer for Sale, the Equity Shares in the Fresh Issue will be issued prior to the sale of Equity Shares in the Offer for Sale.

If there is a delay beyond the prescribed time after the Issuer becomes liable to pay the amount received from Bidders, then the Issuer and every director of the Issuer who is an officer in default may on and from expiry of 15 Working Days, be jointly and severally liable to repay the money, with interest at the rate of 15% per annum in accordance with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended.

8.2.3 MINIMUM NUMBER OF ALLOTTEES

The Issuer may ensure that the number of prospective Allottees to whom Equity Shares may be Allotted may not be less than 1,000 failing which the entire application monies may be refunded forthwith.

8.2.4 IN CASE OF ISSUES MADE UNDER COMPULSORY BOOK BUILDING

In case an Issuer not eligible under Regulation 26(1) of the SEBI ICDR Regulations, 2009 comes for an Issue under Regulation 26(2) of SEBI (ICDR) Regulations, 2009 but fails to Allot at least 75% of the Net Issue to QIBs, in such case full subscription money is to be refunded.

8.3 MODE OF REFUND

- a) **In case of ASBA Bids:** Within six Working Days of the Bid/ Issue Closing Date, the Registrar to the Issue may give instructions to SCSBs for unblocking the amount in ASBA Accounts for unsuccessful Bids or for any excess amount blocked on Bidding.
- b) **In case of Anchor Investors:** Within six Working Days of the Bid/ Issue Closing Date, the Registrar to the Issue may dispatch the refund orders for all amounts payable to unsuccessful Anchor Investors.
- c) **In case of Anchor Investors,** the Registrar to the Issue may obtain from the depositories the Bidders' bank account details, including the MICR code, on the basis of the DP ID, Client ID and PAN provided by the Anchor Investors in their Anchor Investor Application Forms for refunds. Accordingly, Anchor Investors are advised to immediately update their details as appearing on the records of their depositories. Failure to do so may result in delays in dispatch of refund orders or refunds through electronic transfer of funds, as applicable, and any such delay may be at the Anchor Investors' sole risk and neither the Issuer, the Registrar to the Issue, the Escrow Collection Banks, or the Syndicate, may be liable to compensate the Anchor Investors for any losses caused to them due to any such delay, or liable to pay any interest for such delay. Please note that refunds shall be credited only to the bank account from which the Bid Amount was remitted to the Escrow Bank.

- d) In the case of Bids from Eligible NRI Bidders, FPIs and QFIs, refunds, if any, may generally be payable in Indian Rupees only and net of bank charges and/or commission. If so desired, such payments in Indian Rupees may be converted into U.S. Dollars or any other freely convertible currency as may be permitted by the RBI at the rate of exchange prevailing at the time of remittance and may be dispatched by registered post. The Issuer and the Selling Shareholder may not be responsible for loss, if any, incurred by the Bidder/Applicant on account of conversion of foreign currency.

8.3.1 Electronic mode of making refunds for Anchor Investors

The payment of refund, if any, may be done through various electronic modes as mentioned below:

- a) **NACH**—National Automated Clearing House which is a consolidated system of electronic clearing service. Payment of refund would be done through NACH for Applicants having an account at one of the centres specified by the RBI, where such facility has been made available. This would be subject to availability of complete bank account details including Magnetic Ink Character Recognition (MICR) code wherever applicable from the depository. The payment of refund through NACH is mandatory for Applicants having a bank account at any of the centres where NACH facility has been made available by the RBI (subject to availability of all information for crediting the refund through NACH including the MICR code as appearing on a cheque leaf, from the depositories), except where applicant is otherwise disclosed as eligible to get refunds through NEFT or Direct Credit or RTGS.
- b) **NEFT**—Payment of refund may be undertaken through NEFT wherever the branch of the Anchor Investors' bank is NEFT enabled and has been assigned the Indian Financial System Code ("IFSC"), which can be linked to the MICR of that particular branch. The IFSC Code may be obtained from the website of RBI as at a date prior to the date of payment of refund, duly mapped with MICR numbers. Wherever the Anchor Investors have registered their nine-digit MICR number and their bank account number while opening and operating the demat account, the same may be duly mapped with the IFSC Code of that particular bank branch and the payment of refund may be made to the Anchor Investors through this method. In the event NEFT is not operationally feasible, the payment of refunds may be made through any one of the other modes as discussed in this section;
- c) **RTGS**—Anchor Investors having a bank account at any of the centers notified by SEBI where clearing houses are managed by the RBI, may have the option to receive refunds, if any, through RTGS.
- d) **Direct Credit**—Anchor Investors having their bank account with the Refund Banker may be eligible to receive refunds, if any, through direct credit to such bank account;

Please note that refunds through the abovementioned modes shall be credited only to the bank account from which the Bid Amount was remitted to the Escrow Bank.

For details of levy of charges, if any, for any of the above methods, Anchor Investors may refer to RHP/Prospectus.

8.4 INTEREST IN CASE OF DELAY IN ALLOTMENT OR REFUND

The Issuer may pay interest at the rate of 15% per annum if Allotment is not made and refund instructions have not been given to the clearing system in the disclosed manner/instructions for unblocking of funds in the ASBA Account are not dispatched within the 15 days of the Bid/ Issue Closing Date.

The Issuer may pay interest at 15% per annum for any delay beyond 15 days from the Bid/ Issue Closing Date, if Allotment is not made.

SECTION 9: GLOSSARY AND ABBREVIATIONS

Notwithstanding the foregoing, the terms defined herein below and terms defined in the sections “Main Provisions of the Articles of Association”, “Statement of Special Tax Benefits”, “Industry Overview”, “Regulations and Policies”, “Financial Information”, “Outstanding Litigation and Material Developments” and “Part B - Issue Procedure”, the definitions will have the meaning ascribed to such terms in those respective sections. In case of inconsistency between the terms defined herein below and the definitions contained in part B – Issue Procedure, the definitions below shall prevail.

Term	Description
Allotment/Allot/ Allotted	The allotment of Equity Shares pursuant to the Issue to successful Bidders/Applicants
Allotment Advice	Note or advice or intimation of Allotment sent to the Bidders/Applicants who have been Allotted Equity Shares after the Basis of Allotment has been approved by the designated Stock Exchanges
Allottee	Bidder/Applicant to whom the Equity Shares are Allotted
Anchor Investor	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in SEBI ICDR Regulations and the Red Herring Prospectus
Anchor Investor Application Form	The form used by an Anchor Investor to make a Bid in the Anchor Investor Portion and which will be considered as an application for Allotment in terms of the Red Herring Prospectus and Prospectus
Anchor Investor Portion	Up to 60% of the QIB Category which may be allocated by the Issuer in consultation with the BRLMs, to Anchor Investors on a discretionary basis. One-third of the Anchor Investor Portion is reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to Anchor Investors
Application Form	The form in terms of which the Applicant should make an application for Allotment in case of issues other than Book Built Issues, includes Fixed Price Issue
Application Supported by Blocked Amount /ASBA	An application, whether physical or electronic, used by Bidders/Applicants, other than Anchor Investors, to make a Bid and authorising an SCSB to block the Bid Amount in the specified bank account maintained with such SCSB
ASBA Account	Account maintained with an SCSB which may be blocked by such SCSB to the extent of the Bid Amount of the Bidder/Applicant
Banker(s) to the Issue/Anchor Escrow Bank(s)/Collecting Banker	The banks which are clearing members and registered with SEBI as Banker to the Issue with whom the Anchor Escrow Account(s) for Anchor Investors may be opened, and as disclosed in the RHP/Prospectus and Bid cum Application Form of the Issuer
Basis of Allotment	The basis on which the Equity Shares may be Allotted to successful Bidders/Applicants under the Issue
Bid	An indication to make an offer during the Bid/Issue Period by a prospective Bidder pursuant to submission of Bid cum Application Form or during the Anchor Investor Bid/ Issue Date by the Anchor Investors, to subscribe for or purchase the Equity Shares of the Issuer at a price within the Price Band, including all revisions and modifications thereto. In case of issues undertaken through the fixed price process, all references to a Bid should be construed to mean an Application
Bid Amount	The highest value of the optional Bids indicated in the Bid cum Application Form and payable by the Bidder/Applicant upon submission of the Bid (except for Anchor Investors), less discounts (if applicable). In case of issues undertaken through the fixed price process, all references to the Bid Amount should be construed to mean the Application Amount

Term	Description
Bid/Issue Closing Date	Except in the case of Anchor Investors (if applicable), the date after which the Designated Intermediaries may not accept any Bids for the Issue, which may be notified in an English national daily, a Hindi national daily and a regional language newspaper at the place where the registered office of the Issuer is situated, each with wide circulation. Applicants/Bidders may refer to the RHP/Prospectus for the Bid/Issue Closing Date
Bid/Issue Opening Date	The date on which the Designated Intermediaries may start accepting Bids for the Issue, which may be the date notified in an English national daily, a Hindi national daily and a regional language newspaper at the place where the registered office of the Issuer is situated, each with wide circulation. Applicants/Bidders may refer to the RHP/Prospectus for the Bid/Issue Opening Date
Bid/Issue Period	Except in the case of Anchor Investors (if applicable), the period between the Bid/ Issue Opening Date and the Bid/Issue Closing Date inclusive of both days and during which prospective Bidders/Applicants (other than Anchor Investors) can submit their Bids, inclusive of any revisions thereof. The Issuer may consider closing the Bid/ Issue Period for QIBs one working day prior to the Bid/Issue Closing Date in accordance with the SEBI ICDR Regulations. Applicants/Bidders may refer to the RHP/Prospectus for the Bid/Issue Period
Bid cum Application Form	An application form, whether physical or electronic, used by Bidders, other than Anchor Investors, to make a Bid and which will be considered as the application for Allotment in terms of this Red Herring Prospectus and the Prospectus
Bidder/Applicant	Any prospective investor who makes a Bid/Application pursuant to the terms of the RHP/Prospectus and the Bid cum Application Form. In case of issues undertaken through the fixed price process, all references to a Bidder/Applicant should be construed to mean an Bidder/Applicant
Book Built Process/Book Building Process/Book Building Method	The book building process as provided under SEBI ICDR Regulations, in terms of which the Issue is being made
Broker Centres	Broker centres notified by the Stock Exchanges, where Bidders/Applicants can submit the Bid cum Application Forms to a Registered Broker. The details of such broker centres, along with the names and contact details of the Registered Brokers are available on the websites of the Stock Exchanges
BRLMs/Book Running Lead Managers/Lead Managers/LMs	The Book Running Lead Managers to the Issue as disclosed in the RHP/Prospectus and the Bid cum Application Form of the Issuer. In case of issues undertaken through the fixed price process, all references to the Book Running Lead Managers should be construed to mean the Lead Managers or LMs
Business Day	Monday to Saturday (except 2nd and 4th Saturday of a month and public holidays)
CAN/Confirmation of Allotment Note	The note or advice or intimation sent to each successful Bidder/Applicant indicating the Equity Shares which may be Allotted, after approval of Basis of Allotment by the Designated Stock Exchange
Cap Price	The higher end of the Price Band, above which the Issue Price and the Anchor Investor Issue Price may not be finalised and above which no Bids may be accepted
Client ID	Client Identification Number maintained with one of the Depositories in relation to demat account
Collecting Depository Participant or CDPs	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Bids at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Collecting Registrar and Share Transfer Agents or Collecting RTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Cut-off Price	Issue Price, finalised by the Issuer in consultation with the Book Running Lead Managers, which can be any price within the Price Band. Only RIIs, Retail Individual Shareholders and employees are entitled to Bid at the Cut-off Price. No other category of Bidders/Applicants are entitled to Bid at the Cut-off Price

Term	Description
DP	Depository Participant
DP ID	Depository Participant's Identification Number
Depositories	National Securities Depository Limited and Central Depository Services (India) Limited
Demographic Details	Details of the Bidders/Applicants including the Bidder/Applicant's address, name of the Applicant's father/husband, investor status, occupation and bank account details
Designated Branches	Such branches of the SCSBs which may collect the Bid cum Application Forms used by Bidders/Applicants (excluding Anchor Investors) and a list of which is available on http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries
Designated Locations	CDP Such locations of the CDPs where Bidders can submit the Bid cum Application Forms to Collecting Depository Participants. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Bid cum Application Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com)
Designated Date	The date on which funds are transferred by the Anchor Escrow Bank from the Anchor Escrow Account and the amounts blocked by the SCSBs are transferred from the ASBA Accounts, as the case may be, to the Public Issue Account or the Refund Account, as appropriate, after the Prospectus is filed with the RoC, following which the board of directors may Allot Equity Shares to successful Bidders/Applicants in the Fresh Issue may give delivery instructions for the transfer of the Equity Shares constituting the Offer for Sale.
Designated Intermediaries /Collecting Agent	Syndicate Members, sub-syndicate/Agents, SCSBs, Registered Brokers, Brokers, the CDPs and Collecting RTAs, who are authorized to collect Bid cum Application Forms from the Bidders, in relation to the Issue
Designated Locations	RTA Such locations of the Collecting RTAs where Bidders can submit the Bid cum Application Forms to Collecting RTAs. The details of such Designated RTA Locations, along with names and contact details of the Collecting RTAs eligible to accept Bid cum Application Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com)
Designated Stock Exchange	The designated stock exchange as disclosed in the RHP/Prospectus of the Issuer
Draft Prospectus	The draft prospectus filed with SEBI in case of Fixed Price Issues and which may mention a price or a Price Band
Employees	Employees of an Issuer as defined under SEBI ICDR Regulations and including, in case of a new company, persons in the permanent and full time employment of the promoting companies excluding the promoters and immediate relatives of the promoters. For further details, Bidder/Applicant may refer to the RHP/Prospectus
Equity Shares	Equity Shares of the Issuer
Anchor Escrow Account	Account opened with the Anchor Collection Bank and in whose favour the Anchor Investors may transfer money through NEFT/RTGS/direct credit in respect of the Bid Amount when submitting a Bid
Cash Escrow Agreement	Agreement to be entered into among the Issuer, the Registrar to the Issue, the Book Running Lead Managers, the Anchor Escrow Bank and the Refund Bank(s) for collection of the Bid Amounts from Anchor Investors and where applicable, remitting refunds of the amounts collected to the Anchor Investors on the terms and conditions thereof
Anchor Escrow Bank	Refer to definition of Banker(s) to the Issue
FCNR Account	Foreign Currency Non-Resident Account
First Bidder/Applicant	The Bidder/Applicant whose name appears first in the Bid cum Application Form or Revision Form

Term	Description
Fixed Price Issue/Fixed Price Process/Fixed Price Method	The Fixed Price process as provided under SEBI ICDR Regulations, in terms of which the Issue is being made
Floor Price	The lower end of the Price Band, at or above which the Issue Price and the Anchor Investor Issue Price may be finalised and below which no Bids may be accepted, subject to any revision thereto
FPIs	Foreign Portfolio Investors as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014
FPO	Further public offering
Foreign Venture Capital Investors or FVCIs	Foreign Venture Capital Investors as defined and registered with SEBI under the SEBI (Foreign Venture Capital Investors) Regulations, 2000
IPO	Initial public offering
Issuer/Company	The Issuer proposing the initial public offering/further public offering as applicable
Maximum RII Allottees	The maximum number of RIIs who can be Allotted the minimum Bid Lot. This is computed by dividing the total number of Equity Shares available for Allotment to RIIs by the minimum Bid Lot.
MICR	Magnetic Ink Character Recognition - nine-digit code as appearing on a cheque leaf
Mutual Fund	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996
Mutual Funds Portion	5% of the QIB Category (excluding the Anchor Investor Portion) available for allocation to Mutual Funds only, being such number of equity shares as disclosed in the RHP/Prospectus and Bid cum Application Form
NACH	National Automated Clearing House
NEFT	National Electronics Fund Transfer
NRE Account	Non-Resident External Account
NRI	NRIs from such jurisdictions outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom the RHP/Prospectus constitutes an invitation to subscribe to or purchase the Equity Shares
NRO Account	Non-Resident Ordinary Account
Net Issue	The Issue less reservation portion
Non-Institutional Investors or NIIs	All Bidders/Applicants, that are not QIBs or RIBs and who have Bid for Equity Shares for an amount of more than ₹ 200,000 (but not including NRIs other than Eligible NRIs)
Non-Institutional Category	The portion of the Issue being such number of Equity Shares available for allocation to NIIs on a proportionate basis and as disclosed in the RHP/Prospectus and the Bid cum Application Form
Non-Resident	A person resident outside India, as defined under FEMA and includes Eligible NRIs, FPIs and FVCIs registered with SEBI
OCB/Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA
Issue	Public issue of Equity Shares of the Issuer including the Offer for Sale if applicable
Offer for Sale	Public issue of such number of Equity Shares as disclosed in the RHP/Prospectus through an offer for sale by the Promoter Selling Shareholders
Issue Price	The final price, less discount (if applicable) at which the Equity Shares may be Allotted to Bidders other than Anchor Investors, in terms of the Prospectus. Equity Shares will be Allotted to Anchor Investors at the Anchor Investor Issue Price The Issue Price may be decided by the Issuer in consultation with the Book Running Lead Managers

Term	Description
Other Investors	Investors other than Retail Individual Investors in a Fixed Price Issue. These include individual applicants other than retail individual investors and other investors including corporate bodies or institutions irrespective of the number of specified securities applied for
PAN	Permanent Account Number allotted under the Income Tax Act, 1961
Price Band	Price Band with a minimum price, being the Floor Price and the maximum price, being the Cap Price and includes revisions thereof. The Price Band and the minimum Bid lot size for the Issue may be decided by the Issuer in consultation with the Book Running Lead Managers and advertised, at least five working days in case of an IPO and one working day in case of FPO, prior to the Bid/Issue Opening Date, in English national daily, Hindi national daily and regional language at the place where the registered office of the Issuer is situated, newspaper each with wide circulation
Pricing Date	The date on which the Issuer in consultation with the Book Running Lead Managers, finalise the Issue Price
Prospectus	The prospectus to be filed with the RoC in accordance with Section 26 of the Companies Act, 2013 after the Pricing Date, containing the Issue Price, the size of the Issue and certain other information
Public Issue Account	An account opened with the Banker to the Issue to receive monies from the Anchor Escrow Account and from the ASBA Accounts on the Designated Date
QIB Category	The portion of the Issue being such number of Equity Shares to be Allotted to QIBs on a proportionate basis
Qualified Institutional Buyers or QIBs	As defined under SEBI ICDR Regulations
RTGS	Real Time Gross Settlement
Red Herring Prospectus/RHP	The red herring prospectus issued in accordance with Section 32 of the Companies Act, 2013, which does not have complete particulars of the price at which the Equity Shares are offered and the size of the Issue. The RHP may be filed with the RoC at least three days before the Bid/ Issue Opening Date and may become a Prospectus upon filing with the RoC after the Pricing Date. In case of issues undertaken through the fixed price process, all references to the RHP should be construed to mean the Prospectus
Refund Account(s)	The account opened with Refund Bank(s), from which refunds to Anchor Investors, if any, of the whole or part of the Bid Amount may be made
Refund Bank(s)	Refund bank(s) as disclosed in the RHP/Prospectus and Bid cum Application Form of the Issuer
Refunds through electronic transfer of funds	Refunds through Direct Credit, NEFT, RTGS or ASBA, as applicable
Registered Broker	Stock Brokers registered with the Stock Exchanges having nationwide terminals, other than the members of the Syndicate
Registrar to the Issue/RTO	The Registrar to the Issue as disclosed in the RHP/Prospectus and Bid cum Application Form
Reserved Category/Categories	Categories of persons eligible for making application/Bidding under reservation portion
Reservation Portion	The portion of the Issue reserved for such category of eligible Bidders/Applicants as provided under the SEBI ICDR Regulations
Retail Individual Investors/RIIs	Investors who applies or bids for a value of not more than ₹200,000 (including HUFs applying through their karta and eligible NRIs and does not include NRIs other than Eligible NRIs.
Retail Individual Shareholders	Shareholders of a listed Issuer who applies or bids for a value of not more than ₹ 200,000.
Retail Category	The portion of the Issue being such number of Equity Shares available for allocation to RIIs which shall not be less than the minimum Bid Lot, subject to availability in RII category and the remaining shares to be Allotted on proportionate basis.

