



Draft Prospectus
Dated: March 14, 2019

Fixed Price Issue

Refer section 32 of the Companies Act, 2013

KANERI AGRO INDUSTRIES LIMITED

Our company was originally formed as Partnership firm in the name and style of "Ameedhara Industries" through partnership deed dated January 31, 2003 under Partnership Act, 1932 at Ahmedabad. Subsequently the constitution of partnership firm was changed several times through partnership deed dated April 1, 2004, February 25, 2005, October 8, 2008, November 1, 2011 and March 1, 2017 due to admission of new partner(s)/retirement of partner(s). Consequently, the Partnership Firm was converted into Public Limited Company – "Kaneri Agro Industries Limited" on September 11, 2018 under Part I (Chapter XXI) of the Companies Act, 2013 at Ahmedabad vide certificate of incorporation issued by Registrar of Companies, Central Registration Center. The Corporate Identification Number of our Company is U15541GJ2018PLC104044.

CIN: U15541GJ2018PLC104044;

Registered office: Survey No.155/P Village: Lodariyal, Bavla Sanand Road, Ahmedabad – 382 220

Website: www.kaneriagro.in; E-Mail: cs@kaneriagro.in; Telephone No: +91 9925117042

Company Secretary and Compliance Officer: Ms. Asha Rameshwarlal Jain;

PROMOTERS OF THE COMPANY:

MR. RITESH KAUSHIKBHAI PATEL, MR. NILESH KAUSHIKBHAI PATEL AND MRS. PALAK RITESH PATEL

THE ISSUE

PUBLIC ISSUE OF 2700000 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH OF KANERI AGRO INDUSTRIES LIMITED ("KANERI" OR THE "COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF ₹ 30 PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹20 PER EQUITY SHARE (THE "ISSUE PRICE") AGGREGATING TO ₹ 810.00 LAKH ("THE ISSUE"), OF WHICH 140000 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH FOR CASH AT A PRICE OF ₹ 30 PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ 20 PER EQUITY SHARE AGGREGATING TO ₹ 42.00 LAKH WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER TO THE ISSUE (THE "MARKET MAKER RESERVATION PORTION"). THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION i.e. NET ISSUE OF 2560000 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH AT A PRICE OF ₹ 30 PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ 20 PER EQUITY SHARE AGGREGATING TO ₹ 768.00 LAKH IS HEREIN AFTER REFERRED TO AS THE "NET ISSUE". THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 27.00% AND 25.60% RESPECTIVELY OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY.

THIS ISSUE IS BEING IN TERMS OF CHAPTER IX OF THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIERMENTS) REGULATIONS, 2018 AS AMENDED FROM TIME TO TIME.

For further details see "Terms of the Issue" beginning on Page no. 205 of this Draft Prospectus.

All the investors applying in a public issue shall use only Application Supported by Blocked Amount (ASBA) facility for making payment providing details about the bank account which will be blocked by the Self Certified Syndicate Banks ("SCSBs") as per the SEBI circular CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Retail Individual Investors applying in public offer may use either Application Supported by Blocked Amount (ASBA) facility for making application or also can use UPI (Unified Payment Interface) as a payment mechanism with Application Supported by Blocked Amount for making application. For further details, please refer to section titled "Issue Procedure" beginning on Page no. 213 of this Draft Prospectus. In case of delay, if any, in refund, our Company shall pay interest on the application money at the rate of 15% per annum for the period of delay.

THE FACE VALUE OF THE EQUITY SHARES IS ₹ 10 EACH AND THE ISSUE PRICE IS ₹ 30. THE ISSUE PRICE IS 3 TIMES OF THE FACE VALUE.

RISK IN RELATION TO THE FIRST ISSUE

This being the first Public Issue of our Company, there has been no formal market for the securities of our Company. The face value of the shares is ₹10 per Equity Shares and the Issue price is 3 times of the face value. The Issue Price (as determined by our Company in consultation with the Lead Manager) as stated in the chapter titled on "Basis for Issue Price" beginning on Page no. 62 of this Draft Prospectus should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the equity shares of our Company nor regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this offering. 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 neither been recommended nor approved by Securities and Exchange Board of India nor does Securities and Exchange Board of India guarantee the accuracy or adequacy of this Draft Prospectus. Specific attention of the investors is invited to the section titled "Risk Factors" beginning on Page no. 18 of this Draft Prospectus.

ISSUER'S ABSOLUTE RESPONSIBILITY

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

LISTING

The Equity Shares offered through this Draft Prospectus are proposed to be listed on SME Platform of BSE Limited. In terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time, our Company has received in principle approval letter dated [●] from BSE Limited ("BSE") for using its name in this offer document for listing our shares on the SME Platform of BSE. For the purpose of this Issue, the designated Stock Exchange will be the BSE Limited.

LEAD MANAGER



BEELINE BROKING LIMITED

SEBI Registration Number: INM000012546

Address: Office No. 1 To 3, Vishwa Complex, First Floor, Opp. Jain Derasar, Navrangpura, Ahmedabad – 380 009

Telephone Number: +91 79 6817 4040

Email Id: mb@beelinebroking.com

Investors Grievance Id: ig@beelinebroking.com

Website: www.beelinebroking.com

Contact Person: Mrs. Khushbu Shah, Director

CIN: U51900GJ2014PLC080598

REGISTRAR TO THE ISSUE



LINK INTIME INDIA PRIVATE LIMITED

SEBI Registration Number: INR000004058

Address: C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai – 400 083, Maharashtra

Tel. Number: +91 22 4918 6200; Fax Number: +91 22 4918 6195

Email Id: kaneri.ipo@linkintime.co.in

Investors Grievance Id: kaneri.ipo@linkintime.co.in

Website: www.linkintime.co.in

Contact Person: Ms. Shanti Goapalkrishnan

CIN: U67190MH1999PTC118368

ISSUE SCHEDULE

ISSUE OPENS ON: [●]

ISSUE CLOSES ON: [●]

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SECTION I – DEFINITIONS AND ABBREVIATIONS

Term	Description
“KANERI”, “our Company”, “we”, “us”, “our”, “the Company”, “the Issuer Company” or “the Issuer”	Kaneri Agro Industries Limited, a public limited company, registered under the Companies Act, 2013 and having its registered office at Survey No.155/P Village: Lodariyal, Bavla Sanand Road, Ahmedabad-382220.
Our Promoters	Mr. Ritesh Kaushikbhai Patel, Mr. Nilesh Kaushikbhai Patel and Mrs. Palak Ritesh Patel
Promoters Group	Companies, individuals and entities (other than companies) as defined under Regulation 2(1)(pp) of the SEBI (ICDR) Regulations, 2018 which is provided in the chapter titled “Our Promoters and Promoters Group”.

COMPANY RELATED TERMS

Term	Description
Articles / Articles of Association/AOA	Articles of Association of our Company.
Auditors /Statutory Auditor / First Auditor	The Statutory auditors of our Company, being M/s. Mukeshkumar Jain & Co., Ahmedabad.
Board of Directors / Board	The Board of Directors of Kaneri Agro Industries Limited unless otherwise specified.
Companies Act	Companies Act, 1956 and/ or the Companies Act, 2013, as amended from time to time.
CMD	Chairman and Managing Director
Depositories Act	The Depositories Act, 1996, as amended from time to time
Equity Shares	Equity Shares of our Company of Face Value of ₹ 10/- each unless otherwise specified in the context thereof
ED	Executive Director
Indian GAAP	Generally Accepted Accounting Principles in India
Key Managerial Personnel / Key Managerial Employees	The officer vested with executive power and the officers at the level immediately below the Board of Directors as described in the chapter titled “OUR MANAGEMENT” on Page no. 105 of this Draft Prospectus.
MOA/ Memorandum / Memorandum of Association	Memorandum of Association of our Company as amended from time to time
Non Residents	A person resident outside India, as defined under FEMA
NRIs / Non Resident Indians	A person resident outside India, as defined under FEMA and who is a citizen of India or a Person of Indian Origin under Foreign Outside India Regulation, 2000.
NED	Non-Executive Director
Peer Review Auditor	The Peer Review Auditor of our Company, being M/s. Mistry & Shah, Chartered Accountants.
Registered Office	The Registered office of our Company located at Survey No.155/P Village: Lodariyal, Bavla Sanand Road, Ahmedabad – 382 220.
ROC / Registrar of Companies	Registrar of Companies, Ahmedabad.
WTD	Whole Time Director

ISSUE RELATED TERMS

Terms	Description
Applicant	Any prospective investor who makes an application for Equity Shares in terms of this Draft Prospectus.
Application Form	The Form in terms of which the applicant shall apply for the Equity Shares of our Company.
Application Supported by Blocked Amount / ASBA	An application, whether Physical or Electronic, used by Applicants for subscribing to the Issue, along with an authorization to self-certified syndicate bank to block the application money in the specified bank account maintained with such SCSB and will include amounts blocked by RIIs using the UPI mechanism.

Terms	Description
ASBA Account	Account maintained with an SCSB and specified in the Application Form which will be blocked by such SCSB or account of the RIIs blocked upon acceptance of UPI Mandate request by RIIs using the UPI mechanism to the extent of the appropriate Bid Amount in relation to a Bid by an ASBA Bidder.
Allotment	Issue of the Equity Shares pursuant to the Issue to the successful applicants
Allottee	The successful applicant to whom the Equity Shares are being / have been issued
Basis of Allotment	The basis on which equity shares will be allotted to successful applicants under the Issue and which is described in the chapter "ISSUE PROCEDURE - BASIS OF ALLOTMENT" on Page no. 251 of this Draft Prospectus.
Bankers to our Company	Bank of Baroda (Awaiting for the Consent to Act as Banker to the Company)
Bankers to the Issue, Refund Banker and Sponsor Bank	[•]
Depository	A depository registered with SEBI under the SEBI (Depositories and Participant) Regulations, 1996 or Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018
Depository Participant	A Depository Participant as defined under the Depositories Act, 1996
Draft Prospectus	The Draft Prospectus dated March 14, 2019 issued in accordance with Section 32 of the Companies Act filed with the BSE Limited under SEBI(ICDR) Regulations
Eligible NRI	NRIs from jurisdictions outside India where it is not unlawful to make an issue or invitation under the Issue and in relation to whom the Draft Prospectus constitutes an invitation to subscribe to the Equity Shares Allotted herein.
Engagement Letter	The engagement letter dated December 31, 2018 between our Company and the LM
Issue Opening Date	The date on which the Issue opens for subscription.
Issue Closing date	The date on which the Issue closes for subscription.
Issue Period	The periods between the Issue Opening Date and the Issue Closing Date inclusive of both days and during which prospective Applicants may submit their application
IPO	Initial Public Offering
Issue / Issue Size / Public Issue	The Public Issue of 2700000 Equity Shares of ₹ 10/- each at ₹30/- per Equity Share including share premium of ₹20/- per Equity Share aggregating to ₹810.00 Lakh by Kaneri Agro Industries Limited.
Issue Price	The price at which the Equity Shares are being issued by our Company through this Draft Prospectus, being ₹30/-.
LM / Lead Manager	Lead Manager to the Issue, in this case being Beeline Broking Limited.
Listing Agreement	Unless the context specifies otherwise, this means the SME Equity Listing Agreement to be signed between our company and the SME Platform of BSE in pursuance of Listing Regulations.
Listing Regulations/ Listing Regulations, 2015	The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.
Mandate Request	Mandate Request: - Mandate request means a request initiated on the RII by sponsor bank to authorize blocking of funds equivalent to application amount and subsequent debit of funds in case of allotment.
Net Issue	The Issue (excluding the Market Maker Reservation Portion) of 2560000 Equity Shares of ₹ 10/- each at ₹30/- per Equity Share including share premium of ₹20/- per Equity Share aggregating to ₹768.00 Lakh by Kaneri Agro Industries Limited.
Prospectus	The Prospectus, to be filed with the ROC containing, inter alia, the Issue opening and closing dates and other information
Public Issue Account	An Account of the Company under Section 40 of the Companies Act, 2013 where the funds shall be transferred by the SCSBs from bank accounts of the ASBA Investors
Qualified Institutional Buyers / QIBs	Mutual Funds, Venture Capital Funds, or Foreign Venture Capital Investors registered with the SEBI; FIIs and their sub-accounts registered with the SEBI, other than a subaccount which is a foreign corporate or foreign individual; Public financial institutions as defined in Section 2(72) of the Companies Act, 2013; Scheduled Commercial Banks; Multilateral and Bilateral Development Financial Institutions; State Industrial Development Corporations; Insurance Companies registered with

Terms	Description
	the Insurance Regulatory and Development Authority; Provident Funds with minimum corpus of ₹ 2,500 Lakh; Pension Funds with minimum corpus of ₹ 2,500 Lakh; National Investment Fund set up by resolution F. No. 2/3/2005-DDII dated November 23, 2005 of the Government of India published in the Gazette of India; Insurance Funds set up and managed by the army, navy, or air force of the Union of India. Insurance Funds set up and managed by the Department of Posts, India and systemically important non-banking financial companies.
Refund Account	Account opened / to be opened with a SEBI Registered Banker to the Issue from which the refunds of the whole or part of the Application Amount, if any, shall be made.
Registrar / Registrar to the Issue	Registrar to the Issue being Link Intime India Private Limited.
Regulations	Unless the context specifies something else, this means the SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018.
Retail Individual Investors/ RIIs	Individual investors (including HUFs, in the name of Karta and Eligible NRIs) who apply for the Equity Shares of a value of not more than ₹ 2,00,000
SCSB	A Self Certified Syndicate Bank registered with SEBI under the SEBI (Bankers to an Issue) Regulations, 1994 and offers the facility of ASBA, including blocking of bank account. A list of all SCSBs is available at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmid=34 https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmid=35
SME Platform of BSE Limited	The SME Platform of BSE Limited for listing of equity shares offered under Chapter IX of the SEBI (ICDR) Regulations.
Sponsor Bank	Sponsor Bank means a Banker to the Issue registered with SEBI which is appointed by the Issuer to act as a conduit between the Stock Exchanges and National Payments Corporation of India in order to push the mandate collect requests and / or payment instructions of the retail investors into the UPI.
Underwriter	Underwriter to the issue is Beeline Broking Limited.
Underwriting Agreement	The Agreement entered into between the Underwriter and our Company dated January 16, 2019.
Unified Payments Interface (UPI)	UPI is an instant payment system developed by the NPCI. It enables merging several banking features, seamless fund routing & merchant payments into one hood. UPI allows instant transfer of money between any two persons' bank accounts using a payment address which uniquely identifies a person's bank a/c.
UPI ID	ID created on Unified Payment Interface (UPI) for single-window mobile payment system developed by the National Payments Corporation of India (NPCI).
UPI PIN	Password to authenticate UPI transaction
Working Days	i. Till Application / Issue closing date: All days other than a Saturday, Sunday or a public holiday; ii. Post Application / Issue closing date and till the Listing of Equity Shares: All trading days of stock exchanges excluding Sundays and bank holidays in accordance with the SEBI circular no. SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016 and in terms of Regulation 2(1)(mmm) of SEBI ICDR Regulations, 2018.

TECHNICAL AND INDUSTRY RELATED TERMS

Term	Description
AEZ	Agri-export zone
APMC	The Agriculture Produce Market Committee
bn	Billion
CCD	Charged Coupled Device
EMDE	Emerging Market and Developing Economies
ISO	International Organization for Standardization (ISO)

GST	Goods and Service tax
GW	Gigawatt
HDPE	High-density polyethylene
Kcal	Calorie
Kg	Kilogram
KVAH	kilo volt ampere hours, means total energy consumption
MW	Megawatt
NBFC	Non-Banking Financial Company
Sortex Machines	Machines for sorting grain
Tonnes	Metric Ton
US\$	United States Dollar

CONVENTIONAL AND GENERAL TERMS/ ABBREVIATIONS

Term	Description
A/c	Account
Act or Companies Act	Companies Act, 1956 and/or the Companies Act, 2013, as amended from time to time
AGM	Annual General Meeting
AO	Assessing Officer
ASBA	Application Supported by Blocked Amount
AS	Accounting Standards issued by the Institute of Chartered Accountants of India
AY	Assessment Year
BG	Bank Guarantee
BSE	BSE Limited
CAGR	Compounded Annual Growth Rate
CAN	Confirmation Allocation Note
CDSL	Central Depository Services (India) Limited
CIN	Corporate Identity Number
CIT	Commissioner of Income Tax
CRR	Cash Reserve Ratio
Depositories	NSDL and CDSL
Depositories Act	The Depositories Act, 1996 as amended from time to time
Depository	A depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996, as amended from time to time
DIN	Director's identification number
DP/ Depository Participant	A Depository Participant as defined under the Depository Participant Act, 1996
DP ID	Depository Participant's Identification
EBIDTA	Earnings Before Interest, Depreciation, Tax and Amortization
ECS	Electronic Clearing System
EoGM	Extra-ordinary General Meeting
EPS	Earnings Per Share i.e. profit after tax for a fiscal year divided by the weighted average outstanding number of equity shares at the end of that fiscal year
Financial Year/ Fiscal Year/ FY	The period of twelve months ended March 31 of that particular year
FDI	Foreign Direct Investment
FDR	Fixed Deposit Receipt
FEMA	Foreign Exchange Management Act, 1999, read with rules and regulations there-under and as amended from time to time
FEMA Regulations	Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended
FII	Foreign Institutional Investor (as defined under SEBI FII (Foreign Institutional Investors) Regulations, 1995, as amended from time to time) registered with SEBI under applicable laws in India
FII Regulations	Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995, as amended
FIs	Financial Institutions

Term	Description
FIPB	Foreign Investment Promotion Board
FVCI	Foreign Venture Capital Investor registered under the Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000, as amended from time to time
GDP	Gross Domestic Product
GIR Number	General Index Registry Number
Gov/ Government/GoI	Government of India
HUF	Hindu Undivided Family
IFRS	International Financial Reporting Standard
ICSI	Institute of Company Secretaries of India
ICAI	Institute of Chartered Accountants of India
Indian GAAP	Generally Accepted Accounting Principles in India
I.T. Act	Income Tax Act, 1961, as amended from time to time
ITAT	Income Tax Appellate Tribunal
INR/ Rs./ Rupees / ₹	Indian Rupees, the legal currency of the Republic of India
Ltd.	Limited
Pvt. Ltd.	Private Limited
MCA	Ministry of Corporate Affairs
Merchant Banker	Merchant banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992 as amended
MOF	Ministry of Finance, Government of India
MOU	Memorandum of Understanding
NA	Not Applicable
NAV	Net Asset Value
NEFT	National Electronic Fund Transfer
NOC	No Objection Certificate
NR/ Non Residents	Non Resident
NRE Account	Non Resident External Account
NRI	Non Resident Indian, is a person resident outside India, as defined under FEMA and the FEMA Regulations
NRO Account	Non Resident Ordinary Account
NSDL	National Securities Depository Limited
NTA	Net Tangible Assets
p.a.	Per annum
P/E Ratio	Price/ Earnings Ratio
PAN	Permanent Account Number allotted under the Income Tax Act, 1961, as amended from time to time
PAT	Profit After Tax
PBT	Profit Before Tax
PIO	Person of Indian Origin
PLR	Prime Lending Rate
R & D	Research and Development
RBI	Reserve Bank of India
RBI Act	Reserve Bank of India Act, 1934, as amended from time to time
RoNW	Return on Net Worth
RTGS	Real Time Gross Settlement
SAT	Security appellate Tribunal
SCRA	Securities Contracts (Regulation) Act, 1956, as amended from time to time
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended from time to Time
SCSBs	Self-Certified Syndicate Banks
SEBI	The Securities and Exchange Board of India constituted under the SEBI Act, 1992
SEBI Act	Securities and Exchange Board of India Act 1992, as amended from time to time
SEBI Insider Trading Regulations	SEBI (Prohibition of Insider Trading) Regulations, 1992, as amended from time to time, including instructions and clarifications issued by SEBI from time to time

Term	Description
SEBI ICDR Regulations / ICDR Regulations / SEBI ICDR / ICDR	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time
SEBI Rules and Regulations	SEBI (ICDR) Regulations, 2018, SEBI (Underwriters) Regulations, 1993, as amended, the SEBI (Merchant Bankers) Regulations, 1992, as amended, and any and all other relevant rules, regulations, guidelines, which SEBI may issue from time to time, including instructions and clarifications issued by it from time to time
Sec.	Section
Securities Act	The U.S. Securities Act of 1933, as amended
S&P BSE SENSEX	S&P Bombay Stock Exchange Sensitive Index
SICA	Sick Industrial Companies (Special Provisions) Act, 1985, as amended from time to time
SME	Small and Medium Enterprises
Stamp Act	The Indian Stamp Act, 1899, as amended from time to time
State Government	The Government of a State of India
Stock Exchanges	Unless the context requires otherwise, refers to, the BSE Limited
STT	Securities Transaction Tax
TDS	Tax Deducted at Source
TIN	Tax payer Identification Number
UIN	Unique Identification Number
UPI	Unified Payments Interface
U.S. GAAP	Generally accepted accounting principles in the United States of America
VCFs	<p>Venture capital funds as defined in, and registered with SEBI under, the erstwhile Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996, as amended, which have been repealed by the SEBI AIF Regulations.</p> <p>In terms of the SEBI AIF Regulations, a VCF shall continue to be regulated by the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996 till the existing fund or scheme managed by the fund is wound up, and such VCF shall not launch any new scheme or increase the targeted corpus of a scheme. Such VCF may seek re-registration under the SEBI AIF Regulations.</p>

PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

FINANCIAL DATA

Unless stated otherwise, the financial data in the Draft Prospectus is derived are extracted from the restated financial statement for the period ended on December 31, 2018 and September 10, 2018 and financial year ended on March 31, 2018; March 31, 2017; March 31, 2016 prepared in accordance with Indian GAAP, the Companies Act and restated in accordance with the SEBI (ICDR) Regulations, 2018 and the Indian GAAP which are included in the Draft Prospectus, and set out in the chapter titled “RESTATED FINANCIAL INFORMATION” beginning on Page no. 123 of the Draft Prospectus. Our Financial Year commences on April 1 and ends on March 31 of the following year, so all references to a particular Financial Year are to the twelve-month period ended March 31 of that year. In the Draft Prospectus, discrepancies in any table, graphs or charts between the total and the sums of the amounts listed are due to rounding-off. Further, figure represented in the BRACKET or with the sign “-” indicates NEGATIVE data in this Draft Prospectus in relation to our Company and Industries.

There are significant differences between Indian GAAP, IFRS and U.S. GAAP. Our Company has not attempted to explain those differences or quantify their impact on the financial data included herein, and the investors should consult their own advisors regarding such differences and their impact on the financial data. Accordingly, the degree to which the restated financial statements included in the Draft Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in the Draft Prospectus should accordingly be limited.

Any percentage amounts, as set forth in the sections / chapters titled “RISK FACTORS”, “BUSINESS OVERVIEW” and “MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL POSITION AND RESULTS OF OPERATIONS” beginning on Page nos. 18, 74 and 168 respectively of this Draft Prospectus and elsewhere in the Draft Prospectus, unless otherwise indicated, have been calculated on the basis of our restated financial statements prepared in accordance with Indian GAAP, the Companies Act and restated in accordance with the SEBI (ICDR) Regulations, 2018 and the Indian GAAP.

INDUSTRY AND MARKET DATA

Unless stated otherwise, industry data used throughout the Draft Prospectus has been obtained or derived from industry and government publications, publicly available information and sources. Industry publications generally state that the information contained in those publications has been obtained from sources believed to be reliable but that their accuracy and completeness are not guaranteed and their reliability cannot be assured. Although our Company believes that industry data used in the Draft Prospectus is reliable, it has not been independently verified.

Further, the extent to which the industry and market data presented in the Draft Prospectus is meaningful depends on the reader's familiarity with and understanding of, the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which we conduct our business, and methodologies and assumptions may vary widely among different industry sources.

CURRENCY AND UNITS OF PRESENTATION

In the Draft Prospectus, unless the context otherwise requires, all references to;

- ‘Rupees’ or ‘₹’ or ‘Rs.’ or ‘INR’ are to Indian rupees, the official currency of the Republic of India.
- ‘US Dollars’ or ‘US\$’ or ‘USD’ or ‘\$’ are to United States Dollars, the official currency of the United States of America, EURO or “€” are Euro currency,
- All references to the word ‘Lakh’, means ‘One hundred thousand’ and the word ‘Million’ means ‘Ten Lakh’ and the word ‘Crore’ means ‘Ten Million’ and the word ‘Billion’ means ‘One thousand Million’.

FORWARD LOOKING STATEMENTS

All statements contained in the Draft Prospectus that are not statements of historical facts constitute “forward-looking statements”. All statements regarding our expected financial condition and results of operations, business, objectives, strategies, plans, goals and prospects are forward-looking statements. These forward-looking statements include statements as to our business strategy, our revenue and profitability, planned projects and other matters discussed in the Draft Prospectus regarding matters that are not historical facts. These forward looking statements and any other projections contained in the Draft Prospectus (whether made by us or any third party) are predictions and involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements or other projections.

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

- General economic and business conditions in the markets in which we operate and in the local, regional, national and international economies;
- Competition from existing and new entities may adversely affect our revenues and profitability;
- Political instability or changes in the Government could adversely affect economic conditions in India and consequently our business may get affected to some extent.
- Our business and financial performance is particularly based on market demand and supply of our products;
- The performance of our business may be adversely affected by changes in, or regulatory policies of, the Indian national, state and local Governments;
- Any downgrading of India’s debt rating by a domestic or international rating agency could have a negative impact on our business and investment returns;
- Changes in Government Policies and political situation in India may have an adverse impact on the business and operations of our Company;
- The occurrence of natural or man-made disasters could adversely affect our results of operations and financial condition.

For further discussion of factors that could cause the actual results to differ from the expectations, see the sections/chapters “RISK FACTORS”, “BUSINESS OVERVIEW” and “MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL POSITION AND RESULTS OF OPERATIONS” on Page nos. 18, 74 and 168 respectively of this Draft Prospectus. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual gains or losses could materially differ from those that have been estimated.

Forward looking statements reflect the current views as of the date of this Draft Prospectus and are not a guarantee of future performance. These statements are based on the management’s beliefs and assumptions, which in turn are based on currently available information. Although our Company believes 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. Neither our Company nor any of our Directors, the LM, or any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. Our Company and the Directors will ensure that investors in India are informed of material developments until the time of the grant of listing and trading permission by the Stock Exchange.

SECTION II – SUMMARY OF DRAFT PROSPECTUS

PRIMARY BUSINESS OF THE COMPANY

Our Company is processing raw wheat, rice paddy and raw rice. Our Final products, i.e. Wheat and Rice are sold directly to whole sellers and to flour millers. Our Company is also involved in trading of grains majorly rice paddy. Our business model is B2B (Business to Business Basis). Our company possesses quality certification of ISO 9001:2005, our strength lies in maintaining quality of products, understanding the requirement of the customers and our execution capabilities. This has enabled us to get orders from our customers and attract new customers. Our processing unit is well equipped with required facilities including machineries, weighing machines, other handling equipment to facilitate smooth processing and easy logistics. Since our products are seasonal in nature, we opt for cost averaging strategy for selling our products by procuring more quantity of grains during peak season and storing them for sale during off season. Recently in Financial Year 2018-19, our;

- Unit I was modified by upgrading machine technology which increased existing installed capacity of processing rice from 72 Tonne to 144 Tonne per day and
- Unit II was modified by upgrading machine technology which increased existing installed capacity of processing wheat from 108 Tonne to 216 Tonne per day.

For detailed information on our business activities, please refer to Chapter titled “BUSINESS OVERVIEW” on Page no. 74 of this Draft Prospectus.

SUMMARY OF INDUSTRY IN WHICH THE COMPANY IS OPERATING

Ranking second in the world farm output, the agricultural sector is the backbone of Indian Economy contributing majorly to the country’s GDP. As on February 2018, it is estimated that over 58% of rural Indians depend on agriculture for their livelihood and this sector contributes around 17-18% to the country’s GDP (Gross Domestic Product). The Indian food industry is poised for huge growth which employs more than 50% of the workforce in India, owing to increase in its contribution to world food trade every year due to its immense potential for value addition, particularly within the food processing industry. Apart from this an average India still spends the major chunk of his/her salary on food.

For detailed overview of our Industries, please refer to Chapter titled “INDUSTRY OVERVIEW” on Page no. 66 of this Draft Prospectus

NAME OF PROMOTERS

The Promoters of our Company are Mr. Ritesh Kaushikbhai Patel, Mr. Nileshkumar Kaushikbhai Patel and Mrs. Palak Ritesh Patel. For detailed information on our Promoters and Promoters’ Group, please refer to Chapter titled “OUR PROMOTERS AND PROMOTERS’ GROUP” on Page no. 117 of this Draft Prospectus.

SIZE OF THE ISSUE

Our company is proposing the Initial Public Issue of 2700000 equity shares of face value of ₹10 each of Kaneri Agro Industries Limited (“Kaneri” or the “Company” or the “Issuer”) for cash at a price of ₹ 30 per equity share including a share premium of ₹20 per equity share (the “issue price”) aggregating to ₹810.00 Lakh (“the issue”), of which 140000 equity shares of face value of ₹ 10 each for cash at a price of ₹ 30 per equity share including a share premium of ₹ 20 per equity share aggregating to ₹ 42.00 Lakh will be reserved for subscription by market maker to the issue (the “market maker reservation portion”). The issue less the market maker reservation portion i.e. net issue of 2560000 equity shares of face value of ₹10 each at a price of ₹ 30 per equity share including a share premium of ₹ 20 per equity share aggregating to ₹768.00 Lakh is herein after referred to as the “net issue”. The issue and the net issue will constitute 27.00% and 25.60% respectively of the post issue paid up equity share capital of our company.

OBJECTS OF THE ISSUE

The details of proceeds of the Issue are set out in the following table:

Particulars	Estimated Amount (₹ in Lakhs)
Gross Proceeds from the Issue	810.00
Less: Issue Related Expenses	40.00
Net Proceeds	770.00

Utilization of Net Proceeds

The Net proceeds are proposed to be used in the manner set out in the following table:

Particulars	Estimated Amount (₹ in Lakhs)	Percentage of Gross Proceeds	Percentage of Net Proceeds
Funding the Working Capital Requirement	770.00	95.06%	100%
Net Proceeds	770.00		

For detailed information on the “Objects of the Issue”, please refer to chapter titled “OBJECTS OF THE ISSUE” on Page no. 58 of this Draft Prospectus.

SHAREHOLDING

The shareholding pattern of our Promoters and Promoters’ Group before and after the Issue:

Sr. No.	Name of shareholders	Pre issue		Post issue	
		No. of equity shares	As a % of Issued Capital*	No. of equity shares	As a % of Issued Capital*
Promoters					
1	Mr. Ritesh Kaushikbhai Patel	657000	9.00	657000	6.57
2	Mr. Nileshkumar Kaushikbhai Patel	1277500	17.50	1277500	12.78
3	Mrs. Palak Ritesh Patel	1058500	14.50	1058500	10.59
Total - A		2993000	41.00	2993000	29.93
Promoters’ Group					
4	Mrs. Nidhi Nileshkumar Patel	1606000	22.00	1606000	16.06
5	Mrs. Indiraben Kaushikbhai Patel	1423500	19.50	1423500	14.24
6	Mr. Kaushikkumar Bhogilal Patel	18250	0.25	18250	0.18
7	Mr. Pravinkumar Bhogilal Patel	1259250	17.25	1259250	12.59
Total - B		4307000	59.00	4307000	43.07
Total Promoters and Promoters’ Group (A+B)		7300000	100.00	7300000	73.00
Public - Pre IPO					
8	NIL	0	0.00	0	0.00
Total-C		0	0.00	0	0.00
9	Initial Public Offer - Public	0	0.00	2700000	27.00
Total-D		0	0.00	2700000	27.00
Total Public (C+D)		0	0.00	2700000	27.00
Grand Total (A+B+C+D)		7300000	100.00	10000000	100.00

* Rounded off

FINANCIAL DETAILS

(₹ in Lakh)

Sr. No.	Particulars	For the Period 11/09/2018 to 31/12/2018	For the period 01/04/2018 to 10/09/2018	For the Year 01/04/2017 to 31/03/2018	For the Year 01/04/2016 to 31/03/2017	For the Year 01/04/2015 to 31/03/2016
1.	Share Capital	730.00	730.00	848.68	807.59	608.75
2.	Net worth	760.69	719.54	848.68	807.59	608.75
3.	Revenue from operations	3,203.91	4,555.53	10,538.44	9,348.70	8,263.45
4.	Profit After Tax	40.50	25.22	51.85	27.86	20.39
5.	Earnings Per Share – Basic	0.55	0.35	0.71	0.38	0.28
6.	Earnings Per Share – Diluted	0.55	0.35	0.71	0.38	0.28
7.	NAV per Equity Share	10.42	9.86	11.63	11.06	8.34
8.	Total Borrowings (As per Restated Balance Sheet)*	3174.81	3197.41	2950.14	2348.77	2176.10

* Total Borrowings includes installment amounts of loans repayable within 12 months grouped under “Other Current Liabilities”.

AUDITORS' QUALIFICATIONS WHICH HAVE NOT BEEN GIVEN EFFECT TO IN THE RESTATED FINANCIAL STATEMENTS:

There are no Auditors' Qualifications which have not been given effect to in the Restated Financial Statements.

OUTSTANDING LITIGATIONS**Litigation against Company/Erstwhile Partnership Firm: – Under Income Tax Act, 1961 & Gujarat Value Added Tax Act, 2003**

Sr. No.	Nature of Litigations	No. of Demands/ Notices	Total Amount involved
1.	Income Tax Demands	5	₹ 2,11,680.00*
2.	Demands for Tax Deducted at Source	7	₹ 18,300.00
3.	Department of Value Added Tax, Gujarat has issued Notice desiring the bonafides of claim of tax credit/ exemption/ refund/ deduction/ concession/ rebate of genuineness of declaration/ evidence furnished in support of self-assessment of the annual return furnished by erstwhile Partnership Firm in respect of F.Y. 2009-10, 2010-11, 2011-12, 2012-13, 2013-14, 2014-15. Out of which the Assessment for the F.Y. 2009-10 & 2011-12 have been completed with no penalty or additional liabilities.	4	Not Quantifiable.

* Out of the Total Demands, Demands in respect of Assessment Years 2009-10 & 2012-13 for ₹ 3,230/- have been paid off but they are still reflecting on the Website of the Income Tax Department.

Litigations against Directors and Promoters – Under Income Tax Act, 1961

Sr. No.	Name of Directors and Promoters / Nature of Litigations	No. of Demands/ Notices	Total Amount involved
1.	Against Mr. Ritesh Kaushikbhai Patel – Income Tax Demands for Assessment Year 2007-08, 2010-11, 2011-12, 2012-13 and 2014-15	6	₹ 1,26,688.00*
2.	Against Mr. Nilesh Kaushikbhai Patel – Income Tax Demand for Assessment Year 2014-15	1	₹ 440.00^
3.	Against Mrs. Palak Ritesh Patel – Income Tax Demand for Assessment Year 2009-10	2	₹ 2,145.00#
4.	Against Mr. Rameshbhai Sankaldas Patel – Income Tax Communication of proposed adjustment u/s 143(1)(a) of Income Tax Act, 1961 in respect of Assessment Year 2017-18 & 2018-19	2	₹ 10,015.00

* Out of the Total Demands, Demands in respect of Assessment Years 2007-08, 2012-13 & 2014-15 for ₹ 14,868/- have been paid off but they are still reflecting on the Website of the Income Tax Department.

^ Although Demand has been paid off, it is still reflecting on the Website of the Income Tax Department.

Although Demands have been paid off, they are still reflecting on the Website of the Income Tax Department.

For detailed information on the “Outstanding Litigations”, please refer to chapter titled “OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS” on Page no. 178 of this Draft Prospectus.

RISK FACTORS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this offering. 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 neither been recommended nor approved by Securities and Exchange Board of India nor does Securities and Exchange Board of India guarantee the accuracy or adequacy of this Draft Prospectus. Specific attention of the investors is invited to the section titled “RISK FACTORS” beginning on Page no. 18 of this Draft Prospectus.

CONTINGENT LIABILITIES

There are no Contingent Liabilities to the Company.

RESTATED STANDALONE STATEMENT OF CONTINGENT LIABILITIES & COMMITMENTS

(₹ in Lakh)

Particulars	As at 31/12/2018	As at 10/09/2018	As at 31/03/2018	As at 31/03/2017	As at 31/03/2016
(a) Contingent Liabilities	-	-	-	-	-
a. Claims against the company not acknowledged as debts	-	-	-	-	-
b. Guarantees	-	-	-	-	-
c. Other Money for which the company is contingently liable	-	-	-	-	-
(b) Commitments	-	-	-	-	-
Total	-	-	-	-	-

RELATED PARTY TRANSACTIONS

(₹ in Lakh)

Particulars	For the Period 11/09/2018 to 31/12/2018	For the period 01/04/2018 to 10/09/2018	For the Year 01/04/2017 to 31/03/2018	For the Year 01/04/2016 to 31/03/2017	For the Year 01/04/2015 to 31/03/2016
LOAN FROM DIRECTOR					
Mr. Ritesh K. Patel					
Opening Balance of Loan	(12.30)	71.79	131.72	63.79	52.69
Payment	35.04	92.70	180.43	16.39	28.02
Received	51.87	2.20	103.95	138.60	33.71
Remuneration to Partner	-	1.50	4.00	3.00	3.00
Interest on Capital	-	2.64	7.88	5.91	4.39
Share in Profit and Loss	-	2.27	4.67	2.51	3.06
Adjustment on account of Depreciation as per schedule II of Companies Act 2013	-	-	-	-	(5.04)
Transfer to Fixed Capital	-	-	-	65.70	-
Closing Balance of loan	4.54	(12.30)	71.79	131.72	63.79
Mr. Nilesh K Patel					
Opening Balance of Loan	(7.56)	5.04	(36.97)	78.97	79.37
Payment	10.06	23.65	5.64	45.38	59.34
Received	29.10	-	25.00	39.50	51.31
Remuneration to Partner	-	1.50	4.00	3.00	3.00
Interest on Capital	-	5.13	9.58	9.82	6.59
Share in Profit and Loss	-	4.41	9.07	4.88	3.06
Adjustment on account of Depreciation as per schedule II of Companies Act 2013	-	-	-	-	(5.04)
Transfer to Fixed Capital	-	-	-	127.75	-
Closing Balance of loan	11.48	(7.56)	5.04	(36.97)	78.97
Mrs. Palak Ritesh Patel					
Opening Balance of Loan	19.99	11.62	(8.85)	89.48	105.11
Payment	-	1.74	3.16	5.26	31.79
Received	11.00	2.20	3.40	-	9.75
Remuneration to Partner	-	-	-	-	-
Interest on Capital	-	4.25	12.70	8.75	9.31
Share in Profit and Loss	-	3.66	7.52	4.04	4.49
Adjustment on account of Depreciation as per schedule II of Companies Act 2013	-	-	-	-	(7.39)
Transfer to Fixed Capital	-	-	-	105.85	-

Particulars	For the Period 11/09/2018 to 31/12/2018	For the period 01/04/2018 to 10/09/2018	For the Year 01/04/2017 to 31/03/2018	For the Year 01/04/2016 to 31/03/2017	For the Year 01/04/2015 to 31/03/2016
Closing Balance of loan	30.99	19.99	11.62	(8.85)	89.48
LOAN FROM RELATED PARTY					
Mrs. Nidhi Nilesh Patel					
Opening Balance of Loan	13.90	(1.61)	(19.09)	126.36	125.33
Payment	-	-	8.97	17.77	7.01
Received	-	3.50	3.00	25.60	-
Remuneration to Partner	-	-	-	-	-
Interest on Capital	-	6.45	12.05	1.19	11.07
Share in Profit and Loss	-	5.55	11.41	6.13	4.69
Adjustment on account of Depreciation as per schedule II of Companies Act 2013	-	-	-	-	(7.72)
Transfer to Fixed Capital	-	-	-	160.60	-
Closing Balance of loan	13.90	13.90	(1.61)	(19.09)	126.36
Indiraben K Patel					
Opening Balance of Loan	29.30	23.96	14.43	127.01	122.55
Payment	12.55	10.00	11.55	3.47	4.45
Received	20.00	4.70	1.00	15.85	-
Interest on Capital	-	5.72	9.96	11.96	10.88
Share in Profit and Loss	-	4.92	10.11	5.43	3.06
Adjustment on account of Depreciation as per schedule II of Companies Act 2013	-	-	-	-	(5.04)
Transfer to Fixed Capital	-	-	-	142.35	-
Closing Balance of loan	36.75	29.30	23.96	14.43	127.01
Pravinkumar B Patel					
Opening Balance of Loan	19.32	10.25	(3.78)	123.15	117.14
Payment	-	0.34	34.36	77.19	3.12
Received	-	-	30.00	61.00	-
Interest on Capital	-	5.06	9.44	10.38	10.45
Share in Profit and Loss	-	4.35	8.94	4.81	2.04
Adjustment on account of Depreciation as per schedule II of Companies Act 2013	-	-	-	-	(3.36)
Transfer to Fixed Capital	-	-	-	125.93	-
Closing Balance of loan	19.32	19.32	10.25	(3.78)	123.15
Mr. Kaushik B Patel					
Opening	2.98	(2.38)	0.12	1.86	1.86
Payment	-	-	7.84	-	-
Received	-	5.22	5.00	-	-
Remuneration to Partner	-	-	-	-	-
Interest on Capital	-	0.07	0.22	0.01	-
Share in Profit and Loss	-	0.06	0.13	0.07	-
Adjustment on account of Depreciation as per schedule II of Companies Act 2013	-	-	-	-	-
Transfer to Fixed Capital	-	-	-	1.83	-
Closing	2.98	2.98	(2.38)	0.12	1.86
Ritesh K Patel HUF					
Opening	-	-	-	0.50	0.50

Particulars	For the Period 11/09/2018 to 31/12/2018	For the period 01/04/2018 to 10/09/2018	For the Year 01/04/2017 to 31/03/2018	For the Year 01/04/2016 to 31/03/2017	For the Year 01/04/2015 to 31/03/2016
Payment	-	-	-	0.50	-
Received	-	-	-	-	-
Closing	-	-	-	-	0.50
Nilesh K Patel HUF					
Opening	1.52	1.52	1.97	4.50	4.50
Payment	-	-	0.45	2.53	-
Received	-	-	-	-	-
Closing	1.52	1.52	1.52	1.97	4.50
Kaushikbhai B Patel HUF					
Opening	23.10	23.10	23.10	24.50	24.50
Payment	-	-	-	2.14	-
Received	-	-	-	0.74	-
Closing	23.10	23.10	23.10	23.10	24.50
Pravinkumar B Patel HUF					
Opening	0.35	0.35	0.35	0.35	0.35
Payment	0.34	-	3.00	-	-
Received	-	-	3.00	-	-
Closing	0.01	0.35	0.35	0.35	0.35
Archi Enterprise					
Opening	46.00	-	-	2.44	2.94
Payment	47.25	-	-	2.44	0.50
Received	22.40	46.00	-	-	-
Closing	21.15	46.00	-	-	2.44
Samarth Sales Corporation					
Opening	30.65	30.65	30.65	14.05	0.15
Payment	3.40	-	-	3.40	-
Received	3.40	-	-	20.00	13.90
Closing	30.65	30.65	30.65	30.65	14.05
N K Enterprise					
Opening	-	-	-	1.60	6.35
Payment	1.00	-	-	1.60	4.75
Received	1.00	-	-	-	-
Closing	-	-	-	-	1.60
R K Sales Corporation					
Opening	-	-	-	0.01	0.01
Payment	-	-	-	0.01	-
Received	-	-	-	-	-
Closing	-	-	-	-	0.01
Kavyarc Tradex Pvt Ltd					
Opening	-	-	-	-	0.94
Payment	-	-	96.00	-	11.10
Received	-	-	96.00	-	10.16
Closing	-	-	-	-	-

Particulars	For the Period 11/09/2018 to 31/12/2018	For the period 01/04/2018 to 10/09/2018	For the Year 01/04/2017 to 31/03/2018	For the Year 01/04/2016 to 31/03/2017	For the Year 01/04/2015 to 31/03/2016
Patel Arunaben Pravinbhai					
Opening	6.82	6.82	6.82	6.82	6.82
Payment	-	-	-	-	-
Received	-	-	-	-	-
Closing	6.82	6.82	6.82	6.82	6.82
Patel Bhogilal Parsotamdas					
Opening	-	0.22	0.22	0.22	0.22
Payment	-	0.22	-	-	-
Received	-	-	-	-	-
Closing	-	-	0.22	0.22	0.22
Patel Savitaben Bhogilal					
Opening	-	0.32	0.32	0.79	-
Payment	-	0.32	-	0.47	-
Received	-	-	-	-	0.79
Closing	-	-	0.32	0.32	0.79
Patel Amiben Pravinbhai					
Opening	-	-	0.15	0.15	0.15
Payment	-	-	0.15	-	-
Received	-	-	-	-	-
Closing	-	-	-	0.15	0.15
INTEREST RECEIVED/ (PAID) FROM/TO RELATED PARTY					
Kaushikbhai B Patel HUF	-	-	-	0.74	-
TRADING WITH RELATED PARTY					
Kavyarc Tradex Pvt Ltd					
Opening	-	-	1.99	(4.33)	-
Purchase	6.00	97.25	43.54	51.51	109.73
Paid	6.00	97.25	41.55	49.16	114.06
Closing	-	-	-	1.99	(4.33)
Ritesh K Patel HUF					
Opening	-	-	-	-	-
Purchase	-	-	-	1.03	-
Paid	-	-	-	1.03	-
Closing	-	-	-	-	-
Archi Enterprise					
Opening	-	-	-	-	-
Purchase	-	-	47.57	4.74	40.02
Paid	-	-	47.57	4.74	40.02
Closing	-	-	-	-	-
Samarth Sales Corporation					
Opening	-	-	-	3.87	3.87

Particulars	For the Period 11/09/2018 to 31/12/2018	For the period 01/04/2018 to 10/09/2018	For the Year 01/04/2017 to 31/03/2018	For the Year 01/04/2016 to 31/03/2017	For the Year 01/04/2015 to 31/03/2016
Purchase	-	-	-	-	-
Paid	-	-	-	3.87	-
Closing	-	-	-	-	3.87
N K Enterprise					
Opening	-	-	-	0.71	0.71
Purchase	-	-	52.12	14.91	-
Paid	-	-	52.12	15.62	-
Closing	-	-	-	-	0.71
R K Sales Corporation					
Opening	4.71	4.71	-	-	-
Purchase	-	-	18.41	5.26	-
Paid	-	-	13.69	5.26	-
Closing	4.71	4.71	4.71	-	-
Kavyarc Tradex Pvt Ltd					
Opening	-	-	-	-	-
Sales	45.27	291.05	114.90	-	-
Paid	32.77	291.05	114.90	-	-
Closing	12.50	-	-	-	-

FINANCING ARRANGEMENTS

The promoters, members of the promoter group, the directors of the company which is a promoter of the issuer, the directors of the issuer and their relatives have not financed the purchase by any other person of securities of our Company other than in the normal course of the business of the financing entity during the period of six months immediately preceding the date of this Draft Prospectus.

COST OF ACQUISITION & WEIGHTED AVERAGE COST

Weighted average price at which the Equity Shares were acquired by our Promoters in Last One Year:

Sr. No.	Name of Promoters	No. of Equity Shares Acquired during last one Year	Weighted Average Price* (in ₹ per equity share)
1.	Mr. Ritesh Kaushikbhai Patel	657000	10.00
2.	Mrs. PalakRitesh Patel	1058500	10.00
3.	Mr. Nilesh Kaushikbhai Patel	1277500	10.00

Note:-Our Company has made allotment of equity shares at par to subscribers to the Memorandum of Association of our Company against the outstanding Credit Balance of respective Individual Partners' Fixed Capital Account, i.e. at price lower than the Issue Price during past one year from the date of the Draft Prospectus. Except allotment of equity shares to subscribers to the Memorandum of Association of our Company, our Company has not issued equity shares since its Incorporation.

Average Cost of Acquisitions of Shares for Promoters:

Sr. No.	Name of Promoters	No. of Equity Shares held	Average Cost of Acquisition per equity share (in ₹)
1.	Mr. Ritesh Kaushikbhai Patel	657000	10.00
2.	Mrs. PalakRitesh Patel	1058500	10.00
3.	Mr. Nilesh Kaushikbhai Patel	1277500	10.00

Note:-Except allotment of equity shares to subscribers to the Memorandum of Association of our Company against the outstanding Credit Balance of respective Individual Partners' Fixed Capital Account, Our Company has not issued equity shares since its Incorporation.

PRE-IPO PLACEMENT

Our Company has not placed any portion of Initial Public offer with any private investors.

ISSUE OF SHARE FOR CONSIDERATION OTHER THAN CASH

Except allotment of equity shares to subscribers to the Memorandum of Association of our Company against the outstanding Credit Balance of respective Individual Partners' Fixed Capital Account, Our Company has not issued shares for consideration other than cash or out of revaluation of reserves, including Bonus Shares, at any point of time since Incorporation.

SPLIT / CONSOLIDATION

No Split or Consolidation was happened during the last one year.

SECTION III

RISK FACTORS

An investment in equity involves a high degree of risk. Investors should carefully consider all the information in this Offer Document, including the risks and uncertainties described below, before making an investment in our equity shares. Any of the following risks as well as other risks and uncertainties discussed in this Offer Document could have a material adverse effect on our business, financial condition and results of operations and could cause the trading price of our Equity Shares to decline, which could result in the loss of all or part of your investment. In addition, the risks set out in this Offer Document may not be exhaustive and additional risks and uncertainties, not presently known to us, or which we currently deem immaterial, may arise or become material in the future. Unless otherwise stated in the relevant risk factors set forth below, we are not in a position to specify or quantify the financial or other risks mentioned herein.

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

Materiality

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

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

Note:

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

In this Draft Prospectus, any discrepancies in any table between total and the sums of the amount listed are due to rounding off. Any percentage amounts, as set forth in "RISK FACTORS" and elsewhere in this Draft Prospectus unless otherwise indicated, has been calculated on the basis of the amount disclosed in our restated financial statements prepared in accordance with Indian GAAP.

Unless otherwise specifically provided in the respective Risk factors given below, the amounts of impact of risks specified hereunder, on our financial conditions, are not quantifiable.

INTERNAL RISK FACTORS:

- 1. Our company avails various credit facilities from the Bank and as per sanction terms there are certain restrictive covenants imposed on the issuer company. Any Delay in issuing No Objection Certificate for the proposed issue may delay our proposed Initial public offering.**

At present, we avail credit facilities from Bank of Baroda and Aditya Birla Finance Limited aggregating to ₹ 2865.00 Lakh. We have entered into agreements for working capital requirement and financial facilities with our banker / lenders and the covenants in borrowings from bank / lenders, among other things require us to obtain prior permissions in writing in respect of, including, but not limited to effecting any change in the management/Board of the Company, declaration of dividend, capital structure of the Company; undertake any new project, implement any scheme of expansion or acquire fixed assets, enter into borrowing arrangement either secured or unsecured with any other bank/financial institution/Company or otherwise, formulate any scheme of amalgamation, acquisition, merger, or reconstruction etc.

We have applied to our lenders for No Objection Certificate (NOC) for our proposed Initial Public offer, for which their NOC is awaiting. Further, we have also applied to Bank of Baroda for its Consent to Act as Bankers to our Company. In an event, Lenders delay in granting their NOC, it will delay our proposed Initial public offering which may delay our Schedule of Implementations and consequently impact our functioning to that extent.

- 2. Our erstwhile partnership firm had carried out business for specific period without obtaining/renewing the registration under The Food Safety and Standards Act, 2006. Any action taken by Food Safety and Standards Authority of India (FSSAI) w.r.t. such non compliances will adversely affect our results of operations and financial conditions.**

Our erstwhile partnership firm had obtained the licenses under Food Safety and Standard Act, 2006 in the year 2012, having validity upto August 28, 2013 and was required to be renewed then after. However, erstwhile partnership firm has not renewed the said license and carried out the business since then till March 9, 2019. The authority have not initiated any action against us till date for such violation. Although we have applied for fresh registration under Food Safety and Standard Act, 2006 on March 9, 2019, we cannot assure that authority will not initiate any action at present while registering our company or in future under the Food Safety and Standard Act, 2006 for such violation and in addition it may enforce our company for not continuing the business activities as well as it may levy penalty against our company, promoter/Directors including criminal prosecution. If any such action initiated by the authority, it will affect our revenue from operations and financial conditions adversely.

3. All our production facilities are located at Village- Lodariyal, Bavla Sanand Road, Ahmedabad. Any disruption in the operations due to supply of power, fire outages or industrial accidents at the unit could hamper or delay our ability to continue production and servicing.

Our production facilities are located at Village- Lodariyal, Bavla Sanand Road, Ahmedabad. There is a low voltage supply of power once in a week, which hamper processing at our unit. Any disruption in the operations due to supply of power, fire outages or industrial accidents at the unit could hamper or delay our ability to continue processing and servicing. Any such disruption or suspension in our process in this facility can significantly impact our ability to serve customer needs and relation with our customers and have a material adverse effect on our business, revenues, reputation, results of operation and financial condition.

4. Being a processing unit, we have low net profit margins as compared to industry standards.

As company is engaged in the processing of Raw Wheat, Raw Rice and Rice Paddy, we have in the past reported net profit margins of 1.26%, 0.55%, 0.49%, 0.30% and 0.25% for the periods ended on December 31, 2018 and September 10, 2018 and financial years ended on March 31, 2018, March 31, 2017 and March 31, 2016 respectively. Due to lower margins, we have lower EPS for our shareholders and may continue to do so. If the margins do not increase over time, we may continue to earn lower profits on higher revenues resulting in slower growth and affect overall financial condition. The management believes that lower margins are mainly due to non-compromise on quality and compliance which is beneficial in the long run. If we are unable to increase our margins, it may affect our growth prospects, profitability, operations and overall financial condition along with ability to absorb the fixed costs, if any, for the producers of new and innovative products.

5. Our Company/Erstwhile Partnership Firm, Directors and Promoters are involved in certain tax related litigations, which if determined against them, may have impact on the financial conditions of our company.

Our Company/Erstwhile Partnership Firm, Directors and Promoters against whom income tax department and VAT Department have raised Demand/Notices. Any adverse decision against them may affect our financial condition. The summary of outstanding litigations are given in the following table:

Litigation against Company/Erstwhile Partnership Firm: – Under Income Tax Act, 1961 & Gujarat Value Added Tax Act, 2003

Sr. No.	Nature of Litigations	No. of Demands/ Notices	Total Amount involved
1.	Income Tax Demands	5	₹ 2,11,680.00*
2.	Demands for Tax Deducted at Source	7	₹ 18,300.00
3.	Department of Value Added Tax, Gujarat has issued Notice desiring the bonafides of claim of tax credit/ exemption/ refund/ deduction/ concession/ rebate of genuineness of declaration/ evidence furnished in support of self-assessment of the annual return furnished by erstwhile Partnership Firm in respect of F.Y. 2009-10, 2010-11, 2011-12, 2012-13, 2013-14, 2014-15. Out of which the Assessment for the F.Y. 2009-10 & 2011-12 have been completed with no penalty or additional liabilities.	4	Not Quantifiable.

* Out of the Total Demands, Demands in respect of Assessment Years 2009-10 & 2012-13 for ₹ 3,230/- have been paid off but they are still reflecting on the Website of the Income Tax Department.

Litigations against Directors and Promoters – Under Income Tax Act, 1961

Sr. No.	Name of Directors and Promoters / Nature of Litigations	No. of Demands/ Notices	Total Amount involved
1.	Against Mr. Ritesh Kaushikbhai Patel – Income Tax Demands for Assessment Year 2007-08, 2010-11, 2011-12, 2012-13 and 2014-15	6	₹ 1,26,688.00*
2.	Against Mr. Nilesh Kaushikbhai Patel – Income Tax Demand for Assessment Year 2014-15	1	₹ 440.00^
3.	Against Mrs. Palak Ritesh Patel – Income Tax Demand for Assessment Year 2009-10	2	₹ 2,145.00#
4.	Against Mr. Rameshbhai Sankaldas Patel – Income Tax Communication of proposed adjustment u/s 143(1)(a) of Income Tax Act, 1961 in respect of Assessment Year 2017-18 & 2018-19	2	₹ 10,015.00

* Out of the Total Demands, Demands in respect of Assessment Years 2007-08, 2012-13 & 2014-15 for ₹ 14,868/- have been paid off but they are still reflecting on the Website of the Income Tax Department.

^ Although Demand has been paid off, it is still reflecting on the Website of the Income Tax Department.

Although Demands have been paid off, they are still reflecting on the Website of the Income Tax Department.

For detailed information on the “Outstanding Litigations”, please refer to chapter titled “OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS” on Page no. 178 of this Draft Prospectus.

6. Any adverse movement in the price of the raw material may affect the price of the finished products and affect our profitability.

Raw Wheat, Raw Rice and Rice Paddy are the raw material required by our company to process rice and wheat. The availability and cost of these raw material are subject to numerous risks, including the popularity of competing crops and crop conditions. Farmers who currently grow these crops may shift planting to other crops for a variety of reasons, such as less than favorable monsoon seasons, pest infestation, prices and demand of other crops, etc., which could result in a decrease in production of these crops. Our ability to obtain adequate quantities and quality of such raw material is also dependent on crop conditions. For example, crop yields of these crops will decrease due to successive light monsoons or the prevalence of diseases and pests. Moreover, with the increasing prevalence of genetically modified products in agriculture, there is a risk that genetically modified products used in different agricultural industries in India may contaminate the areas from which we source our raw material. Because we cannot enter into arrangements to hedge against these factors, the availability and price of Raw Wheat, Raw Rice and Rice Paddy are outside of our control.

Additionally, due to our inability to enter into long-term supply contracts with farmers we cannot assure you that we will receive the required quantities of raw material to commensurate with our requirements. Further, supplier of our raw material may discontinue to sell Raw Wheat, Raw Rice and Rice Paddy to us and may choose to sell to other parties.

Our business depends on our ability to procure quality raw material at commercially viable cost, and we cannot assure you that we will be able to procure all of our raw material requirements in the future, or that we will be able to pass any increases in the price of such raw material on to our customers. Our inability to procure sufficient raw material at reasonable cost could adversely affect our growth plans, business, results of operations and financial condition.

7. Our Company has taken unsecured loans that may be recalled by the Directors cum Promoters, their relatives and others at any time.

Our Company have currently availed unsecured loans which may be called by such lenders at any time. As at December 31, 2018, the unsecured loan amounting ₹ 445.09 Lakh were due to our Directors cum Promoters, their friends and relatives. In the event that such lenders seeks repayment of any such loan, our Company would need to find alternative sources of financing, which may not be available on commercially reasonable terms, or at all. Also there is no formal agreement with such lenders. As a result, any such demand may affect our business, working capital, cash flows, financial condition and results of operations.

8. Our Directors cum Promoters and Promoters’ Group have given their personal guarantees to secure debt facilities availed from our Banker.

Our Directors cum Promoters and Promoters’ Group have given their personal guarantees to secure debt facilities availed from our Banker. In an event any of our Directors cum Promoters and Promoters’ Group withdraw or terminate its/their guarantees, the lender for such facilities may ask for alternate guarantees, repayment of amounts outstanding under such facilities, or even terminate such facilities.

We may not be successful in procuring guarantees satisfactory to the lender and as a result may need to repay outstanding amounts under such facilities or seek additional sources of capital, which could adversely affect our financial condition and result of operations. For more information please see the para titled “INDEBTEDNESS” in the Chapter titled “BUSINESS OVERVIEW” on Page no. 87 of this Draft Prospectus.

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

All the Group Entities are engaged in Trading of Agro (Agriculture) Commodities, which may create a potential conflict of interest and which in turn, may have an implication on our operations and profits. In addition, some of our Directors are also directors on the boards of one of our Group Entity, i.e. Kavyarc Tradex Private Limited which is engaged in the same line of business as that of us. We have not yet entered into any non-compete agreement with any of these group entities and they may compete with us in the future. Further, many of these entities share their offices with our company; as a result, there may be conflicts of interest between us and such Promoter Group companies in addressing business opportunities and strategies. These overlapping directorships could create conflicts of interest between us and the Promoter Group Company or other entities. For further details on Common Pursuit and Interest of Our Directors cum Promoters, please refer to the chapters titled “INFORMATION WITH RESPECT TO GROUP COMPANIES/ ENTITIES” and “Annexure – Z” “RELATED PARTY TRANSACTIONS” beginning on Page nos. 186 and 158, respectively of this Draft Prospectus

10. The capacity of the processing plant is not fully utilized, consecutively, if there is any under-utilization of our proposed capacities in future could affect our ability to fully absorb fixed costs and thus may adversely impact our financial performance.

The capacities at our processing unit have not been fully utilized, the details of which are as follows:

Products	F.Y. 2015-16		F.Y. 2016-17		F.Y. 2017-18	
	Installed Capacity (in Tonnes per Annum)	Capacity Utilization (in Tonnes per Annum)	Installed Capacity (in Tonnes per Annum)	Capacity Utilization (in Tonnes per Annum)	Installed Capacity (in Tonnes per Annum)	Capacity Utilization (in Tonnes per Annum)
Wheat	32400	27353	32400	22640	32400	30918
%	100.00	84.42	100.00	69.88	100.00	95.43
Rice (including Broken Rice)	21600	17483	21600	21205	21600	19276
In %	100.00	80.94	100.00	98.17	100.00	89.24

Note: Installed Capacity is calculated by taking 18 hrs per day as average no of working hours per day and 300 working days per annum.

We may decide to increase our product portfolio and to enter more geographical areas based on our estimates of market demand and profitability. In the event of non-materialization of our estimates and expected order flow for our existing and / or future products and/or failure of optimum utilization of our capacities, due to factors including adverse economic scenario, change in demand or for any other reason, our capacities may not be fully utilized thereby impairing our ability to fully absorb our fixed cost and may adversely impact our consolidated financial performance.