Term	Description
Revision Form	The form used by the Bidders in an issue through Book Building Process to modify the quantity of Equity Shares and/or bid price indicated therein in any of their Bid cum Application Forms or any previous Revision Form(s)
RoC	The Registrar of Companies
SEBI	The Securities and Exchange Board of India constituted under the Securities and Exchange Board of India Act, 1992
SEBI ICDR Regulations	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended
Self Certified Syndicate Bank(s) or SCSB(s)	The banks registered with the SEBI which offers the facility of ASBA and the list of which is available on the website of the http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries
Specified Locations	Bidding centres where the Syndicate shall accept Bid cum Application Forms, a list of which is included in the Bid cum Application Form
Stock Exchanges	The stock exchanges as disclosed in the RHP/Prospectus of the Issuer where the Equity Shares Allotted pursuant to the Issue are proposed to be listed
Syndicate	The Book Running Lead Manager(s) and the Syndicate Member
Syndicate Agreement	The agreement to be entered into among the Issuer, and the Syndicate in relation to collection of Bid cum Application Forms by Syndicate Members
Syndicate Member(s)	The Syndicate Member(s) as disclosed in the RHP/Prospectus
Underwriters	The Book Running Lead Manager(s) and the Syndicate Member(s)
Underwriting Agreement	The agreement amongst the Issuer, and the Underwriters to be entered into on or after the Pricing Date
Working Day	Any day, other than Saturdays or Sundays, on which commercial banks in India are open for business, provided however, for the purpose of the time period between the Bid/Issue Opening Date and listing of the Equity Shares on the Stock Exchanges, “Working Days” shall mean all trading days excluding Sundays and bank holidays in India in accordance with the SEBI circular no. SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016.

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India (“**Industrial Policy**”) and FEMA. While the Industrial Policy prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. The Union Cabinet, as provided in the Cabinet Press Release dated May 24, 2017, has given its approval for phasing out the FIPB. Accordingly, the process for foreign direct investment (“FDI”) and approval from the Government of India will now be handled by the concerned ministries or departments, in consultation with the DIPP.

The Government has from time to time made policy pronouncements on FDI through press notes and press releases. DIPP issued Consolidated FDI Policy Circular of 2017 (“FDI Policy 2017”), which with effect from August 28, 2017. The FDI policy incorporates the changes made in the past year, including liberalisation of sectors such as construction, defence, broadcasting, single brand retail trading and LLPs. The Government proposes to update the consolidated circular on FDI policy once every year and therefore, FDI Policy 2017 will be valid until the DIPP issues an updated circular.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the FIPB or the RBI, provided that (i) the activities of the investee company are under the automatic route under the FDI Policy 2016 and transfer does not attract the provisions of the SEBI Takeover Regulations; (ii) the nonresident shareholding is within the sectoral limits under the FDI Policy; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI and the RBI.

As per the existing policy of the Government of India, OCBs cannot participate in this Issue.

The Equity Shares have not been and will not be registered under the Securities Act or any state securities laws in the United States, and unless so registered, and may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in accordance with any applicable U.S. state securities laws. The Equity Shares are being offered and sold outside the United States in offshore transactions in reliance on Regulation S and the applicable laws of each jurisdictions where such offers and sales are made. The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Bidders. Our Company, the Promoter Selling Shareholders, and the BRLMs are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares Bid for do not exceed the applicable limits under laws or regulations.

SECTION VIII - MAIN PROVISIONS OF ARTICLES OF ASSOCIATION

Pursuant to the Companies Act and the SEBI ICDR Regulations, the main provisions of the Articles of Association are detailed below. Capitalised terms used in this section have the meaning given to them in the Articles of Association. Each provision below is numbered as per the corresponding article number in the Articles of Association and defined terms herein have the meaning given to them in the Articles of Association.

Capitalised terms used in this section have the meanings that have been given to such terms in the Articles of Association of our Company.

Constitution	1	The Regulations contained in Table 'F' in the First Schedule to the Companies Act, 2013 shall not apply to the Company except in so far as they are embodied in the following Articles, which shall be the regulations for the Management of the Company.
		INTERPRETATION CLAUSE
Interpretation	2	The marginal notes hereto shall not affect the construction hereof. In these presents, the following words and expressions shall have the following meanings unless excluded by the subject or context:
'The Act'	a)	'The Act' or 'The Companies Act' shall mean 'The Companies Act, 2013, its rules and any statutory modifications or re-enactments thereof, for the time being in force. The term shall refer to the applicable section thereof which is relatable to the relevant Article in which the said term appears in these Articles and any previous company law as may be applicable.
Annual General Meeting	b)	"Annual General Meeting" means a general meeting of Members held in accordance with the provisions of section 96 of the Act or such other relevant provisions of the Act related to incorporated companies for the time being in force in India.
Articles or These Articles	c)	"Articles or These Articles" means Articles of Association for the time being in force or as may be altered from time to time vide Special Resolution.
The Board of Directors	d)	'The Board' or 'The Board of Directors' means a meeting of the Directors duly called and constituted or as the case may be, the Directors assembled at a Board, or the requisite number of Directors entitled to pass a circular resolution in accordance with these Articles.
Business Day.	e)	"Business Day" means a day, not being a Saturday or a Sunday or a public holiday, on which banks are open for business in Mumbai, India and, in the context of a payment being made to or from a scheduled commercial bank in a place other than India, in such other place.
The Company or This Company.	f)	The Company' or 'This Company' means PENVER PRODUCTS LIMITED .
Capital or Share Capital	g)	"Capital" or "Share Capital" means the share capital for the time being raised or authorized to be raised for the purpose of the Company.
Chairman.	h)	"Chairman" means the Chairman of the Board for the time being of the Company.
Directors.	i)	'Directors' means the Directors for the time being of the Company and includes any person appointed by the Board occupying the position of director by whatever name called.
Debenture.	j)	"Debenture" includes debenture stocks.
Depositories Act.	k)	"Depositories Act" shall mean the "Depositories Act, 1996" and include where the context so admits, any re-enactment or statutory modification thereof for the time being in force.
Executor or Administrator.	l)	"Executor" or "Administrator" shall mean a person who has obtained a probate or letter of administration, as the case may be from a Court of competent jurisdiction and shall include a holder of a Succession Certificate authorizing the holder thereof to negotiate or transfer the Share or Shares of the deceased Member and shall also include the holder of a Certificate granted by the Administrator General under section 31 of the Administrator General Act, 1963.

Extra-Ordinary General Meeting.	m)	“Extra-Ordinary General Meeting” means an Extraordinary General Meeting of the Members duly held and called, held in accordance with the provisions of the Act and the Articles and includes any adjourned holding thereof.
Month.	n)	‘Month’ shall mean a calendar month.
National Holiday.	o)	"National Holiday" means and includes a day declared as National Holiday by the Central Government.
Paid-up.	p)	'Paid-up' shall include ‘credited as fully paid-up’.
Person.	q)	'Person' shall include any corporation as well as individual.
These presents or Regulations’.	r)	'These presents' or ‘Regulations’ shall mean these Articles of Association as now framed or altered from time to time and shall include the Memorandum where the context so requires.
Sections.	s)	'Section' or ‘Sec.’ means Sections of the Act.
Words importing the masculine gender shall include the feminine gender.	t)	Words importing the masculine gender shall include the feminine gender.
Words importing the singular shall include the plural and the words importing the plural shall include the singular.	u)	Except where the context otherwise requires, words importing the singular shall include the plural and the words importing the plural shall include the singular.
Special Resolution.	v)	'Special Resolution' means special resolution as defined by Section 114 in the Act.
The Office.	w)	'The Office' means the Registered Office of the Company for the time being.
The Register.	x)	'The Register' means the Register of Members to be kept pursuant to Section 88 of the Companies Act, 2013
Proxy.	y)	‘Proxy’ includes Attorney who is authorized to vote for a member at General Meeting or Poll and is duly constituted under a Power of Attorney.
Securities.	z)	‘Securities’ means the securities as defined in clause (h) of section 2 of the Securities Contracts (Regulation) Act, 1956.
Share.	aa)	"Share" means a share in the share capital of the Company and includes stock, except where a distinction between stock and shares is expressed or implied.
The Seal.	ab)	"The Seal" – means the common seal for the time being of the Company.
Year	ac)	“Year” means year of account of the Company.
Expressions in the Articles to bear the same meaning as in the Act.	ad)	Unless the context otherwise require words contained in these Articles shall bear the same meaning as in the Act or the rules as the case may be.
Financial assistance for the purpose purchase of the shares of the Company.	3	Except as provided by Section 67 of the Companies Act, no part of funds of the Company shall be employed in the purchase of the shares of the Company, and the Company shall not directly or indirectly and whether by shares, or loans, give guarantee, the provision of security or otherwise any financial assistance for the purpose of or in connection with a purchase or subscription made or to be made by any person of or for any shares in the Company.
Authorized Share Capital of the Company.	4	The Authorized Share Capital of the Company shall be as prescribed in Clause V of the Memorandum of Association of the Company.

The shares shall be under the control of the Board.	5	Subject to the provisions of the Act and these Articles, the shares in the capital of the Company for the time being (including any shares forming part of any increased capital of the Company) shall be under the control of the Board who may allot the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par or at a discount (subject to compliance with the provisions of the Act) and at such terms as they may, from time to time, think fit and proper and with the sanction of the Company in General Meeting by a Special Resolution give to any person the option to call for or be allotted shares of any class of the Company, either at par, at a premium or subject as aforesaid at a discount, such option being exercisable at such times and for such consideration as the Board thinks fit unless the Company in General Meeting, by a Special Resolution, otherwise decides. Any offer of further shares shall be deemed to include a right, exercisable by the person to whom the shares are offered, to renounce the shares offered to him in favour of any other person.
Preference Shares.	6	Subject to the provisions of the Act, any redeemable Preference Share, including Cumulative Convertible Preference Share may, with the sanction of an ordinary resolution be issued on the terms that they are, or at the option of the Company are liable to be redeemed or converted on such terms and in such manner as the Company, before the issue of the shares may, by special resolution, determine.
Issue, allotment or disposal of any shares.	7	The Company in General Meeting, by a Special Resolution, may determine that any share (whether forming part of the original capital or of any increased capital of the Company) shall be offered to such persons (whether members or holders of debentures of the Company or not), giving them the option to call or be allotted shares of any class of the Company either at a premium or at par or at a discount, (subject to compliance with the provisions of Section 53) such option being exercisable at such times and for such consideration as may be directed by a Special Resolution at a General Meeting of the Company or in General Meeting and may take any other provisions whatsoever for the issue, allotment or disposal of any shares.
Further issue of shares of shares	8 (I)	The Board may at any time increase the subscribed capital of the Company by issue of new shares out of the unissued part of the Share Capital in the original or subsequently created capital, but subject to Section 62 of the Act, and subject to the following conditions namely:
	(a)	Such further shares shall be offered to the persons who, at the date of the offer, are holder of the equity shares of the Company in proportion, as nearly as circumstances admit, to the capital paid up on those shares at that date.
	(b)	The offer aforesaid shall be made by notice specifying the number of shares offered and limiting a time not being less than twenty-one days, from the date of the offer within which the offer, if not accepted, will be deemed to have been declined.
	(c)	The offer aforesaid shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person and the notice referred to in clause (b) shall contain a statement of this right.
	(d)	After the expiry of the time specified in the notice aforesaid, or in respect of earlier intimation from the person to whom such notice is given that he declines to accept the shares offered, the Board may dispose of them in such manner as it thinks most beneficial to the Company.
	(II)	The Directors may, with the sanction of the Company in General Meeting by means of a special resolution, offer and allot shares to any person at their discretion by following the provisions of section 62 of the Act and other applicable provisions, if any.
	(III)	Nothing in this Article shall apply to the increase in the subscribed capital of the Company which has been approved by:
	(a)	A Special Resolution passed by the Company in General Meeting before the issue of the debentures or the raising of the loans, and;
	(b)	The Central Government before the issue of the debentures or raising of the loans or is in conformity with the rules, if any, made by that Government in this behalf.

Variation of rights attached to each class of shares.	9(1)	The rights attached to each class of shares (unless otherwise provided by the terms of the issue of the shares of the class) may, subject to the provisions of Section 48 of the Act, be varied with the consent in writing of the holders of not less than three fourths of the issued shares of that class or with the sanction of a Special Resolution passed at a General Meeting of the holders of the shares of that class.
	(2)	To every such separate General Meeting, the provisions of these Articles relating to General Meeting shall Mutatis Mutandis apply, but so that the necessary quorum shall be two persons at least holding or representing by proxy one-tenth of the issued shares of that class.
Issue of further shares with disproportionate rights.	10	Subject to the provisions of the Act, the rights conferred upon the holders of the shares of any class issued with preferred or other rights or not, unless otherwise expressly provided for by the terms of the issue of shares of that class, be deemed to be varied by the creation of further shares ranking pari-passu therewith, with the approval of members.
Not to issue shares with is proportionate rights.	11	The Company shall not issue any shares (not being Preference Shares) which carry voting rights or rights in the Company as to dividend, capital or otherwise which are disproportionate to the rights attached to the holders of other shares not being Preference Shares.
Power to pay Commission.	12	The Company may, at any time, pay a commission to any person for subscribing or agreeing to subscribe (whether absolutely or conditionally) for any share, debenture or debenture stock of the Company or procuring or agreeing to procure subscriptions (whether absolute or conditional) for shares, such commission in respect of shares shall be paid or payable out of the capital, the statutory conditions and requirements shall be observed and complied with and the amount or rate of commission shall not exceed five percent of the price at which the shares are issued and in the case of debentures, the rate of commission shall not exceed, two and half percent of the price at which the debentures are issued. The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in the other. The Company may also, on any issue of shares, pay such brokerage as may be lawful.
Liability of joint holders of shares.	13	The joint holders of a share or shares shall be severally as well as jointly liable for the payment of all installments and calls due in respect of such share or shares.
Trust not recognized.	14	Save as otherwise provided by these Articles, the Company shall be entitled to treat the registered holder of any share as the absolute owner thereof and accordingly, the Company shall not, except as ordered by a Court of competent jurisdiction or as by a statute required, be bound to recognize any equitable, contingent, future or partial interest lien, pledge or charge in any share or (except only by these presents otherwise provided for) any other right in respect of any share except an absolute right to the entirety thereof in the registered holder.
Issue other than for cash.	15(a)	The Board may issue and allot shares in the capital of the Company as payment or part payment for any property sold or goods transferred or machinery or appliances supplied or for services rendered or to be rendered to the Company in or about the formation or promotion of the Company or the acquisition and or conduct of its business and shares may be so allotted as fully paid-up shares, and if so issued, shall be deemed to be fully paid-up shares.
The Issue of Sweat Equity Shares /Stock Option to the Employees of the Company.	(b)	Notwithstanding anything contained in these Articles, subject to the provisions of Section 53, 54 any other applicable provisions of any Act and/or any law for the time being in force, the Board of Directors may from time to time issue Sweat Equity shares and Stock Option to the employees of the company.
	(c)	As regards all allotments, from time to time made, the Board shall duly comply with Section 39 of the Act.
Acceptance of shares.	16	An application signed by or on behalf of the applicant for shares in the Company, followed by an allotment of any share therein, shall be acceptance of the shares within the meaning of these Articles; and every person who thus or otherwise accepts any share

		and whose name is on the Register shall, for the purpose of these Articles, be a shareholder
Member's right to share Certificates.	17(1)	Every person whose name is entered as a member in the Register shall be entitled to receive without payment: a. One certificate for all his shares; or b. Share certificate shall be issued in marketable lots, where the share certificates are issued either for more or less than the marketable lots, subdivision/consolidation into marketable lots shall be done free of charge.
	(2)	The Company shall, within two months after the allotment and within fifteen days after application for registration of the transfer of any share or debenture, complete and have it ready for delivery; the share certificates for all the shares and debentures so allotted or transferred unless the conditions of issue of the said shares otherwise provide.
	(3)	Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.
	(4)	The certificate of title to shares and duplicates thereof when necessary shall be issued under the seal of the Company and signed by two Directors and the Secretary or authorised official(s) of the Company.
One Certificate for joint holders.	18	In respect of any share or shares held jointly by several persons, the Company shall not be bound to issue more than one certificate for the same share or shares and the delivery of a certificate for the share or shares to one of several joint holders shall be sufficient delivery to all such holders. Subject as aforesaid, where more than one share is so held, the joint holders shall be entitled to apply jointly for the issue of several certificates in accordance with Article 20 below.
Renewal of Certificate.	19	If a certificate be worn out, defaced, destroyed, or lost or if there is no further space on the back thereof for endorsement of transfer, it shall, if requested, be replaced by a new certificate without any fee, provided however that such new certificate shall not be given except upon delivery of the worn out or defaced or used up certificate, for the purpose of cancellation, or upon proof of destruction or loss, on such terms as to evidence, advertisement and indemnity and the payment of out of pocket expenses as the Board may require in the case of the certificate having been destroyed or lost. Any renewed certificate shall be marked as such in accordance with the provisions of the act in force.
No fee shall be charged	20	For every certificate issued under the last preceding Article, no fee shall be charged by the Company.
Splitting and consolidation of Share Certificate.	21	The shares of the Company may be split up/consolidated in the following circumstances: (i) At the request of the member/s for split up of shares in marketable lot. (ii) At the request of the member/s for consolidation of fraction shares into marketable lot.
Directors may issue new Certificate(s).	22	Where any share under the powers in that behalf herein contained are sold by the Directors and the certificate thereof has not been delivered up to the Company by the former holder of the said shares, the Directors may issue a new certificate for such shares distinguishing it in such manner as they think fit from the certificate not so delivered up.
Person by whom installments are payable.	23	If, by the conditions of allotment of any share, the whole or part of the amount or issue price thereof shall be payable by installments, every such installment, shall, when due, be paid to the Company by the person who for the time being and from time to time shall be the registered holder of the share or his legal representative or representatives, if any.
		LIEN
Company's lien on shares.	24	The Company shall have first and paramount lien upon all shares other than fully paid-up shares registered in the name of any member, either or jointly with any other person, and upon the proceeds or sale thereof for all moneys called or payable at a fixed time in respect of such shares and such lien shall extend to all dividends from time to time declared in respect of such shares. But the Directors, at any time, may declare any share to be exempt, wholly or partially from the provisions of this Article. Unless otherwise agreed, the registration of transfer of shares shall operate as a waiver of the Company's lien, if any, on such shares.