11. Our business is working capital intensive and insufficient cash flows or inability to borrow or raise funds to meet our working capital requirements may materially and adversely affect our business and operations.

Our business requires significant amount of working capital primarily due to the fact that we majorly purchase our Raw Wheat, Rice Paddy and Raw Rice during their peak crop season. As a result of the high inventory turnover days, we are required to maintain a sufficient stock of Raw Wheat, Rice Paddy and Raw Rice at all times in order to meet production requirements, thus increasing our storage and working capital requirements. Consequently, there could be situations where the total funds available may not be sufficient to fulfill our commitments, and hence we may need to incur additional indebtedness in the future or utilize cash flows from operations and other activities to satisfy our working capital needs. If we experience insufficient cash flows or are unable to borrow or raise funds on a timely basis, or, at all, to meet our working capital and other requirements, it could materially and adversely affect our business and results of operations.

We have incurred debt primarily to fund our working capital requirements, and as we pursue our growth plan, we expect that we will have to raise additional funds by incurring further indebtedness or issuing additional equity to meet our planned working capital requirement. Our ability to raise additional funds is subject to a number of risks, some of which are beyond our control, including the condition of the global capital markets and Indian economy. If we decide to incur

more debt, our interest payment obligations will increase, and we may be subject to additional conditions from lenders, which could place restrictions on how we operate our business and result in reduced cash flows. If we decide to issue equity, the ownership interest of our existing shareholders would be diluted. There can be no assurance that we will be able to raise adequate financing on acceptable terms. However, our failure to obtain sufficient financing or maintaining our existing credit facilities could adversely affect our cash flow and financial condition and result in the delay or abandonment of our development plans.

12. Dependence upon transportation services for supply and transportation of our products are subject to various uncertainties and risks, and delays in delivery may result in rejection of products by customer.

We depend on transportation services to deliver our products from the raw material site to our factory and from our factory to the site of the customer. We rely on third parties transportation service providers to provide such services. Any disruptions of transportation services because of weather related problems, strikes, lock-outs, inadequacies in road infrastructure or other events could impair our procurement of raw materials and our ability to supply our products to our customers. There is no assurance that such disruptions will not occur in the future. Any such disruptions could materially adversely affect our business, financial condition and results of operations.

13. Our operations have been geographically concentrated in the few of States of India. Our growth strategy to expand into new geographic areas within and outside India poses risks. We may not be able to successfully manage some or all of such risks, which may have a material adverse effect on our revenues, profits and financial condition.

Our operations have been geographically concentrated in the few of States of India till October, 2018. We received licence of Import-Export on October 3, 2018. We exported White (raw) Non-Basmati Rice of 5.00% broken category to Africa on behalf of Sarf Commodities, Dubai through Merchandise exports.

We may expand geographically in the domestic and international market, and may not gain acceptance or be able to take advantage of any expansion opportunities outside our current markets. This may place us at a competitive disadvantage and limit our growth opportunities. Our business is majorly dependent on the general economic conditions and activities in the domestic and international market in which we operate, along with the Government policies relating to agricultural industry in all such regions, including central, state and local government policies in India and outside India.

We may face additional risks if we undertake operations in other geographic areas in which we do not possess the same level of familiarity as competitors. For example, expanding our scope by marketing our products in the regulated markets may prove difficult due to the stringent norms and we may have to discontinue our activities in such areas.

If we undertake operations in different geographical locations than those currently is; we may be affected by various factors, including but not limited to:

- Adjusting our products to the new geographic area;
- Ascertaining the creditworthiness of the buyer and maintain credit terms with the same;
- Obtaining necessary Government and other approvals in time or at all;
- Failure to realize expected synergies and cost savings;
- Attracting potential customers in a market in which we do not have significant experience; and
- Cost of hiring new employees and absorbing increased costs.

Any failure to manage all above risk may have a material adverse effect on our revenues, profits and financial condition.

14. Our revenues are significantly dependent upon sales of our main products that are rice and wheat.

Our core business is processing of raw wheat, raw rice and rice paddy. Therefore, our income is significantly dependent on sales of wheat and rice over the years; such sales have emerged as the only contributor to our revenue and business. Our continued reliance on sales of our products for a significant portion of our revenue exposes us to risks, including increased competition from domestic and regional producers; cost-effective technology; fluctuations in the price and availability of the raw materials and changes in regulations and import duties. One or more such reasons may affect our revenues and income from sales of our products and thereby adversely affect our business, profitability, cash flows and results of operations.

15. 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 and renew from time to time, certain approvals, licenses, registration and permits, some of which may expire and for which we may have to make an application for obtaining the approval or its renewal. If we fail to maintain such registrations and licenses or comply with applicable conditions, then such respective regulatory can impose fine on our company or suspension and/or cancellation of the approval/licenses which may affect our business adversely.

Some of the permits, licenses and approvals etc. are granted for a fixed period of time and may expire and for which we may have to make an application for obtaining the approval or its renewal. Failure to renew, maintain or obtain the required permits or approvals in time may result in the interruption of our operations and may have a material adverse effect on our business. Moreover, there can be no assurance that the relevant authorities will issue or renew any of such permits or approvals in time or at all. Further, certain statutory and regulatory authority may put certain terms and conditions, which are required to be complied with by us. Any default by our Company in complying with the same, may result in inter alia the cancellation of such licenses, consents, authorizations and/or registrations, which may adversely affect our operations. For more information on the various statues applicable to our company, please refer chapter titled “KEY INDUSTRY REGULATIONS” appearing on Page no. 91 of this Draft Prospectus.

For more information about the licenses required in our business and the licenses and approvals taken by our company please refer chapter titled “GOVERNMENT APPROVALS” appearing on Page no. 183 of this Draft Prospectus.

16. The Company is dependent on few numbers of customers. Loss of any large customer may affect our revenues and profitability.

As per our books of Accounts, our top ten customers contributes almost 67.63%, 45.84, 48.08%, 40.44% and 40.47% of our total sales for the year/Period ended December 31, 2018, September 10, 2018, March 31, 2018, March 31, 2017 and March 31, 2016 respectively.

Any decline in our quality standards, growing competition and any change in the demand, may adversely affect our ability to retain them. We cannot assure that we shall generate the same quantum of business, or any business at all, and the loss of business from one or more of them may adversely affect our revenues and results of operations. However, the composition and revenue generated from these customers might change as we continue to add new customers in the normal course of business. Though we believe that we will not face substantial challenges in maintaining our business relationship with them or finding new customers, there can be no assurance that we will be able to maintain long term relationships with such customers or find new customers in time.

17. Our Company has allotted Equity Shares at a price lower than the Issue Price during last 12 (twelve) months preceding the date of this Draft Prospectus.

During last 12 (twelve) months preceding the date of this Draft Prospectus, our Company has made Allotment of 7300000 Fully Paid up Equity Shares of ₹ 10/- each at par to the Subscribers to the Memorandum of Association against the outstanding Credit Balance of respective Individual Partners’ Fixed Capital Account, i.e. at price lower than the Issue Price, details of which are as follows;

Sr. No.	Name of Allottee	Category of Allottee	No. of Equity Shares Allotted*	Face Value per share (in ₹)	Issue Price per share (in ₹)	Reason
1.	Mr. Ritesh Kaushikbhai Patel	Promoter	657000	10	10	Against the outstanding Credit Balance of respective Individual Partners’ Fixed Capital Account
2.	Mrs. Palak Ritesh Patel	Promoter	1058500	10	10	
3.	Mrs. Nidhi Nileshkumar Patel	Promoter Group	1606000	10	10	
4.	Mr. Kaushikkumar Bhogilal Patel	Promoter Group	18250	10	10	
5.	Mr. Nileshkumar Kaushikbhai Patel	Promoter	1277500	10	10	
6.	Mrs. Indiraben Kaushikbhai Patel	Promoter Group	1423500	10	10	
7.	Mr. Pravinkumar Bhogilal Patel	Promoter Group	1259250	10	10	
		Total	7300000			

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

Our processing technology may become obsolete or may not be upgraded timely, hampering our operations and financial conditions. Although we believe that we have installed plant and machineries like Sortex Machines with the upgraded technology suitable for processing of raw wheat, rice paddy and raw rice, we shall further continue to strive to keep our technology updated. In case of a new found technology in the industry which renders our current technology obsolete, we may be required to implement new technology. The cost of upgrading our technology may be significant which could substantially affect our finances and operations.

19. In the event there is any delay in the completion of the Issue, there would be a corresponding delay in the completion of the objects of this Issue which would in turn affect our revenues and results of operations.

The funds that we receive would be utilized for the objects of the Issue as has been stated in the chapter titled "OBJECTS OF THE ISSUE" on Page no. 58 of this Draft Prospectus. The proposed schedule of implementation of the objects of the Issue is based on our management's estimates. If the schedule of implementation is delayed for any other reason whatsoever, including any delay in the completion of the Issue, it may in turn affect our revenues and results of operations.

20. Our business depends on our processing facility and the loss of or shutdown of operations of the processing facility on any grounds could adversely affect our business or results of operations.

Our processing facilities are subject to operating risks such as the breakdown or failure of equipment, power supply or processes, performance below expected levels of output, raw material shortage or unsuitability, obsolescence, labour disputes, strikes, lock-outs, non-availability of services of our external contractors, earthquakes and other natural disasters, social unrests, industrial accidents, our ability to respond to technological advances and emerging industry and safety standards and practices in the industries in which we operate and propose to operate on a cost-effective and timely basis and any other factors which may or may not be within our control and also we need to comply with the directives of relevant government authorities. The occurrence of any of these risks could significantly affect our operating results. Although we take precautions to minimize the risk of any significant operational problems at our facilities, our business, financial condition, results of operations and the trading price of our Equity Shares may be adversely affected by any disruption of operations at our facilities, including due to any of the factors mentioned above.

21. Improper storage, processing and handling of paddy and rice may cause damage to our stock.

Our inventory consists of raw rice, rice paddy and raw rice. We typically store our inventory at our processing units. Our processing units enables us to store raw material for extended periods of time to get benefit of cost averaging of products in sale during off season. In the event the raw material is not appropriately stored, handled and processed it may affect the moisture content and the quality of the raw material, which would in turn have an adverse impact our business and financials. In addition, the occurrence of any accident, negligence or oversight in the storage process under sub-optimal conditions and/or for an extended period of time, may also affect the quality standards applicable to our products, which could give rise to possible rejection of our products.

22. Failure to effectively manage labour or failure to ensure availability of sufficient labour could affect the business operations of the Company.

Our business activities are dependent on availability of skilled and unskilled labour. Non-availability of labour at any time or any disputes with them may affect our production schedule and timely delivery of our products to customers which may adversely affect our business and result of operations. Although, we have entered into contract for supply of contractual labour but there is no certainty that we will be able to get the requisite amount of manpower whenever required. Though we have not faced any labour problem in the past, we cannot assure that we will not experience disruptions to our operations due to disputes or other problems with our work force, which may lead to strikes, lock-outs or increased wage demands. Such issues could have adverse effect on our business, and results of operations.

23. Our operations may be adversely affected by strikes, work stoppages or increased wage demands by our employees or our contractors' workforce or any other industrial unrest or dispute.

While we have not experienced any industrial unrest or dispute in our processing unit in the past, we cannot be certain that we will not suffer any disruption to our operations due to strikes, work stoppages or increased wage demands in the future. Further, if our work force in our unit unionizes in the future, collective bargaining efforts by labour unions may divert our management's attention and result in increased costs. We may be unable to negotiate acceptable collective wage settlement agreements with those workers who have chosen to be represented by unions, which may lead to union-initiated strikes or work stoppages. Any shortage of skilled and experienced workers caused by such industrial unrest or disputes may adversely affect our business, results of operations and financial condition. Further, under Indian law, we

may be held liable for wage payments or benefits and amenities made available to “daily wage” workers. Any requirement to discharge such payment obligations, benefits or amenities or to absorb a significant portion of the “daily wage” workers on our own rolls may adversely affect our business, results of operations and financial condition.

24. Any inability on our part to maintain quality standards could adversely impact our business, results of operations and financial condition.

Quality control is vital element for our sector. Any failure on our part in terms of maintaining quality of our Products or any change in customers’ expectation on account of any reason could adversely affect our business, results of operations and financial condition and reputation as well.

25. In addition to normal remuneration, other benefits and reimbursement of expenses to our Promoters cum Directors; they are interested to the extent of their shareholding and dividend entitlement thereon in our Company and for the transactions entered into between our Company and themselves as well as between our Company and our Group Companies/Entities.

Our Promoters cum Directors are interested in our Company to the extent of their shareholding and dividend entitlement thereon in our Company, in addition to normal remuneration or benefits and reimbursement of expenses. Our Promoters cum Directors are interested in the transactions entered into between our Company and themselves as well as between our Company and our Group Company/Entity which may be or may not be at Arms’ Length Price and in Ordinary Course of Business. If the transactions are executed not on Arms’ Length Price and in Ordinary Course of Business, our financial position may get affected to that extent. For details of transactions already executed by our Company with our Promoters, Directors and Group Companies/Entities during last five years, please refer to the “Annexure – Z” - “RELATED PARTY TRANSACTIONS” on Page no. 158 under the Chapter titled “RESTATED FINANCIAL INFORMATION” beginning on Page No. 123 of this Draft Prospectus.

26. We have experienced negative cash flows in previous years / periods. Any operating losses or negative cash flows in the future could adversely affect our results of operations and financial condition.

Our Company had negative cash flows from our operating activities, investing activities as well as financing activities in the previous years as per the Restated Financial Statements and the same are summarized as under.

(₹ In Lakh)

Particulars	For the Period 11/09/2018 to 31/12/2018	For the period 01/04/2018 to 10/09/2018	For the Year 01/04/2017 to 31/03/2018	For the Year 01/04/2016 to 31/03/2017	For the Year 01/04/2015 to 31/03/2016
Net Cash Generated from Operating Activities	184.37	44.91	(105.52)	18.53	60.84
Net Cash Generated From Investing Activities	2.50	4.79	(46.35)	(4.62)	(17.25)
Net Cash Generated from Financing Activities	(139.20)	(61.16)	163.82	(17.61)	(30.12)

Any operating losses or negative cash flows in the future could adversely affect our results of operations and financial condition.

27. Our Object has not been appraised by any Bank or Financial Institution. Any significant deviation in the Object could adversely impact our operations and sustainability in absence of any independent monitoring agency.

We have estimated fund raising to the extent of ₹ 810.00 Lakh to finance the “Objects of the Issue” (including Issue Expenses). The proposed objects for which the funds are being raised have not been appraised by any Bank or Financial Institution and the fund requirements are based primarily on management estimates. There is no guarantee that our estimates will prove to be accurate and any significant deviation in the project cost could adversely impact our operations and sustainability in the absence of any independent monitoring agency. For details of the “OBJECT OF THE ISSUE”, please refer Page no. 58 of this Draft Prospectus.

28. There is no monitoring agency appointed by Our Company and the deployment of funds are at the discretion of our Management and our Board of Directors, though it shall be monitored by our Audit Committee.

As per SEBI (ICDR) Regulations, 2018, appointment of monitoring agency is required only if Issue size exceeds ₹ 10,000 Lakh. Hence, we have not appointed any monitoring agency to monitor the utilization of Issue proceeds. However, as per the Section 177 of the Companies Act, 2013 the Audit Committee of our Company would be monitoring the utilization of the Issue Proceeds.



29. Our logo is not registered. Our ability to protect our intellectual properties, namely our trademark / logo is restricted until we apply for registration and receive registered trademark from the appropriate authority.



Currently, we do not have a registered trademark over our name and logo under the Trade Marks Act and consequently do not enjoy the statutory protections accorded to a trademark registered in India and cannot prohibit the use of such logo by anybody by means of statutory protection. Any usage by a third party of our logo may create confusion in the market as to our identity and/or may have a material adverse effect on our reputation, goodwill, business prospects and results of operation too. Such infringement will hamper our business as prospective clients may go to such user of mark and our revenues may decrease.

30. Our insurance coverage may not be adequate to protect us against all potential losses to which we may be subject to and this may have a material adverse effect on our business.

While we believe that we maintain insurance coverage in amounts consistent with industry norms. If any or all of our facilities are damaged in whole or in part and our operations are interrupted for a sustained period, there can be no assurance that our insurance policies will be adequate to cover the losses that may be incurred as a result of such interruption or the cost of repairing or replacing the damaged facilities. If we suffer a large uninsured loss or any insured loss suffered by us significantly exceeds our insurance coverage, our business, financial condition and result of operations may be materially and adversely affected.

31. We sell our products in highly competitive markets and our inability to compete effectively may lead to lower market share or reduced operating margins, and adversely affect our results of operations.

India is our primary market and we face competition in our business from local as well as nationwide processing units of rice and wheat. There are a large number of players for processing of same or similar products. Thus, competition in these markets is based primarily on demand and price. As a result, to remain competitive in our market, we must continuously strive to achieve operating efficiencies and secure our raw materials requirements. If we fail to do so, other producers and suppliers of similar products may be able to sell their products at prices lower than our prices, which would have an adverse effect on our market share and results of operations.

32. Our Promoters cum Directors play key role in our functioning and we heavily rely on their knowledge and experience in operating our business and therefore, it is critical for our business that our Promoters cum Directors remain associated with us. Our success also depends upon the services of our key managerial personnel and our ability to attract and retain key managerial personnel and our inability to attract them may affect our operations.

We benefit from our relationship with our Promoters cum Directors and our success depends upon the continuing services of our Promoters cum Directors who have been responsible for the growth of our business and is closely involved in the overall strategy, direction and management of our business. Our Promoters cum Directors have been actively involved in the day to day operations and management. Accordingly, our performance is heavily dependent upon the services of our Promoters cum Directors. If our Promoters cum Directors are unable or unwilling to continue in their present position, we may not be able to replace them easily or at all. Further, we rely on the continued services and performance of our key executives and senior management for continued success and smooth functioning of the operations of the Company. If we lose the services of any of our key managerial personnel, we may be unable to locate suitable or qualified replacements, and may incur additional expenses to recruit and train new personnel, which could adversely affect our business operations and affect our ability to continue to manage and expand our business. Our Promoters have, over the years, built relations with various suppliers, customers and other persons who form part of our stakeholders and are connected with us. The loss of their services could impair our ability to implement our strategy, and our business, financial condition, results of operations and prospects may be materially and adversely affected.

33. Our Company has entered into certain related party transactions and may continue to do so in the future.

Our Company has entered into few related party transactions with our Promoters, Directors, Promoter Group, Group companies/entities in past. While our Company believes that all such transactions have been conducted on the arm's

length basis, there can be no assurance that it could not have been achieved on more favourable terms had such transactions not been entered into with related parties. Furthermore, it is likely that our Company will enter into related party transactions in the future and omnibus approval is taken for related party transactions to be entered into FY 2018-19. There can be no assurance that such transactions, individually or in the aggregate, will not have an adverse effect on our financial condition and results of operation. For details, please refer to “Annexure Z”-“RELATED PARTY TRANSACTIONS” on Page No. 158 under section titled “RESTATED FINANCIAL INFORMATION” beginning on Page no. 123 of this Draft Prospectus and details of “PROPOSED RELATED PARTY TRANSACTIONS WITH GROUP/ENTITIES FOR FY 2018-19 AS APPROVED BY THE AUDIT COMMITTEE” in the section “INFORMATION WITH RESPECT TO GROUP COMPANIES/ ENTITIES” beginning on Page no. 186 of this Draft Prospectus.

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

Post this Issue, our Promoter and Promoter Group will collectively own 73.00% of our post issue equity share capital. As a result, our Promoter, together with the members of the Promoter Group, will continue to exercise a significant degree of influence over Company and will be able to control the outcome of any proposal that can be approved by a majority shareholder vote, including, the election of members to our Board, in accordance with the Companies Act, 2013 and our Articles of Association. Such a concentration of ownership may also have the effect of delaying, preventing or deterring a change in control of our Company.

In addition, our Promoter will continue to have the ability to cause us to take actions that are not in, or may conflict with, our interests or the interests of some or all of our creditors or other shareholders, and we cannot assure you that such actions will not have an adverse effect on our future financial performance or the price of our Equity Shares.

35. Any variation in the utilization of the Net Proceeds as disclosed in this Draft Prospectus shall be subject to certain compliance requirements, including prior Shareholders’ approval.

In accordance with Section 27 of the Companies Act, 2013, we cannot undertake any variation in the utilization of the Net Proceeds as disclosed in this Draft Prospectus without obtaining the shareholders’ approval through a special resolution. In the event of any such circumstances that requires us to undertake variation in the disclosed utilization of the Net Proceeds, we may not be able to obtain the Shareholders’ approval in a timely manner, or at all. Any delay or inability in obtaining such Shareholders’ approval may adversely affect our business or operations. Further, our Promoters or controlling shareholders would be required to provide an exit opportunity to the shareholders who do not agree with our proposal to modify the objects of the Issue as prescribed in the SEBI (ICDR) Regulations. If our shareholders exercise such exit option, our business and financial condition could be adversely affected. Therefore, we may not be able to undertake variation of objects of the Issue to use any unutilized proceeds of the Issue, if any, even if such variation is in the interest of our Company, which may restrict our ability to respond to any change in our business or financial condition and may adversely affect our business and results of operations. For further details of the proposed objects of the Issue, refer chapter titled “OBJECTS OF THE ISSUE” on Page no. 58 of this Draft Prospectus.

36. Our inability to manage growth could disrupt our business and reduce profitability.

A principal component of our strategy is to continuously grow by expanding the size and geographical scope of our businesses. This growth strategy will place significant demands on our management, financial and other resources. It will require us to continuously develop and improve our operational, financial and internal controls. Continuous expansion increases the challenges involved in financial management, recruitment, training and retaining high quality human resources, preserving our culture, values and entrepreneurial environment, and developing and improving our internal administrative infrastructure. Any inability on our part to manage such growth could disrupt our business prospects, impact our financial condition and adversely affect our results of operations.

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

We may retain all our future earnings, if any, for use in the operations and expansion of our business. As a result, we may not declare dividends in the foreseeable future. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board of Directors and will depend on factors that our Board of Directors deem relevant, including among others, our results of operations financial condition, cash requirements, business prospects and any other financing arrangements.

Additionally, we may not be permitted to declare any dividends under the loan financing arrangement that our Company may enter into future, if there is a default under such loan agreements or unless our Company has paid all the dues to the lender up to the date on which the dividend is declared or paid or has made satisfactory provisions thereof.

Accordingly, realization of a gain on shareholders investments may largely depend upon the appreciation of the price of our Equity Shares. There can be no assurance that our Equity Shares will appreciate in value.

38. Our future funds requirements, in the form of fresh issue of capital or securities and/or loans taken by us, may be prejudicial to the interest of the shareholders depending upon the terms on which they are eventually raised.

We may require additional capital from time to time depending on our business needs. Any fresh issue of shares or convertible securities would dilute the shareholding of the existing shareholders and such issuance may be done on terms and conditions, which may not be favorable to the then existing shareholders. If such funds are raised in the form of loans or debt, then it may substantially increase our interest burden and decrease our cash flows, thus prejudicially affecting our profitability and ability to pay dividends to our shareholders.

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

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

40. Certain data mentioned in this Draft Prospectus has not been independently verified.

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

41. The requirements of being a public listed company may strain our resources and impose additional requirements.

With the increased scrutiny of the affairs of a public listed company by shareholders, regulators and the public at large, we will incur significant legal, accounting, corporate governance and other expenses that we did not incur in the past. We will also be subject to the provisions of the listing agreements signed with the Stock Exchange. In order to meet our financial control and disclosure obligations, significant resources and management supervision will be required. As a result, management's attention may be diverted from other business concerns, which could have an adverse effect on our business and operations. There can be no assurance that we will be able to satisfy our reporting obligations and/or readily determine and report any changes to our results of operations in a timely manner as other listed companies. In addition, we will need to increase the strength of our management team and hire additional legal and accounting staff with appropriate public company experience and accounting knowledge and we cannot assure that we will be able to do so in a timely manner. Failure of our Company to meet the listing requirements of stock exchange could lead to imposition of huge penalties, if any including suspension of trading, imposed by Stock Exchange.

EXTERNAL RISK FACTORS

1. 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, fiscal 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, worldwide military and domestic disturbances and conflicts, and other matters that influence consumer confidence, spending and tourism.

2. Any changes in the regulatory framework could adversely affect our operations and growth prospects

Our Company is subject to various regulations and policies. For details see section titled “KEY INDUSTRY REGULATIONS” beginning on Page no. 91 of this Draft Prospectus. Our business and prospects could be materially adversely affected by changes in any of these regulations and policies, including the introduction of new laws, policies or regulations or changes in the interpretation or application of existing laws, policies and regulations. There can be no assurance that 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 effect on our business, financial condition and results of operations.

3. Civil disturbances, extremities of weather, regional conflicts and other political instability may have adverse effects on our operations and financial performance.

Certain events that are beyond our control such as earthquake, fire, floods and similar natural calamities may cause interruption in the business undertaken by us. Our operations and financial results and the market price And liquidity of our equity shares may be affected by changes in Indian Government policy or taxation or social, ethnic, political, economic or other adverse developments in or affecting India.

4. We are subject to risks arising from interest rate fluctuations, which could adversely impact our business, financial condition and operating results.

Changes in interest rates could significantly affect our financial condition and results of operations. If the interest rates for our existing or future borrowings increase significantly, our cost of servicing such debt will increase. This may negatively impact our results of operations, planned capital expenditures and cash flows.

5. 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. Beeline Broking Limited is appointed as Designated Market maker for the equity shares of our Company. 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 fiscal 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.

6. 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. Further, with the Introduction of the Goods and Services Act, tax rates and its implication may have material impact on raw materials or on our Products. Any changes in these tax rates/slabs could adversely affect our financial condition and results of operations.

7. The Issue price of our Equity Shares may not be indicative of the market price of our Equity Shares after the Issue and the market price of our Equity Shares may decline below the issue price and you may not be able to sell your Equity Shares at or above the Issue Price.

The Issue Price of our Equity Shares is ₹ 30/-. This price is based on numerous factors (For further information, please refer chapter titled “BASIS FOR ISSUE PRICE” beginning on Page no. 62 of this Draft Prospectus) and may not be indicative of the market price of our Equity Shares after the Issue. The market price of our Equity Shares could be subject to significant fluctuations after the Issue, and may decline below the Issue Price. We cannot assure you that you will be able to sell your Equity Shares at or above the Issue Price. Among the factors that could affect our share price include without limitation the following;

- Half yearly variations in the rate of growth of our financial indicators, such as earnings per share, net income and revenues;
- Changes in revenue or earnings estimates or publication of research reports by analysts;
- Speculation in the press or investment community;
- General market conditions; and
- Domestic and international economic, legal and regulatory factors unrelated to our performance.

8. You will not be able to sell immediately on Indian Stock Exchanges any of the Equity Shares you purchase in the Issue until the Issue receives appropriate trading permissions.

The Equity Shares will be listed on the Stock Exchange. Pursuant to Indian regulations, certain actions must be completed before the Equity Shares can be listed and trading may commence. We cannot assure you that the Equity Shares will be credited to investor's demat accounts, or that trading in the Equity Shares will commence, within the time periods specified in this Draft Prospectus. Any failure or delay in obtaining the approval would restrict your ability to dispose of the Equity Shares. In accordance with section 40 of the Companies Act, in the event that the permission of listing the Equity Shares is denied by the stock exchanges, we are required to refund all monies collected to investors.

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

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

SECTION IV – INTRODUCTION

THE ISSUE

Present Issue in terms of this Draft Prospectus:

Particulars	Details
Equity Shares offered	2700000 Equity Shares of ₹ 10/- each at an Issue Price of ₹ 30/- each aggregating to ₹ 810.00 Lakh
Of which:	
Reserved for Market Makers	140000 Equity Shares of ₹ 10/- each at an Issue Price of ₹ 30/- each aggregating to ₹ 42.00 Lakh
Net Issue to the Public*	2560000 Equity Shares of ₹ 10/- each at an Issue Price of ₹ 30/- each aggregating to ₹ 768.00 Lakh
Of which	
Retail Portion	1280000 Equity Shares of ₹ 10/- each at an Issue Price of ₹ 30/- each aggregating to ₹384.00 Lakh
Non Retail Portion	1280000 Equity Shares of ₹ 10/- each at an Issue Price of ₹ 30/- each aggregating to ₹384.00 Lakh
Equity Shares outstanding prior to the Issue	7300000 Equity Shares of ₹ 10/- each
Equity Shares outstanding after the Issue	10000000 Equity Shares of ₹ 10/- each
Use of Proceeds	For further details please refer chapter titled “OBJECTS OF THE ISSUE” beginning on Page no. 58 of this Draft Prospectus for information on use of Issue Proceeds.

* Since present issue is a fixed price issue, the allocation in the net offer to the public category in terms of Regulation 253(2) of the SEBI (ICDR) (Amendment) Regulations, 2018 shall be made as follows;

- a) minimum fifty per cent. to retail individual investors; and
- b) remaining to:
 - i) individual applicants other than retail individual investors; and
 - ii) other investors including corporate bodies or institutions, irrespective of the number of Equity Shares applied for;

Provided that the unsubscribed portion in either of the categories specified in clauses (a) or (b) may be allocated to applicants in the other category.

Explanation: If the retail individual investor category is entitled to more than fifty per cent of the net issue size on a proportionate basis, the retail individual investors shall be allocated that higher percentage.

NOTES

This Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time.

The Issue has been authorized by the Board of Directors vide a resolution passed at its meeting held on January 11, 2019, and by the shareholders of our Company, pursuant to section 62(1)(c) of the Companies Act, 2013, vide a special resolution passed at the EoGM held on January 15, 2019.

SUMMARY OF OUR FINANCIAL INFORMATION

KANERI AGRO INDUSTRIES LIMITED

CIN: U15541GJ2018PLC104044

RESTATED STANDALONE SUMMARY STATEMENT OF ASSETS AND LIABILITIES

(₹ in Lakh)

Particulars		As at 31/12/2018	As at 10/09/2018	As at 31/03/2018	As at 31/03/2017	As at 31/03/2016
I.	EQUITY AND LIABILITIES					
1	Shareholders' funds					
	(a) Share capital	730.00	730.00	848.68	807.59	608.75
	(b) Reserves and surplus	40.50	-	-	-	-
2	Non-current liabilities					
	(a) Long-term borrowings	840.48	1,195.75	920.83	456.48	303.16
	(b) Deferred tax liabilities (Net)	-	-	-	-	-
	(c) Other Long-term Liabilities	-	-	-	-	-
	(d) Long-term Provisions	-	-	-	-	-
3	Current liabilities					
	(a) Short-term borrowings	2,249.42	1,902.04	1,914.82	1,856.02	1,871.60
	(b) Trade payables	-	-	-	-	-
	(i) Micro, Small and Medium Enterprise	-	-	-	-	-
	(ii) Others	1,008.41	923.84	272.76	481.54	615.64
	(c) Other current liabilities	99.41	109.01	115.91	37.45	1.34
	(d) Short-term provisions	102.82	62.13	54.82	40.14	30.97
	TOTAL	5,071.05	4,922.77	4,127.82	3,679.21	3,431.46
II.	ASSETS					
1	Non-current assets					
	(a) Fixed assets					
	(i) Tangible assets	628.05	628.05	628.05	579.98	575.60
	(ii) Intangible Assets	-	-	-	-	-
	(iii) Intangible Assets under development	-	-	-	-	-
	(iv) Capital Work in Progress	-	-	-	-	-
	Less: Accumulated Depreciation	409.21	397.91	379.85	344.13	299.65
	Net Block	218.84	230.15	248.21	235.85	275.95
	(b) Non-Current Investments	30.83	29.82	29.82	28.02	26.16
	(c) Differed Tax Assets (Net)	13.75	16.54	15.93	16.81	16.36
	(d) Long-term loans and advances	11.53	11.53	16.22	16.22	16.22
	(e) Other Non-Current Assets	-	-	-	-	-
2	Current assets					
	(a) Current Investments	-	-	-	-	-
	(b) Inventories	2,423.37	3,431.95	2,217.46	2,623.81	2,318.32
	(c) Trade receivables	2,250.53	1,147.83	1,541.19	705.16	721.57
	(d) Cash and cash equivalents	58.68	11.01	22.47	10.53	14.23
	(e) Short-term loans and advances	53.26	32.77	36.53	42.81	13.60
	(f) Other Current Assets	10.25	11.17	-	-	29.04
	TOTAL	5,071.05	4,922.77	4,127.82	3,679.21	3,431.46

As per our Report of Even date attached.