As to enforcing lien by sale.	25	For the purpose of enforcing such lien, the Board of Directors may sell the shares subject thereto in such manner as it thinks fit, but no sale shall be made until the expiration of 14 days after a notice in writing stating and demanding payment of such amount in respect of which the lien exists has been given to the registered holders of the shares for the time being or to the person entitled to the shares by reason of the death of insolvency of the register holder.
Authority to transfer.	26(a)	To give effect to such sale, the Board of Directors may authorise any person to transfer the shares sold to the purchaser thereof and the purchaser shall be registered as the holder of the shares comprised in any such transfer.
	(b)	The purchaser shall not be bound to see the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings relating to the sale.
Application of proceeds of sale.	27	The net proceeds of any such sale shall be applied in or towards satisfaction of the said moneys due from the member and the balance, if any, shall be paid to him or the person, if any, entitled by transmission to the shares on the date of sale.
CALLS ON SHARES		
Calls.	28	Subject to the provisions of Section 49 of the Act, the Board of Directors may, from time to time, make such calls as it thinks fit upon the members in respect of all moneys unpaid on the shares held by them respectively and not by the conditions of allotment thereof made payable at fixed times, and the member shall pay the amount of every call so made on him to the person and at the time and place appointed by the Board of Directors.
When call deemed to have been made.	29	A call shall be deemed to have been made at the time when the resolution of the Directors authorizing such call was passed. The Board of Directors making a call may by resolution determine that the call shall be deemed to be made on a date subsequent to the date of the resolution, and in the absence of such a provision, a call shall be deemed to have been made on the same date as that of the resolution of the Board of Directors making such calls.
Length of Notice of call.	30	Not less than thirty days' notice of any call shall be given specifying the time and place of payment provided that before the time for payment of such call, the Directors may, by notice in writing to the members, extend the time for payment thereof.
Sum payable in fixed installments to be deemed calls.	31	If by the terms of issue of any share or otherwise, any amount is made payable at any fixed times, or by installments at fixed time, whether on account of the share or by way of premium, every such amount or installment shall be payable as if it were a call duly made by the Directors, on which due notice had been given, and all the provisions herein contained in respect of calls shall relate and apply to such amount or installment accordingly.
When interest on call or installments payable.	32	If the sum payable in respect of any call or, installment be not paid on or before the day appointed for payment thereof, the holder for the time being of the share in respect of which the call shall have been made or the installment shall fall due, shall pay interest for the same at the rate of 12 percent per annum, from the day appointed for the payment thereof to the time of the actual payment or at such lower rate as the Directors may determine. The Board of Directors shall also be at liberty to waive payment of that interest wholly or in part.
Sums payable at fixed times to be treated as calls.	33	The provisions of these Articles as to payment of interest shall apply in the case of non-payment of any such sum which by the terms of issue of a share, become payable at a fixed time, whether on account of the amount of the share or by way of premium, as if the same had become payable by virtue of a call duly made and notified.
Payment of call in advance.	34	The Board of Directors, may, if it thinks fit, receive from any member willing to advance all of or any part of the moneys uncalled and unpaid upon any shares held by him and upon all or any part of the moneys so advance may (until the same would, but for such advance become presently payable) pay interest at such rate as the Board of Directors may decide but shall not in respect of such advances confer a right to the dividend or participate in profits.

Partial payment not to preclude forfeiture.	35	Neither a judgment nor a decree in favour of the Company for calls or other moneys due in respect of any share nor any part payment or satisfaction thereunder, nor the receipt by the Company of a portion of any money which shall from, time to time, be due from any member in respect of any share, either by way of principal or interest nor any indulgency granted by the Company in respect of the payment of any such money shall preclude the Company from thereafter proceeding to enforce a forfeiture of such shares as herein after provided.
FORFEITURE OF SHARES		
If call or installment not paid, notice may be given.	36	If a member fails to pay any call or installment of a call on the day appointed for the payment not paid thereof, the Board of Directors may during such time as any part of such call or installment remains unpaid serve a notice on him requiring payment of so much of the call or installment as is unpaid, together with any interest, which may have accrued. The Board may accept in the name and for the benefit of the Company and upon such terms and conditions as may be agreed upon, the surrender of any share liable to forfeiture and so far as the law permits of any other share.
Evidence action by Company against shareholders.	37	On the trial or hearing of any action or suit brought by the Company against any shareholder or his representative to recover any debt or money claimed to be due to the Company in respect of his share, it shall be sufficient to prove that the name of the defendant is or was, when the claim arose, on the Register of shareholders of the Company as a holder, or one of the holders of the number of shares in respect of which such claim is made, and that the amount claimed is not entered as paid in the books of the Company and it shall not be necessary to prove the appointment of the Directors who made any call nor that a quorum of Directors was present at the Board at which any call was made nor that the meeting at which any call was made was duly convened or constituted nor any other matter whatsoever; but the proof of the matters aforesaid shall be conclusive evidence of the debt.
Form of Notice.	38	The notice shall name a further day (not earlier than the expiration of fourteen days from the date of service of the notice), on or before which the payment required by the notice is to be made, and shall state that, in the event of non-payment on or before the day appointed, the shares in respect of which the call was made will be liable to be forfeited.
If notice not complied with, shares may be forfeited.	39	If the requirements of any such notice as, aforementioned are not complied with, any share in respect of which the notice has been given may at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture.
Notice after forfeiture.	40	When any share shall have been so forfeited, notice of the resolution shall be given to the member in whose name it stood immediately prior to the forfeiture and an entry of the forfeiture shall not be in any manner invalidated by any omission or neglect to give such notice or to make such entry as aforesaid.
Boards' right to dispose of forfeited shares or cancellation of forfeiture.	41	A forfeited or surrendered share may be sold or otherwise disposed of on such terms and in such manner as the Board may think fit, and at any time before such a sale or disposal, the forfeiture may be cancelled on such terms as the Board may think fit.
Liability after forfeiture.	42	A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares but shall, notwithstanding such forfeiture, remain liable to pay and shall forthwith pay the Company all moneys, which at the date of forfeiture is payable by him to the Company in respect of the share, whether such claim be barred by limitation on the date of the forfeiture or not, but his liability shall cease if and when the Company received payment in full of all such moneys due in respect of the shares.
Evidence of forfeiture.	43	A duly verified declaration in writing that the declarant is a Director of the Company and that a share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share(s), and that declaration and the receipt of the Company for the consideration, if any, given for the shares on the sale or disposal thereof, shall constitute a good title to the share and the person to whom the share is sold or disposed of shall be registered as the holder of the share and shall not be bound to see to the application of

		the purchase money (if any) nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.
Non-payment of sums payable at fixed times.	44	The provisions of these regulations as to forfeiture shall apply in the case of non-payment of any sum which by terms of issue of a share, becomes payable at a fixed time, whether, on account of the amount of the share or by way of premium or otherwise as if the same had been payable by virtue of a call duly made and notified.
Validity of such sales.	45	Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers herein before given, the Directors may cause the purchaser's name to be entered in the register in respect of the shares sold and may issue fresh certificate in the name of such a purchaser. The purchaser shall not be bound to see to the regularity of the proceedings, nor to the application of the purchase money and after his name has been entered in the register in respect of such shares, the validity of the sale shall not be impeached by any person and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively.
TRANSFER AND TRANSMISSION OF SHARES		
Transfer	46(a)	The instrument of transfer of any share in the Company shall be executed both by the transferor and the transferee and the transferor shall be deemed to remain holder of the shares until the name of the transferee is entered in the register of members in respect thereof.
	(b)	<p>The Board shall not register any transfer of shares unless a proper instrument of transfer duly stamped and executed by the transferor and the transferee has been delivered to the Company along with the certificate and such other evidence as the Company may require to prove the title of the transferor or his right to transfer the shares.</p> <p>Provided that where it is proved to the satisfaction of the Board that an instrument of transfer signed by the transferor and the transferee has been lost, the Company may, if the Board thinks fit, on an application on such terms in writing made by the transferee and bearing the stamp required for an instrument of transfer, register the transfer on such terms as to indemnity as the Board may think fit.</p>
	(c)	<p>An application for the registration of the transfer of any share or shares may be made either by the transferor or the transferee, provided that where such application is made by the transferor, no registration shall, in the case of partly paid shares, be effected unless the Company gives notice of the application to the transferee.</p> <p>The Company shall, unless objection is made by the transferee within two weeks from the date of receipt of the notice, enter in the register the name of the transferee in the same manner and subject to the same conditions as if the application for registration was made by the transferee.</p>
	(d)	For the purpose of Sub-clause (c), notice to the transferee shall be deemed to have been duly given if dispatched by prepaid registered post to the transferee at the address given in the instrument of transfer and shall be delivered in the ordinary course of post.
Transmission of shares by operation of law.	47	Nothing in Sub-clause (d) shall prejudice any power of the Board to register as a shareholder any person to whom the right to any share has been transmitted by operation of law.
Form of transfer.	48	Shares in the Company shall be transferred by an instrument in writing in such common form as specified in Section 56 of the Companies Act.

Board's right to refuse to register.	49	<p>The Board, may, at its absolute discretion and without assigning any reason, decline to register the transfer of any share, whether fully paid or not, to a person of whom it do not approve or any transfer or transmission of shares on which the Company has a lien.</p> <p>Provided that registration of any transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever except a lien on the shares.</p> <p>If the Board refuses to register any transfer or transmission of right, it shall, within fifteen days from the date of which the instrument or transfer of the intimation of such transmission was delivered to the Company, send notice of the refusal to the transferee and the transferor or to the person giving intimation of such transmission as the case may be. In case of such refusal by the Board, the decision of the Board shall be subject to the right of appeal conferred by Section 58.</p> <p>The provisions of this clause shall apply to transfers of stock also.</p>
Further right of Board of Directors to refuse to register.	50	<p>(a) The Board may, at its discretion, decline to recognize or accept instrument of transfer of shares unless the instrument of transfer is in respect of only one class of shares.</p> <p>(b) No fee shall be charged by the Company for registration of transfers or for effecting transmission on shares on the death of any member or for registering any letters of probate, letters of administration and similar other documents.</p> <p>(c) Notwithstanding anything contained in Sub-articles (b) and (c) of Article 46, the Board may not accept applications for sub-division or consolidation of shares into denominations of less than hundred (100) except when such a sub-division or consolidation is required to be made to comply with a statutory order or an order of a competent Court of Law or a request from a member to convert his holding of odd lots, subject however, to verification by the Company.</p> <p>(d) The Directors may not accept applications for transfer of less than 100 equity shares of the Company, provided however, that these restrictions shall not apply to:</p> <ol style="list-style-type: none"> i. Transfer of equity shares made in pursuance of a statutory order or an order of competent court of law. ii. Transfer of the entire equity shares by an existing equity shareholder of the Company holding less than hundred (100) equity shares by a single transfer to joint names. iii. Transfer of more than hundred (100) equity shares in favour of the same transferee under one or more transfer deeds, one or more of them relating to transfer of less than hundred (100) equity shares. iv. Transfer of equity shares held by a member which are less than hundred (100) but which have been allotted to him by the Company as a result of Bonus and/or Rights shares or any shares resulting from Conversion of Debentures. v. The Board of Directors be authorised not to accept applications for sub-division or consolidation of shares into denominations of less than hundred (100) except when such sub-division or consolidation is required to be made to comply with a statutory order of a Court of Law or a request from a member to convert his holding of odd lots of shares into transferable/marketable lots, subject, however, to verification by the Company. <p>Provided that where a member is holding shares in lots higher than the transferable limit of trading and transfers in lots of transferable unit, the residual shares shall be permitted</p>

		to stand in the name of such transferor not withstanding that the residual holding shall be below hundred (100).
Rights to shares on death of a member for transmission.	51	<p>(a). In the event of death of any one or more of several joint holders, the survivor, or survivors, alone shall be entitled to be recognized as having title to the shares.</p> <p>(b). In the event of death of any sole holder or of the death of last surviving holder, the executors or administrators of such holder or other person legally entitled to the shares shall be entitled to be recognized by the Company as having title to the shares of the deceased.</p> <p>Provided that on production of such evidence as to title and on such indemnity or other terms as the Board may deem sufficient, any person may be recognized as having title to the shares as heir or legal representative of the deceased shareholder.</p> <p>Provided further that if the deceased shareholder was a member of a Hindu Joint Family, the Board, on being satisfied to that effect and on being satisfied that the shares standing in his name in fact belonged to the joint family, may recognize the survivors of Karta thereof as having titles to the shares registered in the name of such member..</p> <p>Provided further that in any case, it shall be lawful for the Board in its absolute discretion, to dispense with the production of probate or letters of administration or other legal representation upon such evidence and such terms as to indemnity or otherwise as the Board may deem just.</p>
Rights and liabilities of person.	52	<p>(1) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time be required by the Board and subject as herein, after provided elect either;</p> <p style="padding-left: 40px;">a. to be registered himself as a holder of the share or</p> <p style="padding-left: 40px;">b. to make such transfer of the share as the deceased or insolvent member could have made.</p> <p>(2) The Board, shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.</p>
Notice by such a person of his election.	53	<p>a. If the person so becoming entitled shall elect to be registered as holder of the shares himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects.</p> <p>b. If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.</p> <p>c. All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice of transfer had been signed by that member.</p>
No transfer to infant, etc.	54	No transfer shall be made to an infant or a person of unsound mind.
Endorsement of transfer and issue of certificate.	55	Every endorsement upon the certificate of any share in favour of any transferee shall be signed by the Secretary or by some person for the time being duly authorised by the Board in that behalf.
Custody of transfer.	56	The instrument of transfer shall, after registration, remain in the custody of the Company. The Board may cause to be destroyed all transfer deeds lying with the Company for a period of ten years or more.

Register of members.	57(a)	The Company shall keep a book to be called the Register of Members, and therein shall be entered the particulars of every transfer or transmission of any share and all other particulars of shares required by the Act to be entered in such Register.
Closure of Register of members.	(b).	The Board may, after giving not less than seven days previous notice by advertisement in some newspapers circulating in the district in which the Registered Office of the Company is situated, close the Register of Members or the Register of Debenture Holders for any period or periods not exceeding in the aggregate forty-five days in each year but not exceeding thirty days at any one time.
When instruments of transfer to be retained.	(c).	All instruments of transfer which shall be registered shall be retained by the Company but any instrument of transfer which the Directors may decline to register shall be returned to the person depositing the same.
Company's right to register transfer by apparent legal Owner.	58	The Company shall incur no liability or responsibility whatever in consequence of their registering or giving effect to any transfer of shares made or purporting to be made by any apparent legal owner thereof (as shown or appearing in the Register of Members) to the prejudice of persons having or claiming any equitable right, title or interest to or in the same shares notwithstanding that the Company may have had notice of such equitable right or title or interest prohibiting registration of such transfer and may have entered such notice referred thereto in any book of the Company and the Company shall not be bound by or required to regard or attend to or give effect to any notice which may be given to it of any equitable right, title or interest or be under any liability whatsoever for refusing or neglecting so to do, though it may have been entered or referred to in the books of the Company; but the Company shall nevertheless be at liberty to have regard and to attend to any such notice and give effect thereto, if the Board shall so think fit.

ALTERATION OF CAPITAL

Alteration and consolidation, sub-division and cancellation of shares.	59	<p>The Company may, from time to time, in accordance with the provisions of the Act, alter by Ordinary Resolution, the conditions of the Memorandum of Association as follows:</p> <ol style="list-style-type: none"> 1. increase its share capital by such amount as it thinks expedient by issuing new shares; 2. consolidate and divide all or any of its share capital into shares of larger amount than its existing shares; 3. convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of the denomination; 4. sub-divide its shares, or any of them, into shares of smaller amount than is fixed by the Memorandum, so however, that in the sub-division on the proportion between the amount paid and the amount, if any, unpaid, on each reduced share shall be the same as it was in the case of the shares from which the reduced share is derived. 5. <ol style="list-style-type: none"> a. Cancel shares which, at the date of passing of the resolution in that behalf, have not been taken or agreed to be taken by any person, and diminish the amount of its share capital by the amount of the shares so cancelled. b. The resolution whereby any share is sub-divided may determined that, as between the holder of the shares resulting from such sub-division, one or more such shares shall have some preference or special advantage as regards dividend, capital or otherwise over or as compared with the others. <p>Classify and reclassify its share capital from the shares on one class into shares of other class or classes and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges, conditions or restrictions and to vary, modify or abrogate any such rights, privileges, conditions or restrictions in such manner as may for the time being be permitted under legislative provisions for the time being in force in that behalf.</p>
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Reduction of capital, etc. by Company.	60	The Company may, by Special Resolution, reduce in any manner with and subject to any incident authorised and consent as required by law: a. its share capital; b. any capital redemption reserve account; or any share premium account
SURRENDER OF SHARES		
Surrender of shares.	61	The Directors may, subject to the provisions of the Act, accept the surrender of any share by way of compromise of any question as to the holder being properly registered in respect thereof.
Power of modify shares.	62	The rights and privileges attached to each class of shares may be modified, commuted, affected, abrogated in the manner provided in Section 48 of the Act.
SET OFF OF MONEY DUE TO SHAREHOLDERS		
Set-off of moneys due to shareholders.	63	Any money due from the Company to a shareholder may, without the consent of such shareholder, be applied by the Company in or towards payment of any money due from him, either alone or jointly with any other person, to the Company in respect of calls.
CONVERSION OF SHARES INTO STOCK		
Conversion of shares.	64	The Company may, by Ordinary Resolution, convert all or any fully paid share(s) of any denomination into stock and vice versa.
Transfer of stock.	65	The holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations, under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit; provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.
Right of stockholders.	66	The holders of the stock shall, according to the amount of the stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the Company and other matters, as if they held the shares from which the stock arose, but no such privilege or advantage (except participation in the dividends and profits of the Company and its assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.
Applicability of regulations to stock and stockholders.	67	Such of the regulations contained in these presents, other than those relating to share warrants as are applicable to paid-up shares shall apply to stock and the words shares and shareholder in these presents shall include stock and stockholder respectively.
DEMATERIALISATION OF SECURITIES		
Dematerialization of Shares.	68	<p>a) Definitions For the purpose of this Article:</p> <p>‘Beneficial Owner’ means a person or persons whose name is recorded as such with a depository;</p> <p>‘SEBI’ means the Securities and Exchange Board of India;</p> <p>‘Depository’ means a company formed and registered under the Companies Act, 1956 or Companies Act, 2013, and which has been granted a certificate of registration to act as a depository under the Securities and Exchange Board of India Act, 1992, and ‘Security’ means such security as may be specified by SEBI from time to time.</p> <p>b) Dematerialization of securities</p> <p>Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialise or rematerialise its securities and to offer securities in a dematerialised form pursuant to the Depositories Act, 1996 and the rules framed thereunder, if any for the Shareholders of the Company present and future (subscription in a dematerialised</p>

		<p>form) and on the same being done, the Company shall maintain a Register of Members holding various securities both in material and dematerialised form in any media as permitted by law including any form of electronic media, either in respect of existing shares or any shares either by itself or agency appointed for the purpose.</p> <p>c) Options for investors</p> <p>Every person subscribing to securities offered by the Company shall have the option to receive security certificates or to hold the securities with a depository. Such a person, who is the Beneficial Owner of the securities, can at any time opt out of a depository, if permitted by law, in respect of any security in the manner provided by the Depositories Act and the Company shall, in the manner and within the time prescribed, issue to the Beneficial Owner the required certificates of securities. If a person opts to hold his security with a depository, the Company shall intimate such depository the details of allotment of the security, and on receipt of the information, the depository shall enter in its record the name of the allottee as the Beneficial Owner of the security.</p> <p>d) Securities in depositories to be in fungible form</p> <p>All securities held by a depository shall be dematerialised and be in fungible form. Nothing contained in Sections 89 and 186 of the Act shall apply to a depository in respect of the securities held by it on behalf of the Beneficial Owners.</p> <p>e) Rights of depositories and Beneficial Owners:</p> <ol style="list-style-type: none"> i. Notwithstanding anything to the contrary contained in the Act or these Articles, a depository shall be deemed to be the registered owner for the purposes of effecting transfer of ownership of security on behalf of the Beneficial Owner. ii. Save as otherwise provided in (a) above, the depository, as the registered owner of the securities, shall not have any voting rights or any other rights in respect of the securities held by it. iii. Every person holding securities of the Company and whose name is entered as the Beneficial Owner in the records of the depository shall be deemed to be a member of the Company. The Beneficial Owner of the securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of his securities which are held by a depository. <p>f) Service of documents: Notwithstanding anything in the Act or these Articles to the contrary, where securities are held in a depository, the records of the beneficial ownership may be served by such depository on the Company by means of electronic mode or by delivery of floppies or discs.</p> <p>g) Transfer of securities: Nothing contained in Section 56 of the Act or these Articles shall apply to transfer of securities effected by a transferor and transferee both of whom are entered as Beneficial Owners in the records of a depository.</p> <p>h) Allotment of securities dealt with in a depository: Notwithstanding anything in the Act or these Articles, where securities are dealt with in a depository, the Company shall intimate the details thereof to the depository immediately on allotment of such securities.</p> <p>i) Distinctive numbers of securities held in a depository: Nothing contained in the Act or these Articles regarding the necessity of having distinctive numbers of securities issued by the Company shall apply to securities held in a depository.</p>
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GENERAL MEETINGS		
Annual General Meeting.	69	The Company shall in each year hold in addition to the other meetings a general meeting which shall be styled as its Annual General Meeting at intervals and in accordance with the provisions of Section 96 of the Act.
Place of EGM.	70 (1)	Extraordinary General Meetings may be held either at the Registered Office of the Company or at such convenient place as the Board or the Managing Director (subject to any directions of the Board) may deem fit.
When a Director or any two Members may call an Extra-Ordinary General Meeting.	(2)	If at any time there are not within India sufficient Directors capable of acting to form a quorum, or if the number of Directors be reduced in number to less than the minimum number of Directors prescribed by these Articles and the continuing Directors fail or neglect to increase the number of Directors to that number or to convene a General Meeting, any Director or any two or more Members of the Company holding not less than one-tenth of the total paid up Share Capital of the Company may call for an Extra-Ordinary General Meeting in the same manner as nearly as possible as that in which meeting may be called by the Directors.
Right to summon Extraordinary General Meeting.	(3)	The Chairman or Vice Chairman may, whenever they think fit, and shall if so directed by the Board, convene an Extraordinary General Meeting at such time and place as may be determined.
Extraordinary Meeting by requisition.	71	<p>a. The Board shall, on the requisition of such number of members of the Company as is specified below, proceed duly to call an Extraordinary General Meeting of the Company and comply with the provisions of the Act in regard to meetings on requisition.</p> <p>b. The requisition shall set out matters for the consideration of which the meeting is to be called, shall be signed by the requisitionists and shall be deposited at the Registered Office of the Company or sent to the Company by Registered Post addressed to the Company at its Registered Office.</p> <p>c. The requisition may consist of several documents in like forms, each signed by one or more requisitionists.</p> <p>d. The number of members entitled to requisition a meeting in regard to any matter shall be such number of them as hold, on the date of the deposit of the requisition,</p>

		<p>not less than 1/10th of such of the paid- up capital of the Company as at the date carries the right of the voting in regard to the matter set out in the requisition.</p> <p>e. If the Board does not, within 21 days from the date of receipt of deposit of the requisition with regard to any matter, proceed duly to call a meeting for the consideration of these matters on a date not later than 45 days from the date of deposit of the requisition, the meeting may be called by the requisitionists themselves or such of the requisitionists, as represent either majority in the value of the paid-up share capital held by them or of not less than one tenth of such paid-up capital of the Company as is referred to in Sub-clause (d) above, whichever is less.</p>
Length of notice for calling meeting.	72	<p>A General Meeting of the Company may be called by giving not less than twenty one day's notice in writing, provided that a General Meeting may be called after giving shorter notice if consent thereto is accorded by the members holding not less than 95 per cent of the part of the paid- up share capital which gives the right to vote on the matters to be considered at the meeting.</p> <p>Provided that where any member of the Company is entitled to vote only on some resolution or resolutions to be moved at a meeting and not on the others, those members, shall be taken into account for purpose of this clause in respect of the former resolution or resolutions and not in respect of the latter.</p>
Accidental omission to give notice not to invalidate meeting.	73	The accidental omission to give notice of any meeting to or the non-receipt of any such notice by any of the members shall not invalidate the proceedings of any resolution passed at such meeting.
Special business and statement to be annexed	74	<p>All business shall be deemed special that is transacted at an Extraordinary Meeting and also that is transacted at an Annual Meeting with the exception of declaration of a dividend, the consideration of financial statements and the reports of the Directors and Auditors thereon, the election of the Directors in the place of those retiring, and the appointment of and the fixing of the remuneration of Auditors. Where any item of business to be transacted at the meeting is deemed to be special as aforesaid, there shall be annexed to the notice of the meeting a statement setting out all material facts concerning each such item of business including in particular the nature of the concern or interest, if any, therein, of every Director and the Manager, if any, every other Key Managerial Personnel and the relatives of Directors, Manager and other Key Managerial Personnel. Where any item of business consists of the according of approval to any document by the meeting, the time and place where the document can be inspected shall be specified in the statement aforesaid.</p> <p>Where any item of special business to be transacted at a meeting of the company relates to or affects any other company, the extent of shareholding interest in that other company of every promoter, director, manager, if any, and of every other key managerial personnel of the first mentioned company shall, if the extent of such shareholding is not less than two per cent of the paid-up share capital of that company, also be set out in the statement.</p>
Quorum for General meeting.	75	<p>The quorum requirements for general meetings shall be as under and no business shall be transacted at any General Meeting unless the requisite quorum is present when the meeting proceeds to business:</p> <p>Number of members upto 1000: 5 members personally present Number of members 1000-5000: 15 members personally present Number of members more than 5000: 30 members personally present.</p>
If quorum not present, when meeting to be dissolved and when to be adjourned.	76	If within half an hour from the time appointed for the meeting, a quorum is not present, the meeting, if called upon the requisition of members, shall be dissolved; in any other case, it shall stand adjourned to the same day in the next week and at the same time and place or to such other day and to be at such other time and place as the Board may

		determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
Chairman of General Meeting.	77	The Chairman of the Board of Directors shall preside at every General Meeting of the Company and if he is not present within 15 minutes after the time appointed for holding the meeting, or if he is unwilling to act as Chairman, the Vice Chairman of the Board of Directors shall preside over the General Meeting of the Company.
When Chairman is absent.	78	If there is no such Chairman or Vice Chairman or if at any General Meeting, either the Chairman or Vice Chairman is not present within fifteen minutes after the time appointed for holding the meeting or if they are unwilling to take the chair, the members present shall choose one of their members to be the Chairman.
Adjournment of meeting.	79	<p>The Chairman may, with the consent of any meeting at which a quorum is present and shall, if so directed by the meeting, adjourn that meeting from time to time from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.</p> <p>When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of adjournment or of the business to be transacted at an adjourned meeting.</p>
Questions at General Meeting / board meeting how decided.	80	At a General Meeting, a resolution put to the vote of the meeting shall be decided on a show of hands result of electronic voting as per the provisions of Section 108, unless a poll is (before or on the declaration of the result of the show of hands/ electronic voting) demanded in accordance with the provisions of Section 109. Unless a poll is so demanded, a declaration by the Chairman that a resolution has, on a show of hands/ electronic voting, been carried unanimously or by a particular majority or lost and an entry to that effect in the book of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
Casting vote.	81	Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes. In the case of an equality of votes, the Chairman shall, whether on a show of hands, or electronically or on a poll, as the case may be, have a casting vote in addition to the vote or votes to which he may be entitled as a member.
Taking of poll.	82	If a poll is duly demanded in accordance with the provisions of Section 109, it shall be taken in such manner as the Chairman, subject to the provisions of Section 109 of the Act, may direct, and the results of the poll shall be deemed to be the decision of the meeting on the resolution on which the poll was taken.
In what cases poll taken without adjournment.	83	A poll demanded on the election of Chairman or on a question of adjournment shall be taken forthwith. Where a poll is demanded on any other question, adjournment shall be taken at such time not being later than forty-eight hours from the time which demand was made, as the Chairman may direct.
VOTES		
Votes.	84 (a)	Every member of the Company holding Equity Share(s), shall have a right to vote in respect of such capital on every resolution placed before the Company. On a show of hands, every such member present shall have one vote and shall be entitled to vote in person or by proxy and his voting right on a poll or on e-voting shall be in proportion to his share of the paid-up Equity Capital of the Company.

Number of votes each member entitled.	(b)	Subject to the provision of these Articles and without prejudice to any special privileges, or restrictions as to voting for the time being attached to any class of shares for the time being forming part of the capital of the company, every Member, not disqualified by the last preceding Article shall be entitled to be present, and to speak and to vote at such meeting, and on a show of hands every member present in person shall have one vote and upon a poll the voting right of every Member present in person or by proxy shall be in proportion to his share of the paid-up equity share capital of the Company, Provided, however, if any preference shareholder is present at any meeting of the Company, save as provided in sub-section (2) of Section 47 of the Act, he shall have a right to vote only on resolution placed before the meeting which directly affect the rights attached to his preference shares.
Casting of votes by a member entitled to more than one vote.	(c)	On a poll taken at a meeting of the Company a member entitled to more than one vote or his proxy or other person entitled to vote for him, as the case may be, need not, if he votes, use all his votes or cast in the same way all the votes he uses.
Postal Ballot.	(d)	Notwithstanding anything contained in the provisions of the Companies Act, 2013, and the Rules made there under, the Company may, and in the case of resolutions relating to such business as may be prescribed by such authorities from time to time, declare to be conducted only by postal ballot, shall, get any such business/ resolutions passed by means of postal ballot, instead of transacting the business in the General Meeting of the Company.
Members paying money in advance.	(e)	A member paying the whole or a part of the amount remaining unpaid on any share held by him although no part of that amount has been called up, shall not be entitled to any voting rights in respect of the moneys paid until the same would, but for this payment, become presently payable.
Members not prohibited if share not held for any specified period.	(f)	A member is not prohibited from exercising his voting rights on the ground that he has not held his shares or interest in the Company for any specified period preceding the date on which the vote was taken.
Votes in respect of shares of deceased or insolvent members.	(g)	Any person entitled to transfer any share may vote at any General Meeting in respect thereof in the same manner as if he were the registered holder of such shares, provided that at least forty-eight hours before the time of holding the meeting or adjourned meeting, as the case may be at which he proposes to vote he shall satisfy the Directors of his right to transfer such shares and give such indemnify (if any) as the Directors may require or the directors shall have previously admitted his right to vote at such meeting in respect thereof.
Time for objections to votes.	(h)	No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.
Chairperson of the Meeting to be the judge of validity of any vote.	(i)	Any such objection raised to the qualification of any voter in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.
Right to vote attached to the Preference Shares.	(j)	Every member holding any Preference Share shall in respect of such shares have a right to vote only on resolutions which directly affect the rights attached to the Preference Shares and subject as aforesaid, every such member shall in respect of such capital be entitled to vote in person or by proxy, if the dividend due on such preference shares or any part of such dividend has remained unpaid in respect of an aggregate period of not less than two years preceding the date of the meeting. Such dividend shall be deemed to be due on Preference Shares in respect of any period, whether a dividend has been declared by the Company for such period or not, on the day immediately following such period.
Number of votes entitled to Preference Shares.	(k)	Whenever the holder of a Preference Share has a right to vote on any resolution in accordance with the provisions of this article, his voting rights on a poll shall be in the same proportion as the capital paid-up in respect of such Preference Shares bear to the total equity paid-up capital of the Company.

Business may proceed notwithstanding demand for poll.	85	A demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than that on which a poll has been demanded; The demand for a poll may be withdrawn at any time by the person or persons who made the demand.
Joint holders.	86	In the case of joint holders, the vote of the first named of such joint holders who tender a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.
Member of unsound mind.	87	A member of unsound mind, or in respect of whom an order has been made by any Court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll vote by proxy.
No member entitled to vote while call due to Company.	88	No member shall be entitled to vote at a General Meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid.
Proxies permitted on polls.	89	On a poll, votes may be given either personally or by proxy provided that no Company shall vote by proxy as long as resolution of its Directors in accordance with provisions of Section 113 is in force.
Instrument of proxy.	90	<p>a. The instrument appointing a proxy shall be in writing under the hand of the appointed or of the attorney duly authorised in writing, or if the appointer is a Corporation, either under the common seal or under the hand of an officer or attorney so authorised. Any person may act as a proxy whether he is a member or not.</p> <p>b. A body corporate (whether a company within the meaning of this Act or not) may:</p> <ol style="list-style-type: none"> 1. If it is a member of the Company by resolution of its Board of Directors or other governing body, authorize such persons as it thinks fit to act as its representatives at any meeting of the Company, or at any meeting of any class of members of the Company; 2. If it is a creditor (including a holder of debentures) of the Company, by resolution of its Directors or other governing body, authorise such person as it thinks fit to act as its representative at any meeting of any creditors of the Company held in pursuance of this Act or of any rules made thereunder, or in pursuance of the provisions contained in any debenture or trust deed, as the case may be. <p>c. A person authorised by resolution as aforesaid shall be entitled to exercise the same rights and powers (including the right to by proxy) on behalf of the body corporate which he represents, as if he were personally the member, creditor or debenture holder.</p>
Instrument of proxy to be deposited at the office.	91	The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notary certified copy of that power of authority shall be deposited at the Registered Office of the Company not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposed to vote, and in default, the instrument of proxy shall not be treated as valid.
Validity of vote by proxy.	92	A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the appointer, or revocation of the proxy, or transfer of the share in respect of which the vote is given provided no intimation in writing of the death, revocation or transfer shall have been received at the Registered Office of the Company before the commencement of the meeting or adjourned meeting at which the proxy issued.
Form of proxy.	93	Any instrument appointing a proxy may be a two way proxy form to enable the shareholders to vote for or against any resolution at their discretion. The instrument of proxy shall be in the prescribed form as given in Form MGT-11.

DIRECTORS

Number of Directors.	94	<p>a) Unless otherwise determined by a General Meeting, the number of Directors shall not be less than 3 and not more than 15.</p> <p>b) The First directors of the company shall be:</p> <p>1.PHILIPS THOMAS</p> <p>2.PAPPACHAN FRANCIS</p>
Appointment of Managing Director and Whole time Director	95	<p>(a) Subject to the provisions of section 197 and Schedule V, a managing director, whole-time director or manager shall be appointed to perform such functions as the Board may decide from time to time and the terms and conditions of such appointment and remuneration payable be approved by the Board of Directors at a meeting which shall be subject to approval by a resolution at the next general meeting of the company and by the Central Government in case such appointment is at variance to the conditions specified in that Schedule:</p> <p>Provided that a notice convening Board or general meeting for considering such appointment shall include the terms and conditions of such appointment, remuneration payable and such other matters including interest, of a director or directors in such appointments, if any</p> <p>Provided further that a return in the prescribed form shall be filed within sixty days of such appointment with the Registrar. Subject to the provisions of this Act, where an appointment of a managing director, whole-time director or manager is not approved by the company at a general meeting, any act done by him before such approval shall not be deemed to be invalid.</p>
Qualification of Directors.		<p>(b) Any person, whether a member of the Company or not, may be appointed as a Director. No qualification by way of holding shares in the capital of the Company shall be required of any Director.</p>
DIRECTOR'S REMUNERATION		
Director's remuneration.	96	<p>a. Subject to the provisions of section 197 and Schedule V the total managerial remuneration payable by a public company, to its directors, including managing director and whole-time director, and its manager in respect of any financial year shall not exceed eleven per cent of the net profits of that company for that financial year computed in the manner laid down in section 198 except that the remuneration of the directors shall not be deducted from the gross profits.</p> <p>Provided that the company in general meeting may, with the approval of the Central Government, if required, authorise the payment of remuneration exceeding eleven per cent of the net profits of the company, subject to the provisions of Schedule V.</p> <p>b. Subject to the provisions of the Act, the Directors may, with the sanction of a Special Resolution passed in the General Meeting and such sanction, if any, of the Government of India as may be required under the Companies Act, sanction and pay to any or all the Directors such remuneration for their services as Directors or otherwise and for such period and on such terms as they may deem fit.</p> <p>c. Subject to the provisions of the Act, the Company in General Meeting may by Special Resolution sanction and pay to the Director in addition to the said fees set out in sub-clause (a) above, a remuneration not exceeding such per cent of the net profits of the Company as calculated in accordance with the provisions of Section 198 of the Act. The said amount of remuneration so calculated shall be divided equally between all the Directors of the Company who held office as Directors at any time during the year of account in respect of which such remuneration is paid or during any portion of such year irrespective of the length of the period for which they held office respectively as such Directors.</p>

		d. Subject to the provisions of Section 188 of the Companies Act, and subject to such sanction of the Government of India, as may be required under the Companies Act, if any Director shall be appointed to advise the Directors as an expert or be called upon to perform extra services or make special exertions for any of the purposes of the Company, the Directors may pay to such Director such special remuneration as they think fit; such remuneration may be in the form of either salary, commission, or lump sum and may either be in addition to or in substitution of the remuneration specified in clause (a) of the Article.
Sitting fees		e. Until otherwise determined by the Company in General Meeting, each Director other than the Managing/Whole-time Director (unless otherwise specifically provided for) shall be entitled to sitting fees not exceeding a sum prescribed in the Act (as may be amended from time to time) for attending meetings of the Board or Committees thereof.
Travelling expenses Incurred by Director on Company's business.		f. The Board of Directors may subject to the limitations provided in the Act allow and pay to any Director who attends a meeting at a place other than his usual place of residence for the purpose of attending a meeting, such sum as the Board may consider fair, compensation for travelling, hotel and other incidental expenses properly incurred by him, in addition to his fee for attending such meeting as above specified.
Directors may act notwithstanding vacancy.	97	The continuing Directors may act notwithstanding any vacancy in their body, but subject to the provisions contained in Article 99 below.
Chairman or Vice-chairman of the Board.	98	a. Notwithstanding anything contained in these Articles and pursuant to provisions of the Act, the Chairman of the Company will act as Chairman of the Board. b. Subject to the provisions of the Act, the Chairman and the Vice Chairman may be paid such remuneration for their services as Chairman and Vice Chairman respectively, and such reasonable expenses including expenses connected with travel, secretarial service and entertainment, as may be decided by the Board of Directors from time to time.
Casual vacancy.	99	If the office of any Director becomes vacant before the expiry of the period of his Directorship in normal course, the resulting casual vacancy may be filled by the Board at a Meeting of the Board subject to Section 161 of the Act. Any person so appointed shall hold office only up to the date which the Director in whose place he is appointed would have held office if the vacancy had not been occurred as aforesaid.
VACATION OF OFFICE BY DIRECTORS		
Vacation of office by Directors.	100	The office of a Director shall be vacated if: 1. he is found to be unsound mind by a Court of competent jurisdiction; 2. he applies to be adjudicated as an insolvent; 3. he is an un-discharged insolvent; 4. he is convicted by a Court of any offence whether involving moral turpitude or otherwise and is sentenced in respect thereof to imprisonment for not less than six months and a period of five years has not elapsed from the date of expiry of the sentence; 5. he fails to pay any call in respect of shares of the Company held by him, whether alone or jointly with others, within six months from the last date fixed for the payment of the call; 6. An order disqualifying him for appointment as Director has been passed by court or tribunal and the order is in force. 7. he has not complied with Subsection (3) of Section 152 8. He has been convicted of the offence dealing with related party transaction under section 188 at any time during the preceding five years. 9. he absents himself from all meetings of the Board for a continuous period of twelve months, with or without seeking leave of absence from the Board;