For, Mistry & Shah
Chartered Accountants
FRN:- 127702W

Partner
Malav Shah
Membership Number: 117101

Date: 25/01/2019
Place: Ahmedabad

KANERI AGRO INDUSTRIES LIMITED
CIN: U15541GJ2018PLC104044
RESTATED STANDALONE SUMMARY STATEMENT OF PROFITS AND LOSS ACCOUNT

(₹ in Lakh)

Particulars		For the Period 11/09/2018 to 31/12/2018	For the period 01/04/2018 to 10/09/2018	For the Year 01/04/2017 to 31/03/2018	For the Year 01/04/2016 to 31/03/2017	For the Year 01/04/2015 to 31/03/2016
I	Revenue from operations	3,203.91	4,555.53	10,538.44	9,348.70	8,263.45
II	Other income	1.94	0.72	2.65	51.37	4.65
III	Total Revenue (I + II)	3,205.86	4,556.25	10,541.09	9,400.07	8,268.10
IV	Expenses:					
	Cost of materials consumed	1,987.63	4,749.12	8,484.29	8,457.46	8,419.75
	Purchases of Stock-in-Trade	-	414.48	872.53	509.58	346.37
	Changes in Inventories	945.13	(1,078.11)	352.55	(273.30)	(1,162.15)
	Employee benefits expense	12.75	7.11	14.90	13.76	13.32
	Finance costs	113.34	168.17	325.22	312.49	267.08
	Depreciation and amortization expense	11.30	18.06	35.72	44.48	61.31
	Other expenses	77.22	240.98	380.68	293.89	309.17
	Total expenses	3,147.38	4,519.80	10,465.88	9,358.37	8,254.85
V	Profit before exceptional and extraordinary items and tax (III-IV)	58.48	36.45	75.21	41.70	13.24
VI	Exceptional Items	-	-	-	-	-
VII	Profit before extraordinary items and tax (V-VI)	58.48	36.45	75.21	41.70	13.24
VIII	Extraordinary items	-	-	-	-	-
IX	Profit before tax (VII-VIII)	58.48	36.45	75.21	41.70	13.24
X	Tax expense:					
	(1) Current tax	15.19	11.84	22.48	14.29	9.21
	(2) Deferred tax	2.78	(0.61)	0.88	(0.45)	(16.36)
	(3) Less :- MAT Credit Entitlement	-	-	-	-	-
XI	Profit/(loss) for the period from Continuing operations (IX - X)	40.50	25.22	51.85	27.86	20.39
XII	Profit/(loss) from Discontinuing operations	-	-	-	-	-
XIII	Tax Expense of Discontinuing operations	-	-	-	-	-
XIV	Profit/(loss) from Discontinuing operations (after tax) (XII-XIII)	-	-	-	-	-
XV	Profit (Loss) for the period (XI + XIV)	40.50	25.22	51.85	27.86	20.39
VIII	Earnings per equity share:					
	(1) Basic	0.55	0.35	0.71	0.38	0.28
	(2) Diluted	0.55	0.35	0.71	0.38	0.28

As per our Report of Even date attached.

For, Mistry & Shah
Chartered Accountants
FRN:- 127702W

Partner
Malav Shah
Membership Number: 117101

Date: 25/01/2019
Place: Ahmedabad

KANERI AGRO INDUSTRIES LIMITED
CIN: U15541GJ2018PLC104044
RESTATED STANDALONE SUMMARY STATEMENT OF CASH FLOWS

(₹ in Lakh)

Particulars	For the Period 11/09/2018 to 31/12/2018	For the period 01/04/2018 to 10/09/2018	For the Year 01/04/2017 to 31/03/2018	For the Year 01/04/2016 to 31/03/2017	For the Year 01/04/2015 to 31/03/2016
CASH FLOW FROM OPERATING ACTIVITIES					
Net Profit Before tax as per Statement of Profit & Loss	58.48	36.45	75.21	41.70	13.24
Adjustments for :					
Depreciation Expenses	11.30	18.06	35.72	44.48	61.31
Preliminary Expenses Written Off	0.64	-	-	-	-
Interest Income	(0.72)	(0.72)	(2.65)	(2.06)	(4.65)
Finance Cost	113.34	168.17	325.22	312.49	267.08
Operating Profit before working capital changes	183.03	221.96	433.50	396.61	336.98
Changes in Working Capital					
Trade receivable	(1,102.70)	393.36	(836.02)	16.41	128.88
Other Loans and advances receivable	(20.49)	3.76	6.28	(29.21)	1.65
Other Current Assets	0.29	(11.17)	0.00	29.04	24.51
Inventories	1,008.58	(1,214.49)	406.36	(305.49)	(748.46)
Trade Payables	84.56	651.08	(208.78)	(134.10)	305.96
Other Current Liabilities	(9.60)	(6.90)	78.46	36.11	1.34
Short Term Provision	40.86	7.31	14.68	9.16	9.98
Net Cash Flow from Operation	184.37	44.91	(105.52)	18.53	60.84
Less : Income Tax paid	-	-	-	-	-
Net Cash Flow from Operating Activities (A)	184.37	44.91	(105.52)	18.53	60.84
CASH FLOW FROM INVESTING ACTIVITIES					
Purchase of Fixed Assets	0.00	0.00	(48.07)	(4.38)	5.93
Movement in Loan & Advances	(1.01)	0.00	(1.80)	(1.86)	4.75
Movement in Other Non-Current Assets	0.00	4.68	0.00	0.00	(16.22)
Interest Income	0.72	0.72	2.65	2.06	4.65
Change in Deferred Tax Assets	2.78	(0.61)	0.88	(0.45)	(16.36)
Net Cash Flow from Investing Activities (B)	2.50	4.79	(46.35)	(4.62)	(17.25)
CASH FLOW FROM FINANCING ACTIVITIES					

Changes in Partners' capital/Movement in Reserve & Surplus	(17.97)	(155.13)	(34.12)	157.14	(6.69)
Proceeds From Issue of shares capital	-	-	-	-	-
Proceeds From long Term Borrowing (Net)	(355.27)	274.92	464.35	153.32	(72.62)
Short Term Borrowing (Net)	347.38	(12.78)	58.80	(15.58)	316.26
Finance cost	(113.34)	(168.17)	(325.22)	(312.49)	(267.08)
Net Cash Flow from Financing Activities (C)	(139.20)	(61.16)	163.82	(17.61)	(30.12)
Net (Decrease)/ Increase in Cash & Cash Equivalents (A+B+C)	47.67	(11.46)	11.94	(3.70)	13.47
Opening Cash & Cash Equivalents	11.01	22.47	10.53	14.23	0.77
Cash and cash equivalents at the end of the period	58.68	11.01	22.47	10.53	14.23
Cash And Cash Equivalents Comprise :					
Cash	8.31	4.56	2.90	6.36	0.80
Current Account	50.37	6.45	19.57	4.17	13.43
Total	58.68	11.01	22.47	10.53	14.23

For, Mistry & Shah
Chartered Accountants
FRN:- 127702W

Partner
Malav Shah
Membership Number: 117101

Date: 25/01/2019
Place: Ahmedabad

SECTION V – GENERAL INFORMATION

Our company was originally formed as Partnership firm in the name and style of “Ameedhara Industries” through partnership deed dated January 31, 2003 under Partnership Act, 1932 at Ahmedabad. Subsequently the constitution of partnership firm was changed several times through partnership deed dated April 1, 2004, February 25, 2005, October 8, 2008, November 1, 2011 and March 1, 2017 due to admission of new partner(s)/ retirement of partner(s). Consequently, the Partnership Firm was converted into Public Limited Company – “Kaneri Agro Industries Limited” on September 11, 2018 under Part I (Chapter XXI) of the Companies Act, 2013 at Ahmedabad vide certificate of incorporation issued by Registrar of Companies, Central Registration Center. The Corporate Identification Number of our Company is U15541GJ2018PLC104044.

BRIEF INFORMATION ON COMPANY AND ISSUE

Particulars	Details								
Registered Office	Survey No.155/P Village: Lodariyal, Bavla Sanand Road, Ahmedabad - 382220; Telephone No.: +91 9925117042; Web site: www.kaneriagro.in; E-Mail: cs@kaneriagro.in; Contact Person: Ms. Asha Rameshwarlal Jain								
Date of Incorporation	September 11, 2018								
Company Identification Number	U15541GJ2018PLC104044								
Company Category	Company Limited by Shares								
Registrar of Company	Ahmedabad								
Address of the RoC	ROC Bhavan, Opp. Rupal Park Society, Behind Ankur Bus Stop, Naranpura, Ahmedabad – 380 013; E Mail: roc.ahmedabad@mca.gov.in Tel No.: +91 79 – 2743 7597; Fax No.: +91 79 – 2743 8371								
Company Secretary and Compliance Officer	Ms. Asha Rameshwarlal Jain C/o. Kaneri Agro Industries Limited Survey No.155/P Village: Lodariyal, Bavla Sanand Road, Ahmedabad - 382220; Telephone No.: +91 9925117042; E-Mail: cs@kaneriagro.in; Web site: www.kaneriagro.in								
Designated Stock Exchange	BSE Limited (SME Platform) Address: Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001, Maharashtra								
Issue Programme	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="background-color: #4F7942; color: white;">Issue Opens On:</th> <th style="background-color: #4F7942; color: white;">[●]</th> <th style="background-color: #4F7942; color: white;">Issue Closes On:</th> <th style="background-color: #4F7942; color: white;">[●]</th> </tr> </thead> <tbody> <tr> <td> </td> <td> </td> <td> </td> <td> </td> </tr> </tbody> </table>	Issue Opens On:	[●]	Issue Closes On:	[●]				
Issue Opens On:	[●]	Issue Closes On:	[●]						

Note:

Investors can contact the Company Secretary and Compliance officer in case of any pre issue or post issue related problems such as non-receipt of letter of allotment or credit of securities in depository’s beneficiary account or dispatch of refund order etc.

All grievances relating to the ASBA process may be addressed to the Registrar to the Issue, with a copy to the relevant SCSB to whom the Application was submitted. The Applicant should give full details such as name of the sole or first Bidder, Bid cum Application Form number, Bidder’s DP ID, Client ID, PAN, date of submission of the Bid cum Application Form, address of the Bidder, number of 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 Investors shall also enclose a copy of the Acknowledgment Slip received from the Designated Intermediaries in addition to the information mentioned hereinabove.

BOARD OF DIRECTORS OF OUR COMPANY

Presently our Board of Directors comprises of following Directors.

Sr. No.	Name of Directors	Designation	Address	DIN
1.	Mr. Ritesh Kaushikbhai Patel	Chairman & Managing Director	37, Shiv Ganesh Bunglow-2, Opp. Someshwar Mahadev Mandir, Thaltej, Hebatpur Road, Ahmedabad City, Bodakdev, Gujarat-380054.	06760672

Sr. No.	Name of Directors	Designation	Address	DIN
2.	Mr. Nileshkumar Kaushikbhai Patel	Whole Time Director	37, Shiv Ganesh Bunglow-2, 100 Ft Road, Thaltej, Ahmedabad, Gujarat-380059.	08236132
3.	Mrs. Palak Ritesh Patel	Non-Executive Director	37, Shiv Ganesh Bunglow- part 2, 100 Ft. Shilaj Road, Thaltej, Ahmedabad, Gujarat-380059.	06760740
4.	Mr. Rameshbhai Sankaldas Patel	Independent Director	202, Jay Appartment, Nr. Umiya Flat, B/H. Ramdevpir Temple, Sola Gam, Ahmedabad-380060, Gujarat.	08355326
5.	Mr. Hardikkumar Arvindbhai Gajera	Independent Director	C/9, Shivganga Residency, Near. Gopal Chowk, Opp. Khodiyarbag Society, Nikol Ahmedabad, Gujarat-382350	08355309

For further details pertaining to the education qualification and experience of our Directors, please refer the chapter titled “OUR MANAGEMENT” beginning on Page no. 105 of this Draft Prospectus.

DETAILS OF KEY MARKET INTERMEDIARIES PERTAINING TO THIS ISSUE AND OUR COMPANY

LEAD MANAGER TO THE ISSUE	REGISTRAR TO THE ISSUE
BEELINE BROKING LIMITED SEBI Registration Number: INM000012546 Address: Office No. 1 To 3, Vishwa Complex, First Floor Opp. Jain Derasar, Navrangpura Ahmedabad - 380009 Telephone Number: +91 79 6817 4040 Email Id: mb@beelinebroking.com Investors Grievance Id: ig@beelinebroking.com Website: www.beelinebroking.com Contact Person: Mrs. Khushbu Shah, Director CIN: U51900GJ2014PLC080598	LINK INTIME INDIA PRIVATE LIMITED SEBI Registration Number: INR000004058 Address: C-101, 1 st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai – 400 083, Maharashtra Tel. No.: +91 22 4918 6200; Fax No.: +91 22 4918 6195 Email Id: kaneri.ipo@linkintime.co.in Investors Grievance Id: kaneri.ipo@linkintime.co.in Website: www.linkintime.co.in Contact Person: Ms. Shanti Goapalkrishnan CIN: U67190MH1999PTC118368
STATUTORY AUDITOR OF THE COMPANY	PEER REVIEW AUDITOR*
M/s. Mukeshkumar Jain & Co. Address: 803, Venus Benecia, Opposite Rajpath Club, SG Highway, Ahmedabad – 380 054 Mobile No.: +91 9974 348159 Email: fca.knp@gmail.com Contact Person: Mr. Kandarp Patel Membership Number: 129601 Firm Registration Number: 106619W Peer Review Certificate Number: 008249 dated July 20, 2015	M/s. Mistry & Shah Address: 8-10, Bhavani Chambers, 1 st Floor, Nr. Times of India, Ashram Road, Navrangpura, Ahmedabad-380009 Mobile No.: +91 9825521926 Email: malav@mistryandshah.com Contact Person: CA Malav Shah Membership Number: 117101 Firm Registration Number: 122702W Peer Review Certificate Number: 007138 dated February 6, 2014
BANKERS TO THE COMPANY	LEGAL ADVISOR TO THE COMPANY
[•]	Mr. Shaileshkumar Ashokbhai Ghevariya Address: 2 nd Floor, Vaibhav Chambers, Near Ratna Sagar Apartment, Minibazar, Varachha Road, Surat. Email: shreelaxmiassociates21@gmail.com Mobile Number: +91 88666 68121 Bar Council Number: G/3212/2015 Contact Person: Mr. Shaileshkumar Ghevariya
BANKERS TO THE ISSUE, REFUND BANKER AND SPONSOR BANK	
[•]	

DESIGNATED INTERMEDIARIES

Self-Certified Syndicate Banks

The list of SCSBs, as updated till date, is available on website of Securities and Exchange Board of India at below link.

<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34>

<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35>

Investors are requested to refer the SEBI website for updated list of SCSBs and their designated branches.

Investors Banks or Issuer Banks for UPI

The list of Self Certified Syndicate Banks that have been notified by SEBI to act as Investors Bank or Issuer Bank for UPI mechanism are provide on the website of SEBI on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>.

For details on Designated Branches of SCSBs collecting the Bid Cum Application Forms, please refer to the above mentioned SEBI link

BROKERS TO THE ISSUE

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

REGISTRAR TO ISSUE AND SHARE TRANSFER AGENTS

The list of the Registrar to Issue and Share Transfer Agents (RTAs) eligible to accept Applications forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, are provided on the website of Stock Exchange at BSE Limited at www.bseindia.com, as updated from time to time.

COLLECTING DEPOSITORY PARTICIPANTS

The list of the Collecting Depository Participants (CDPs) eligible to accept Application Forms at the Designated CDP Locations, including details such as name and contact details, are provided on the website of Stock Exchange at BSE Limited, as updated from time to time. The list of branches of the SCSBs named by the respective SCSBs to receive deposits of the Bid cum Application Forms from the Designated Intermediaries will be available on the website of the SEBI (www.sebi.gov.in) and updated from time to time.

STATEMENT OF INTER-SE ALLOCATION OF RESPONSIBILITIES

Since Beeline Broking Limited is only Lead Manager to the issue, all the responsibility of the issue will be managed by them.

CREDIT RATING

As this is an issue of Equity Shares, there is no credit rating for this Issue.

IPO GRADING

Since the issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018 there is no requirement of appointing an IPO Grading agency.

FILING OF DRAFT PROSPECTUS/ PROSPECTUS WITH THE BOARD AND THE REGISTRAR OF COMPANIES

A soft copy of Draft Prospectus is being filed with SEBI. However, SEBI will not issue any observation on the offer document in term of Regulation 246(2) of the SEBI (ICDR) Regulations, 2018. Further, a soft copy of the Prospectus along with due diligence certificate including additional confirmations shall be filed with SEBI. Pursuant to SEBI Circular Number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, a copy of the Prospectus will be filed online through SEBI Intermediary Portal at <https://siportal.sebi.gov.in>.

A copy of the Prospectus, along with the material contracts and documents referred elsewhere in the Prospectus, will be delivered to the RoC Office situated at RoC Bhavan, Opp. Rupal Park Society, Behind Ankur Bus-Stop, Naranpura, Ahmedabad – 380 013.

CHANGES IN AUDITORS

There has been no change in the Auditors of the company since its incorporation.

TRUSTEES

As this is an issue of Equity Shares, the appointment of Trustees is not required.

APPRAISAL AND MONITORING AGENCY

As per SEBI (ICDR) Regulations, 2018, appointment of monitoring agency is required only if Issue size exceeds ₹ 10,000 Lakh. Hence, our Company is not required to appoint a monitoring agency in relation to the issue. However, Audit Committee of our Company will be monitoring the utilization of the Issue Proceeds.

The object of the issue and deployment of funds are not appraised by any independent agency/bank/financial institution.

UNDERWRITING AGREEMENT

This Issue is 100% Underwritten. The Underwriting agreement has been entered on January 16, 2019. Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters are several and are subject to certain conditions specified therein. The Underwriters have indicated their intention to underwrite the following number of specified securities being offered through this Issue:

Details of the Underwriter	No. of shares underwritten	Amount Underwritten (₹ in Lakh)	% of the total Issue Size Underwritten
BEELINE BROKING LIMITED SEBI Registration Number: INM000012546 Address: Office No. 1 To 3, Vishwa Complex, First Floor Opp. Jain Derasar, Navrangpura Ahmedabad - 380009 Tel Number: +91 79 6817 4040 Email Id: mb@beelinebroking.com Investors Grievance Id: ig@beelinebroking.com Website: www.beelinebroking.com Contact Person: Mrs. Khushbu Shah CIN: U51900GJ2014PLC080598	2700000	810.00	100.00%

In the opinion of our Board of Directors (based on a certificate given by the Underwriter), the resources of the above mentioned Underwriter is sufficient to enable it to discharge its underwriting obligation in full. The abovementioned Underwriter is registered with SEBI under Section 12(1) of the SEBI Act and registered as brokers with the Stock Exchanges.

DETAILS OF THE MARKET MAKING ARRANGEMENT FOR THIS ISSUE

Our Company and the Lead Manager have entered into an agreement dated January 16, 2019 with the following Market Maker to fulfil the obligations of Market Making:

BEELINE BROKING LIMITED

CIN: U51900GJ2014PLC080598; **SEBI Registration No.:** INZ000000638

Address: Office No. 1 To 3, Vishwa Complex, First Floor Opp. Jain Derasar, Navrangpura Ahmedabad - 380009.

Contact Person: Mrs. Khushbu Shah; **Tel Number:** +91 – 079 – 6817 4040; **Website:** www.beelinebroking.com

E-mail: mb@beelinebroking.com; **Investor Grievance Id:** ig@beelinebroking.com;

The Market Maker shall fulfill the applicable obligations and conditions as specified in the SEBI (ICDR) Regulations, 2018 and the circulars issued by the BSE and SEBI in this regard from time to time.

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

- 1) The Market Maker(s) (individually or jointly) shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by the stock exchange. Further, the Market Maker(s) shall inform the exchange in advance for each and every black out period when the quotes are not being offered by the Market Maker(s).

- 2) The minimum depth of the quote shall be ₹ 1,00,000. However, the investors with holdings of value less than ₹ 1,00,000 shall be allowed to offer their holding to the Market Maker(s) (individually or jointly) in that scrip provided that he/she sells his/her entire holding in that scrip in one lot along with a declaration to the effect to the selling broker.
- 3) Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker(s), for the quotes given by him.
- 4) After a period of three (3) months from the market making period, the market maker would be exempted to provide quote if the Shares of market maker in our Company reaches to 25% of Issue Size (Including the 140000 Equity Shares out to be allotted under this Issue.) Any Equity Shares allotted to Market Maker under this Issue over and above 140000 Equity Shares would not be taken in to consideration of computing the threshold of 25% of Issue Size. As soon as the Shares of market maker in our Company reduce to 24% of Issue Size, the market maker will resume providing 2-way quotes.
- 5) There shall be no exemption/threshold on downside. However, in the event the Market Maker exhausts his inventory through market making process, BSE may intimate the same to SEBI after due verification.
- 6) There would not be more than five Market Makers for a script at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors.
- 7) On the first day of the listing, there will be pre-opening session (call auction) and there after the trading will happen as per the equity market hours. The circuits will apply from the first day of the listing on the discovered price during the pre-open call auction.
- 8) The Marker Maker may also be present in the opening call auction, but there is no obligation on him to do so.
- 9) There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily/fully from the market – for instance due to system problems, any other problems. All controllable reasons require prior approval from the Exchange, while force-majeure will be applicable for non-controllable reasons. The decision of the Exchange for deciding controllable and non-controllable reasons would be final.
- 10) The Market Maker(s) shall have the right to terminate said arrangement by giving a three months' notice or on mutually acceptable terms to the Merchant Banker, who shall then be responsible to appoint a replacement Market Maker(s).

In case of termination of the Market Making agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Lead Manager to arrange for another Market Maker in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of regulation 261 of the SEBI (ICDR) Regulations, 2018. Further our Company and the Lead Manager reserve the right to appoint other Market Makers either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers does not exceed five or as specified by the relevant laws and regulations applicable at that particulars point of time. The Market Making Agreement is available for inspection at our registered office from 11.00 a.m. to 5.00 p.m. on working days.

- 11) Risk containment measures and monitoring for Market Makers: SME Platform of BSE Limited will have all margins which are applicable on the Main Board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. BSE can impose any other margins as deemed necessary from time-to-time.
- 12) Punitive Action in case of default by Market Makers: SME Platform of BSE will monitor the obligations on a real time basis and punitive action will be initiated for any exceptions and/or non-compliances. Penalties / fines may be imposed by the Exchange on the Market Maker, in case he is not able to provide the desired liquidity in a particular security as per the specified guidelines. These penalties / fines will be set by the Exchange from time to time. The Exchange will impose a penalty on the Market Maker in case he is not present in the market (offering two way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market making activities / trading membership.

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

- 13) Price Band and Spreads: SEBI Circular bearing reference no: CIR/MRD/DP/ 02/2012 dated January 20, 2012, has laid down that for issue size up to ₹ 250 crores, the applicable price bands for the first day shall be:
- In case equilibrium price is discovered in the Call Auction, the price band in the normal trading session shall be 5% of the equilibrium price.
 - In case equilibrium price is not discovered in the Call Auction, the price band in the normal trading session shall be 5% of the issue price.

Additionally, the trading shall take place in TFT segment for first 10 days from commencement of trading. The price band shall be 20% and the market maker spread (difference between the sell and the buy quote) shall be within 10% or as intimated by Exchange from time to time.

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

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

The Market Making arrangement, trading and other related aspects including all those specified above shall be subject to the applicable provisions of law and / or norms issued by SEBI / BSE Limited from time to time.

SECTION VI – CAPITAL STRUCTURE

The Equity Share Capital of our Company, before the issue and after giving effect to the issue, as on the date of filing of the Draft Prospectus, is set forth below:

(₹ in Lakh except per share amount)

Sr. No.	Particulars	Aggregate Nominal value	Aggregate value at issue price
1.	AUTHORIZED SHARE CAPITAL 10000000 Equity Shares of face value of ₹10/- each	1000.00	-
2.	ISSUED, SUBSCRIBED AND PAID-UP EQUITY SHARE CAPITAL BEFORE THE ISSUE 7300000 Equity Shares of face value of ₹ 10/- each	730.00	-
3.	PRESENT ISSUE IN TERMS OF THE DRAFT PROSPECTUS		
	Issue of 2700000 Equity Shares of ₹ 10/- each at a price of ₹ 30/- per Equity Share.	270.00	810.00
	Which comprises		
	140000 Equity Shares of ₹ 10/- each at an Issue Price of ₹ 30/- per Equity Share reserved as Market Maker Portion	14.00	42.00
	Net Issue to Public of 2560000 Equity Shares of ₹ 10/- each at an Issue Price of ₹ 30/- per Equity Share to the Public	256.00	768.00
	Net Issue* to Public consists of		
	1280000 Equity Shares of ₹ 10/- each at an Issue Price of ₹ 30/- per Equity Share will be available for allocation for Investors investing amount up to ₹ 2.00 Lakh	128.00	384.00
	1280000 Equity Shares of ₹ 10/- each at an Issue Price of ₹ 30/- per Equity Share will be available for allocation for Investors investing amount above ₹ 2.00 Lakh (Non Retail Portion)	128.00	384.00
4.	PAID UP EQUITY CAPITAL AFTER THE ISSUE 10000000 Equity Shares of ₹ 10/- each	1000.00	-
5.	SECURITIES PREMIUM ACCOUNT		
	Before the Issue		-
	After the Issue	540.00	

* For detailed information on the Net Issue and its allocation various categories, please refer chapter titled “THE ISSUE” on Page no. 31 of this Draft Prospectus.

The Issue has been authorized by the Board of Directors vide a resolution passed at its meeting held on January 11, 2019, and by the shareholders of our Company vide a special resolution passed at the EoGM held on January 15, 2019.

CLASS OF SHARES

The company has only one class of shares i.e. Equity shares of ₹ 10/- each only and all Equity Shares are ranked pari-passu in all respect. All Equity Shares issued are fully paid-up as on date of the Draft Prospectus.

Our Company has not issued any partly paid-up equity shares since its incorporation nor it does have any partly paid-up equity shares as on the date of the Draft Prospectus.

Our Company does not have any outstanding convertible instruments as on the date of the Draft Prospectus.

NOTES TO THE CAPITAL STRUCTURE:

1. Changes in the Authorized Share Capital of our Company:

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

Sr. No.	Particulars of Increase	Cumulative no. of Equity Shares	Cumulative Authorized Share Capital (₹ in Lakh)	Date of Meeting	Whether AGM/ EoGM
1.	On incorporation	7300000	730.00	N.A.	N.A.

Sr. No.	Particulars of Increase	Cumulative no. of Equity Shares	Cumulative Authorized Share Capital (₹ in Lakh)	Date of Meeting	Whether AGM/ EoGM
2.	Increased in authorized capital from ₹ 730.00 Lakh to ₹ 1000.00 Lakh	10000000	1000.00	January 15, 2019	EoGM

2. History of Paid-up Share Capital:

Our existing Paid-up Share Capital has been subscribed and allotted in the manner set forth below:

Date of allotment	Nature of allotment	Number of equity shares Allotted	Face value (In ₹)	Issue price (In ₹)	Nature of consideration (Cash, other than Cash, Bonus)	Cumulative Number of Equity Shares	Cumulative Paid up share Capital (₹ in Lakh)	Cumulative Share Premium (In ₹)
September 11, 2018 (On Incorporation)	Subscription to Memorandum of Association ⁽¹⁾	7300000	10	10	Cash - against the outstanding Credit Balance of respective Individual Partners' Fixed Capital Account	7300000	730.00	-

⁽¹⁾ The details of allotment of Fully Paid up Equity Shares made to the subscribers to the Memorandum of Associations, at par, are as follows:

Sr. No.	Name of Allottee	No. of Equity Shares Allotted	Face Value per share (in ₹)	Issue Price per share (in ₹)
1.	Mr. Ritesh Kaushikbhai Patel	657000	10	10
2.	Mrs. Palak Ritesh Patel	1058500	10	10
3.	Mrs. Nidhi Nileshkumar Patel	1606000	10	10
4.	Mr. Kaushikkumar Bhogilal Patel	18250	10	10
5.	Mr. Nileshkumar Kaushikbhai Patel	1277500	10	10
6.	Mrs. Indiraben Kaushikbhai Patel	1423500	10	10
7.	Mr. Pravinkumar Bhogilal Patel	1259250	10	10
Total		7300000	10	10

- Except allotment of equity shares to subscribers to the Memorandum of Association of our Company against the outstanding Credit Balance of respective Individual Partners' Fixed Capital Account, Our Company has not issued shares for consideration other than cash or out of revaluation of reserves, including Bonus Shares, at any point of time since Incorporation.
- Our Company has not allotted any Equity Shares pursuant to any scheme approved under Sections 391 to 394 of the Companies Act, 1956 and Sections 230 to 234 of the Companies Act, 2013.
- Our Company has not revalued its assets since inception and has not issued any Equity Shares (including bonus shares) by capitalizing any revaluation reserves.
- Our Company has made allotment of equity shares at par to subscribers to the Memorandum of Association of our Company against the outstanding Credit Balance of respective Individual Partners' Fixed Capital Account, i.e. at price lower than the Issue Price during past one year from the date of the Draft Prospectus, details of which are as follows;

Sr. No.	Name of Allottee	Category of Allottee	No. of Equity Shares Allotted	Face Value per share (in ₹)	Issue Price per share (in ₹)	Reason for Issue	Reason for Issue Price
1.	Mr. Ritesh Kaushikbhai Patel	Promoter	657000	10	10	Allotment to Subscribers to	Against the outstanding

Sr. No.	Name of Allottee	Category of Allottee	No. of Equity Shares Allotted	Face Value per share (in ₹)	Issue Price per share (in ₹)	Reason for Issue	Reason for Issue Price
2.	Mrs. Palak Ritesh Patel	Promoter	1058500	10	10	the Memorandum of Association	Credit Balance of respective Individual Partners' Fixed Capital Account
3.	Mrs. Nidhi Nileshkumar Patel	Promoter Group	1606000	10	10		
4.	Mr. Kaushikkumar Bhogilal Patel	Promoter Group	18250	10	10		
5.	Mr. Nileshkumar Kaushikbhai Patel	Promoter	1277500	10	10		
6.	Mrs. Indiraben Kaushikbhai Patel	Promoter Group	1423500	10	10		
7.	Mr. Pravinkumar Bhogilal Patel	Promoter Group	1259250	10	10		
Total			7300000				

7. Our Company does not have any Employee Stock Option Scheme / Employee Stock Purchase Scheme for our employees and we do not intend to allot any shares to our employees under Employee Stock Option Scheme / Employee Stock Purchase Scheme from the proposed issue. As and when, options are granted to our employees under the Employee Stock Option Scheme, our Company shall comply with the SEBI (Share Based Employee Benefits) Regulations, 2014.

8. Our shareholding pattern:

The shareholding pattern of our Company before the issue as per Regulation 31 of the SEBI (LODR) Regulations, 2015 is given here below:

Declaration

Sr. No.	Particular	Yes/No	Promoter and Promoter Group	Public shareholder	Non Promoter-Non Public
1.	Whether the Company has issued any partly paid up shares?	No	No	No	No
2.	Whether the Company has issued any Convertible Securities?	No	No	No	No
3.	Whether the Company has issued any Warrants?	No	No	No	No
4.	Whether the Company has any shares against which depository receipts are issued?	No	No	No	No
5.	Whether the Company has any shares in locked-in?*	No	No	No	No
6.	Whether any shares held by promoters are pledge or otherwise encumbered?	No	No	NA	NA
7.	Whether company has equity shares with differential voting rights?	No	No	No	No

* All Pre-IPO Equity Shares of our Company will be locked-in prior to listing of shares on SME Platform of BSE Limited.

(A). Table I - Summary Statement holding of specified securities

Sr. No. (I)	Category of shareholder (II)	Nos. Of shareholders (III)	No. of fully paid up equity shares held (IV)	No. Of Partly paid up equity shares held (V)	No. Of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V) + (VI)	Share holding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)			No of shares Underlying Outstanding convertible securities (Including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)=(VII)+(X) as a % of (A+B+C2)	Number of Locked in shares (XII)*		Number of shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form	
								Class eg: X	Class eg: y	Total			Total as a % of (A+B+C)	No. (a)	As a % of total shares held (b)	No. (a)		As a % of total shares held (b)
(A)	Promoter & Promoter Group	7	7300000	0	0	7300000	100.00	7300000	0	7300000	100.00	0	100.00	0	0.00	0	0	7300000
(B)	Public	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	N.A.	N.A.	0
(C)	Non Promoter-Non Public																	
(C1)	Shares underlying DRs	0	0	0	0	0	NA	0	0	0	0	0	0	0	0.00	N.A.	N.A.	0
(C2)	Shares held by Employee Trusts	0	0	0	0	0	0	0	0	0	0	0	0	0	0.00	N.A.	N.A.	0
	Total	7	7300000	0	0	7300000	100.00	7300000	0	7300000	100.00	0	100.00	0	0.00	N.A.	N.A.	7300000
Note:																		
* All Pre-IPO Equity Shares of our Company will be locked-in as mentioned above prior to listing of shares on SME Platform of BSE Limited.																		

(B). Table II - Statement showing shareholding pattern of the Promoters and Promoters' Group

Sr. No. (I)	Category of shareholder (II)	Nos. Of shareholders (III)	No. of fully paid up equity shares held (IV)	No. Of Partly paid up equity shares held (V)	No. Of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V) + (VI)	Share holding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)			No of shares Underlying Outstanding convertible securities (Including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)=(VII) + (X) as a % of (A+B+C2)	Number of Locked in shares (XII)*		Number of shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form	
								Class eg: X	Clas seg: y	Total			Total as a % of (A+B+C)	No.	As a % of total shares held (b)	No.		As a % of total shares held (b)
(1)	Indian																	
(a)	Individuals/Hindu undivided Family	7	7300000	0	0	7300000	100.00	7300000	0	7300000	100.00	0	100.00	0	0.00	0	0.00	7300000
1	Mr. Ritesh Kaushikbhai Patel	-	657000	0	0	657000	9.00	657000	0	657000	9.00	0	9.00	0	0.00	0	0.00	657000
2	Mrs. Palak Ritesh Patel	-	1058500	0	0	1058500	14.50	1058500	0	1058500	14.50	0	14.50	0	0.00	0	0.00	1058500
3	Mrs. Nidhi Nileshkumar Patel	-	1606000	0	0	1606000	22.00	1606000	0	1606000	22.00	0	22.00	0	0.00	0	0.00	1606000
4	Mr. Kaushikkumar Bhogilal Patel	-	18250	0	0	18250	0.25	18250	0	18250	0.25	0	0.25	0	0.00	0	0.00	18250
5	Mr. Nileshkumar Kaushikbhai Patel	-	1277500	0	0	1277500	17.50	1277500	0	1277500	17.50	0	17.50	0	0.00	0	0.00	1277500
6	Mrs. Indiraben Kaushikbhai Patel	-	1423500	0	0	1423500	19.50	1423500	0	1423500	19.50	0	19.50	0	0.00	0	0.00	1423500
7	Mr. Pravinkumar Bhogilal Patel	-	1259250	0	0	1259250	17.25	1259250	0	1259250	17.25	0	17.25	0	0.00	0	0.00	1259250
(b)	Central Government/ State Government(s)	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0

(c)	Financial Institutions/ Banks	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(d)	Any Other (specify)	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
	Sub-Total (A)(1)	7	7300000	0	0	7300000	100.00	7300000	0	7300000	100.00	0	100.00	0	0.00	0	0.00	7300000
(2)	Foreign																	
(a)	Individuals (Non Resident Individuals/ Foreign Individuals)	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(b)	Government	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(c)	Institutions	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(d)	Foreign Portfolio Investor	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(e)	Any Other (specify)	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
	Sub-Total (A)(2)	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
	Total Shareholding of Promoters and Promoters' Group (A)=(A)(1)+(A)(2)	7	7300000	0	0	7300000	100.00	7300000	0	7300000	100.00	0	100.00	0	0.00	0	0.00	7300000
Details of Shares which remain unclaimed may be given hear along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc. - N.A																		
Note:																		
	PAN of the Shareholders will be provided by our Company to the Stock Exchange but would not be displayed on website of Stock Exchange(s).																	
	The term "Encumbrance" has the same meaning as assigned under regulation 28(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.																	
*	All Pre-IPO Equity Shares of our Company will be locked-in as mentioned above prior to listing of shares on SME Platform of BSE Limited.																	

(C). Table III - Statement showing shareholding pattern of the Public shareholder

Sr. No. (I)	Category of shareholder (II)	Nos. Of shareholders (II I)	No. of fully paid up equity shares held (IV)	No. Of Partly paid up equity shares held (V)	No. Of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+(VI)	Share holding as a % of total no. of shares (calculated as per SCR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)			No of shares Underlying Outstanding convertible securities (Including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)=(VII)+(X) as a % of (A+B+C2)	Number of Locked in shares (XII)*		Number of shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form	
								Class eg: X	Cl as eg: y	Total			Total as a % of (A+B+C)	No. (a)	As a % of total shares held (b)	No. (a)		As a % of total shares held (b)
(1)	Institutions																	
(a)	Mutual Funds	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	N.A.	N.A.	0
(b)	Venture Capital Funds	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	N.A.	N.A.	0
(c)	Alternate Investment Funds	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	N.A.	N.A.	0
(d)	Foreign Venture Capital Investors	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	N.A.	N.A.	0
(e)	Foreign Portfolio Investors	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	N.A.	N.A.	0
(f)	Financial Institutions/Banks	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	N.A.	N.A.	0
(g)	Insurance Companies	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	N.A.	N.A.	0
(h)	Provident Funds/Pension Funds	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	N.A.	N.A.	0
(i)	Any Other (specify)	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	N.A.	N.A.	0
	Sub-Total (B)(1)	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	N.A.	N.A.	0

(2)	Central Government/ State Government(s)/ President of India	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	N.A.	N.A.	0
	Sub-Total (B)(2)	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	N.A.	N.A.	0
(3)	Non-institutions																	
(a i))	Individuals - i. Individual shareholders holding nominal share capital up to ₹ 2 lakhs.	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	N.A.	N.A.	0
(a ii))	Individuals - ii. Individual shareholders holding nominal share capital in excess of ₹ 2 lakhs.	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	N.A.	N.A.	0
(b)	NBFCs registered with RBI	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	N.A.	N.A.	0
(c)	Employee Trusts	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	N.A.	N.A.	0
(d)	Overseas Depositories (holding DRs) (balancing figure)	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	N.A.	N.A.	0
(e)	Any Other (specify)	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	N.A.	N.A.	0
	Sub-Total (B)(3)	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	N.A.	N.A.	0
	Total Public Shareholding (B)=(B)(1)+(B)(2)+(B)(3)	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	N.A.	N.A.	0
Details of the shareholders acting as persons in Concert including their Shareholding (No. and %): - N.A																		
Details of Shares which remain unclaimed may be given hear along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc. - N.A.																		
Note:																		
	PAN of the Shareholders will be provided by our Company to the Stock Exchange but would not be displayed on website of Stock Exchange(s).																	
*	All Pre-IPO Equity Shares of our Company will be locked-in as mentioned above prior to listing of shares on SME Platform of BSE Limited.																	

(D). Table IV - Statement showing shareholding pattern of the Non Promoter- Non Public shareholder

Sr. No. (I)	Category of shareholder (II)	Nos. Of shareholders (III)	No. of fully paid up equity shares held (IV)	No. Of Partly paid up equity shares held (V)	No. Of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)			No of shares Underlying Outstanding convertible securities (Including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)=(VII)+(X) as a % of (A+B+C2)	Number of Locked in shares (XII)		Number of shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form	
								Class eg: X	Classes eg: y	Total			Total as a % of (A+B+C)	No. (a)	As a % of total shares held (b)	No. (a)		As a % of total shares held (b)
(1)	Custodian/DR Holder - Name of DR Holders (If Available)	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	N.A.	N.A.	0
(2)	Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	N.A.	N.A.	0
	Total Non-Promoter- Non Public Shareholding (C)= (C)(1)+(C)(2)	0	0	0	0	0	0.00	0	0	0	0.00	0.00	0.00	0	0.00	N.A.	N.A.	0.00

Our Company will file shareholding pattern of our Company in the format prescribed under Regulation 31 of the SEBI Listing Regulations, one day prior to the listing of the Equity Shares. The Shareholding pattern will be uploaded on the website of BSE before commencement of trading of such equity shares.

9. The shareholding pattern of our Promoters and Promoters' Group and public before and after the Issue:

Sr. No.	Name of shareholders	Pre issue		Post issue	
		No. of equity shares	As a % of Issued Capital*	No. of equity shares	As a % of Issued Capital*
Promoters					
1	Mr. Ritesh Kaushikbhai Patel	657000	9.00	657000	6.57
2	Mr. Nileshkumar Kaushikbhai Patel	1277500	17.50	1277500	12.78
3	Mrs. Palak Ritesh Patel	1058500	14.50	1058500	10.59
Total - A		2993000	41.00	2993000	29.93
Promoters' Group					
4	Mrs. Nidhi Nileshkumar Patel	1606000	22.00	1606000	16.06
5	Mrs. Indiraben Kaushikbhai Patel	1423500	19.50	1423500	14.24
6	Mr. Kaushikkumar Bhogilal Patel	18250	0.25	18250	0.18
7	Mr. Pravinkumar Bhogilal Patel	1259250	17.25	1259250	12.59
Total - B		4307000	59.00	4307000	43.07
Total Promoters and Promoters' Group (A+B)		7300000	100.00	7300000	73.00
Public - Pre IPO					
8	NIL	0	0.00	0	0.00
Total-C		0	0.00	0	0.00
9	Initial Public Offer - Public	0	0.00	2700000	27.00
Total-D		0	0.00	2700000	27.00
Total Public (C+D)		0	0.00	2700000	27.00
Grand Total (A+B+C+D)		7300000	100.00	10000000	100.00

* Rounded off

10. Details of Major Shareholders:

(A) List of Shareholders holding 1.00% or more of the Paid-up Capital of the Company as on date of the Draft Prospectus:

Sr. No.	Name of shareholders	No. of Equity Shares held*	% of Paid up Capital#
1.	Mrs. Nidhi Nileshkumar Patel	1606000	22.00
2.	Mrs. Indiraben Kaushikbhai Patel	1423500	19.50
3.	Mr. Nileshkumar Kaushikbhai Patel	1277500	17.50
4.	Mr. Pravinkumar Bhogilal Patel	1259250	17.25
5.	Mrs. Palak Ritesh Patel	1058500	14.50
6.	Mr. Ritesh Kaushikbhai Patel	657000	9.00

* The Company has not issued any convertible instruments like warrants, debentures etc. since its Incorporation and there are no outstanding convertible instruments as on date of the Draft Prospectus.

the % has been calculated based on existing (pre-issue) Paid up Capital of the Company.

(B) List of Shareholders holding 1.00% or more of the Paid-up Capital of the Company as on date two years prior to the date of the Draft Prospectus:

Our Company is incorporated on September 11, 2018 and hence, List of Shareholders holding 1.00% or more of the Paid-up Capital of the Company as on date two years prior to the date of the Draft Prospectus is not applicable.

(C) List of Shareholders holding 1.00% or more of the Paid-up Capital of the Company as on date one year prior to the date of the Draft Prospectus:

Our Company is incorporated on September 11, 2018 and hence, List of Shareholders holding 1.00% or more of the Paid-up Capital of the Company as on date on year prior to the date of the Draft Prospectus is not applicable.

(D) List of Shareholders holding 1.00% or more of the Paid-up Capital of the Company as on date ten days prior to the date of the Draft Prospectus:

Sr. No.	Name of shareholders	No. of Equity Shares held*	% of Paid up Capital#
1.	Mrs. Nidhi Nileshkumar Patel	1606000	22.00
2.	Mrs. Indiraben Kaushikbhai Patel	1423500	19.50
3.	Mr. Nileshkumar Kaushikbhai Patel	1277500	17.50
4.	Mr. Pravinkumar Bhogilal Patel	1259250	17.25
5.	Mrs. Palak Ritesh Patel	1058500	14.50
6.	Mr. Ritesh Kaushikbhai Patel	657000	9.00

* The Company has not issued any convertible instruments like warrants, debentures etc. since its Incorporation and there are no outstanding convertible instruments as on date of the Draft Prospectus.

the % has been calculated based on existing (pre-issue) Paid up Capital of the Company.

11. There will be no further issue of capital, whether by way of issue of bonus shares, preferential allotment, right issue or in any other manner during the period commencing from the date of the Draft Prospectus until the Equity Shares of our Company have been listed or refund of application monies in pursuance of the Draft Prospectus. Further, our Company may alter its capital structure by way of split / consolidation of the denomination of Equity Shares or issue of equity shares on a preferential basis or issue of bonus or rights or further public issue of equity shares or qualified institutions placement, within a period of six months from the date of opening of the present issue to finance an acquisition, merger or joint venture or for regulatory compliance or such other scheme of arrangement or any other purpose, as the Board of Directors may deem fit, if an opportunity of such nature is determined by the Board of Directors to be in the interest of our Company.

12. Shareholding of the Promoters of our Company:

As on the date of the Draft Prospectus, our Promoters – Mr. Ritesh Kaushikbhai Patel, Mr. Nileshkumar Kaushikbhai Patel and Mrs. Palak Ritesh Patel hold total 2993000 Equity Shares representing 41.00% of the pre-issue paid up equity share capital of our Company. The build-up of equity shareholding of Promoters of our Company are as follows:

MR. RITESH KAUSHIKBHAI PATEL								
Date of Allotment / Transfer	Nature of Issue Allotment / Transfer	Number of Equity shares	Cumulative No. of Equity Shares	Face Value (in ₹) per share	Issue/ Transfer Price (in ₹) per share	Total Consideration Paid (in ₹)	% of Pre Issue Capital	%of post issue Capital
September 11, 2018 (On Incorporation)	Subscription to Memorandum	657000	657000	10	10	65,70,000	9.00	6.57
Total		657000				65,70,000	9.00	6.57

MR. NILESHKUMAR KAUSHIKBHAI PATEL								
Date of Allotment / Transfer	Nature of Issue Allotment / Transfer	Number of Equity shares	Cumulative No. of Equity Shares	Face Value (in ₹) per share	Issue/ Transfer Price (in ₹) per share	Total Consideration Paid (in ₹)	% of Pre Issue Capital	%of post issue Capital
September 11, 2018 (On Incorporation)	Subscription to Memorandum	1277500	1277500	10	10	1,27,75,000	17.50	12.78
Total		1277500				1,27,75,000	17.50	12.78

MRS. PALAK RITESH PATEL								
Date of Allotment / Transfer	Nature of Issue Allotment / Transfer	Number of Equity shares	Cumulative No. of Equity Shares	Face Value (in ₹) per share	Issue/ Transfer Price (in ₹) per share	Total Consideration Paid (in ₹)	% of Pre Issue Capital	%of post issue Capital
September 11, 2018 (On Incorporation)	Subscription to Memorandum	1058500	1058500	10	10	1,05,85,000	14.50	10.59
Total		1058500				1,05,85,000	14.50	10.59

All the Equity Shares allotted and held by our Promoters were fully paid at the time of allotment itself. Further, none of the Equity Shares held by our Promoters are subject to any pledge.

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

Sr. No.	Name of Promoters	No. of Equity Shares held	Average Cost of Acquisition per equity share (in ₹)
1.	Mr. Ritesh Kaushikbhai Patel	657000	10.00
2.	Mr. Nileshkumar Kaushikbhai Patel	1277500	10.00
3.	Mrs. Palak Ritesh Patel	1058500	10.00

The average cost of acquisition of Equity Shares by our Promoters has been calculated by taking into account the amount paid by them to acquire, by way of fresh issuance or transfer, the Equity Shares less amount received by them for the sale of Equity Shares through transfer, if any and the net cost of acquisition has been divided by total number of shares held as on date of the Draft Prospectus.

14. We have 7 (Seven) shareholders as on the date of filing of the Draft Prospectus.

15. As on the date of the Draft Prospectus, our Promoters and Promoters' Group hold total 7300000 Equity Shares representing 100.00% of the pre-issue paid up share capital of our Company.

16. None of our shareholders belonging to Promoters and Promoters' Group, Directors and their relatives have purchased or sold the Equity Shares of our Company during the past six months immediately preceding the date of filing the Draft Prospectus. However, they have been allotted equity shares pursuant to conversion of erstwhile Partnership Firm in to Company as per their respective subscription to the Memorandum of Association of the Company against outstanding Fixed Capital in the erstwhile Partnership Firm.

17. The members of the Promoters' Group, our Directors and the relatives of our Directors have not financed the purchase by any other person of securities of our Company, other than in the normal course of the business of the financing entity, during the six months immediately preceding the date of filing the Draft Prospectus.

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

Our Promoters have given written consent to include 2010000 Equity Shares subscribed and held by them as a part of Minimum Promoters' Contribution constituting 20.10% of the post issue Paid-up Equity Shares Capital of our Company ("Minimum Promoters' contribution") in terms of Sub-Regulation (1) of Regulation 236 of the SEBI (ICDR) Regulations, 2018 and have agreed not to sell or transfer or pledge or otherwise dispose of in any manner, the Minimum Promoters' Contribution, and to be marked Minimum Promoters' Contribution as locked-in.

In terms of clause (a) of Regulation 238 of the SEBI (ICDR) Regulations, 2018, Minimum Promoters' Contribution as mentioned above shall be locked-in for a period of three years from the date of commencement of commercial production or date of allotment in the Initial Public Offer, whichever is later.

Explanation: The expression "date of commencement of commercial production" means the last date of the month in which commercial production of the project in respect of which the funds raised are proposed to be utilised as stated in the offer document, is expected to commence.

We further confirm that Minimum Promoters' Contribution of 20.10% of the post Issue Paid-up Equity Shares Capital does not include any contribution from Alternative Investment Fund.

The Minimum Promoters' Contribution has been brought into to the extent of not less than the 20% of the Post Issue Capital and has been contributed by the persons defined as Promoters under the SEBI (ICDR) Regulations, 2018.

The lock-in of the Minimum Promoters' Contribution will be created as per applicable regulations and procedure and details of the same shall also be provided to the Stock Exchange before listing of the Equity Shares.

The details Minimum Promoters' Contribution are as follows:

MR. RITESH KAUSHIKBHAI PATEL

Date of Allotment / Transfer	Date when Fully Paid-up	Nature of Issue/ Allotment / Transfer	Number of Equity shares	Face Value (in ₹) per share	Issue/ Transfer Price (in ₹) per share	Source of Contribution *	%of Pre issue Capital	%of post issue Capital	Date up to which Equity Shares are subject to Lock-in
September 11, 2018 (On Incorporation)	September 11, 2018	Subscription to Memorandum	650000	10	10	From the capital outstanding in the erstwhile Partnership Firm which was contributed from Owned Capital and Personal Savings	8.90	6.50	April 30, 2022
Total			650000				8.90	6.50	

* The Source of Contribution as certified by the M/s. Mukeshkumar Jain & Co., Chartered Accountant, Ahmedabad vide their certificate dated February 11, 2019.

MR. NILESHKUMAR KAUSHIKBHAI PATEL

Date of Allotment / Transfer	Date when Fully Paid-up	Nature of Issue/ Allotment / Transfer	Number of Equity shares	Face Value (in ₹) per share	Issue/ Transfer Price (in ₹) per share	Source of Contribution *	%of Pre issue Capital	%of post issue Capital	Date up to which Equity Shares are subject to Lock-in
September 11, 2018 (On Incorporation)	September 11, 2018	Subscription to Memorandum	680000	10	10	From the capital outstanding in the erstwhile Partnership Firm which was contributed from Owned Capital and Personal Savings	9.32	6.80	April 30, 2022
Total			680000				9.32	6.80	

* The Source of Contribution as certified by the M/s. Mukeshkumar Jain & Co., Chartered Accountant, Ahmedabad vide their certificate dated February 11, 2019.

MRS. PALAK RITESH PATEL

Date of Allotment / Transfer	Date when Fully Paid-up	Nature of Issue/ Allotment / Transfer	Number of Equity shares	Face Value (in ₹) per share	Issue/ Transfer Price (in ₹) per share	Source of Contribution *	%of Pre issue Capital	%of post issue Capital	Date up to which Equity Shares are subject to Lock-in
September 11, 2018 (On Incorporation)	September 11, 2018	Subscription to Memorandum	680000	10	10	From the capital outstanding in the erstwhile Partnership Firm which was contributed from Owned Capital and Personal Savings	9.32	6.80	April 30, 2022
Total			680000				9.32	6.80	

* The Source of Contribution as certified by the M/s. Mukeshkumar Jain & Co., Chartered Accountant, Ahmedabad vide their certificate dated February 11, 2019.

All the equity shares were allotted against the capital existing in “Ameedhara Industries” (erstwhile Partnership Firm) for a period of more than one year on a continuous basis to subscribers to the Memorandum of Association of the Company. All the Equity Shares allotted and held by our Promoters were fully paid at the time of allotment itself. Our Company shall ensure that the Equity Shares held by the Promoters / members of the Promoters’ Group shall be dematerialized prior to listing of shares.

In terms of Regulation 237 of the SEBI (ICDR) Regulations, 2018, we confirm that the Minimum Promoters’ Contribution of 20.10% of the Post Issue Capital of our Company as mentioned above does not consist of;

- Equity Shares acquired during the preceding three years for;
 - consideration other than cash and revaluation of assets or capitalization of intangible assets is involved in such transaction;
 - resulting from a bonus issue by utilization of revaluation reserves or unrealized profits of the company or from bonus issue against equity shares which are ineligible for minimum Promoters’ contribution;
- The Equity Shares held by the Promoters and offered for Minimum Promoters’ contribution which are subject to any pledge with any creditor;
- Equity Shares acquired by Promoters during the preceding one year at a price lower than the price at which equity shares are being offered to public in the Initial Public offer;

Further, Equity shares which have been issued to our promoters upon conversion of a partnership firm during the preceding one year at a price less than the issue price, against funds brought in by them during that period, in case of an issuer formed by conversion of one or more partnership firms or limited liability partnerships, where the partners of the erstwhile partnership firms or limited liability partnerships are the promoters of the issuer and there is no change in the management are ineligible for Minimum Promoters’ Contribution. *Provided that specified securities, allotted to the promoters against the capital existing in such firms for a period of more than one year on a continuous basis, shall be eligible.*

Therefore, Minimum Promoters’ Contribution of 20.10% of the Post Issue Capital of our Company as mentioned above consist of equity shares that are allotted to the promoters against the capital existing in erstwhile partnership firm for a period of more than one year on a continuous basis and hence eligible for Minimum Promoters’ Contribution.

19. Lock in of Equity Shares held by Promoters in excess of Minimum Promoters’ contribution:

In addition to Minimum Promoters’ Contribution which shall be locked-in for three years, the balance 983000 Equity Shares held by Promoters shall be locked in for a period of one year from the date of allotment in the Initial Public Offer as provided in clause (b) of Regulation 238 of the SEBI (ICDR) Regulations, 2018.

20. Lock in of Equity Shares held by Persons other than the Promoters:

In terms of Regulation 239 of the SEBI (ICDR) Regulations, 2018, the entire pre-issue capital held by the Persons other than the Promoters shall be locked in for a period of one year from the date of allotment in the Initial Public Offer. Accordingly 4307000 Equity shares held by the Persons other than the Promoters shall be locked in for a period of one year from the date of allotment in the Initial Public Offer.

21. Inscription or Recording of non-transferability:

In terms of Regulation 241 of the SEBI (ICDR) Regulations, 2018, our Company confirms that certificates of Equity Shares which are subject to lock in shall contain the inscription “Non-Transferable” and specify the lock-in period and in case such equity shares are dematerialized, the Company shall ensure that the lock-in is recorded by the Depository.

22. Pledge of Locked in Equity Shares:

In terms of Regulation 242 of the SEBI (ICDR) Regulations, 2018, the Equity Shares held by our Promoters and locked in may be pledged as a collateral security for a loan granted by a scheduled commercial bank or public financial institution or a systemically important non-banking finance company or housing finance company, subject to following;

- In case of Minimum Promoters’ Contribution, the loan has been granted to the issuer company or its subsidiary (ies) for the purpose of financing one or more of the Objects of the Issue and pledge of equity shares is one of the terms of sanction of the loan.

- In case of Equity Shares held by Promoters in excess of Minimum Promoters' contribution, the pledge of equity shares is one of the terms of sanction of the loan.

However, lock in shall continue pursuant to the invocation of the pledge and such transferee shall not be eligible to transfer the equity shares till the lock in period stipulated has expired.

23. Transferability of Locked in Equity Shares:

In terms of Regulation 243 of the SEBI (ICDR) Regulations, 2018 and subject to provisions of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as applicable;

- The Equity Shares held by our Promoters and locked in as per Regulation 238 of the SEBI (ICDR) Regulations, 2018 may be transferred to another Promoters or any person of the Promoters' Group or to a new promoter(s) or persons in control of our Company, subject to continuation of lock-in for the remaining period with transferee and such transferee shall not be eligible to transfer them till the lock-in period stipulated has expired.
- The equity shares held by persons other than promoters and locked in as per Regulation 239 of the SEBI (ICDR) Regulations, 2018 may be transferred to any other person (including Promoter and Promoters' Group) holding the equity shares which are locked-in along with the equity shares proposed to be transferred, subject to continuation of lock-in for the remaining period with transferee and such transferee shall not be eligible to transfer them till the lock-in period stipulated has expired.

24. Our Company, our Directors and the Lead Manager to this Issue have not entered into any buy-back or similar arrangements with any person for purchase of our Equity Shares issued by our Company.

25. As on date of the Draft Prospectus, there are no Partly Paid-up Shares and all the Equity Shares of our Company are fully paid up. Further, since the entire money in respect of the Issue is being called on application, all the successful applicants will be issued fully paid-up equity shares.

26. Neither the Lead Manager, nor their associates hold any Equity Shares of our Company as on the date of the Draft Prospectus.

27. Prior to this Initial Public Offer, our Company has not made any public issue or right issue to public at large.

28. There are no safety net arrangements for this public issue.

29. As on the date of filing of the Draft Prospectus, there are no outstanding warrants, options or rights to convert debentures, loans or other financial instruments into our Equity Shares.

30. As per RBI regulations, OCBs are not allowed to participate in this offer.

31. Our Company has not raised any bridge loan against the proceeds of this Issue. However, depending on business requirements, we may consider raising bridge financing facilities, pending receipt of the Net Proceeds.

32. There are no Equity Shares against which depository receipts have been issued.

33. As on date of the Draft Prospectus, other than the Equity Shares, there are is no other class of securities issued by our Company.

34. Our Company undertakes that at any given time, there shall be only one denomination for our Equity Shares, unless otherwise permitted by law.

35. An Applicant cannot make an application for more than the number of Equity Shares being issued through this Issue, subject to the maximum limit of investment prescribed under relevant laws applicable to each category of investors.

36. Since present issue is a fixed price issue, the allocation in the net offer to the public category in terms of Regulation 253(2) of the SEBI (ICDR) (Amendment) Regulations, 2018 shall be made as follows:

- (a). minimum fifty per cent. to retail individual investors; and
- (b). remaining to:

- i) individual applicants other than retail individual investors; and
- ii) other investors including corporate bodies or institutions, irrespective of the number of Equity Shares applied for;

Provided that the unsubscribed portion in either of the categories specified in clauses (a) or (b) may be allocated to applicants in the other category.

Explanation: If the retail individual investor category is entitled to more than fifty per cent. of the Net issue size on a proportionate basis, the retail individual investors shall be allocated that higher percentage.

37. No incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise shall be offered by any person connected with the distribution of the issue to any person for making an application in the Initial Public Offer, except for fees or commission for services rendered in relation to the issue.
38. Our Promoters and the members of our Promoters' Group will not participate in this offer.
39. Our Company shall ensure that transactions in the Equity Shares by the Promoters and the Promoters' Group between the date of filing the Draft Prospectus and the Issue Closing Date shall be reported to the Stock Exchanges within twenty-four hours of such transaction.
40. Except as stated below, none of our other Directors or Key Managerial Personnel holds Equity Shares in our Company.

Sr. No.	Name	Designation	No. of Equity Shares held	% of Pre Issue Equity Share Capital	% of Post Issue Equity Share Capital
1.	Mr. Ritesh Kaushikbhai Patel	Chairman and Managing Director	657000	9.00	6.57
2.	Mr. Nileshkumar Kaushikbhai Patel	Whole-Time Director	1277500	17.50	12.78
3.	Mrs. Palak Ritesh Patel	Non-Executive Director	1058500	14.50	10.59
4.	Mrs. Nidhi Nileshkumar Patel	Chief Financial Officer	1606000	22.00	16.06

SECTION VII – PARTICULARS OF THE ISSUE

OBJECTS OF THE ISSUE

REQUIREMENTS OF FUNDS

The proceeds of the Issue, after deducting Issue related expenses, are estimated to be ₹ 770 Lakhs (the “Net Proceeds”).