		<p>10. he acts in contravention of Section 184 of the Act and fails to disclose his interest in a contract in contravention of section 184.</p> <p>11. he becomes disqualified by an order of a court or the Tribunal</p> <p>12. he is removed in pursuance of the provisions of the Act,</p> <p>13. having been appointed a Director by virtue of holding any office or other employment in the Company, he ceases to hold such office or other employment in the Company;</p> <p>Notwithstanding anything in Clause (4), (6) and (8) aforesaid, the disqualification referred to in those clauses shall not take effect:</p> <ol style="list-style-type: none"> 1. for thirty days from the date of the adjudication, sentence or order; 2. where any appeal or petition is preferred within the thirty days aforesaid against the adjudication, sentence or conviction resulting in the sentence or order until the expiry of seven days from the date on which such appeal or petition is disposed off; or 3. Where within the seven days as aforesaid, any further appeal or petition is preferred in respect of the adjudication, sentence, conviction or order, and appeal or petition, if allowed, would result in the removal of the disqualification, until such further appeal or petition is disposed off.
Alternate Directors.	101 (a)	The Board may appoint an Alternate Director to act for a Director hereinafter called in this clause “the Original Director” during his absence for a period of not less than 3 months from India. An Alternate Director appointed as aforesaid shall vacate office if and when the Original Director returns to India.
Independent Directors.	(b)	<p>(i) The Directors may appoint such number of Independent Directors as are required under Section 149 of the Companies Act, 2013 or clause 49 of Listing Agreement, whichever is higher, from time to time.</p> <p>(ii) Independent directors shall possess such qualification as required under Section 149 of the Companies Act, 2013 and schedules thereof and clause 49 of Listing Agreement.</p> <p>(iii) Independent Director shall be appointed for such period as prescribed under relevant provisions of the Companies Act, 2013 Schedules thereof and Listing Agreement and shall not be liable to retire by rotation.</p>
Women Director.	(c)	The Directors shall appoint one women director as per the requirements of section 149 of the Act.
Key Managerial Personnel.	(d)	<p>Subject to the provisions of the Act,—</p> <p>(i) Directors, Manager, Company Secretary & Chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board; the Board may appoint one or more Chief Executive officers for its multiple businesses.</p> <p>(ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.</p>

Additional Directors.	102	<p>(i) The Directors may, from time to time, appoint a person as an Additional Director provided that the number of Directors and Additional Directors together shall not exceed the maximum number of Directors fixed under Article 94 above.</p> <p>(ii) Any person so appointed as an Additional Director shall hold office up to the date of the next Annual General Meeting of the Company.</p>
Proportion of retirement by rotation.	103	The proportion of directors to retire by rotation shall be as per the provisions of Section 152 of the Act.
Debenture.	104	Any trust deed for securing debentures or debenture-stocks may, if so arranged, provide for the appointment, from time to time, by the Trustees thereof or by the holders of debentures or debenture-stocks, of some person to be a Director of the Company and may empower such Trustees, holder of debentures or debenture-stocks, from time to time, to remove and re-appoint any Director so appointed. The Director appointed under this Article is herein referred to as "Debenture Director" and the term "Debenture Director" means the Director for the time being in office under this Article. The Debenture Director shall not be bound to hold any qualification shares and shall not be liable to retire by rotation or be removed by the Company. The Trust Deed may contain such ancillary provisions as may be arranged between the Company and the Trustees and all such provisions shall have effect notwithstanding any other provisions herein contained.
Corporation/Nominee Director	105	<p>(a). Notwithstanding anything to the contrary contained in the Articles, so long as any moneys remain owing by the Company the any finance corporation or credit corporation or body, (herein after in this Article referred to as "The Corporation") out of any loans granted by them to the Company or as long as any liability of the Company arising out of any guarantee furnished by the Corporation, on behalf of the Company remains defaulted, or the Company fails to meet its</p> <p>obligations to pay interest and/or installments, the Corporation shall have right to appoint from time to time any person or person as a Director or Directors (which Director or Directors is/are hereinafter referred to as "Nominee Director(s)") on the Board of the Company and to remove from such office any person so appointed, any person or persons in his or their place(s).</p> <p>(b). The Board of Directors of the Company shall have no power to remove from office the Nominee Director/s as long as such default continues. Such Nominee Director/s shall not be required to hold any share qualification in the Company, and such Nominee Director/s shall not be liable to retirement by rotation of Directors. Subject as aforesaid, the Nominee Director/s shall be entitled to the same rights and privileges and be subject to the same obligations as any other Director of the Company.</p> <p>The Nominee Director/s appointed shall hold the said office as long as any moneys remain owing by the Company to the Corporation or the liability of the Company arising out of the guarantee is outstanding and the Nominee Director/s so appointed in exercise of the said power shall ipso facto vacate such office immediately the moneys owing by the Company to the Corporation are paid off or on the satisfaction of the liability of the Company arising out of the guarantee furnished by the Corporation. The Nominee Director/s appointed under this Article shall be entitled to receive all notices of and attend all General Meetings, and of the Meeting of the Committee of which the Nominee Director/s is/are member/s. The Corporation shall also be entitled to receive all such notices. The Company shall pay to the Nominee Director/s sitting fees and expenses to which the other Director/s of the Company are entitled, but if any other fee, commission, monies or remuneration in any form is payable to the Director/s of the Company, the fee, commission, monies and remuneration in relation to such Nominee Director/s shall accrue to the Corporation and the same shall accordingly be paid by the Company directly to the Corporation. Any expenses that may be incurred by the Corporation or such Nominee Director/s</p>

		<p>in connection with their appointment to Directorship shall also be paid or reimbursed by the Company to the Corporation or, as the case may be, to such Nominee Director/s.</p> <p>Provided that if any such Nominee Director/s is an officer of the Corporation, the sitting fees, in relation to such Nominee Director/s shall so accrue to the Corporation and the same shall accordingly be paid by the Company directly to the Corporation.</p> <p>(c). The Corporation may at any time and from time to time remove any such Corporation Director appointed by it and may at the time of such removal and also in the case of death or resignation of the person so appointed, at any time appoint any other person as a Corporation Director in his place. Such appointment or removal shall be made in writing signed by the Chairman or Joint Chairman of the Corporation or any person and shall be delivered to the Company at its Registered office. It is clarified that every Corporation entitled to appoint a Director under this Article may appoint such number of persons as Directors as may be authorised by the Directors of the Company, subject to Section 152 of the Act and so that the number does not exceed 1/3 of the maximum fixed under.</p> <p>(d). Until otherwise determined by the Company in General Meeting, each Director other than the Managing/Whole-time Director (unless otherwise specifically provided for) shall be entitled to sitting fees not exceeding a sum prescribed in the Act (as may be amended from time to time) for attending meetings of the Board or Committees thereof.</p> <p>(e). The Board of Directors may subject to the limitations provided in the Act allow and pay to any Director who attends a meeting at a place other than his usual place of residence for the purpose of attending a meeting, such sum as the Board may consider fair, compensation for travelling, hotel and other incidental expenses properly incurred by him, in addition to his fee for attending such meeting as above specified.</p>
Disclosure of interest of Directors.	106	<p>(a). Subject to the provisions of the Act, the Directors shall not be disqualified by reason of their office as such from contracting with the Company either as vendor, purchaser, lender, agent, broker, or otherwise, nor shall any such contract or any contract or arrangement entered into by on behalf of the Company with any Director or with any company or partnership of or in which any Director shall be a member or otherwise interested be avoided nor shall any Director so contracting or being such member or so interested be liable to account to the Company for any profit realized by such contract or arrangement by reason only of such Director holding that office or of the fiduciary relation thereby established but the nature of the interest must be disclosed by the Director at the meeting of the Board at which the contract or arrangements is determined or if the interest then exists in any other case, at the first meeting of the Board after the acquisition of the interest.</p> <p>Provided nevertheless that no Director shall vote as a Director in respect of any contract or arrangement in which he is so interested as aforesaid or take part in the proceedings thereat and he shall not be counted for the purpose of ascertaining whether there is quorum of Directors present. This provision shall not apply to any contract by or on behalf of the Company to indemnify the Directors or any of them against any loss they may suffer by becoming or being sureties for the Company.</p> <p>(b). A Director may be or become a Director of any company promoted by this Company or in which this Company may be interested as vendor, shareholder or otherwise and no such Director shall be accountable to the Company for any benefits received as a Director or member of such company.</p>
Rights of Directors.	107	<p>Except as otherwise provided by these Articles and subject to the provisions of the Act, all the Directors of the Company shall have in all matters equal rights and privileges, and be subject to equal obligations and duties in respect of the affairs of the Company.</p>
Directors to comply with Section 184.	108	<p>Notwithstanding anything contained in these presents, any Director contracting with the Company shall comply with the provisions of Section 184 of the Companies Act, 2013.</p>

Directors power of contract with Company.	109	Subject to the limitations prescribed in the Companies Act, 2013, the Directors shall be entitled to contract with the Company and no Director shall be disqualified by having contracted with the Company as aforesaid.
ROTATION OF DIRECTORS		
Rotation and retirement of Directors.	110	At every annual meeting, one-third of the Directors shall retire by rotation in accordance with provisions of Section 152 of the Act.
Retiring Directors eligible for re-election.	111	<p>A retiring Director shall be eligible for re-election and the Company at the General Meeting at which a Director retires in the manner aforesaid may fill up vacated office by electing a person thereto.</p> <p>The Directors to retire in every year shall be those who have been longest in office since their last election, but as between persons who become Directors on the same day, those to retire shall, unless they otherwise agree among themselves, be determined by lot.</p>
Retiring Directors to remain in office till successors are appointed.	112	Subject to Section 152 of the Act, if at any meeting at which an election of Directors ought to take place, the place of the vacating or deceased Directors is not filled up and the meeting has not expressly resolved not to fill up or appoint the vacancy, the meeting shall stand adjourned till the same day in the next week at the same time and place, or if that day is a national holiday, till the next succeeding day which is not a holiday at the same time, place, and if at the adjourned meeting the place of vacating Directors is not filled up and the meeting has also not expressly resolved not to fill up the vacancy, then the vacating Directors or such of them as have not had their places filled up shall be deemed to have been reappointed at the adjourned meeting.
Power of General Meeting to increase or reduce number of Directors.	113	Subject to the provisions of Sections 149, 151 and 152 the Company in General Meeting may increase or reduce the number of Directors subject to the limits set out in Article 94 and may also determine in what rotation the increased or reduced number is to retire.
Power to remove Directors by ordinary resolution.	114	Subject to provisions of Section 169 the Company, by Ordinary Resolution, may at any time remove any Director except Government Directors before the expiry of his period of office, and may by Ordinary Resolution appoint another person in his place. The person so appointed shall hold office until the date upto which his predecessor would have held office if he had not been removed as aforementioned. A Director so removed from office shall not be re-appointed as a Director by the Board of Directors. Special Notice shall be required of any resolution to remove a Director under this Article, or to appoint somebody instead of the Director at the meeting at which he is removed.
Rights of persons other than retiring Directors to stand for Directorships.	115	Subject to the provisions of Section 160 of the Act, a person not being a retiring Director shall be eligible for appointment to the office of a Director at any general meeting if he or some other member intending to propose him as a Director has not less than fourteen days before the meeting, left at the office of the Company a notice in writing under his hand signifying his candidature for the office of the Director, or the intention of such member to propose him as a candidate for that office, as the case may be "along with a deposit of such sum as may be prescribed by the Act or the Central Government from time to time which shall be refunded to such person or as the case may be, to such member, if the person succeeds in getting elected as a Director or gets more than 25% of total valid votes cast either on show of hands or electronically or on poll on such resolution".
Register of Directors and KMP and their shareholding.	116	The Company shall keep at its Registered Office a register containing the addresses and occupation and the other particulars as required by Section 170 of the Act of its Directors and Key Managerial Personnel and shall send to the Registrar of Companies returns as required by the Act.
Business to be carried on.	117	The business of the Company shall be carried on by the Board of Directors.

Meeting of the Board.	118	The Board may meet for the despatch of business, adjourn and otherwise regulate its meetings, as it thinks fit, provided that a meeting of the Board shall be held at least once in every one hundred and twenty days; and at least four such meetings shall be held in every year.
Director may summon meeting.	119	A Director may at any time request the Secretary to convene a meeting of the Directors and seven days' notice of meeting of directors shall be given to every director and such notice shall be sent by hand delivery or by post or by electronic means.
Question how decided.	120	a. Save as otherwise expressly provided in the Act, a meeting of the Directors for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the regulations of the Company for the time being vested in or exercisable by the Directors generally and all questions arising at any meeting of the Board shall be decided by a majority of the Board. b. In case of an equality of votes, the Chairman shall have a second or casting vote in addition to his vote as a Director.
Right of continuing Directors when there is no quorum.	121	The continuing Directors may act notwithstanding any vacancy in the Board, but if and as long as their number is reduced below three, the continuing Directors or Director may act for the purpose of increasing the number of Directors to three or for summoning a General Meeting of the Company and for no other purpose.
Quorum.	122	The quorum for a meeting of the Board shall be one third of its total strength (any fraction contained in that one-third being rounded off as one) or two Directors whichever is higher; provided that where at any time the number of interested Directors is equal to or exceeds two-thirds of the total strength, the number of the remaining Directors, that is to say, the number of Directors who are not interested present at the meeting being not less than two shall be the quorum during such time. The total strength of the Board shall mean the number of Directors actually holding office as Directors on the date of the resolution or meeting, that is to say, the total strength of the Board after deducting therefrom the number of Directors, if any, whose places are vacant at the time.
Election of Chairman to the Board.	123	If no person has been appointed as Chairperson or Vice Chairperson under Article 98(a) or if at any meeting, the Chairman or Vice Chairman of the Board is not present within fifteen minutes after the time appointed for holding the meeting, the Directors present may choose one of their members to be the Chairman of the meeting.
Power to appoint Committees and Delegation of powers.	124	a. The Board may, from time to time, and at any time and in compliance with provisions of the act and listing agreement constitute one or more Committees of the Board consisting of such member or members of its body, as the Board may think fit. b. Subject to the provisions of Section 179 the Board may delegate from time to time and at any time to any Committee so appointed all or any of the powers, authorities and discretions for the time being vested in the Board and such delegation may be made on such terms and subject to such conditions as the Board may think fit and subject to provisions of the act and listing agreement. c. The Board may from, time to time, revoke, add to or vary any powers, authorities and discretions so delegated subject to provisions of the act and listing agreement. All acts done by any such Committee in conformity with such regulations and in fulfillment of the purposes of their appointment but not otherwise, shall have the like force and effect as if done by the Board.
Proceedings of Committee.	125	The meeting and proceedings of any such Committee consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors so far as the same are applicable thereto, and not superseded by any regulations made by the Directors under the last preceding Article.

Election of Chairman of the Committee.	126	<p>a. The Chairman or the Vice Chairperson shall be the Chairperson of its meetings, if either is not available or if at any meeting either is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their numbers to be Chairperson of the meeting.</p> <p>b. The quorum of a Committee may be fixed by the Board and until so fixed, if the Committee is of a single member or two members, the quorum shall be one and if more than two members, it shall be two.</p>
Question how determined.	127	<p>A Committee may meet and adjourn as it thinks proper.</p> <p>Questions arising at any meeting of a Committee shall be determined by a majority of votes of the members present as the case may be and in case of an equality of votes, the Chairperson shall have a second or casting vote in addition to his vote as a member of the Committee.</p>
Acts done by Board or Committee valid, notwithstanding defective appointment, etc.	128	All acts done by any meeting of the Board or a Committee thereof, or by any person acting as a Director shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such Directors or any person acting as aforesaid, or that any of them was disqualified, be and valid as if every such Director and such person had been duly appointed and was qualified to be a Director.
Resolution by circulation.	129	Save as otherwise expressly provided in the Act, a resolution in writing circulated in draft together with necessary papers, if any, to all the members of the Board Committee then in India (not being less in number than the quorum fixed for the meeting of the Board or the Committee as the case may) and to all other Directors or members at their usual address in India or by a majority of such of them as are entitled to vote on the resolution shall be valid and effectual as if it had been a resolution duly passed at a meeting of the Board or Committee duly convened and held.
POWERS AND DUTIES OF DIRECTORS		
General powers of Company vested in Directors.	130	The business of the Company shall be managed by the Board of Directors who may exercise all such powers of the Company as are not, by the act or any statutory modification thereof for the time being in force, or by these Articles, required to be exercised by the Company in General Meeting, subject nevertheless to any regulation of these Articles, to the provisions of the said Act, and to such regulations being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the Company in General Meeting; but no regulation made by the Company in General Meeting, shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.
Certain Specific Powers of the Board.	131	Without prejudice to the general powers conferred by the Articles and so as not in any way to limit or restrict these powers, and without prejudice to the other powers conferred by these Articles, but subject to the restrictions contained in the Articles, it is hereby, declared that the Directors shall have the following powers, that is to say:
To take on Lease.	(a)	Subject to the provisions of the Act to purchase, take on lease, for any term or terms of years, or otherwise acquire or dispose off any land or lands, with or without buildings and out-houses thereon, situate in any part of India, at such conditions as the Directors may think fit, and in any such purchase, lease or acquisition to accept such title as the Directors may believe, or may be advised to be reasonably satisfy.
To erect &construct.	(b)	To erect and construct, on the said land or lands, buildings, houses, warehouses and sheds and to alter, extend and improve the same, to let or lease the property of the company, in part or in whole for such rent and subject to such conditions, as may be thought advisable; to sell such portions of the land or buildings of the Company as may not be required for the company; to mortgage the whole or any portion of the property of the company for the purposes of the Company; to sell all or any portion of the machinery or stores belonging to the Company.