We intend to utilize the Net Proceeds towards the following object:

1. Funding the Working Capital Requirement

The main objects clause of our Memorandum of Association and the objects incidental and ancillary to the main objects enables us to undertake the activities for which funds are being raised in the Issue. The existing activities of our company are within the objects clause of our Memorandum of Association.

Also, we believe that the listing of Equity Shares will enhance our Company’s corporate image, brand name and create a public market for our Equity Shares in India.

ISSUE PROCEEDS

The details of proceeds of the Issue are set out in the following table:

Particulars	Estimated Amount (₹ in Lakhs)
Gross Proceeds from the Issue	810.00
Less: Issue Related Expenses	40.00
Net Proceeds	770.00

UTILIZATION OF NET PROCEEDS

The Net proceeds are proposed to be used in the manner set out in the following table:

Particulars	Estimated Amount (₹ in Lakhs)	Percentage of Gross Proceeds	Percentage of Net Proceeds
Funding the Working Capital Requirement	770.00	95.06%	100%
Net Proceeds	770.00		

MEANS OF FINANCE

The working capital requirements under our object will be met through the Net Proceeds to the extent of ₹770.00 Lakhs and balance through internal accruals, existing networth/capital, long term (secured and unsecured Loans) and short term bank finance. Further details of funding of object is given below:

Object of the Issue	Amount Required	Net IPO Proceeds	Internal Accruals and Existing Net worth/Capital	₹ in Lakh	
				Long Term (Secured and Unsecured)	Short Term Cash Credit Facilities from Bank
Funding the Working Capital Requirement	4725.93	770.00	715.45	840.48	2400.00

Accordingly, we confirm that we are in compliance with the requirement to make the firm arrangement of finance under Regulation 230(1)(e) of the SEBI ICDR Regulations, 2018 and Clause 9 (C) of Part A of Schedule VI of the SEBI ICDR Regulations, 2018 (which requires firm arrangements of finance through verifiable means for 75% of the stated means of finance, excluding the Issue Proceeds and existing identifiable internal accruals).

Our fund requirements and deployment thereof are based on the estimates of our management. These are based on current circumstances of our business and are subject to change in light of changes in external circumstances or costs, or in our financial condition and business or strategy. Our management, in response to the dynamic nature of the industry, will

have the discretion to revise its business plan from time to time and consequently our funding requirement and deployment of funds may also change. This may also include rescheduling the proposed utilization of Proceeds and increasing or decreasing expenditure for a particular object vis-à-vis the utilization of Proceeds.

SCHEDULE OF IMPLEMENTATION AND DEPLOYMENT OF FUNDS

We propose to deploy the Net Proceeds for the aforesaid purposes in accordance with the estimated schedule of implementation and deployment of funds set forth in the table below:

Sr. No.	Particulars	Amount to be funded from the Net Proceeds (₹ in Lakhs)	Estimated Utilization of Net Proceeds (₹ in Lakhs) (Financial year 2019-20)*
1.	Funding the Working Capital Requirement	770.00	770.00

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

DETAILS OF THE OBJECT

The details of the objects of the Issue are set out below.

1. Funding the Working Capital Requirement:

Our Company is processing raw wheat, rice paddy and raw rice. Our Final products, i.e. Wheat and Rice are sold directly to whole sellers and to flour millers. Our business model is B2B (Business to Business Basis). Our Unit I existing installed capacity of processing rice is 144 Tonne per day (**considering 18 hours per day as an average no. of working hours**) and Unit II existing installed capacity of processing wheat is 216 Tonne per day (**considering 18 hours per day as an average no. of working hours**). As on March 31, 2018, Net Working Capital requirement of our Company is ₹ 3374.16 Lakhs as against that of ₹ 2823.18 lakhs as on March 31, 2017. The Net Working capital requirement for the period ended December 31, 2018 is ₹ 3585.44 Lakhs and the working capital requirement for the financial year 2019-20 is expected to ₹ 4725.93 Lakhs.

As on the date of this Draft Prospectus, we meet our working capital requirements in the ordinary course of business from internal accruals, existing networth/capital, long term (secured and unsecured Loans) and short term bank finance etc.

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

(₹in Lakhs)

Particulars	March 31, 2017 (Restated)	March 31, 2018 (Restated)	December 31, 2019 (Restated)	March 31, 2020 (Estimated)
Inventories				
Raw Material	54.36	0.55	73.48	123.08
Finished Goods	2569.45	2216.91	2349.89	2526.27
Trade receivables	705.16	1541.19	2250.53	2560.60
Cash and cash equivalents	10.53	22.47	58.68	10.78
Short-term loans and advances	42.81	36.53	53.26	63.51
Other Current Assets	0.00	0.00	10.25	0.00
Total Current Assets (A)	3382.31	3817.65	4796.09	5284.24
Trade payables	481.54	272.76	1008.41	430.79
Other current liabilities	37.45	115.91	99.41	46.50
Short-term provisions	40.14	54.82	102.82	81.01
Total Current Liabilities (B)	559.13	443.49	1210.65	558.31
Net Working Capital (A-B)	2823.18	3374.16	3585.44	4725.93
Funding Pattern				
Existing Capital and Internal Accruals	510.69	538.50	495.55	715.45
Long Term (Secured and Unsecured Loan) from NBFC, Promoter and Promoter Group, Friends, Relatives and others*	456.48	920.83	840.48	840.48
Short Term Borrowings	1856.02	1914.82	2249.42	2400.00^
Balance from Net IPO Proceeds	-	-	-	770.00

* Our Company is having Long Term Working Capital Loan facilities of ₹ 465.00 Lakhs from Aditya Brila Finance Limited (“NBFC”).

^ Our Company is having Financial Assistance – Cash Credit limit of ₹ 2400.00 Lakh from Bank of Baroda.

Assumptions for working capital requirements

Particulars	No. of Days outstanding or holding level for the			Justification for Holding
	F.Y. 2016-17	F.Y. 2017-18	F.Y. 2019-20 (Estimated)	
Trade Receivables	27.53	53.38	60.30	Estimate for 2019-20 is on the basis of past two years outstanding Debtors and leverage upto additional 7 days will be given to our debtors.
Trade Payables	10.65	10.64	19.60	Estimate for 2019-20 is on the basis of past two year’s credit given by the suppliers.
Inventory				
Raw Material	2.25	0.02	2.90	Estimate for 2019-20 is on the basis of past two years Raw Material holding period.
Finished Goods	106.23	84.14	59.49	Estimate for 2019-20 is on the basis of past two years Finished goods holding period.

ISSUE RELATED EXPENSES

The total expenses of the Issue are estimated to be approximately ₹40.00 lakhs. The expenses of this include, among others, underwriting and management fees, printing and distribution expenses, advertisement expenses, legal fees and listing fees. The estimated Issue expenses are as follows:

Particulars	Expenses (₹ in Lakh)	Expenses (% of total Issue expenses)	Expenses (% of Gross Issue Proceeds)
Lead Manger Fees including Underwriting Commission	20.00	50.00	2.47
Fees Payable to Registrar to the Issue	1.00	2.50	0.12
Fees Payable to Advertising and Marketing Expenses	1.00	2.50	0.12
Fees Payable to Regulators including Stock Exchanges	2.50	6.25	0.31
Payment for Printing and Distribution of Issue Stationaries	1.00	2.50	0.12
Others (Fees Payable to Peer Review Auditor, Fees to Legal Advisors, Marketing Expenses, Custodians , Market Making, Brokerage, Processing Fees for Application and Miscellaneous Expenses)	14.50	36.25	1.79
Total Estimated Issue Expenses	40.00	100.00	4.94

Notes:

- Up to March 5, 2019, Our Company has deployed/incurred expense of ₹1.39 Lakhs towards Issue Expenses and custodian connectivity charges out of internal accruals duly certified by Statutory Auditor M/s. Mukeshkumar Jain & Co., Chartered Accountants vide its certificate dated March 8, 2019.
- Any expenses incurred towards aforesaid issue related expenses during the period from March 5, 2018 to till the date of listing of Equity Shares will be reimburse/recouped out of the gross proceeds of the issue.
- The brokerage and selling commission payable to SCSBs for the ASBA Application Forms procured by them would be at par as payable to brokers for the Application forms procured by them. SCSBs will be entitled to a processing fee of ₹10/- per Application Form for processing of the Application Forms procured by other Application Collecting Intermediary and submitted to them on successful allotment. Selling commission payable to Registered broker, SCSBs, RTAs, CDPs on the portion directly procured from Retail Individual Applicants and Non Institutional Applicants, would be 0.05% on the Amount Allotted (Amount Allotted is the product of the number of Equity Shares Allotted and the Issue Price).The commissions and processing fees shall be payable within 30 working days post the date of receipt of final invoices of the respective intermediaries.

APPRAISAL REPORT

None of the objects for which the Issue Proceeds will be utilised have been financially appraised by any financial institutions / banks.

BRIDGE FINANCING

We have not entered into any bridge finance arrangements that will be repaid from the Net Issue Proceeds. However, we may draw down such amounts, as may be required, from an overdraft arrangement / cash credit facility with our lenders, to finance the existing ongoing project facility requirements until the completion of the Issue. Any amount that is drawn down from the overdraft arrangement / cash credit facility during this period to finance our existing/ongoing projects will be repaid from the Net Proceeds of the Issue.

INTERIM USE OF FUNDS

Pending utilization of the Issue Proceeds for the Objects of the Issue described above, our Company shall deposit the funds only in 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, pending utilization of the proceeds of the Issue as described above, it shall not use the funds from the Issue Proceeds for any investment in equity and/or real estate products and/or equity linked and/or real estate linked products.

MONITORING UTILIZATION OF FUNDS

There is no requirement for the appointment of a monitoring agency, as the Issue size is less than ₹ 10,000 Lakhs. Our Board will monitor the utilization of the proceeds of the Issue and 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 Fiscal subsequent to receipt of listing and trading approvals from the Stock Exchanges.

Pursuant to Regulation 32 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, our Company shall on half-yearly basis disclose to the Audit Committee the Application of the proceeds of the Issue. On an annual basis, our Company shall prepare a statement of funds utilized for purposes other than stated in this Draft Prospectus and place it before the Audit Committee. Such disclosures shall be made only until such time that all the proceeds of the Issue have been utilized in full.

VARIATION IN OBJECTS

In accordance with Section 13(8) and Section 27 of the Companies Act, 2013 and applicable rules, our Company shall not vary the objects of the Issue without our Company being authorized to do so by the Shareholders by way of a special resolution through postal ballot. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution (the "Postal Ballot Notice") shall specify the prescribed details as required under the Companies Act and applicable rules. The Postal Ballot Notice shall simultaneously be published in the newspapers, one in English and one in the vernacular language of the jurisdiction where the Registered Office is situated. Our Promoters or controlling Shareholders will be required to provide an exit opportunity to such Shareholders who do not agree to the proposal to vary the objects, at such price, and in such manner, as may be prescribed by SEBI, in this regard.

OTHER CONFIRMATIONS

No part of the proceeds of the Issue will be paid by us to the Promoters and Promoter Group, the Directors, Associates, Key Management Personnel or Group Companies except in the normal course of business and in compliance with the applicable law.

BASIS FOR ISSUE PRICE

The issue price has been determined by the issuer in consultation with the lead manager. The financial data presented in this section are based on our Company's Restated Financial Statements. Investors should also refer to the sections/chapters titled "RISK FACTORS" and "RESTATED FINANCIAL INFORMATION" on Page no. 18 and 123 respectively of this Draft Prospectus to get a more informed view before making the investment decision.

QUALITATIVE FACTORS

- Location of the Factory (Processing Unit)
- Installed Capacity, Cost effective production and timely fulfillment of orders
- Leveraging the experience of our Promoters

For details of qualitative factors, please refer to the paragraph "OUR COMPETITIVE STRENGTHS" in the chapter titled "BUSINESS OVERVIEW" beginning on Page no. 74 of this Draft Prospectus.

QUANTITATIVE FACTORS

1. Basic & Diluted Earnings Per Share (EPS):

$$\text{Basic \& Diluted earnings per share (₹)} = \frac{\text{Restated Profit After Tax attributable to Equity Shareholders}}{\text{Number of Equity Shares outstanding as at December 31, 2018}}$$

Financial Year/Period	Basic and Diluted EPS (in ₹)#	Weights
Financial Year ended March 31, 2016	0.28	1
Financial Year ended March 31, 2017	0.38	2
Financial Year ended March 31, 2018	0.71	3
Weighted Average	0.53	
For the period September 11, 2018 to December 31, 2018*	0.55	
For the period April 01, 2018 to September 10, 2018 *	0.35	

Face Value of Equity Share is ₹ 10. *Not Annualized

2. Price to Earnings (P/E) ratio in relation to Issue Price of ₹ 30:

$$\text{Price to Earnings Ratio(P/E)} = \frac{\text{Issue Price}}{\text{Earnings Per Share}}$$

Particulars	EPS (in ₹)	P/E at the Issue Price (₹ 30)
Based on EPS of Financial Year ended March 31, 2018	0.71	42.24
For the period September 11, 2018 to December 31, 2018*	0.55	54.07
For the period April 01, 2018 to September 10, 2018 *	0.35	86.84
Based on Weighted Average EPS	0.53	56.72

*Not Annualized

3. Average Return on Net Worth:

$$\text{Return on Net Worth (\%)} = \frac{\text{Restated Profit After Tax attributable to Equity Shareholders}}{\text{Net Worth}} * 100$$

Financial Year/Period	Return on Net Worth (%)	Weights
Financial Year ended March 31, 2016	3.35	1
Financial Year ended March 31, 2017	3.45	2
Financial Year ended March 31, 2018	6.11	3
Weighted Average	4.76	
For the period September 11, 2018 to December 31, 2018	5.32	
For the period April 01, 2018 to September 10, 2018	3.50	

4. Net Asset Value per Equity Share:

$$\text{Restated Net Asset Value per equity share (₹)} = \frac{\text{Restated Net Worth as at the end of the year}}{\text{Number of Equity Shares outstanding as at December 31, 2018}}$$

Particular	Amount (in ₹)
As at March 31, 2018	11.63
NAV per Equity Share after the Issue	15.71
Issue Price per Equity Share	30.00

5. Comparison of Accounting Ratios with Peer Group Companies:

Name of the company	Standalone/ Consolidated	Face Value (₹)	Current Market Price (₹) [@]	EPS (₹) Basic	P/E Ratio	RoNW (%)	NAV per Equity Share (₹)	Revenue from operations (₹ in Lakhs)
Kaneri Agro Industries Limited	Standalone	10	30.00	0.71	42.24	6.11	11.63	10,538.44
Peer Group								
AKG Exim Limited [^]	Standalone	10	33.50	2.11	15.88	8.39	25.15	11,182.13
Sarveshwar Foods Limited [^]	Standalone	10	30.15	5.74	5.25	9.91	43.34	21,673.70
Mishtann Foods Limited [^]	Standalone	10	46.50	1.81	25.70	14.76	12.26	38,752.62

Note: The EPS, P/E Ratio, NAV, RoNW and revenue from operations of Kaneri Agro Industries Limited are taken as per Restated Financial Statement for the Financial Year 2017-18.

[@] Current Market Price (CMP) is taken as the closing price of respective scripts as on March 06, 2019 at National Stock Exchange of India Limited/BSE Limited. For our Company, we have taken the issue price of equity share.

[^] The Figures as at March 31, 2018 and are taken from the Annual Report uploaded on its website/Stock Exchange(s).

6. The face value of Equity Shares of our Company is ₹ 10/- per Equity Share and the Issue price is 3 times the face value of equity share.

The Issue Price of ₹ 30/- is determined by our Company in consultation with the Lead Manager is justified based on the above accounting ratios. For further details, please refer to the section titled “RISK FACTORS” and chapters titled “BUSINESS OVERVIEW” and “RESTATED FINANCIAL INFORMATION” beginning on Page nos. 18, 74 and 123 respectively of this Draft Prospectus.

STATEMENT OF POSSIBLE TAX BENEFITS

To,
The Board of Directors,
Kaneri Agro Industries Limited
Survey No.155/P, Village: Lodariyal,
Bavla Sanand Road,
Ahmedabad – 382 220, Gujarat, India

Dear Sir,

Sub: Statement of possible tax benefits (“the statement”) available to Kaneri Agro Industries Limited (“the company”) and its shareholder prepared in accordance with the requirement in Point No. 9 (L) of Part A of Schedule VI to the Securities Exchange Board of India (Issue of Capital Disclosure Requirements) Regulations, 2018.

Ref.: Initial Public Offer of Equity Shares by Kaneri Agro Industries Limited

We hereby report that the enclosed annexure for the possible special tax benefits available to the Company and the shareholders of the Company under the Income Tax Act, 1961 (“Act”) as amended by the Finance Act, 2018 (i.e. applicable to Financial Year 2018-19 relevant to Assessment Year 2019-20), presently in force in India. These benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the Act. Hence, the ability of the Company or its shareholders to derive the special tax benefits, if any, is dependent upon fulfilling such conditions which, based on business imperatives which the Company may face in the future, the Company may or may not choose to fulfill.

The benefits discussed in the enclosed annexure cover special tax benefits only which are available to the Company and its Shareholders and do not cover any general tax benefits available to the Company or its Shareholders.

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. A shareholder is advised to consult his/ her/ its own tax consultant with respect to the tax implications arising out of his/her/its participation in the proposed issue, particularly in view of ever changing tax laws in India.

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

- The Company and its shareholders will continue to obtain these benefits in future; or
- 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.

No assurance is given that the revenue authorities/ Courts will concur with the view expressed herein. Our views are based on existing provisions of law and its implementation, which are subject to change from time to time. We do not assume any responsibility to update the views consequent to such changes.

We shall not be liable to the Company for any claims, liabilities or expenses relating to this assignment extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We are not liable to any other person in respect of this statement.

This certificate is provided solely for the purpose of assisting the addressee Company in discharging its responsibility under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 for inclusion in the Draft Red Herring Prospectus/Red Herring Prospectus/Prospectus in connection with the proposed issue of equity shares and is not to be used, referred to or distributed for any other purpose without our written consent.

For, **Mukeshkumar Jain & Co.**
Chartered Accountants
FRN: 106619W

Kandarp Patel
Membership No. 129601
Date: 31/01/2019
Place: Ahmedabad

ANNEXURE TO THE STATEMENT OF TAX BENEFITS

The information provided below sets out the possible special tax benefits available to the Company and the Equity Shareholders under the Income Tax Act, 1961 presently in force in India. It is not exhaustive or comprehensive and is not intended to be a substitute for professional advice. Investors are advised to consult their own tax consultant with respect to the tax implications of an investment in the Equity Shares 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.

YOU SHOULD CONSULT YOUR OWN TAX ADVISORS CONCERNING THE INDIAN TAX IMPLICATIONS AND CONSEQUENCES OF PURCHASING, OWNING AND DISPOSING OF EQUITY SHARES IN YOUR PARTICULAR SITUATION

A. SPECIAL TAX BENEFITS TO THE COMPANY

The Company is not entitled to any special tax benefits under the Act.

B. SPECIAL TAX BENEFITS TO THE SHAREHOLDER

The Shareholders of the Company are not entitled to any special tax benefits under the Act

Note:

1. All the above benefits are as per the current tax laws and will be available only to the sole / first name holder where the shares are held by joint holders.
2. The above statement covers only certain relevant direct tax law benefits and does not cover any indirect tax law benefits or benefit under any other law.

We hereby give our consent to include our above referred opinion regarding the tax benefits available to the Company and to its shareholders in the offer document.

SECTION VIII – ABOUT US

INDUSTRY OVERVIEW

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

WORLD ECONOMIC OUTLOOK

Global growth is moderating as the recovery in trade and manufacturing activity loses steam. Despite ongoing negotiations, trade tensions among major economies remain elevated. These tensions, combined with concerns about softening global growth prospects, have weighed on investor sentiment and contributed to declines in global equity prices. Borrowing costs for emerging market and developing economies (EMDEs) have increased, in part as major advanced-economy central banks continue to withdraw policy accommodation in varying degrees. A strengthening U.S. dollar, heightened financial market volatility, and rising risk premiums have intensified capital outflow and currency pressures in some large EMDEs, with some vulnerable countries experiencing substantial financial stress. Energy prices have fluctuated markedly, mainly due to supply factors, with sharp falls toward the end of 2018. Other commodity prices - particularly metals have also weakened, posing renewed headwinds for commodity exporters.

Economic activity in advanced economies has been diverging of late. Growth in the United States has remained solid, bolstered by fiscal stimulus. In contrast, activity in the Euro Area has been somewhat weaker than previously expected, owing to slowing net exports. While growth in advanced economies is estimated to have slightly decelerated to 2.2 percent last year, it is still above potential and in line with previous forecasts. EMDE growth edged down to an estimated 4.2 percent in 2018 - 0.3 percentage point slower than previously projected - as a number of countries with elevated current account deficits experienced substantial financial market pressures and appreciable slowdowns in activity. More generally, as suggested by recent high-frequency indicators, the recovery among commodity exporters has lost momentum significantly, largely owing to country-specific challenges within this group. Activity in commodity importers, while still robust, has slowed somewhat, reflecting capacity constraints and decelerating export growth. In low-income countries (LICs), growth is firming as infrastructure investment continues and easing drought conditions support a rebound in agricultural output. However, LIC metals exporters are struggling partly reflecting softer metals prices. Central banks in many EMDEs have tightened policy to varying degrees to confront currency and inflation pressures.

In all, global growth is projected to moderate from a downwardly revised 3 percent in 2018 to 2.9 percent in 2019 and 2.8 percent in 2020-21, as economic slack dissipates, monetary policy accommodation in advanced economies is removed, and global trade gradually slows. Growth in the United States will continue to be supported by fiscal stimulus in the near term, which will likely lead to larger and more persistent fiscal deficits. Advanced-economy growth will gradually decelerate toward potential, falling to 1.5 percent by the end of the forecast horizon, as monetary policy is normalized and capacity constraints become increasingly binding.

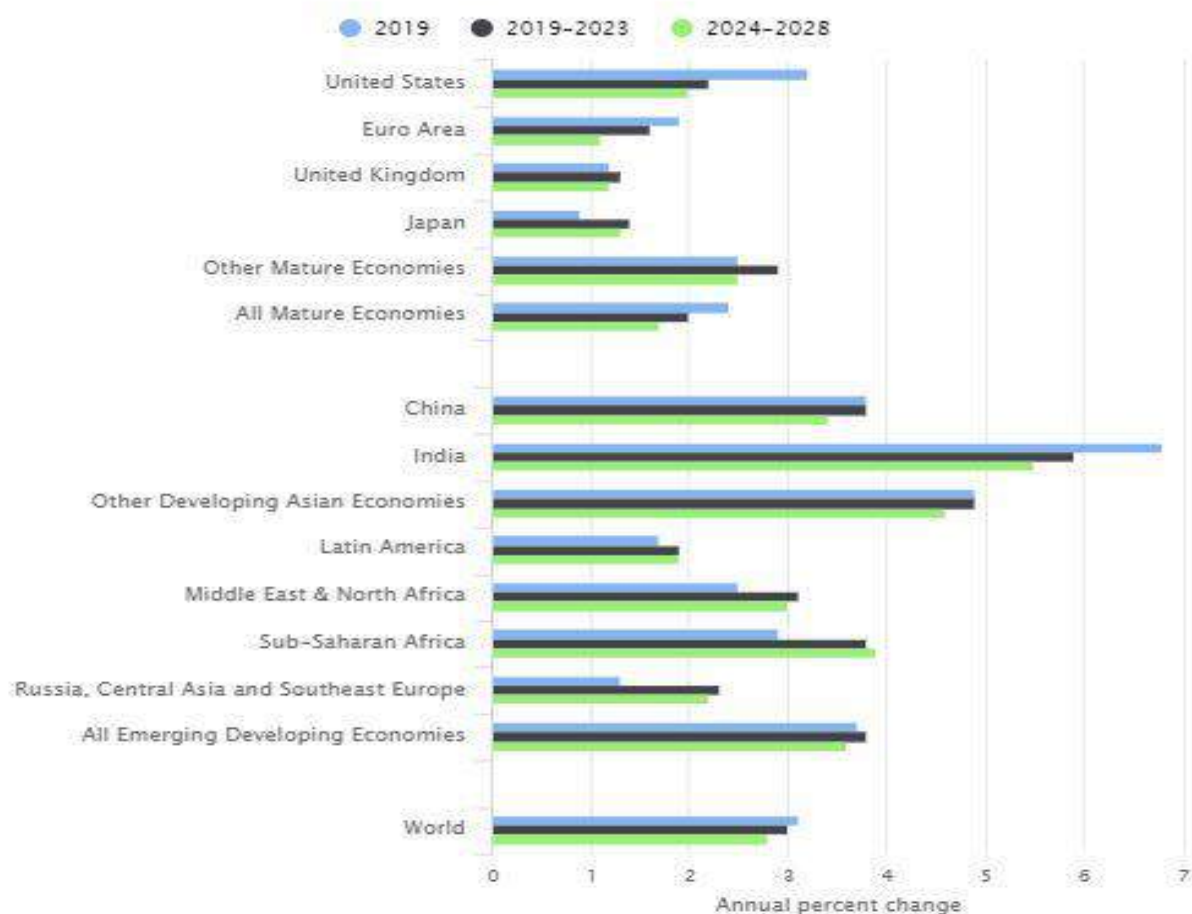
Softening global trade and tighter financing conditions will result in a more challenging external environment for EMDE economic activity. EMDE growth is expected to stall at 4.2 percent in 2019 - 0.5 percentage point below previous forecasts, partly reflecting the lingering effects of recent financial stress in some large economies (e.g., Argentina, Turkey), with a sharply weaker-than-expected pickup in commodity exporters accompanied by a deceleration in commodity importers. EMDE growth is projected to plateau at an average of 4.6 percent in 2020-21, as the recovery in commodity exporters levels off. Per capita growth will remain anemic in several EMDE regions - most notably, in those with a large number of commodity exporters likely impeding further poverty alleviation.

The projected gradual deceleration of global economic activity over the forecast horizon could be more severe than currently expected given the predominance of substantial downside risks. A sharper-than-expected tightening of global financing conditions, or a renewed rapid appreciation of the U.S. dollar, could exert further downward pressure on activity in EMDEs, including in those with large current account deficits financed by portfolio and bank flows. Government and/or private sector debt has also risen in a majority of EMDEs over the last few years, including in many LICs, reducing the fiscal room to respond to shocks and heightening the exposure to shifts in market sentiment and rising borrowing costs.

(Source: - <http://www.worldbank.org/en/publication/global-economic-prospects>)

Growth of Gross Domestic Product, 2019–2028

Download Chart



Notes: For more details regarding deviations from officially reported GDP growth rates, as well as a list of countries included in each region, please refer to the methodology tab.

Source: The Conference Board Global Economic Outlook 2019.

INDIAN ECONOMIC OUTLOOK 2018-19

As Financial Year 2017-18 (FY18) draws to a close, it is worth taking a look at India's economic performance over what has been quite an interesting period. While the first quarter of the year saw the impact of demonetisation settling down, in the next quarter, introduction of the landmark Goods and Services Tax (GST) brought in some uncertainties as businesses adjusted to the new regime. This did not take long, and from the third quarter onwards, signs of growth returning were evident.

In the coming financial year, what can we expect? As global economic activity continues to strengthen, global growth is forecast to grow by 3.9% during 2018 as per the International Monetary Fund's (IMF) January 2018 World Economic Outlook. The IMF expects India to grow at 7.4% during 2018 which could increase further to 7.8% during 2019 in contrast to 6.7% during 2017.

The Economic Survey for 2017-18 pegs the figure at 7-7.5% for the financial year ahead.

Gross Domestic Product

As per the second advance estimates of national income released by the Central Statistics Office in February 2018, real Gross Domestic Product (GDP) at constant prices is estimated to grow at 6.6% for 2017-18. The Indian economy achieved an impressive growth rate of 7.2%, a five-quarter high during the third quarter (Oct-Dec) of FY18 as opposed to 6.5% in the second quarter. India also regained its tag of the fastest growing major economy in the third quarter. The strong growth registered in the third quarter was primarily on account of the good performance of the manufacturing and construction sectors. The manufacturing sector registered a growth rate of 8.1% as compared to 6.9% in the previous quarter while the construction sector recorded a growth rate of 6.8% in contrast to 2.8% during the previous quarter.

Gross Value Added

Gross Value Added (GVA) at basic constant prices for 2017-18 is expected to be around 6.4% as against 7.1% in 2016-17. Sectors such as public administration, defence and other services; trade, hotels, transport, communication and services related to broadcasting; electricity, gas and water supply and other utility services and financial, real estate and professional services are anticipated to register a growth rate of over 7%. At the sectoral level, agriculture, industry and services are expected to grow at 3%, 4.8% and 8.3% respectively during FY18.

Index of Industrial Production

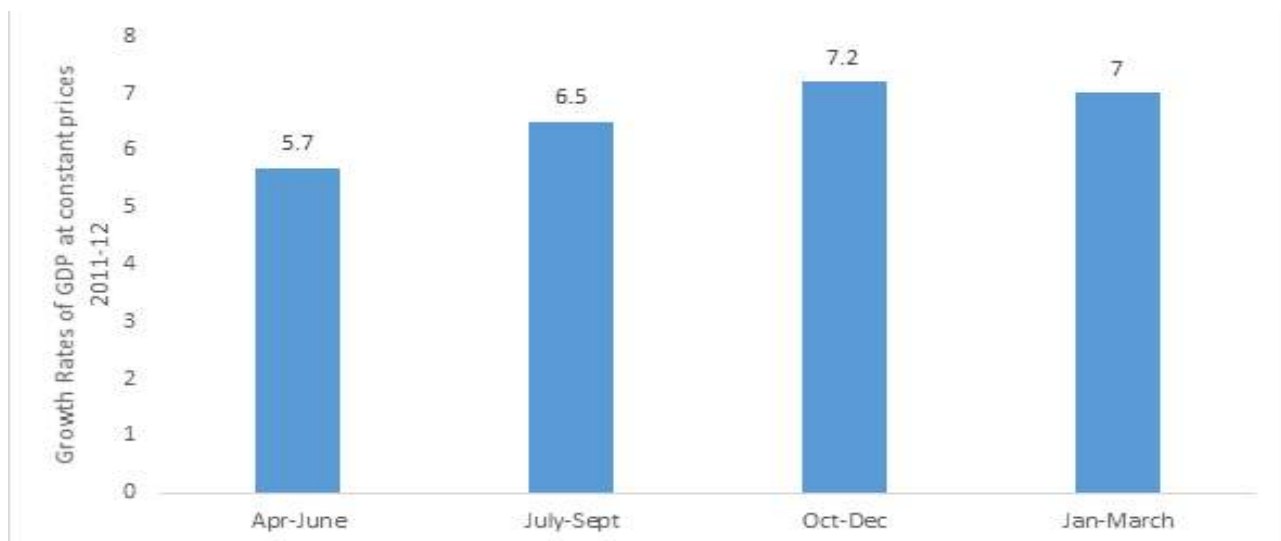
Industrial growth also recovered with the Index of Industrial production (IIP) registering an impressive growth rate of 7.5% in January 2018 as compared to 2.4% in January 2017. The cumulative growth for the period April-Jan 2017-18 stood at 3.7% in contrast to 5.1% growth registered during April-Jan 2016-17.