To pay for property.	(c)	At their discretion and subject to the provisions of the Act, the Directors may pay property rights or privileges acquired by, or services rendered to the Company, either wholly or partially in cash or in shares, bonds, debentures or other securities of the Company, and any such share may be issued either as fully paid up or with such amount credited as paid up thereon as may be agreed upon; and any such bonds, debentures or other securities may be either specifically charged upon all or any part of the property of the Company and its uncalled capital or not so charged.
To insure properties of the Company.	(d)	To insure and keep insured against loss or damage by fire or otherwise for such period and to such extent as they may think proper all or any part of the buildings, machinery, goods, stores, produce and other moveable property of the Company either separately or co-jointly; also to insure all or any portion of the goods, produce, machinery and other articles imported or exported by the Company and to sell, assign, surrender or discontinue any policies of assurance effected in pursuance of this power.
To open Bank accounts.	(e)	To open accounts with any Bank or Bankers and to pay money into and draw money from any such account from time to time as the Directors may think fit.
To accept surrender of shares.	(f)	To accept from any member, so far as may be permissible by law, a surrender of the shares or any part thereof, on such terms and conditions as shall be agreed upon.
To appoint trustees for the Company.	(g)	To appoint any person to accept and hold in trust, for the Company property belonging to the Company, or in which it is interested or for any other purposes and to execute and to do all such deeds and things as may be required in relation to any such trust, and to provide for the remuneration of such trustee or trustees.
To issue receipts & give discharge.	(h)	To make and give receipts, release and give discharge for moneys payable to the Company and for the claims and demands of the Company.
To invest and deal with money of the Company.	(i)	Subject to the provisions of the Act, and these Articles to invest and deal with any moneys of the Company not immediately required for the purpose thereof, upon such authority (not being the shares of this Company) or without security and in such manner as they may think fit and from time to time to vary or realize such investments. Save as provided in Section 187 of the Act, all investments shall be made and held in the Company's own name.
To determine signing powers.	(j)	To determine from time to time persons who shall be entitled to sign on Company's behalf, bills, notes, receipts, acceptances, endorsements, cheques, dividend warrants, releases, contracts and documents and to give the necessary authority for such purpose, whether by way of a resolution of the Board or by way of a power of attorney or otherwise.
Transfer to Reserve Funds.	(k)	To set aside out of the profits of the Company such sums as they may think proper for depreciation or the depreciation funds or to insurance fund or to an export fund, or to a Reserve Fund, or Sinking Fund or any special fund to meet contingencies or repay debentures or debenture-stock or for equalizing dividends or for repairing, improving, extending and maintaining any of the properties of the Company and for such other purposes (including the purpose referred to in the preceding clause) as the Board may, in the absolute discretion think conducive to the interests of the Company, and subject to Section 179 of the Act, to invest the several sums so set aside or so much thereof as may be required to be invested, upon such investments (other than shares of this Company) as they may think fit and from time to time deal with and vary such investments and dispose of and apply and extend all or any part thereof for the benefit of the Company notwithstanding the matters to which the Board apply or upon which the capital moneys of the Company might rightly be applied or expended and divide the reserve fund into such special funds as the Board may think fit; with full powers to transfer the whole or any portion of a reserve fund or division of a reserve fund to another fund and with the full power to employ the assets constituting all or any of the above funds, including the depreciation fund, in the business of the company or in the purchase or repayment of debentures or debenture-stocks and without being bound to keep the same separate from the other assets and without being bound to pay interest on the same with the power to

		the Board at their discretion to pay or allow to the credit of such funds, interest at such rate as the Board may think proper.
To apply & obtain concessions licenses etc.	(l)	To apply for, promote and obtain any act, charter, privilege, concession, license, authorization, if any, Government, State or municipality, provisional order or license of any authority for enabling the Company to carry any of this objects into effect, or for extending and any of the powers of the Company or for effecting any modification of the Company's constitution, or for any other purpose, which may seem expedient and to oppose any proceedings or applications which may seem calculated, directly or indirectly to prejudice the Company's interests.
To redeem preference shares	(m)	To redeem preference shares.
To assist charitable or benevolent institutions.	(n)	To subscribe, incur expenditure or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or any other institutions or subjects which shall have any moral or other claim to support or aid by the Company, either by reason of locality or operation or of public and general utility or otherwise.
To pay cost of registration of the Company.	(o)	To pay the cost, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company.
Commission or interest lawfully payable.	(p)	To pay and charge to the capital account of the Company any commission or interest lawfully payable thereon under the provisions of Sections 40 of the Act.
To provide for the welfare.	(q)	To provide for the welfare of Directors or ex-Directors or employees or ex-employees of the Company and their wives, widows and families or the dependents or connections of such persons, by building or contributing to the building of houses, dwelling or chawls, or by grants of moneys, pension, gratuities, allowances, bonus or other payments, or by creating and from time to time subscribing or contributing, to provide other associations, institutions, funds or trusts and by providing or subscribing or contributing towards place of instruction and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Board shall think fit.
To purchase or otherwise acquire or obtain license.	(r)	To purchase or otherwise acquire or obtain license for the use of and to sell, exchange or grant license for the use of any trade mark, patent, invention or technical know-how.
To sell any Articles, belonging to the Company.	(s)	To sell from time to time any Articles, materials, machinery, plants, stores and other Articles and thing belonging to the Company as the Board may think proper and to manufacture, prepare and sell waste and by-products.
To extend the business and undertaking of the Company.	(t)	From time to time to extend the business and undertaking of the Company by adding, altering or enlarging all or any of the buildings, factories, workshops, premises, plant and machinery, for the time being the property of or in the possession of the Company, or by erecting new or additional buildings, and to expend such sum of money for the purpose aforesaid or any of them as they be thought necessary or expedient.
To undertake on behalf of the Company any payment of rents and performance of the covenants, conditions and agreements.	(u)	To undertake on behalf of the Company any payment of rents and the performance of the covenants, conditions and agreements contained in or reserved by any lease that may be granted or assigned to or otherwise acquired by the Company and to purchase the reversion or reversions, and otherwise to acquire on free hold sample of all or any of the lands of the Company for the time being held under lease or for an estate less than freehold estate.
To let, sell or otherwise dispose of any property of the Company.	(v)	To let, sell or otherwise dispose of subject to the provisions of Section 180 of the Act and of the other Articles any property of the Company, either absolutely or conditionally and in such manner and upon such terms and conditions in all respects as it thinks fit and to accept payment in satisfaction for the same in cash or otherwise as it thinks fit.
To delegate the powers/ authorities and discretions vested in the Directors.	(w)	Generally subject to the provisions of the Act and these Articles, to delegate the powers/ authorities and discretions vested in the Directors to any person(s), firm, company or fluctuating body of persons as aforesaid.

To comply with the requirements of any local law.	(x)	To comply with the requirements of any local law which in their opinion, shall in the interest of the Company be necessary or expedient to comply with.
Bonds, Debentures etc. to be under the control of the Directors:	(y)	Any bonds, debentures, debenture-stock or their securities issued or to be issued by the Company shall be under the control of the Board who may issue them upon such terms and conditions, and in such manner and for such considerations they shall consider, for the benefit of the Company.
To secure contracts by mortgages.	(z)	To secure the fulfillment of any contracts or agreements entered into by the Company by mortgage or charge of all or any of the property of the Company and its uncalled capital for the time being or in such other manner as they think fit.
To appoint officers, etc.	(aa)	To appoint and at their discretion remove, or suspend such agents, secretaries, officers, clerks and servants of permanent, temporary or special services as they may from time to time think fit and to determine their powers and duties and fix their powers and duties and fix their salaries or emoluments and to the required security in such instances and to such amount as they think fit.
To institute, conduct, defend, compound or abandon any legal proceedings or payments.	(ab)	To institute, conduct, defend, compound or abandon any legal proceedings by or against the Company or its officers or otherwise concerning the affairs of the Company and also to compound and allow time for payments or satisfaction of any dues and of any claims or demands by or against the Company.
To refer to arbitration.	(ac)	To refer to, any claims or demands by or against the Company to arbitration and observe and perform the awards.
To give Receipt.	(ad)	To make and give receipts, releases and other discharges for money payable to the Company and of the claims and demands of the Company.
To act in matters of Bankrupts and insolvents.	(ae)	To act on behalf of the Company in all matters relating to bankrupts and insolvents.
To give security by way of indemnity.	(af)	To execute in the name and on behalf of the Company in favour of any Director or other person who may incur or be about to incur any personal liability for the benefit of the Company such mortgages of the Company's property (present and future) as they think fit and any such mortgage may contain a power of sale and such other powers, covenants and provisions as shall be agreed upon.
To give commission.	(ag)	To give any person employed by the Company a commission on the profits of any particular business or transaction or a share in the general profits of the Company.
To make contracts etc.	(ah)	To enter into all such negotiations and contracts and rescind and vary all such contracts and execute and do all such acts, deeds and things in the name and on behalf of the Company as they consider expedient for or in relation to any of the matters aforesaid or otherwise for the purposes of the Company.
To make bye-laws.	(ai)	From time to time, make, vary and repeal bye-laws for the regulations of the business for the Company, its officers and servants.
To set aside profits for provided fund.	(aj)	Before recommending any dividends, to set-aside portions of the profits of the Company to form a fund to provide for such pensions, gratuities or compensations; or to create any provident fund or benefit fund in such or any other manner as the Directors may deem fit.
To make and alter rules.	(ak)	To make and alter rules and regulations concerning the time and manner of payments of the contributions of the employees and the Company respectively to any such fund and accrual, employment, suspension and forfeiture of the benefits of the said fund and the application and disposal thereof and otherwise in relation to the working and management of the said fund as the Directors shall from time to time think fit.
Attorney of the Company.	132	The Board may appoint at any time and from time to time by a power of attorney under the Company's seal, any person to be the Attorney of the Company for such purposes and with such powers, authorities and discretions not exceeding those vested in or exercisable by the Board under these Articles and for such period and subject to such conditions as the Board may from time to time think fit and any such appointment, may,

		if the Board thinks fit, be made in favour of the members, or any of the members of any firm or company, or the members, Directors, nominees or managers of any firm or company or otherwise in favour of anybody or persons whether nominated directly or indirectly by the Board and any such power of attorney may contain such provisions for the protection or convenience of persons dealing with such attorney as the Board may think fit.
Power to authorise sub delegation.	133	The Board may authorise any such attorney as aforesaid to sub-delegate all or any of the powers and authorities for the time being vested in him.
Directors' duty to comply with the provisions of the Act.	134	The Board shall duly comply with the provisions of the Act and in particular with the provisions in regard to the registration of the particulars of mortgages and charges affecting the property of the Company or created by it, and keep a register of the Directors, and send to the Registrar an annual list of members and a summary of particulars relating thereto, and notice of any consolidation or increase of share capital and copies of special resolutions, and such other resolutions and agreements required to be filed under Section 117 of the Act and a copy of the Register of Directors and notifications of any change therein.
Special power of Directors.	135	In furtherance of and without prejudice to the general powers conferred by or implied in Article 130 and other powers conferred by these Articles, and subject to the provisions of Sections 179 and 180 of the Act, that may become applicable, it is hereby expressly declared that it shall be lawful for the Directors to carry out all or any of the objects set forth in the Memorandum of Association and to the following things.
Managing Director	136	<p>Subject to the provisions of Section 196 ,197, 2(94), 203 of the Act and these Articles, the following provisions shall apply:</p> <ol style="list-style-type: none"> The Board of Directors may appoint or re-appoint one or more of their body, not exceeding two, to be the Managing Director or Managing Directors of the Company for such period not exceeding 5 years as it may deem fit, subject to such approval of the Central Government as may be necessary in that behalf. Sri. Philips Thomas is appointed as the first managing director of the company. The remuneration payable to a Managing Director shall be determined by the Board of Directors subject to the sanction of the Company in General Meeting and of the Central Government, if required. If at any time there are more than one Managing Director, each of the said Managing Directors may exercise individually all the powers and perform all the duties that a single Managing Director may be empowered to exercise or required to perform under the Companies Act or by these presents or by any Resolution of the Board of Directors and subject also to such restrictions or conditions as the Board may from time to time impose. The Board of Directors may at any time and from time to time designate any Managing Director as Deputy Managing Director or Joint Managing Director or by such other designation as it deems fit. Subject to the supervision, control and directions of the Board of Directors, the Managing Director/Managing Directors shall have the management of the whole of the business of the Company and of all its affairs and shall exercise all powers and perform all duties and in relation to the management of the affairs, except such powers and such duties as are required by Law or by these presents to be exercised or done by the Company in General Meeting or by the Board and also subject to such conditions and restrictions imposed by the Act or by these presents or by the Board of Directors. Without prejudice to the generality of the foregoing, the Managing Director/ Managing Directors shall exercise all powers set out in these articles except those which are by law or by these presents or by any resolution of

		the Board required to be exercised by the Board or by the Company in General Meeting. Managing Director(s) are not liable to retire by rotation.
Whole time director	137	<p>1. Subject to the provisions of the Act and subject to the approval of the Central Government, if any, required in that behalf, the Board may appoint one or more of its body, as Whole-time Director or Whole-time Directors on such designation and on such terms and conditions as it may deem fit. The Whole-time Directors shall perform such duties and exercise such powers as the Board may from time to time determine which shall exercise all such powers and perform all such duties subject to the control, supervision and directions of the Board and subject thereto the supervision and directions of the Managing Director. The remuneration payable to the Whole-time Directors shall be determined by the Company in General Meeting, subject to the approval of the Central Government, if any, required in that behalf.</p> <p>2. A Whole-time Director shall (subject to the provisions of any contract between him and the Company) be subject to the same provisions as to resignation and removal as the other Directors, and he shall, ipso facto and immediately, cease to be Whole-time Director, if he ceases to hold the Office of Director from any cause, whole-time Directors are not liable to retire by rotation.</p>
Secretary.	138	The Board shall have power to appoint a Secretary a person fit in its opinion for the said office, for such period and on such terms and conditions as regards remuneration and otherwise as it may determine. The Secretary shall have such powers and duties as may, from time to time, be delegated or entrusted to him by the Board and defined in the Act.
Powers as to commencement of business.	139	Subject to the provisions of the Act, any branch or kind of business which by the Memorandum of Association of the Company or these presents is expressly or by implication authorised to be undertaken by the Company may be undertaken by the Board at such time or times as it shall think fit and further may be suffered by it to be in abeyance whether such branch or kind of business may have been actually commenced or not so long as the Board may deem it expedient not to commence or proceed with such branch or kind of business.
Delegation of power.	140	Subject to Section 179 the Board may delegate all or any of its powers to any Director, jointly or severally or to any one Director at its discretion or to the Whole-time Directors.
BORROWING		
Borrowing Powers.	141	<p>The Board may, from time to time, raise any money or any moneys or sums of money for the purpose of the Company; provided that the moneys to be borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) shall not, without the sanction of the Company at a General Meeting, exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set-apart for any specific purpose and in particular, but subject to the provisions of Section 179 of the Act.</p> <p>Provided that every resolution passed by the Company in General Meeting in relation to the exercise of the power to borrow as stated above shall specify the total amount up to which moneys may be borrowed by the Board of Directors, provided that subject to the provisions of clause next above, the Board may, from time to time, at its discretion, raise or borrow or secure the repayment of any sum or sums of money for the purpose of the Company as such time and in such manner and upon such terms and conditions in all respects as it thinks fit and in particular, by promissory notes or by opening current accounts, or by receiving deposits and advances, with or without security or by the issue of bonds, perpetual or redeemable debentures or debenture stock of the Company charged upon all or any part of the property of the Company (both present and future) including its uncalled capital for the time being or by mortgaging or charging or pledging any land, building, bond or other property and security of the Company or by such other means as them may seem expedient.</p>

Debentures.	142 (a)	The Board may, from time to time, at its discretion raise or borrow or secure the payment of any such sum or sums of money for the purpose of the Company, by the issue of debentures to members, perpetual or otherwise including debentures convertible into shares of this or any other company or perpetual annuities in security of any such money so borrowed, raised or received, mortgage, pledge or charge, the whole or any part of the property, assets, or revenue of the Company, present or future, including its uncalled capital by special assignment or otherwise or transfer or convey the same absolutely or entrust and give the lenders powers of sale and other powers as may be expedient and purchase, redeem or pay off any such security.
Assignment of debentures.	(b)	Such debentures, debenture stock, bonds or other securities may be made assignable, free from any equities between the Company and the person to whom the same may be issued.
Terms of debenture issue.	(c)	Any such debenture, debenture stock, bond or other security may be issued at a discount, premium or otherwise, and with any special privilege as the redemption, surrender, drawing, allotment of shares of the Company, or otherwise, provided that debentures with the right to allotment or conversion into shares shall not be issued except with the sanction of the Company in General Meeting.
	(d)	Any trust deed for securing of any debenture or debenture stock and or any mortgage deed and/or other bond for securing payment of moneys borrowed by or due by the Company and/or any contract or any agreement made by the Company with any person, firm, body corporate, Government or authority who may render or agree to render any financial assistance to the Company by way of loans advanced or by guaranteeing of any loan borrowed or other obligations of the Company or by subscription to the share capital of the Company or provide assistance in any other manner may provide for the appointment from time to time, by any such mortgagee, lender, trustee of or holders of debentures or contracting party as aforesaid, of one or more persons to be a Director or Directors of the Company. Such trust deed, mortgage deed, bond or contract may provide that the person appointing a Director as aforesaid may, from time to time, remove any Director so appointed by him and appoint any other person in his place and provide for filling up of any casual vacancy created by such person vacating office as such Director. Such power shall determine and terminate on the discharge or repayment of the respective mortgage, loan or debt or debenture or on the termination of such contract and any person so appointed as Director under mortgage or bond or debenture trust deed or under such contract shall cease to hold office as such Director on the discharge of the same. Such appointment and provision in such document as aforesaid shall be valid and effective as if contained in these presents.
	(e)	The Director or Directors so appointed by or under a mortgage deed or other bond or contract as aforesaid shall be called a Mortgage Director or Mortgage Directors and the Director if appointed as aforesaid under the provisions of a debenture trust deed shall be called "Debenture Director". The words "Mortgage" or "Debenture Director" shall mean the Mortgage Director for the time being in office. The Mortgage Director or Debenture Director shall not be required to hold any qualification shares and shall not be liable to retire by rotation or to be removed from office by the Company. Such mortgage deed or bond or trust deed or contract may contain such auxiliary provision as may be arranged between the Company and mortgagee lender, the trustee or contracting party, as the case may be, and all such provisions shall have effect notwithstanding any of the other provisions herein contained but subject to the provisions of the Act.
	(f)	The Directors appointed as Mortgage Director or Debenture Director or Corporate Director under the Article shall be deemed to be ex-officio Directors.
	(g)	The total number of ex-officio Directors, if any, so appointed under this Article together with the other ex-officio Directors, if any, appointment under any other provisions of these presents shall not at any time exceed one-third of the whole number of Directors for the time being.
Charge on uncalled capital.	143	Any uncalled capital of the Company may be included in or charged by mortgage or other security