The faster pace of growth for January 2018 can be accorded to the growth of the Manufacturing and Electricity sectors. During April-Jan 2018, the Manufacturing sector registered a growth rate of 4.3% while the Electricity sector grew at 5.3% for the same period. Manufacturing sub-sectors such as pharmaceuticals, electronics and transport equipment registered robust double digit growth rates, while growth in other sectors such as electrical equipment, garments and textiles slackened.

Exports

Indian exports exhibited positive growth during February 2018 at 4.48% in dollar terms over February 2017. Cumulative value of exports for the period April-Feb 2017-18 at US\$ 273 billion expanded by around 11% over the same period during 2016-17. Major commodity groups of export that recorded positive growth in February FY18 over the corresponding month of last year included Petroleum Products, Organic & Inorganic Chemicals, Drugs & Pharmaceuticals, Rice and Electronic Goods. India's current account deficit (CAD) stood at US\$ 13.5 billion accounting for 2% of GDP in the third quarter (Oct-Dec) of 2017-18, higher than US\$ 8 billion (1.4% of GDP) during third quarter of 2016-17 and US\$ 7.2 billion (1.1% of GDP) in the preceding quarter. The widening of CAD on a year-on-year basis was the result of the increased trade deficit which stood at US\$ 44.1 billion during the period. The global economy is stabilising with favourable global trade and financial conditions. Domestically, GST promises to deliver positive outcomes as India becomes a single, more competitive market. We can look forward to an upward growth path for India in FY 2018-19.

Quarterly GDP Figures 2017-18



(Source:- <https://www.ciiblog.in/indian-economic-outlook-2018-19/>)

RECENT KEY DEVELOPMENTS

1. Historic Tax Reform

The Goods and Services Tax (GST) came into effect across India from July 1, 2017. GST has turned all 36 states and union territories of India into one common market. By curbing cascading taxes, GST has also reduced the cost of local

production. GST is expected to bring more businesses from the unorganised to the organised sector, thereby increasing efficiency and productivity and attracting more foreign direct investment (FDI).

Paying taxes has become easier in India because of factors like the introduction of GST and digitisation of processes. A fact that is captured succinctly in the World Bank Doing Business Report 2018. India improved its ranking on the Paying Taxes indicator in the report by 53 places.

2. Digitisation Drive

Systems from taxation to incorporating a company are being moved online. For example, on October 2, 2016, the Ministry of Corporate Affairs (MCA) introduced a simplified electronic form called SPICe that makes it possible to incorporate a company in India in just one day¹. In 2017, the Central Board of Direct Taxes tied up with the MCA to make Permanent Account Number (PAN) and Tax Deduction Account Number (TAN) available in a day to businesses that register through the SPICe electronic form.

A new online system has also streamlined the process for getting construction permits, reducing both the number of procedures and the time required to get a permit. This last step has improved India's ranking on the Construction Permits indicator of the World Bank Doing Business Report.

3. New Insolvency Code

Enacted on May 28, 2016, the Insolvency and Bankruptcy Code 2016 consolidates all rules and laws relating to insolvency into a single legislation and brings India's bankruptcy code on par with global standards¹. The code is designed to promote entrepreneurship—it enables companies to tide over financial difficulties and opt for restructuring while still fulfilling orders. It also promotes greater confidence among investors and increases availability of credit, by strengthening procedures.

By October 2017, more than 2,050 insolvency applications had been filed before the National Company Law Tribunal and 112 applications had been admitted. The code has helped India improve ease of doing business. India moved up 33 ranks in the Resolving Insolvency indicator of the World Bank's Doing Business Report in 2017.

4. Institutional Reforms

A social revolution is brewing in India under the moniker JAM: Jan Dhan Yojana for financial inclusion, Aadhaar biometric identification and mobile telecommunications.

The Prime Minister's Jan Dhan Yojana (PMJDY) is a financial inclusion programme that makes services like banking, remittance and insurance available to every Indian at affordable cost. Beneficiaries can open a zero-balance account. As of August 16, 2017, 295 million new bank accounts had been opened under the PMJDY. More than 176 million of these accounts are in rural India, and around 145 million are operated by women.

Aadhaar is an ambitious biometric identification system. As of 2017, the Unique Identification Authority of India had issued a unique 12-digit Aadhaar number to more than 1.19 billion Indians, covering 99.9% adults in the country.

Mobile-phone adoption has been impressive in India by any standards. Already there are more than 1 billion mobile phone subscribers in India. Plans are underway to deploy 5G services for consumers as early as 2020.

5. Radical Changes In Fdi Policy Regime

FDI liberalization in 87 policy areas across 21 sectors is paying off. On June 20, 2016, Government of India radically liberalized the FDI regime¹. The objective was to increase FDI inflow, of course, but also provide major impetus to employment and job creation. Now, most of the sectors are under automatic approval route. Sectoral caps across major sectors including defence and aviation have been increased to 100%. With these changes, India is now one of the most open economies in the world for FDI. In 2017, India retained its position as the World #1 Greenfield FDI destination.

6. Infrastructure Push

Programmes to build infrastructure and connect India are picking up pace. New railway lines have been constructed in 2017 at an expenditure of Rs 4,531.93 crore. A five-year plan to build 83,677 km of roads has begun. Of this ambitious target, the Bharatmala Pariyojana programme will account for 34,800km of roads and create 14.2 crore mandays of jobs in the process. The remaining 48,877km will be developed by the National Highway Authority of India and the Ministry of Road Transport and Highways.

The Sagarmala Programme, on the other hand, focuses on connectivity by sea. It envisages a role for multiple central ministries and agencies as well as state governments to complete 415 projects in just 20 years till 2035. The projects are

across port modernization, new port development, port connectivity enhancement, port-linked industrialization and coastal community development.

India gained 19 places in the World Bank's Logistics Performance Index 2016 ranking, the latest figures available at the time of publication.

7. Technology Readiness

More than 100,000 Gram Panchayats or Village Councils now have access to high-speed broadband, thanks to Government of India's BharatNet project. BharatNet is probably the world's largest rural broadband project. As on December 31, 2017, 254,895 km of optical fibre cable had been laid across 109,926 Gram Panchayats as part of the project. BharatNet is expected to make digital delivery of services for health, education, livelihood, skills training, e-agriculture and e-commerce available to the rural poor, in addition to generating massive employment opportunities.

Apart from BharatNet, India has more than 1 billion mobile phone subscriptions and 462 million Internet users. India improved its ranking on the Technology Readiness Pillar of the World Economic Forum's Global Competitiveness Index 2017 by three places.

8. Renewable Energy

India is World #4 in terms of installed capacity to harness power from wind, and World #6 in terms of installed solar power capacity. As of November 30, 2017, solar energy projects capable of producing 16611.73MW had been installed in the country. In 2016-17, India exceeded its target for wind power capacity addition by 38%, taking the total installed capacity to 32746.87 MW.

The Government of India has set an ambitious target to install 175 GW renewable power capacity by the end of 2022. This includes 60 GW from wind power, 100 GW from solar power, 10 GW from biomass power and 5 GW from small hydro power.

(Source: - <http://www.makeinindia.com/eight-key-developments-in-india>)

ROAD AHEAD

In financial year 2018, despite this bumpy ride, India has managed to retain the tag of the world's fastest-growing economy. In fact, Asia's third-largest economy is expected to grow at a faster clip than all other major countries for the next three years, according to the World Bank. Recovery in private investments and strong growth in private consumption and services are expected to fuel growth over the next few years.

While the economy seems to have overcome the debilitating effects of demonetisation, the recovery may be hamstrung by rising oil prices. A weakening rupee and the dismal job situation are the other key problems in the short-run.

Yet, the government has retained its forecast of 7.5% growth for financial year 2019. But global rating agencies are not as optimistic. On May 30, Moody's Investors Service cut India's GDP growth forecast for this financial year from 7.5% to 7.3%. Even Goldman Sachs group has revised India's growth projections from 8% to 7.6%.

Now, it's to be seen if Team Modi can finally bring the promised *acche din* before the country votes in 2019.

(Source:- <https://qz.com/india/1294390/achhe-din-indias-gdp-growth-is-back-to-pre-narendra-modi-days/>)

AGRICULTURE IN INDIA:

Ranking second in the world farm output, the agricultural sector is the backbone of Indian Economy contributing majorly to the country's GDP. As on February 2018, it is estimated that over 58% of rural Indians depend on agriculture for their livelihood and this sector contributes around 17-18% to the country's GDP (Gross Domestic Product). The Indian food industry is poised for huge growth which employs more than 50% of the workforce in India, owing to increase in its contribution to world food trade every year due to its immense potential for value addition, particularly within the food processing industry. Apart from this an average India still spends the major chunk of his/her salary on food. Here's all that you need to know about agriculture in India.

The Current Scenario of Agricultural Sector in India as noted by The Economic Survey 2017-18

- India's food grain production reached 275.68 million tonnes in the year 2016-17 and is estimated to reach 274.55 million tonnes in 2017-18

- Currently, Indian farmers are getting used to farm mechanization at a faster rate as compared to the past. This can be reflected by but is not limited to the sale of tractors. Indian tractor industries have emerged as the largest in the world accounting for about one-third of total global tractor production as put by The Economic Survey 2017-18, but it also states that more needs to be done in this front
- The economic survey also stated that Agricultural R&D is the main source of innovation, which can help in sustaining agricultural productivity growth in the long-term.
- Currently with the growing urban migration by men, 'feminisation of agriculture sector' is being witnessed with more and more number of women participating in multiple roles as cultivators, entrepreneurs, and labourers.

Main Crops and their Yields in Indian Agricultural Sector

Traditionally it is known that India grows almost every crop major crops grown in Indian Agricultural Sector;

- Food Crops – Rice, wheat, maize, millets, pulses
- Cash Crops – Sugarcane, tobacco, cotton, jute
- Plantation Crops – coffee, coconut, tea, rubber
- Horticulture – Fruits and vegetables
- Indian agriculture witnesses 2 agricultural seasons- Kharif and Rabi. The main crop grown in Kharif season is Rice and the main crop grown in Rabi is Wheat.

Current Scenario

➤ Growth in Rice Production

Rice has always been one of the staple crops grown in India because it is a tropical crop that can be grown almost throughout the year. India is the 2nd largest producer of rice in the world and it also has the largest area in world under rice cultivation. Since, 2010 the production of as well as yield of rice has increased significantly. In FY16, production of rice stood at 103.61 million tonnes as compared to 20 million tonnes in 1950. The increase in rice production is a result of better agricultural facilities like irrigation, latest technology, quality seeds, and improved methods of production. But growing rice in India is majorly dependent on monsoon.

➤ Growth in Wheat Production

Like rice, wheat also saw a major boost in production since 2010. India is the second largest producer of wheat with total production of 93.82 million tonnes in FY 2016. Wheat is considered to be one of the staple food of many Indian states. The wheat production saw a boom post-independence after the introduction of first phase of Green Revolution. With the influx of quality seeds, new methods for production, new equipment and technologies, the total wheat production increased from 11 million tons in 1966-67 to 17 million tons in 1967-68. Like rice, even the production of wheat depends heavily on monsoons.

➤ Yield of Jowar increased with a decrease in production

Jowar is considered to be one of the staple food of low-income group and is used as a food for animals and raw materials for industries. Over the years it has been observed that the Jowar cultivating land has been declining but in contrary to this decline the yield per hectare has increased which is a result of modern quality seeds and new and improved methods of production.

- India is the second largest fruit producer in the world the output estimated to be 300.64 million tonnes in 2016-17 and is expected to reach 305.43 million tonnes in the year 2017-18.
- In the year 2016-2017 the largest increase was recorded under pulses which is around 43.66 lakh hectares
- India is evolving as the export hub of instant coffee leading to exports of coffee increase 17 percent in the calendar year 2017 to reach US\$ 958.80 million.

Challenges Faced by Indian Agricultural Sector

- Lack of proper irrigational facilities. This is the main reason why the low productivity of pulses is recorded because most of the land under pulses cultivation is unirrigated.
- Agriculture in India is still heavily dependent upon monsoons, so in case if in a year India experiences inadequate rainfall then the agricultural output suffers majorly
- Lack of effective government policies to adjust the price at which the farmers buy his inputs and the price at which he sells in the market. The imbalance of this price has led to a plethora of farmer's committing suicide in India
- Other problems include Lack of credit and ways to mitigate soil erosion, lack of agriculture marketing, inadequate storage facility and lack of proper mechanism
- The inefficient and unplanned use of water for agriculture is affecting the productivity of the crops. Water is considered to be one of India's most scarce natural resources still India uses 2 to 4 times more water to produce a unit of major food crop than countries like China and Brazil.

(Source: - <https://www.toppr.com/bytes/agriculture-india/>)

FOOD PROCESSING – “A SUNRISE SECTOR”

India's food ecosystem offers huge opportunities for investments with stimulating growth in the food retail sector, favourable economic policies and attractive fiscal incentives. The Government of India through the Ministry of Food Processing Industries (MoFPI) is also taking all necessary steps to boost investments in the food processing industry. The government has sanctioned 42 Mega Food Parks (MFPs) to be set up in the country under the Mega Food Park Scheme. Currently, 12 Mega Food Parks have become functional.

- By 2020, Indian Food and retail market is projected to touch \$ 482 bn
- By 2020, the Indian Dairy industry is expected to double to \$ 140 bn
- By 2020, the Food processing industry has the potential of attracting \$ 33 bn of investment
- By 2030, Indian annual household consumption to treble, making India 5th largest consumer

100% FDI is permitted under the automatic route in Food processing industries.

100% FDI is allowed through government approval route for trading, including through e-commerce in respect of food products manufactured or produced in India.

Industry Scenario

The Processed food market is expected to grow to \$ 543 bn by 2020 from \$ 322 bn in 2016, at a CAGR of 14.6%.

Food processing has an important role to play in linking Indian farmers to consumers in the domestic and international markets. The Ministry of Food Processing Industries (MoFPI) is making all efforts to encourage investments across the value chain. The industry engages approximately 1.77 mn people in around 38.6 thousand registered units with fixed capital of \$ 29.7 bn and aggregate output of around \$ 144.6 bn. Major industries constituting the Food processing industry are grains, sugar, edible oils, beverages and dairy products.

Food processing industry in India has two major sub-segments namely food and grocery retail (92%) and the foodservice market (8%).

Major food categories such as dry food grocery, dairy products, fresh produce, perishables, spices have a share of 34.7%, 16%, 15.6%, 8% and 6% respectively in the Food processing industry.

RICE MILL INDUSTRY

Rice is the staple food for almost 65% of the population in India. Paddy in its raw form cannot be consumed by human beings. It needs to be suitably processed for obtaining rice. Rice milling is the process which helps in removal of hulls and barns from paddy grains to produce polished rice. Rice forms the basic primary processed product obtained from paddy and this is further processed for obtaining various secondary and tertiary products.

Status of Rice Milling Units in India

Rice milling is the oldest and the largest agro processing industry of the country. It has a turnover of more than ₹ 25,500 crore per annum. It processes about 85 million tonnes of paddy per year and provides staple food grain and other valuable products required by over 60% of the population. Paddy grain is milled either in raw condition or after par-boiling, mostly by single hullers of which over 82,000 are registered in the country. Apart from it there are also a large number of unregistered single hulling units in the country. A good number (60%) of these are also linked with par-boiling units and sun -drying yards. Most of the tiny hullers of about 250-300 kg/hr capacities are employed for custom milling of paddy. Apart from it double hulling units number over 2,600 units, underrun disc shellers cum cone polishers numbering 5,000 units and rubber roll shellers cum friction polishers numbering over 10,000 units are also present in the country. Further over the years there has been a steady growth of improved rice mills in the country. Most of these have capacities ranging from 2 tonnes /hr to 10 tonnes/ hr.

(Source:- <https://smallb.sidbi.in/%20sectors%20food-processing%20rice-mill-industry>)

BUSINESS OVERVIEW

The following information is qualified in its entirety by, and should be read together with, the more detailed financial and other information included in the Draft Prospectus, including the information contained in the section titled “RISK FACTORS” on Page no. 18 of the Draft Prospectus. In this chapter, unless the context requires otherwise, any reference to the terms “We”, “Us” and “Our” refers to Our Company. Unless stated otherwise, the financial data in this section is as per our Restated financial statements prepared in accordance with Accounting Standard set forth in the Draft Prospectus.

COMPANY’S BACKGROUND

Our company was originally formed as Partnership firm in the name and style of “Ameedhara Industries” through partnership deed dated January 31, 2003 under Partnership Act, 1932 at Ahmedabad. Subsequently the constitution of partnership firm was changed several times through partnership deed dated April 1, 2004, February 25, 2005, October 8, 2008, November 1, 2011 and March 1, 2017 due to admission of new partner(s)/ retirement of partner(s). Consequently, the Partnership Firm was converted into Public Limited Company – “Kaneri Agro Industries Limited” on September 11, 2018 under Part I (Chapter XXI) of the Companies Act, 2013 at Ahmedabad vide certificate of incorporation issued by Registrar of Companies, Central Registration Center. The Corporate Identification Number of our Company is U15541GJ2018PLC104044.

Our Partnership firm “Ameedhara Industries” (“Firm”) was running its business in an unregistered form upto 2015. Our Firm is owning a Non Agricultural land (admeasuring an area of 13873 Sq.mt) situated at Survey/Block No. 155, Village: Lodariyal, Bavla Sanand Road, Ahmedabad. In the said premises, our firm, commenced 1st Unit for cleaning and grading of wheat. Under Unit I, our firm had an installed capacity of cleaning and grading of wheat upto 72 Tonne per day (**Taking 18 hours per day as average no of working hours**). Later on, in the year 2005, 1 (One) Sortex machine was installed with an installed capacity of 72 Tonne per day of colour wise sorting of cleaned graded wheat into two categories i.e.:

- i) Acceptable – Brown and Golden colour wheat
- ii) Non Acceptable – Green, Black, Red, White colour wheat.

Further in the year 2009, Unit II was commenced by installing new sortex machine with an installed capacity of cleaning and sorting of wheat upto 108 Tonne per day. Our aggregate capacity of cleaning, grading and sorting of wheat reached upto 180 Tonne per day.

Later on in the year 2011, Unit 1 was modified to process rice instead of wheat, modified Unit 1 has an installed capacity of cleaning, grading and sorting of Rice upto 72 Tonne per day (**Taking 18 hours per day as average no of working hours**) and as a result, our then existing capacity of processing wheat was reduced to 108 Tonne per day.

Subsequently in the FY 2018-19:-

- Unit I was further modified by upgrading machine technology which increased existing installed capacity of processing rice from 72 Tonne to 144 Tonne per day and;
- Unit II was modified by upgrading machine technology which increased existing installed capacity of processing wheat from 108 Tonne to 216 Tonne per day.

Our Company is processing raw wheat, rice paddy and raw rice. Our Final products, i.e. Wheat and Rice are sold directly to whole sellers and to flour millers. Our Company is also involved in trading of grains majorly rice paddy. Our business model is B2B (Business to Business Basis). Our company possesses quality certification of ISO 9001:2005, our strength lies in maintaining quality of products, understanding the requirement of the customers and our execution capabilities. This has enabled us to get orders from our customers and attract new customers. Our processing unit is well equipped with required facilities including machineries, weighing machines, other handling equipment to facilitate smooth processing and easy logistics. Since our products are seasonal in nature, we opt for cost averaging strategy for selling our products by procuring more quantity of grains during peak season and storing them for sale during off season.

Our Company has shown an upward surge during the last three financial years. The financial performance of the company for last three years and for stub period up to December 31, 2018 as per restated financial Statement:

(₹ in Lakh)

Particulars	For the Period 11/09/2018 to 31/12/2018	For the period 01/04/2018 to 10/09/2018	For the Year 01/04/2017 to 31/03/2018	For the Year 01/04/2016 to 31/03/2017	For the Year 01/04/2015 to 31/03/2016
Revenue from Operations	3,203.91	4,555.53	10,538.44	9,348.70	8,263.45
Other Income	1.94	0.72	2.65	51.37	4.65
Total Revenue	3,205.86	4,556.25	10,541.09	9,400.07	8,268.10
Profit Before Tax (PBT)	58.48	36.45	75.21	41.70	13.24
Profit After Tax (PAT)	40.50	25.22	51.85	27.86	20.39

OUR PRODUCTS

1. WHEAT

Our core product is wheat. Raw wheat received at the factory contains weeds, seeds, chaff, and other foreign material. Our various brands of wheat contains same properties, they are significantly bifurcated merely by their appearance (i.e. by colour of wheat). We sell wheat under following brands:-

Amidhara Gold		
Technical Specifications:-		
Storage:-	Storage in normal weather conditions and also should not be exposed to humidity and moisture.	
Shelf Life:	12 months from the date of packing.	
Nutritional Facts: Per Serving Size 100 gms approx.	Protein	11.8 gms
	Fat	Maximum 1.7 gms
	Minerals	Maximum 1.4 gms
	Fiber	Maximum 1.5 gms
	Carbohydrates	Maximum 82.50 gms
	Energy	397.2 k cal
Appearance:	Best Premium Quality golden brown	
Approximate Price Range	₹ 21000 to 24000 Per Tonne	



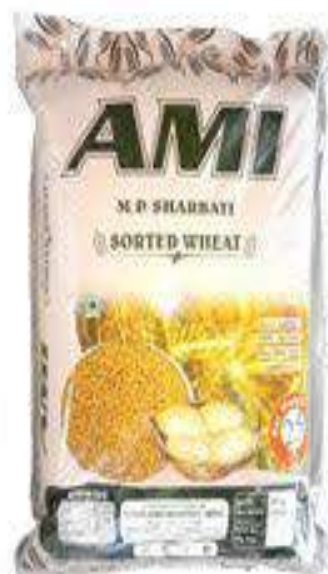
Utsav		
Technical Specifications:-		
Storage:-	Storage in normal weather conditions and also should not be exposed to humidity and moisture.	
Shelf Life:	12 months from the date of packing	
Nutritional Facts: Per 100 gms of Atta	Protein	Minimum 12 gms
	Fat	Maximum 1.6 gms
	Minerals	Maximum 1.2 gms
	Fiber	Maximum 1.6 gms
	Carbohydrates	Maximum 83.60 gms
	Energy	396.8 k cal
Appearance:	Sortex Wheat Golden Brown shiny	
Approximate Price Range	₹ 19500 to 23500 Per Tonne	



Dhara		
Technical Specifications:-		
Storage:-	Storage in normal weather conditions and also should not be exposed to humidity and moisture.	
Shelf Life:	12 months from the date of packing	
Nutritional Facts: Per 100 gms of Atta	Protein	Minimum 12 gms
	Fat	Maximum 1.6 gms
	Minerals	Maximum 1.2 gms
	Fiber	Maximum 1.6 gms
	Carbohydrates	Maximum 83.60 gms
	Energy	396.8 k cal
Appearance:	Sharbati Golden Brown shiny	
Approximate Price Range	₹ 19500 to 23500 Per Tonne	




Ami		
Technical Specifications:-		
Storage:-	Storage in normal weather conditions and also should not be exposed to humidity and moisture.	
Shelf Life:	12 months from the date of packing	
Nutritional Facts: Per 100 gms of Atta	Protein	Minimum 12 gms
	Fat	Maximum 1.6 gms
	Minerals	Maximum 1.2 gms
	Fiber	Maximum 1.6 gms
	Carbohydrates	Maximum 83.60 gms
	Energy	396.8 k cal
	Contains natural vitamin present in wheat.	
Appearance:	Sharbati Golden Brown shiny	
Approximate Price Range	₹ 19500 to 23500 Per Tonne	



Ami		
Technical Specifications:-		
Storage:-	Storage in normal weather conditions and also should not be exposed to humidity and moisture.	
Shelf Life:	12 months from the date of packing	
Nutritional Facts: Per Serving Size ¼ Cup (45 gms)	Protein	Minimum 12 gms
	Fat	Maximum 1.6 gms
	Minerals	Maximum 1.2 gms
	Fiber	Maximum 1.6 gms
	Carbohydrates	Maximum 83.60 gms
	Energy	396.8 k cal
	Contains natural vitamin present in wheat.	
Appearance:	Sharbati Light yellow	
Approximate Price Range	₹ 22000 to 25000 Per Tonne	




Ami			
Technical Specifications:-			
Storage:-	Storage in normal weather conditions and also should not be exposed to humidity and moisture.		
Shelf Life:	12 months from the date of packing		
Nutritional Facts: Per Serving Size ¼ Cup (45 gms)	Protein		Minimum 12 gms
	Fat		Maximum 1.6 gms
	Minerals		Maximum 1.2 gms
	Fiber		Maximum 1.6 gms
	Carbohydrates		Maximum 83.60 gms
	Energy		396.8 k cal
Contains natural vitamin present in wheat.			
Appearance:	MP Tukdi light Golden Brown		
Approximate Price Range	₹ 21000 to 24000 Per Tonne		

2. RICE

We procure raw rice and rice paddy from various traders and APMC Market. Raw rice and rice paddy goes through process of cleaning, de-husking, paddy separation, rice polishing, rice grading, rice colour sorting and then finally weighing and bagging of our products for transport to our Customers.

We sell rice under our brand Amidhara Gold.

Amidhara Gold			
Technical Specifications:-			
Shelf Life:	24 months from the date of processing		
Broken:	5%		
Nutritional Facts: Per 100 gms contain uncooked rice	Calories		348 cal
	Protein (N*6.25)		6.66 gms
	Fat		0.48 gms
	Carbohydrates		79.24 gms
	Minerals		0.40 gms
	Fiber		nil
	Natural Vitamins	C, E & B complex (Approx)	
	Other Substances	0	
Appearance:	MP Tukdi light Golden Brown		
Approximate Price Range	₹ 21500 to 26000 Per Tonne		

OUR LOCATION

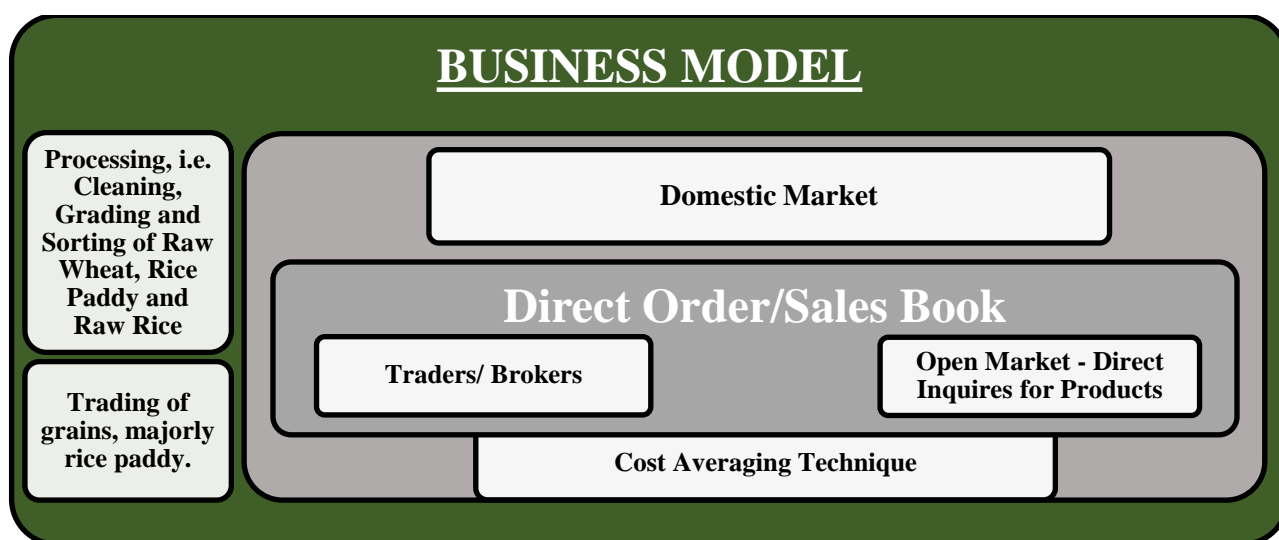
Location	Total Area	Usage Purpose	Usage Area
Survey No. 155/P Village: Lodariyal, Bavla Sanand Road, Ahmedabad – 382220.	13873 Sq.mt	<ul style="list-style-type: none"> ✓ Processing Unit I- Rice Processing , ✓ Processing Unit II- Wheat processing, ✓ Warehouse and ✓ Registered Office. 	11365 Sq. Mt.

Location	Total Area	Usage Purpose	Usage Area
		✓ Part of the Factory Shed is given on Lease basis to our Group Entity, Kavyarc Tradex Private Limited (KTPL) for a period of 5 years from January 1, 2015 for establishing its Processing Unit.	2508 Sq. Mt.

OUR BUSINESS MODEL

Our products are sold directly to whole sellers and to flour millers. Further, we also get the regular inquiries from the open market from traders and Brokers. Our products are seasonal in nature, so during peak season we procure little more quantity of raw wheat, rice paddy and raw rice to process it as per demand of customer in off season to get a good average price of selling our products.

We received licence of Import-Export on October 3, 2018. We initiated export through Merchandise exports by exporting White (raw) non-basmati rice of 5% broken category in FY 2018-19 to Africa on behalf of Dubai based client.



OUR COMPETITIVE STRENGTHS

Location of the Factory (Processing Unit)

The Processing Unit is situated at Bavla Sanand Road, with all the infrastructure facilities and both skilled and unskilled manpower available at competitive cost. Strategic Location of our processing unit ensures timely and speedy availability of raw material which leads to quick advent of our processes. It also gives us competitive cost advantage in terms of raw material sourcing, manufacturing and labour costs and enables us to address market efficiently.

Installed Capacity, Cost effective production and timely fulfillment of orders

Our Company is having installed capacity of processing wheat upto 216 tonne per day and rice upto 144 tonne per day. In FY 2017-18, we were able to process 30,918 tonnes of wheat and 19276 tonnes of rice. Moreover, our company has taken various steps in order to ensure adherence to timely fulfillment and also to achieve greater cost efficiency as timely fulfillment of the orders is a prerequisite in our industry. These steps include identifying quality raw material, smooth labour relations, use of an efficient processing system and ability to meet large and varied orders due to our capacity and linkages with raw material suppliers. Our Company also has enjoyed good relations with our suppliers and as a consequence has the benefit of timely supplies of the raw materials which has been one of the major reasons why we have been able to achieve timely fulfillment of orders of our customers. Our Company constantly endeavors to implement an efficient procurement policy for inputs required for processing so as to ensure cost efficiency in procurement which in turn results in cost effective processed products.

Leveraging the experience of our Promoters

We benefit from the experience of our Promoters who is actively involved in our operations and has been instrumental in implementing our growth strategies. Our Promoters have significant experience of more than 10 years in the wheat and rice processing industry. The vision, prudence and dynamism of our Promoters enable us to discover and capitalize on new opportunities and accordingly give us a competitive footing in our industry.