Subsequent assignees of uncalled capital.	144	Where any uncalled capital of the Company is charged, all persons taking any subsequent charge thereon shall take the same subject such prior charge, and shall not be entitled, by notice to the shareholder or otherwise, to obtain priority over such prior charge.
Charge in favour of Director of indemnity.	145	If the Directors or any of them or any other person shall become personally liable for the payment of any sum primarily due from the Company, the Board may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or other person so becoming liable as aforesaid from any loss in respect of such liability.
Powers to be exercised by Board only at meeting.	146	<p>(1). Subject to the provisions of the Act, the Board shall exercise the following powers on behalf of the Company and the said power shall be exercised only by resolution passed at the meetings of the Board.</p> <ul style="list-style-type: none"> (a) to make calls on shareholders in respect of money unpaid on their shares; (b) to authorise buy-back of securities under section 68; (c) to issue securities, including debentures, whether in or outside India; (d) to borrow monies; (e) to invest the funds of the company; (f) to grant loans or give guarantee or provide security in respect of loans; (g) to approve financial statement and the Board's report; (h) to diversify the business of the company; (i) to approve amalgamation, merger or reconstruction; (j) to take over a company or acquire a controlling or substantial stake in another company; (k) to make political contributions; (l) to appoint or remove key managerial personnel (KMP); (m) to take note of appointment(s) or removal(s) of one level below the Key Management Personnel; (n) to appoint internal auditors and secretarial auditor; (o) to take note of the disclosure of director's interest and shareholding; (p) to buy, sell investments held by the company (other than trade investments), constituting five percent or more of the paid up share capital and free reserves of the investee company; (q) to invite or accept or renew public deposits and related matters; (r) to review or change the terms and conditions of public deposit; (s) to approve quarterly, half yearly and annual financial statements or financial results as the case may be. (t) such other business as may be prescribed by the Act. <p>(2). The Board may by a meeting delegate to any Committee of the Board or to the Managing Director the powers specified in Sub-clauses, d, e and f above.</p> <p>(3). Every resolution delegating the power set out in Sub-clause d shall specify the total amount outstanding at any one time up to which moneys may be borrowed by the said delegate.</p> <p>(4). Every resolution delegating the power referred to in Sub-clause e shall specify the total amount upto which the funds may be invested and the nature of investments which may be made by the delegate.</p> <p>(5). Every resolution delegating the power referred to in Sub-clause f above shall specify the total amount upto which loans may be made by the delegate, the purposes for which</p>

		the loans may be made, and the maximum amount of loans that may be made for each such purpose in individual cases.
Register of mortgage to be kept.	147	The Directors shall cause a proper register and charge creation documents to be kept in accordance with the provisions of the Companies Act, 2013 for all mortgages and charges specifically affecting the property of the Company and shall duly comply with the requirements of the said Act, in regard to the registration of mortgages and charges specifically affecting the property of the Company and shall duly comply with the requirements of the said Act, in regard to the registration of mortgages and charges therein specified and otherwise and shall also duly comply with the requirements of the said Act as to keeping a copy of every instrument creating any mortgage or charge by the Company at the office.
Register of holders of debentures.	148	Every register of holders of debentures of the Company may be closed for any period not exceeding on the whole forty five days in any year, and not exceeding thirty days at any one time. Subject as the aforesaid, every such register shall be open to the inspection of registered holders of any such debenture and of any member but the Company may in General Meeting impose any reasonable restriction so that at least two hours in every day, when such register is open, are appointed for inspection.
Inspection of copies of and Register of Mortgages.	149	The Company shall comply with the provisions of the Companies Act, 2013, as to allow inspection of copies kept at the Registered Office in pursuance of the said Act, and as to allowing inspection of the Register of charges to be kept at the office in pursuance of the said Act.
Supplying copies of register of holder of debentures.	150	The Company shall comply with the provisions of the Companies Act, 2013, as to supplying copies of any register of holders of debentures or any trust deed for securing any issue of debentures.
Right of holders of debentures as to Financial Statements.	151	Holders of debentures and any person from whom the Company has accepted any sum of money by way of deposit, shall on demand, be entitled to be furnished, free of cost, or for such sum as may be prescribed by the Government from time to time, with a copy of the Financial Statements of the Company and other reports attached or appended thereto.
Managing Director's power to be exercised severally.	152	<p>a. The Company shall comply with the requirements of Section 118 of the Act, in respect of the keeping of the minutes of all proceedings of every General Meeting and every meeting of the Board or any Committee of the Board.</p> <p>b. The Chairman of the meeting shall exclude at his absolute discretion such of the matters as are or could reasonably be regarded as defamatory of any person irrelevant or immaterial to the proceedings or detrimental to the interests of the Company.</p> <p>All the powers conferred on the Managing Director by these presents, or otherwise may, subject to any directions to the contrary by the Board of Directors, be exercised by any of them severally.</p>
MANAGER		
Manager.	153	Subject to the provisions of the Act, the Directors may appoint any person as Manager for such term not exceeding five years at a time at such remuneration and upon such conditions as they may think fit and any Manager so appointed may be removed by the Board.
COMMON SEAL		
Common seal.	154	The Board shall provide a common seal of the Company and shall have power from time to time to destroy the same and substitute a new seal in lieu thereof. The common seal shall be kept at the Registered Office of the Company and committed to the custody of the Directors.
Affixture of Common Seal.	155	The seal shall not be affixed to any instrument except by the authority of a resolution of the Board or Committee and unless the Board otherwise determines, every deed or other instrument to which the seal is required to be affixed shall, unless the same is executed by a duly constituted attorney for the Company, be signed by one Director and the

		Secretary in whose presence the seal shall have been affixed or such other person as may, from time to time, be authorised by the Board and provided nevertheless that any instrument bearing the seal of the Company issued for valuable consideration shall be binding on the Company notwithstanding any irregularity touching the authority to issue the same provided also the counter signature of the Chairman or the Vice Chairman, which shall be sealed in the presence of any one Director and signed by him on behalf of the Company.
DIVIDENDS AND RESERVES		
Rights to Dividend.	156	The profits of the Company, subject to any special rights relating thereto created or authorised to be created by these presents and subject to the provisions of these presents as to the Reserve Fund, shall be divisible among the equity shareholders.
Declaration of Dividends.	157	The Company in General Meeting may declare dividends but no dividend shall exceed the amount recommended by the Board.
What to be deemed net profits.	158	The declarations of the Directors as to the amount of the net profits of the Company shall be conclusive.
Interim Dividend.	159	The Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the Company.
Dividends to be paid out of profits only.	160	No dividend shall be payable except out of the profits of the year or any other undistributed profits except as provided by Section 123 of the Act.
Reserve Funds.	161	<p>a. The Board may, before recommending any dividends, set aside out of the profits of the Company such sums as it thinks proper as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the Company may be properly applied, including provision for meeting contingencies or for equalizing dividends and pending such application may, at the like discretion either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Board may, from time to time, think fit.</p> <p>b. The Board may also carry forward any profits which it may think prudent not to divide without setting them aside as Reserve.</p>
Method of payment of dividend.	162	<p>a. Subject to the rights of persons, if any, entitled to share with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid.</p> <p>b. No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of these regulations as paid on the share.</p> <p>c. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid but if any share is issued on terms providing that it shall rank for dividends as from a particular date, such shares shall rank for dividend accordingly.</p>
Deduction of arrears.	163	The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the Company on account of calls in relation to the shares of the Company or otherwise.
Adjustment of dividend against call.	164	Any General Meeting declaring a dividend or bonus may make a call on the members of such amounts as the meeting fixes, but so that the call on each member shall not exceed the dividend payable to him and so that the call be made payable at the same time as the dividend and the dividend may, if so arranged between the Company and themselves, be set off against the call.

Payment by cheque / Warrant/ Electronic mode.	165	<p>a. Any dividend, interest or other moneys payable in cash in respect of shares may be paid by cheque /Warrant/ Electronic mode sent through post directly to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named in the Register of Members or to such person and to such address of the holder as the joint holders may in writing direct.</p> <p>b. Every such cheque /Warrant/ Electronic mode shall be made payable to the order of the person to whom it is sent.</p> <p>c. Every dividend cheque / Warrant/ Electronic mode shall be posted within thirty days from the date of declaration of the dividends.</p>
Retention in certain cases.	166	<p>The Directors may retain the dividends payable upon shares in respect of which any person is under the transmission clause entitled to become a member in respect thereof or shall duly transfer the same.</p> <p>Where any instrument of transfer of shares has been delivered to the Company for registration on holders, the Transfer of such shares and the same has not been registered by the Company, it shall, and notwithstanding anything contained in any other provision of the Act:</p> <p>a) transfer the dividend in relation to such shares to the Special Account referred to in Sections 123 and 124 of the Act, unless the Company is authorised by the registered holder, of such shares in writing to pay such dividend to the transferee specified in such instrument of transfer, and</p> <p>b) Keep in abeyance in relation to such shares any offer of rights shares under Clause(a) of Sub-section (1) of Section 62 of the Act, and any issue of fully paid-up bonus shares in pursuance of Sub-section (3) of Section 123 of the Act”.</p>
Deduction of arrears.	167	Any one of two of the joint holders of a share may give effectual receipt for any dividend, bonus, or other money payable in respect of such share.
Notice of Dividends.	168	Notice of any dividend that may have been declared shall be given to the person entitled to share therein in the manner mentioned in the Act.
Dividend not to bear interest.	169	No dividend shall bear interest against the Company.
Unclaimed Dividend.	170	No unclaimed dividends shall be forfeited. Unclaimed dividends shall be dealt with in accordance to the provisions of Sections 123 and 124 of the Companies Act, 2013.
Transfer of share not to pass prior Dividend.	171	Any transfer of shares shall not pass the right to any dividend declared thereon before the registration of the transfer.
CAPITALISATION OF PROFITS		

Capitalization of Profits.	172	<p>1) The Board may resolve:</p> <ul style="list-style-type: none"> a) That it is desirable to capitalize any part of the amounts for the time being standing to the credit of the Company's reserve accounts or to the credit of the profit and loss accounts or dividend otherwise available for distribution; and b) That such sum be accordingly set free for distribution in the manner specified in clause (2) amongst the members who would have been entitled thereto if distributed by way of such dividend and in the same proportion. <p>2) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provisions contained in clause (3) either in or towards:</p> <ul style="list-style-type: none"> i) Paying up any amount for the time being unpaid on shares held by such members respectively ; or ii) Paying up in full unissued shares of the Company to the allotted and distributed credited as fully paid up, to and amongst such members in the proportion aforesaid ; or iii) Partly in the way specified in sub-clause (i) and partly in that specified in sub-clause (ii). <p>3) A share premium account and a capital redemption fund may be applied in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares.</p>
Powers of Directors for declaration of Bonus.	173	<p>1) Whenever such a resolution as aforesaid shall have been passed by the Board shall :</p> <ul style="list-style-type: none"> a) make all appropriations and applications of the undistributed profits to be capitalized thereby and issue of fully paid shares or debentures, if any ; and b) generally do all acts and things required to give effect thereto. <p>2) The Board shall have full power :</p> <ul style="list-style-type: none"> a) to make such provision, by the issue of fractional certificates or by payments in cash or otherwise as it thinks fit in the case of shares becoming distributable in fraction ; and also b) to authorise any person to enter on behalf of all the members entitled thereto into an agreement with the Company providing for the allotment to them respectively credited as fully paid up of any further shares or debentures of which they may be entitled upon such capitalization or as the case may require, for the payment of by the Company on their behalf, by the application thereto of their respective proportion of the profits resolved to be capitalized or the amounts or any part of the amounts remaining unpaid on the shares. <p>3) Any agreement made under such authority shall be effective and binding on all such members.</p>
ACCOUNTS		
Books of account to be kept.	174	<p>a. The Board shall cause proper books of accounts to be kept in respect of all sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place, of all sales and purchases of goods by the Company, and of the assets and liabilities of the Company.</p>

		<p>b. All the aforesaid books shall give a fair and true view of the affairs of the Company or of its branch as the case may be, with respect to the matters aforesaid, and explain in transactions.</p> <p>c. The books of accounts shall be open to inspection by any Director during business hours.</p>
Where books of account to be kept.	175	The books of account and statutory registers as prescribed by the Act and rules shall be kept at the Registered Office or at such other place as the Board may think fit.
Inspection by members.	176	The Board shall, from time to time, determine whether and to what extent and at what time and under what conditions or regulations the accounts and books and documents of the Company or any of them shall be open to the inspection of the members and no member (not being a Director) shall have any right of inspection any account or book or document of the Company except as conferred by statute or authorised by the Board or by a resolution of the Company in General Meeting. Fees for the inspection of documents as provided by the Act.
Statement of account to be furnished to General Meeting.	177	The Board shall lay before such Annual General Meeting, financial statements made up as at the end of the financial year which shall be a date which shall not precede the day of the meeting by more than six months or such extension of time as shall have been granted by the Registrar under the provisions of the Act.
Financial Statements.	178	Subject to the provisions of Section 129, 133 of the Act, every financial statements of the Company shall be in the forms set out in Parts I and II respectively of Schedule III of the Act, or as near thereto as circumstances admit.
Authentication of Financial Statements.	179	<p>a. Subject to Section 134 of the Act, every financial statements of the Company shall be signed on behalf of the Board by not less than two Directors.</p> <p>b. The financial statements shall be approved by the Board before they are signed on behalf of the Board in accordance with the provisions of this Article and before they are submitted to the Auditors for their report thereon.</p>
Auditors Report to be annexed.	180	The Auditor's Report shall be attached to the financial statements.
Board's Report to be attached to Financial Statements.	181	<p>a. Every financial statement laid before the Company in General Meeting shall have attached to it a report by the Board with respect to the state of the Company's affairs, the amounts, if any, which it proposes to carry to any reserve either in such Balance Sheet or in a subsequent Balance Sheet and the amount, if any, which it recommends to be paid by way of dividend.</p> <p>b. The report shall, so far as it is material for the appreciation of the state of the Company's affairs by its members and will not in the Board's opinion be harmful to its business or that of any of its subsidiaries, deal with any change which has occurred during the financial year in the nature of the Company's business or that of the Company's subsidiaries and generally in the classes of business in which the Company has an interest and material changes and commitments, if any, affecting the financial position of the Company which has occurred between the end of the financial year of the Company to which the Balance Sheet relates and the date of the report.</p> <p>c. The Board shall also give the fullest information and explanation in its report or in case falling under the provision of Section 134 of the Act in an addendum to that Report on every reservation, qualification or adverse remark contained in the Auditor's Report.</p> <p>d. The Board's Report and addendum, if any, thereto shall be signed by its Chairman if he is authorised in that behalf by the Board; and where he is not authorised, shall be signed by such number of Directors as is required to sign the Financial Statements of the Company.</p> <p>e. The Board shall have the right to charge any person not being a Director with the duty of seeing that the provisions of Sub-clauses (a) to (e) of this Article are complied with.</p>

Right of member to copies of Financial Statements.	182	The Company shall comply with the requirements of Section 136.
ANNUAL RETURNS		
Annual Returns.	183	The Company shall make the requisite annual return in accordance with Section 92 of the Act.
Accounts to be audited.	184	<p>a. Every Financial Statement shall be audited by one or more Auditors to be appointed as hereinafter mentioned.</p> <p>b. Subject to provisions of the Act, The Company at the Annual General Meeting shall appoint an Auditor or Firm of Auditors to hold office from the conclusion of that meeting until the conclusion of the fifth Annual General Meeting and shall, within seven days of the appointment, give intimation thereof to every Auditor so appointed unless he is a retiring Auditor.</p> <p>c). At every Annual General Meeting, reappointment of such auditor shall be ratified by the shareholders.</p> <p>d). Where at an Annual General Meeting no Auditors are appointed or reappointed, the Central Government may appoint a person to fill the vacancy.</p> <p>e). The Company shall, within seven days of the Central Government's power under Sub-clause (d) becoming exercisable, give notice of that fact to that Government.</p> <p>f).(1) The first Auditor or Auditors of the Company shall be appointed by the Board of Directors within one month of the date of registration of the Company and the Auditor or Auditors so appointed shall hold office until the conclusion of the first Annual General Meeting. Provided that the Company may at a General Meeting remove any such Auditor or all or any of such Auditors and appoint in his or their places any other person or persons who have been nominated for appointment by any such member of the Company and of whose nomination notice has been given to the members of the Company, not less than 14 days before the date of the meeting; and</p> <p>(2) If the Board fails to exercise its power under this Sub-clause, the Company in General Meeting may appoint the first Auditor or Auditors.</p> <p>g). The Directors may fill any casual vacancy in the office of an Auditor, but while any such vacancy continues, the remaining Auditor or Auditors, if any, may act, but where such a vacancy is caused by the resignation of an Auditor, the vacancy shall only be filled by the Company in General Meeting.</p> <p>h). A person other than a retiring Auditor, shall not be capable of being appointed at an Annual General Meeting unless Special Notice of a resolution for appointment of that person to the office of Auditor has been given by a member to the Company not less than fourteen days before the meeting in accordance with Section 115 of the Act and the Company shall send a copy of any such notice to the retiring Auditor and shall give notice thereof to the members in accordance with Section 190 of the Act and all other provisions of Section 140 of the Act shall apply in the matter. The provisions of this Sub-clause shall also apply to a resolution that retiring Auditor shall be reappointed.</p> <p>i). The persons qualified for appointment as Auditors shall be only those referred to in Section 141 of the Act.</p> <p>j). Subject to the provisions of Section 146 of the Act, the Auditor of the company shall attend general meetings of the company.</p>
Audit of Branch Offices.	185	The Company shall comply with the provisions of Section 143 of the Act in relation to the audit of the accounts of Branch Offices of the Company.

Remuneration of Auditors.	186	The remuneration of the Auditors shall be fixed by the Company in General Meeting except that the remuneration of any Auditor appointed to fill and casual vacancy may be fixed by the Board.
Rights and duties of Auditors.	187	<p>a). Every Auditor of the Company shall have a right of access at all times to the books of accounts and vouchers of the Company and shall be entitled to require from the Directors and officers of the Company such information and explanations as may be necessary for the performance of his duties as Auditor.</p> <p>b). All notices of, and other communications relating to any General Meeting of a Company which any member of the Company is entitled to have sent to him shall also be forwarded to the Auditor, and the Auditor shall be entitled to attend any General Meeting and to be heard at any General Meeting which he attends on any part of the business which concerns him as Auditor.</p> <p>c). The Auditor shall make a report to the members of the Company on the accounts examined by him and on Financial statements and on every other document declared by this Act to be part of or annexed to the Financial statements, which are laid before the Company in General Meeting during his tenure of office, and the report shall state whether, in his opinion and to the best of his information and according to explanations given to him, the said accounts give the information required by this Act in the manner so required and give a true and fair view:</p> <ol style="list-style-type: none"> 1) in the case of the Balance Sheet, of the state of affairs as at the end of the financial year and 2) in the case of the Statement of Profit and Loss, of the profit or loss for its financial year. <p>d). The Auditor's Report shall also state:</p> <ol style="list-style-type: none"> (i) whether he has sought and obtained all the information and explanations which to the best of his knowledge and belief were necessary for the purpose of his audit and if not, the details thereof and the effect of such information on the financial statements; (ii) whether, in his opinion, proper books of account as required by law have been kept by the company so far as appears from his examination of those books and proper returns adequate for the purposes of his audit have been received from branches not visited by him; (iii) whether the report on the accounts of any branch office of the company audited under sub-section (8) by a person other than the company's auditor has been sent to him under the proviso to that sub-section and the manner in which he has dealt with it in preparing his report; (iv) whether the company's balance sheet and statement of profit & loss and Cash Flow Statement dealt with in the report are in agreement with the books of account and returns; (v) whether, in his opinion, the financial statements comply with the accounting standards; (vi) the observations or comments of the auditors on financial transactions or matters which have any adverse effect on the functioning of the company; (vii) whether any director is disqualified from being appointed as a director under sub-section (2) of section 164; (viii) any qualification, reservation or adverse remark relating to the maintenance of accounts and other matters connected therewith; (ix) whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls; (x) whether the company has disclosed the impact, if any, of pending litigations on its financial position in its financial statement;

		<p>(xi) whether the company has made provision, as required under any law or accounting standards, for material foreseeable losses, if any, on long term contracts including derivative contracts;</p> <p>(xii) whether there has been any delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the company.</p> <p>e) . Where any of the matters referred to in Clauses (i) and (ii) of Sub-section (2) of Section 143 of the Act or in Clauses (a), (b) and (c) of Sub-section (3) of Section 143 of the Act or Sub-clause (4) (a) and (b) and (c) hereof is answered in the negative or with a qualification, the Auditor's Report shall state the reason for such answer.</p> <p>f). The Auditor's Report shall be read before the Company in General Meeting and shall be open to inspection by any member of the Company.</p>
Accounts whether audited and approved to be conclusive.	188	Every account of the Company when audited and approved by a General Meeting shall be conclusive except as regards any error discovered therein within three months next after the approval thereof. Whenever any such error is discovered within that period, the accounts shall forthwith be corrected, and henceforth be conclusive.
Service of documents on the Company.	189	A document may be served on the Company or any officer thereof by sending it to the Company or officer at the Registered Office of the Company by Registered Post, or by leaving it at the Registered Office or in electronic mode in accordance with the provisions of the act.
How documents to be served to members.	190	<p>a). A document (which expression for this purpose shall be deemed to included and shall include any summons, notice, requisition, process, order judgment or any other document in relation to or the winding up of the Company) may be served personally or by sending it by post to him to his registered address or in electronic mode in accordance with the provisions of the act., or (if he has no registered address in India) to the address, if any, within India supplied by him to the Company for the giving of notices to him.</p> <p>b). All notices shall, with respect to any registered shares to which persons are entitled jointly, be given to whichever of such persons is named first in the Register, and notice so given shall be sufficient notice to all the holders of such shares.</p> <p>c). Where a document is sent by post:</p> <p>(i). service thereof shall be deemed to be effected by properly addressing prepaying and posting a letter containing the notice, provided that where a member has intimated to the Company in advance that documents should be sent to him under a Certificate of Posting or by Registered Post with or without acknowledgment due and has deposited with the Company a sum sufficient to defray the expenses of doing so, service of the documents shall not be deemed to be effected unless it is sent in the manner intimated by the member, and such service shall be deemed to have been effected;</p> <p>(a). in the case of a notice of a meeting, at the expiration of forty eight hours after the letter containing the notice is posted, and</p> <p>(b) in any other case, at the time at which the letter should be delivered in the ordinary course of post.</p>
Members to notify address in India.	191	Each registered holder of share(s) shall, from time to time, notify in writing to the Company some place in India to be registered as his address and such registered place of address shall for all purposes be deemed to be his place of residence.
Service on members having no registered address in India.	192	If a member has no registered address in India and has not supplied to the Company an address within India for the giving of notices to him, a document advertised in a newspaper circulating in the neighborhood of the Registered Office of the Company shall be deemed to be duly served on him on the day on which the advertisement appears.

Service on persons acquiring shares on death or insolvency of members.	193	A document may be served by the Company to the persons entitled to a share in consequence of the death or insolvency of a member by sending it through the post in a prepaid letter addressed to them by name, or by the title of representatives of deceased or assignees of the insolvent or by any like descriptions at the address, if any, in India supplied for the purpose by the persons claiming to be so entitled or (until such an address has been so supplied) by serving the document in any manner in which the same might have been served if the death or insolvency had not occurred.
Notice valid though member deceased.	194	Any notice of document delivered or sent by post or left at the registered address of any member in pursuance of these presents shall, notwithstanding that such member by then deceased and whether or not the Company has notice of his decease, be deemed to have been duly served in respect of any registered share whether held solely or jointly with other persons by such member until some other person be registered in his stead as the holder or joint holder thereof and such service shall for all purposes of these presents be deemed a sufficient service of such notice or document on his or on her heirs, executors or administrators, and all other persons, if any, jointly interested with him or her in any such share.
Persons entitled to Notice of General Meeting.	195	<p>Subject to the provisions of Section 101 the Act and these Articles, notice of General Meeting shall be given to;</p> <p>(a) every member of the company, legal representative of any deceased member or the assignee of an insolvent member;</p> <p>(b) the auditor or auditors of the company; and</p> <p>(c) every director of the company.</p> <p>Any accidental omission to give notice to, or the non-receipt of such notice by, any member or other person who is entitled to such notice for any meeting shall not invalidate the proceedings of the meeting.</p>
Advertisement.	196	<p>a). Subject to the provisions of the Act, any document required to be served on or sent to the members, or any of them by the Company and not expressly provided for by these presents, shall be deemed to be duly served or sent if advertised in a newspaper circulating in the district where the Registered Office of the Company is situated.</p> <p>b). Every person who by operation of law, transfer or other means whatsoever shall become entitled to any share shall be bound by every notice in respect of such share which previously to his name and address being entered in the Register shall be duly given to the person from whom he derived his title to such share or stock.</p>
Transference, etc. bound by prior notices.	197	Every person, who by the operation of law, transfer, or other means whatsoever, shall become entitled to any share, shall be bound by every document in respect of such share which previously to his name and address being entered in the Register, shall have been duly served on or sent to the person from whom he derives his title to the share.
How notice to be signed.	198	Any notice to be given by the Company shall be signed by the Managing Director or by such Director or officer as the Directors may appoint. The signature to any notice to be given by the Company may be written or printed or lithographed.
AUTHENTICATION OF DOCUMENTS		
Authentication of document and proceeding.	199	Save as otherwise expressly provided in the Act or these Articles, a document or proceeding requiring authentication by the Company may be signed by a Director, or the Managing Director or an authorised officer of the Company and need not be under its seal.
WINDING UP		
Winding up.	200	Subject to the provisions of the Act as to preferential payments, the assets of a Company shall, on its winding-up be applied in satisfaction of its liabilities pari-passu and, subject to such application, shall, unless the articles otherwise provide, be distributed among the members according to their rights and interests in the Company.
Division of assets of the Company in specie among members.	201	If the Company shall be wound up, whether voluntarily or otherwise, the liquidators may, with the sanction of a Special Resolution, divide among the contributories, in specie or kind, and part of the assets of the Company and may, with the like sanction, vest any part

		of the assets of the Company in trustees upon such trusts for the benefit of the contributories or any of them, as the liquidators with the like sanction shall think fit. In case any shares, to be divided as aforesaid involves a liability to calls or otherwise, any person entitled under such division to any of the said shares may, within ten days after the passing of the Special Resolution by notice in writing, direct the liquidators to sell his proportion and pay him the net proceeds, and the liquidators shall, if practicable, act accordingly.
INDEMNITY AND RESPONSIBILITY		
Directors' and others' right to indemnity.	202	<p>a. Subject to the provisions of Section 197 of the Act every Director, Manager, Secretary and other officer or employee of the Company shall be indemnified by the Company against, and it shall be the duty of the Directors out of the funds of the Company to pay all costs, losses, and expenses (including travelling expenses) which any such Director, officer or employee may incur or becomes liable to by reason of any contract entered into or act or deed done by him or any other way in the discharge of his duties, as such Director, officer or employee.</p> <p>b. Subject as aforesaid, every Director, Manager, Secretary, or other officer/employee of the Company shall be indemnified against any liability, incurred by them or him in defending any proceeding whether civil or criminal in which judgment is given in their or his favour or in which he is acquitted or discharged or in connection with any application under Section 463 of the Act in which relief is given to him by the Court and without prejudice to the generality of the foregoing, it is hereby expressly declared that the Company shall pay and bear all fees and other expenses incurred or incurable by or in respect of any Director for filing any return, paper or document with the Registrar of Companies, or complying with any of the provisions of the Act in respect of or by reason of his office as a Director or other officer of the Company.</p>
Not responsible for acts of others.	203	Subject to the provisions of Section 197 of the Act, no Director or other officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other Director or officer, or for joining in any receipt or other act for conformity for any loss or expenses happening to the Company through insufficiency or deficiency of title to any property acquired by order of the Directors for and on behalf of the Company, or for the insufficiency or deficiency of title to any property acquired by order of the Directors for and on behalf of the Company or for the insufficiency or deficiency of any money invested, or for any loss or damages arising from the bankruptcy, insolvency or tortious act of any person, company or corporation with whom any moneys, securities or effects shall be entrusted or deposited or for any loss occasioned by any error of judgment or oversight on his part or for any loss or damage or misfortune whatever, which shall happen in the execution of the duties of his office or in relation thereto unless the same happens through his own act or default.
SECURITY CLAUSE		
Secrecy clause.	204	<p>a). No member shall be entitled to visit or inspect the Company's works without the permission of the Directors or Managing Director or to require discovery of or any information respecting any details of the Company's trading or any matter which is or may be in the nature of a trade secret, mystery of trade or secret process or which may relate to the conduct of the business of the Company and which, in the opinion of the Directors, will be inexpedient in the interests of the Company to communicate to the public.</p> <p>b). Every Director, Managing Director, Manager, Secretary, Auditor, Trustee, Members of a Committee, Officers, Servant, Agent, Accountant or other person employed in the business of the Company, shall, if so required by the Directors before entering upon his duties, or at any time during his term of office sign a declaration pledging himself to observe strict secrecy respecting all transactions of the Company and the state of accounts and in matters relating thereto, and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the</p>

		discharge of duties except when required so to do by the Board or by any General Meeting or by a Court of Law or by the persons to whom such matters relate and except so far as may be necessary, in order to comply with any of the provisions contained in these Articles.
REGISTERS, INSPECTION AND COPIES THEREOF		
Registers, Inspection and Copies thereof.	205	<p>a. Any Director or Member or person can inspect the statutory registers maintained by the company, which may be available for inspection of such Director or Member or person under provisions of the act by the company, provided he gives fifteen days' notice to the company about his intention to do so.</p> <p>b. Any Director or Member or person can take copies of such registers of the company by paying Rs. 10 per page to the company. The company will take steps to provide the copies of registers to such person within Fifteen days of receipt of money.</p>
GENERAL AUTHORITY		
General Authority.	206	Wherever in the applicable provisions under the Act, it has been provided that, any Company shall have any right, authority or that such Company could carry out any transaction only if the Company is authorised by its Articles, this regulation hereby authorizes and empowers the Company to have such right, privilege or authority and to carry out such transaction as have been permitted by the Act without there being any specific regulation or clause in that behalf in this articles.

SECTION IX – OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following documents and contracts which have been entered or are to be entered into by our Company (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two years before the date of this Draft Red Herring Prospectus) which are or may be deemed material will be attached to the copy of the Red Herring Prospectus which will be delivered to the RoC for registration. Copies of the abovementioned contracts and also the documents for inspection referred to hereunder, may be inspected at the Registered and Corporate Office between 10 a.m. and 5 p.m. on all Working Days (Monday to Friday) from the date of the Red Herring Prospectus until the Bid/Issue Closing Date.

A. Material Contracts for the Issue

1. Issue Agreement dated May 21, 2018 entered into amongst our Company, the Promoter Selling Shareholders and the BRLMs.
2. Registrar Agreement dated May 21, 2018 entered into amongst our Company, the Promoter Selling Shareholders and the Registrar to the Issue.
3. Cash Escrow Agreement dated [●] entered into amongst our Company, the Promoter Selling Shareholders, the Registrar to the Issue, the BRLMs, the Syndicate Members, the Escrow Collection Bank(s) and the Refund Bank(s).
4. Share Escrow Agreement dated [●] entered into amongst our Company, the Promoter Selling Shareholders, and the Share Escrow Agent.
5. Syndicate Agreement dated [●] entered into amongst our Company, the Promoter Selling Shareholders, the BRLMs, the Syndicate Members and the Registrar to the Issue.
6. Underwriting Agreement dated [●] entered into amongst our Company, the Promoter Selling Shareholders, and the Underwriters.
7. Monitoring Agency Agreement dated [●], executed into amongst our Company and the Monitoring Agency.

B. Material Documents

8. Certified copies of the Memorandum of Association and Articles of Association of our Company as amended from time to time.
9. Certificate of incorporation dated March 18, 1999.
10. Fresh certificate of incorporation dated February 23, 2018 pursuant to conversion of Company from private to public limited.
11. Resolution of the Board of Directors dated May 09, 2018 in relation to the Fresh Issue and other related matters.
12. Shareholders' resolution dated May 14, 2018 in relation to the Fresh Issue and other related matters.
13. Letter of consent each dated May 18, 2018, for the Equity Shares offered pursuant to the Offer for Sale from:
 - i) Philips Thomas
 - ii) Vinod Kumar K P
 - ii) Madhukrishna Ganta and
 - iv) Abdul Kareem A

14. The examination reports dated June 12, 2018 of the Statutory Auditors on our Company's Restated Financial Statements, included in this Draft Red Herring Prospectus.
15. Audited Standalone and Consolidated financial statements of our Company for the year ended March 31, 2018 by M/s. BSJ & Associates, Chartered Accountants.
16. Copies of the annual reports of our Company for Fiscal 2017, Fiscal 2016, Fiscal 2015 and Fiscal 2014.
17. Consent letter from the Statutory Auditors of our Company for inclusion of their name as experts.
18. The Statement of Tax Benefits dated June 12, 2018, from M/s. BSJ & Associates.
19. Consent letter from the V. Devi Prasad, Chartered Engineer dated May 15, 2018, for inclusion of their name as experts.
20. Certificate from M/s. BSJ & Associates, Chartered Accountants, dated June 12, 2018 on amounts deployed by our Company as of May 31, 2018, towards the Objects of the Issue.
21. Consent of the Directors, Promoter Selling Shareholders, BRLMs, Syndicate Members, Legal Counsel to the Issue, Registrar to the Issue, Escrow Collection Bank(s), Bankers to the Issue, Bankers to our Company, Monitoring Agency, President and Chief Financial Officer, Company Secretary and Compliance Officer as referred to in their specific capacities.
22. Consent letter dated June 18, 2018 from Persistence for using excerpts of the report titled "*Aquaculture Market- Forecast, Trend Analysis and Competition – Global Outlook 2018 to 2025*".
23. Certificate dated June 12, 2018 issued by M/s. BSJ & Associates, Chartered Accountants, certifying that the borrowings of our Company proposed to be repaid from the Net Proceeds have been utilized for the purposes for which they were availed.
24. Guarantees to The Federal Bank Limited and The South India Bank Limited, given by our Promoters, namely, Philips Thomas, Vinod Kumar K P, Madhukrishna Ganta and Abdul Kareem A, who are also the Promoter Selling Shareholders.
25. Due Diligence Certificate dated June 23, 2018 addressed to SEBI from the BRLMs.
26. In-principle listing approvals dated [●] and [●] issued by BSE and NSE, respectively.
27. Tripartite agreement dated May 15, 2018 among our Company, NSDL and the Registrar to the Issue.
28. Tripartite agreement dated May 11, 2018 among our Company, CDSL and the Registrar to the Issue.
29. SEBI observation letter number [●] dated [●].

Any of the contracts or documents mentioned in this Draft Red Herring Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to our Shareholders, subject to compliance with the provisions contained in the Companies Act and other relevant statutes.

DECLARATION

We, the Directors, hereby certify and declare that all relevant provisions of the Companies Act, as amended, and the guidelines /regulations issued by the Government or the regulations / guidelines / circulars/ rules issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SEBI Act or rules or regulations made or guidelines issued thereunder, as the case may be. We further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY

Philips Thomas <i>Chairman & Managing Director</i>	Vinod Kumar K P <i>Whole-Time Director</i>
Madhukrishna Ganta <i>Whole-Time Director</i>	Abdul Kareem A <i>Whole-Time Director</i>
Dr. Anandavally N <i>Non-Executive Independent Director</i>	C K Gopalan Nair <i>Non-Executive Independent Director</i>
K N Mathew <i>Non-Executive Independent Director</i>	T J Kamalanabhan <i>Non-Executive Independent Director</i>

SIGNED BY THE PRESIDENT AND CHIEF FINANCIAL OFFICER

C V George

Date: June 23, 2018
Place: Aroor

DECLARATION

The underlying Promoter Selling Shareholder, hereby certifies that all statements and undertakings, made by him in this Draft Red Herring Prospectus about or in relation to him and the Equity Shares being offered by him in the Offer for Sale, are true and correct. The underlying Promoter Selling Shareholder assumes no responsibility for any other statements made by the Company or any experts in this Draft Red Herring Prospectus.

SIGNED BY THE PROMOTER SELLING SHAREHOLDER

PHILIPS THOMAS

Date: June 23, 2018

Place: Aroor

DECLARATION

The underlying Promoter Selling Shareholder, hereby certifies that all statements and undertakings, made by him in this Draft Red Herring Prospectus about or in relation to him and the Equity Shares being offered by him in the Offer for Sale, are true and correct. The underlying Promoter Selling Shareholder assumes no responsibility for any other statements made by the Company or any experts in this Draft Red Herring Prospectus.

SIGNED BY THE PROMOTER SELLING SHAREHOLDER

VINOD KUMAR K P

Date: June 23, 2018

Place: Aroor

DECLARATION

The underlying Promoter Selling Shareholder, hereby certifies that all statements and undertakings, made by him in this Draft Red Herring Prospectus about or in relation to him and the Equity Shares being offered by him in the Offer for Sale, are true and correct. The underlying Promoter Selling Shareholder assumes no responsibility for any other statements made by the Company or any experts in this Draft Red Herring Prospectus.

SIGNED BY THE PROMOTER SELLING SHAREHOLDER

MADHUKRISHNA GANTA

Date: June 23, 2018

Place: Aroor

DECLARATION

The underlying Promoter Selling Shareholder, hereby certifies that all statements and undertakings, made by him in this Draft Red Herring Prospectus about or in relation to him and the Equity Shares being offered by him in the Offer for Sale, are true and correct. The underlying Promoter Selling Shareholder assumes no responsibility for any other statements made by the Company or any experts in this Draft Red Herring Prospectus.

SIGNED BY THE PROMOTER SELLING SHAREHOLDER

ABDUL KAREEM A

Date: June 23, 2018

Place: Aroor