SWOT ANALYSIS

STRENGTHS

- Installed Capacity of processing wheat upto 216 Tonne per day
- Installed Capacity of processing Rice upto 144 Tonne per day
- Locational Advantage
- Experienced Promoters

WEAKNESSES

- Supply side bottlenecks: Small and dispersed marketable surplus due to fragmented holdings, low farm productivity, high seasonality, perishability and intermediation.
- High inventory carrying cost

OPPORTUNITIES

- Rising income levels and changing consumption patterns
- Opening of global markets
- Setting of Agri-export zone (AEZ) and food parks for providing added incentive to develop green field projects

THREATS

- Market Competition
- Rapid developments in contemporary and requirements of the industry may lead to fast obsolescence.
- Loss of trained manpower to other industries and other professions due to better working conditions prevailing there may lead to further shortage of manpower

OUR BUSINESS STRATEGY

Geographical expansion of our presence in the Indian market

We currently sell our products in the state/territory of Gujarat, Delhi, Maharashtra and Madhya Pradesh under our various brands. We intend to continue to increase our penetration in the Indian market, essentially through our branded products. We will try and capitalise on our reputation and experience in the wheat and non-basmati rice industry.

Quality of our products

We conduct extensive quality control procedures throughout every stage of our business. The expertise of our team and the procedures they perform ensure that we aim to select only the best quality raw material available for procurement. Our processing Unit possesses quality certification of ISO 9001:2005. Our strength lies in understanding the requirement of the customers and our execution capabilities. This has enabled us to get orders from our customers and attract new customers.

Optimal Utilization of Resources

Our company is processing various varieties of wheat and rice. Our Company constantly endeavors to improve our production process, skill up-gradation of workers, and maintenance of machineries during off season so as to optimize the utilization of resources. We regularly analyze our existing raw material procurement and processes to identify the areas of bottlenecks and correct the same. This helps us in improving efficiency and putting resources to optimal use.

For further details of “CAPACITY AND CAPACITY UTILIZATION”, please refer the details given on Page no. 84 of this section “BUSINESS OVERVIEW”.

To build-up a professional organization

We believe in transparency, commitment and coordination in our work, with our suppliers, customers, government authorities, banks, financial institutions etc. We have sufficient staff for taking care of our day to day operations. We also consult with external agencies on a case to case basis on technical and financial aspects of our business. We wish to make it more sound and strong in times to come.

Continue to maintain strong relationships with our Customers

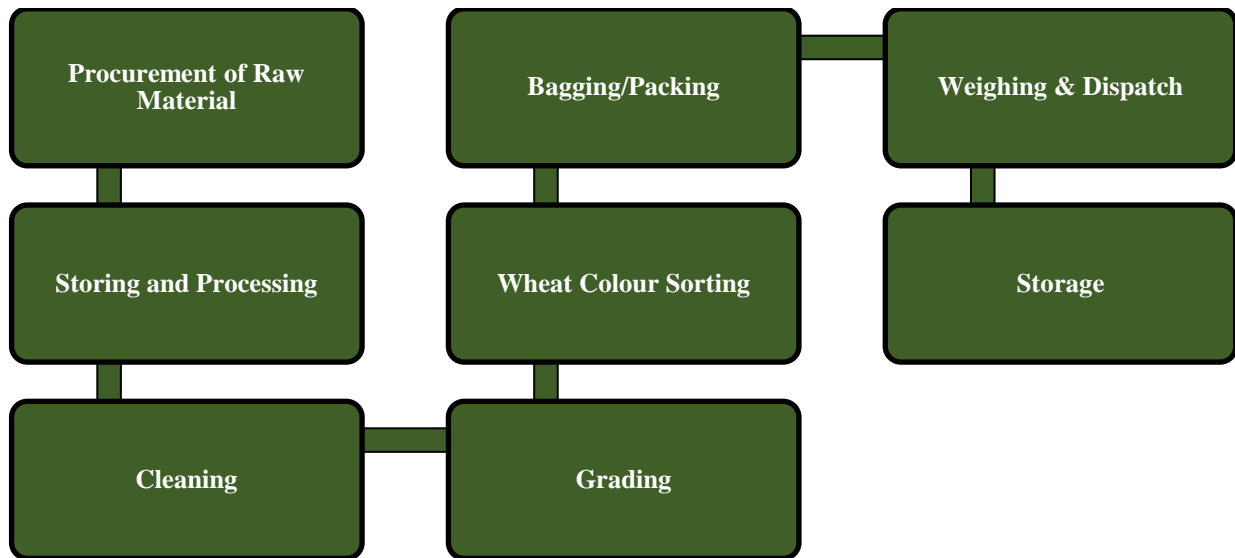
We believe maintaining good strong relationship with customers is a most critical factor in business to keep growing. Through regular interactions with the customers, product sales trends and market research, we are able to determine current trends in the industry, which are used by us in the product development. We will continue to focus on timely delivery of quality products which will help in forging strong relationships with our customers and gaining increased business from them.

PROCESSING STEPS

1. WHEAT

Wheat is a grass widely cultivated for its seed, a cereal grain which is a worldwide staple food. Raw wheat received at the factory contains weeds, seeds, chaff, and other foreign material.

Processing of the raw wheat grain involves the following steps:



i. Procurement of Raw Material:

Raw Material, i.e. raw wheat is procured from Farmers, APMC (The Agriculture Produce Market Committee) markets of various cities and traders.

ii. Storing and Processing:

As raw wheat arrives in the factory, before it is passed through the cleaning process in order to remove coarse impurities, it is stored according to its quality. Quality of raw wheat is mainly determined by its hardness, protein content and gluten quality of the wheat.

iii. Cleaning:

Cleaning begins with screening to remove coarse and fine materials.

iv. Grading:

At this stage, grain is separated by size, shape and weight by grading machine which works on the principle of specific gravity.

v. Wheat Colour Sorting:

Discoloured wheat grains are removed off from the like coloured grains by wheat colour sorting machines. Photo sensors/CCD (Charged Coupled Device) sensors generate voltage signal on viewing discoloured grains, which are then removed off by air jet generated through solenoid valves.

vi. Bagging/Packing:

The Finished product, whole pure wheat of different size, colour, shape and weight is packed in 25 Kg, 30Kg and 50 Kg HDPE Bags.

vii. Weighing and dispatch:

There are 3 stages of weighing, i.e. first empty truck arrived at factory for procurement of our products is weighed, then after each bag of grain is weighed and lastly fully loaded truck with bags of grain is weighed to know exact quantity of grain being dispatched.

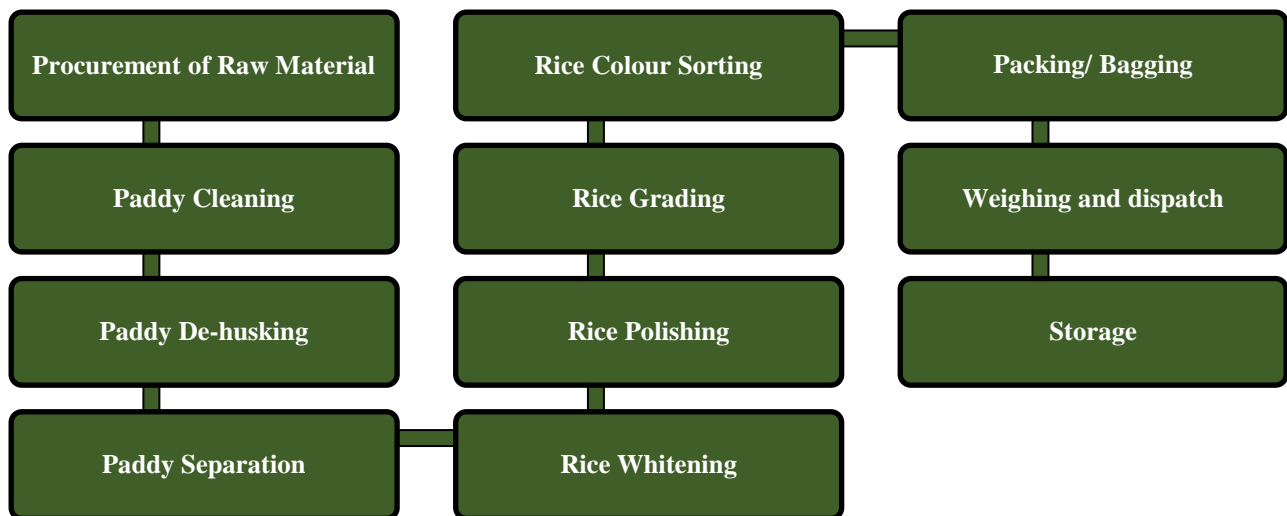
viii. Storage:

Remaining packed bags are stored at warehouse for supply to customer as per orders/demands.

2. RICE

Rice is the staple food for majority of the population in India. Paddy in its raw form cannot be consumed by human beings. It needs to be suitably processed for obtaining rice. Rice milling is the process which helps in removal of hulls and barns from paddy grains to produce polished rice. Rice forms the basic primary processed product obtained from paddy and this is further processed for obtaining various secondary and tertiary products.

A. Steps for Processing Paddy rice:-



i. Procurement of Raw Material:

We procure paddy rice from APMC (The Agriculture Produce Market Committee) markets of various cities and from farmers.

ii. Paddy Cleaning –

Essential for removal of undesired foreign matter, paddy cleaning is given utmost importance to ensure proper functioning of the Rice Processing machinery. Rough rice is passed through a series of sieves and closed circuit aspiration system is provided to remove dust and light impurities through positive air suction. Undesired material, heavier than rough rice (but of similar size) is removed through a de-stoner/gravity separator. This machine works on the principle of specific gravity. Stones and other heavy impurities, being heavier, stay on the screen surface whereas rough rice, being lighter, fluidizes into the positive air gradient created by an external source.

iii. Paddy De-husking –

A streamlined paddy flow is directed into a pair of rubber rolls, rotating at different speeds, in opposite directions. A horizontal inward pressure is applied on the rubble rollers, pneumatically. Due to the difference in the seed of rotation, a shear force is generated on the surface of hull (with two sides being rubber by tow rubber rolls) that breaks apart of the surface/hull.

Husk, being of lower specific gravity, is then separated from brown rice by a closed circuit aspiration system. This process leads to breakage of brown rice. Although a proper horizontal inward pressure is most important factor for breakage of rice, de-husking efficiency is equally important and should be maintained between 75 to 85%.

iv. Paddy Separation –

Rice surface is smooth as compared to rough paddy surface. This difference in surface texture is utilized to separate brown rice from paddy through paddy separator. Grain surface with smooth texture, being of higher width, is removed off along with red grains by precision sizes.

v. Rice Whitening –

Brown rice is rubbed with a rough surface, created using emery stones of specific grid size. The rough emery removes off the brown bran layer. The radial velocity of the stone wheels, grid size of the stones, clearance between stone surface & the other screen and the external pressure on the outlet chamber of the whitening machines determine the extent of whiteness.

The bran layer removed from the surface is pneumatically conveyed to a separate room for further processing /storage.

vi. Rice Polishing –

The surface of whitened rice is still rough and is smoothened by a humidified rice polisher. The process involves rubbing of rice surface against another rice surface with mystified air acting as lubricant between the two surfaces. Usually a modified version of this process is used to produce superfine silky finish on rice surface. The bran layer removed from the surface is pneumatically conveyed to a separate room for further processing/storage.

vii. Rice Grading –

Broken rice is removed from whole rice by passing the lot through a cylindrical indented screen rotating at a particular speed. The broken/small grains, fit into the indents of the rotating cylinder, are lifted by centrifugal force and gravitational pull falls the grains into a trough. Adjusting the rotational speed and angle of trough can vary the average length of grains.

viii. Rice Colour Sorting –

Discoloured rice grains are removed off from the like coloured grains by Rice colour sorting machines. Photo sensors/CCD (Charged Coupled Device) sensors generate voltage signal on viewing discoloured grains, which are then removed off by air jet generated through solenoid valves.

ix. Packing/bagging:

Preparing the graded, cleaned and sorted rice packed in 25 Kg, 30Kg and 50 Kg HDPE Bags.

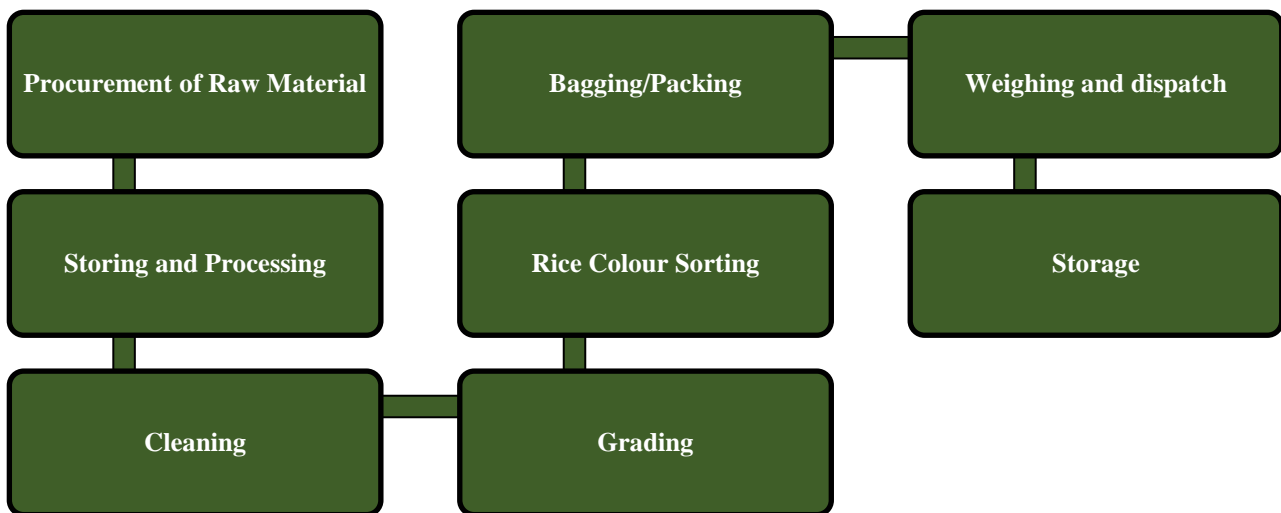
x. Weighing and dispatch:-

There is 3 stages of weighing, i.e. first empty truck arrived at factory for procurement of our products is weighed, then after each bag of grain is weighed and lastly fully loaded truck with bags of grain is weighed to know exact quantity of grain being dispatched.

xi. Storage:

Remaining packed bags are stored at warehouse for supply to customer as per orders/demands.

B. Steps for Processing Raw rice:-



i. Procurement of Raw Material:

Raw Material, i.e. raw rice is procured from Raw rice is procured in our company from traders of various states.

ii. Storing and Processing:

As raw rice arrives in the factory, before it is passed through the cleaning process in order to remove coarse impurities, it is stored according to its quality.

iii. Cleaning:

Cleaning begins with screening to remove coarse and fine materials.

iv. Grading:

At this stage, grain is separated by size, shape and weight by grading machine which works on the principle of specific gravity.

v. Rice Colour Sorting:

Discoloured rice grains are removed off from the like coloured grains by rice colour sorting machines. Photo sensors/CCD (Charged Coupled Device) sensors generate voltage signal on viewing discoloured grains, which are then removed off by air jet generated through solenoid valves.

vi. Bagging/Packing:

The Finished product is packed in 25 Kg, 30Kg and 50 Kg HDPE Bags.

vii. Weighing and dispatch:-

There is 3 stages of weighing, i.e. first empty truck arrived at factory for procurement of our products is weighed, then after each bag of grain is weighed and lastly fully loaded truck with bags of grain is weighed to know exact quantity of grain being dispatched.

viii. Storage:

Remaining packed bags are stored at warehouse for supply to customer as per orders/demands.

Peak and Off-Peak Season Procurement

Proper timing of procurement is critical to the success of our business. Paddy prices are typically lowest during the peak season every year. Normally the peak season for availability of raw wheat is during February to May and for raw Rice is during September to December. We purchase raw material mostly during the peak season and store the same in our godown and warehouse.

Particulars	For the Period 11/09/2018 to 31/12/2018			For the period 01/04/2018 to 10/09/2018			For the Year 01/04/2017 to 31/03/2018			For the Year 01/04/2016 to 31/03/2017			For the Year 01/04/2015 to 31/03/2016		
	MT	%	Amount	MT	%	Amount	MT	%	Amount	MT	%	Amount	MT	%	Amount
RAW WHEAT															
Peak Season (February to May)	-	-	-	9478.97	55.12	1617.83	11648.82	40.53	2003.13	17019.89	67.02	2391.06	20323.02	62.93	3054.78
off-Season	3053.39	100.00	630.30	7718.51	44.88	1474.18	17092.96	59.47	2945.13	8375.43	32.98	1560.30	11970.06	37.07	1931.90
Total	3053.39	100.00	630.30	17197.48	100.00	3092.01	28741.78	100.00	4948.26	25395.32	100.00	3951.35	32293.08	100.00	4986.69
PADDY															
Peak Season (September to December)	571.55	100.00	104.69	27.03	0.81	5.00	1097.86	21.71	176.94	856.29	25.28	141.03	588.55	35.66	92.39
off-Season	-	-	-	3295.93	99.19	536.20	3959.41	78.29	641.77	2530.67	74.72	396.26	1061.85	64.34	158.68
Total	571.55	100.00	104.69	3322.96	100.00	541.20	5057.27	100.00	818.71	3386.96	100.00	537.29	1650.40	100.00	251.07
RAW-RICE															
Peak Season (September to December)	5895.89	100.00	1339.67	599.90	7.54	114.93	8368.94	48.74	1701.31	6771.33	30.28	1280.07	5487.90	30.41	961.50
off-Season	-	-	-	7360.61	92.46	1536.22	8800.87	51.26	1800.39	15594.20	69.72	3092.87	12556.07	69.59	2325.87
Total	5895.89	100.00	1339.67	7960.51	100.00	1651.15	17169.81	100.00	3501.70	22365.53	100.00	4372.94	18043.97	100.00	3287.37
Grand Total	9520.83		2074.65	28480.95		5284.36	50968.86		9268.68	51147.81		8861.59	51987.45		8525.13

CAPACITY AND CAPACITY UTILIZATION

We have two units at our Factory Location for processing i.e. cleaning, grading, sorting, of raw wheat, rice paddy and raw rice. Unit I is for processing of rice with an installed capacity of processing rice upto 144 tonne per day. Unit II is for processing of raw wheat with an installed capacity of processing wheat upto 216 tonne per day. Further, we cannot work at 100% Capacity due to seasonality of nature of our business. Our unit I and II operates on an average 300 days in a year.

Products	F.Y. 2015-16		F.Y. 2016-17		F.Y. 2017-18	
	Installed Capacity* (in Tonnes per Annum)	Capacity Utilization (in Tonnes per Annum)	Installed Capacity* (in Tonnes per Annum)	Capacity Utilization (in Tonnes per Annum)	Installed Capacity* (in Tonnes per Annum)	Capacity Utilization (in Tonnes per Annum)
Wheat	32400	27353	32400	22640	32400	30918
%	100.00	84.42	100.00	69.88	100.00	95.43
Rice (including Broken Rice)	21600	17483	21600	21205	21600	19276
In %	100.00	80.94	100.00	98.17	100.00	89.24

Notes:- Installed Capacity is calculated by taking 18 hrs per day as average no of working hours per day and 300 working days per annum.

PLANT & MACHINERY

Our Processing unit is equipped with various models of grading and sortex machines and all required machinery to achieve targeted production of processed wheat and rice.

TECHNOLOGY

Our Processing plant is equipped with grading and sortex machines which uses cost effective optical food sorting technology. Grading and Sortex machine works on the principle of specific gravity and specific colour.

COLLABORATIONS, ANY PERFORMANCE GUARANTEE OR ASSISTANCE IN MARKETING BY THE COLLABORATORS

Our Company has not entered into any collaboration, or Performance guarantee or assistance for marketing with any Company.

MARKETING AND DISTRIBUTION ARRANGEMENT

Our success lies in the strength of our relationship with our customers who have been associated with us for reasonable continues period. Our Promoter Director through their experience and good relations with customers owing to timely and quality delivery of products plays an instrumental role in creating and expanding a work platform for our Company.

In India, our customers are located in the state/territory of Gujarat, Delhi, Maharashtra and Madhya Pradesh. We received licence of Import-Export on October 3, 2018. We initiated export through Merchandise exports then after and exported White (raw) non-basmati rice of 5% broken category in FY 2018-19 to Africa on behalf of our client in Dubai.

COMPETITION

We operate in a highly competitive market and there are large numbers of players in organized sector. Our competition depends on the products being offered by various companies in the organized segment besides several other factors like quality, price, and timely delivery. Competition emerges not only from small but also from big regional and National and international players. Our experience in this business has enabled us to provide quality products in response to customer's demand for best quality. Moreover, there are minimal entry barriers in this industry and any expansion in capacity of existing producers would further intensify competition.

UTILITIES AND INFRASTRUCTURE FACILITIES LIKE RAW MATERIAL, WATER ETC.

RAW MATERIAL

1. RAW WHEAT

The basic raw material required for the processing of wheat is raw wheat. The vendors of raw wheat are identified based on the several parameters like the quality of raw material, price competitiveness and the time taken for delivery. We procure raw wheat majorly from various states namely Gujarat, Rajasthan and Madhya Pradesh.

Raw wheat is procured from Farmers and APMC (The Agriculture Produce Market Committee) markets of various cities and traders.



2. PADDY

Paddy is threshed unmilled rice. The quality of rice paddy is influenced by variety, environmental weather conditions during crop production, crop production practices, soil conditions, harvesting, and postharvest practices. We procure it from APMC (The Agriculture Produce Market Committee) markets of various cities and from farmers.



3. RAW RICE

Raw Paddy is dried to moisture, then it is directly milled to get brown rice and the brown rice is polished to white raw rice. Raw rice is procured in our company from traders of various states, i.e. from Gujarat, Madhya Pradesh, Chhattisgarh and Karnataka.



WATER

Our water requirement is fulfilled through tube well/boring facility. Hence water requirement at our production unit is met from own bore well. We do not require ample quantity of water, as we reuse the water up to optimum level.

POWER

We require power supply for processing of our products and to meet our requirement, we have been sanctioned load of 250 KVAH from UGVCL (Uttar Gujarat Vij Company Limited). We have not installed generator for power back up.

PACKING

We use HDPE Bags for packing of different quality of rice and wheat. We pack our products in 25 Kg, 30Kg and 50 Kg HDPE Bags.

HDPE bags are procured from local market. Bagging and packaging is done with manual stitching machine.

HUMAN RESOURCES

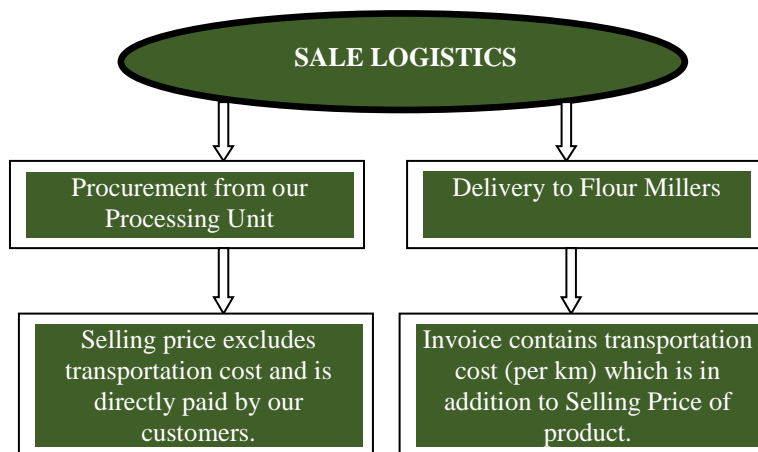
Human resource is an asset to any industry. We believe that our employees are the key to the success of our business. Our manpower is a prudent mix of experienced and young personnel which gives us the dual advantage of stability and growth. Our work processes and skilled resources together with our strong management team have enabled us to successfully implement our growth plans. As on January 31, 2019, we have the total strength of 10 Employees excluding Contract Labors in various departments.

We have given work order to various contractors for 1 year for supply of Contract Labors as per our requirement.

Further, we have not experienced any strikes, work stoppages, labor disputes or actions by or with our employees, and we have cordial relationship with our employees.

LOGISTIC

We do not own tractors and loaders; we exclusively rely on third party transporters for procurement of Raw Materials from suppliers and also for delivery of our products to our customers.



For our exports, our products are shipped on FOB/CIF basis. Our plant is well connected by road, rail and ports to major cities of India.

DETAILS OF IMMOVABLE PROPERTY

The Details of the Owned Property are given below:

Sr. No.	Description of Property	Name of the Seller	Date of Execution of Agreement	Consideration	Usage Purpose	Area (In Sq. Mts.)
1.	Survey/Block No. 155, 13873 Sq.mt Non Agricultural land.	Ameedhara Industries, a partnership firm through its partner:- 1) Riteshkumar Kaushikbhai Patel 2) Nileshkumar Kaushikkumar Patel 3) Pravinkumar Bhogilal Patel 4) Palak Riteshkumar Patel 5) Nidhi Nileshkumar Patel 6) Indiraben Kaushikbhai Patel 7) Kaushikkumar Bhogilal Patel	December 21,2018	₹ 148.44 Lakh (Refer Note Below)	<ul style="list-style-type: none"> ✓ Processing Unit I- Rice Processing , ✓ Processing Unit II- Wheat processing, ✓ Warehouse and ✓ Registered Office. 	11365 Sq. Mt.
					<ul style="list-style-type: none"> ✓ Part of the Factory Shed is given on Lease basis to our Group Entity, Kavyarc Tradex Private Limited (KTPL) for a period of 5 years from January 1, 2015 for establishing its Processing Unit. 	2805 Sq. Mt.

Note: Since, the Land was belong to Ameenhdara Industries, erstwhile Partnership Firm, the same has been registered in the name of the Company in the Record of Registrar of Documents and the necessary Stamp Duty and Registration Fees was paid on the Jantri Value (being ₹ 148.44 Lakh).

INTELLECTUAL PROPERTY

Our Company does not possess any Intellectual Property in its name.

INDEBTEDNESS

Our Company is availing following Facilities from Bank and NBFC's, details of which are as under:

Sr. No.	Name of Bank	Sanction Amount	Purpose	Amount o/s as on December 31, 2018	Interest / Commission Rate per annum	Security	Period & Repayment Schedule
1.	Bank of Baroda (takeover with enhancement from Dena Bank)	₹ 2400.00 Lakh	Working Capital	₹ 2228.60 Lakh	9.40% [0.60% over 1 Year + MCLR+ Stretagic Premium)]	Hypothecation of entire Machinerries, electrical installations, furniture & fixtures, office equipment, other movable fixed assets, Raw Materials, Stock in process, Stores & Spares, Packing Materials, Finished goods and book debts of the Company both present and future. Equitable Mortgage of Factory land and Building situated al Survey no. 155/P Lodariyal, Bavla Sanand Road, Bavla, District Ahmedabad standing in the names of M/s. Ameenhdara Industries (Now	Repayable on Demand

Sr. No.	Name of Bank	Sanction Amount	Purpose	Amount o/s as on December 31, 2018	Interest / Commission Rate per annum	Security	Period & Repayment Schedule
						<p>known as Kaneri Agro Industries Limited).</p> <p>Equitable Mortgage of Residential House No. 28, Alkapuri Co-operative Housing Society Limited, Behind Swami Narayan Temple, Dholka Road, falls under survey No. 50+52/1+2, T.P. / Scheme No. 1 F. P. No. 57 at Mouje Bavla, Taluka Bavla District Ahmedabad admeasuring 274.25 sq. mtrs standing in the name of Mr. Kaushik Bhogilal Patel.</p> <p>Equitable Mortgage of Commercial Shop situated al Shop No. 34, Ground Floor, Restaurant Akruti Arcade, Near Bavla-Sanand Cross Road, Ahmedabad admeasuring 86.43 sq. mtrs in the name of Mr. Nileshbhai Kaushikbhai Patel</p> <p>Pledge of Fixed Deposit Receipt standing in the name of company.</p> <p>Extension of charge by way of equitable mortgage of Bungalow No:-20/B, "SILVER HOMES", Opposite Pushpakunj Bungalows, Near Panchamrut Bungalows, Murlidhar Party Plot Road, Off. Science City Road, F.P. No: 68, T.P.S. No:-42, Sola, Nehrunagar, Ahmedabad standing in the name of Ritesh K Patel, Nilesh K Patel, Indiraben K Patel, Nidhi N Patel and Palak R Patel</p> <p>Personal Guarantee of: Mrs. Palak R. Patel,</p>	

Sr. No.	Name of Bank	Sanction Amount	Purpose	Amount o/s as on December 31, 2018	Interest / Commission Rate per annum	Security	Period & Repayment Schedule
						Mrs. Nidhi Nileshkumar Patel, Mr. Kaushikumar Bhogilal Patel, Mr. Ritesh Kaushikkumar Patel, Mr. Nileshkumar K Patel, Mrs. Indiraben K Patel and Mr. Pravinkumar Bhogilal Patel	
2.	Aditya Birla Finance Limited (ABFL)	₹ 465.00 Lakh	For meeting long term working capital requirement and raw material purchase.	₹ 441.88 Lakh	12.10% Floating Rate	Land situated at Survey No. 163/1, FP No. 31, TP No. 3, Bavla, Ta:- Bavla, District: Ahmedabad owned by Mr. Kaushikkumar Bhogilal Patel and Mr. Pravinkumar Bhogilal Patel. Personal Gurantee of Mrs Palak Patel Mrs. Nidhi Nileshkumar Patel, Mr. Kaushikumar Bhogilal Patel, Mr. Ritesh Kaushikkumar Patel, Mr. Nileshkumar K Patel, Mrs. Indiraben K Patel and Mr. Pravinkumar Bhogilal Patel	Payable in Quarterly Principal Payment of ₹ 11.625 Lakh for Ten (10) Years commencing from June, 2018
3.	Capital First Limited	₹ 51.00 Lakh	Business Loan	₹ 27.61 Lakh	18.00%	Nil	Payable in 18 monthly installments of ₹ 3.25 Lakh commencing from April, 2018
4.	Magma Finance Limited	₹ 20.00 Lakh	Business Loan	₹ 10.80 Lakh	17.00%	Nil	Payable in 18 monthly installments of ₹ 1.27 Lakh commencing from April, 2018
5.	Aditya Birla Finance Limited	₹ 30.00 Lakh	Business Loan	₹ 5.46 Lakh	18.00%	Nil	Payable in 12 monthly installments of ₹ 2.75 Lakh commencing from February, 2018

Sr. No.	Name of Bank	Sanction Amount	Purpose	Amount o/s as on December 31, 2018	Interest / Commission Rate per annum	Security	Period & Repayment Schedule
6.	Equitas Small Finance Bank Limited	₹ 30.00 Lakh	Business Loan	₹ 10.76 Lakh	18.00%	Nil	Payable in 12 monthly installments of ₹ 2.75 Lakh commencing from May 5, 2018
7.	Fullerton India Credit Company Limited	₹ 25.00 Lakh	Business Loan	₹ 4.60 Lakh	17.00%	Nil	Payable in 12 monthly installments of ₹ 2.32 Lakh commencing from April 4, 2017

INSURANCE

Presently, our Company has taken following Insurance Policy to insure its Assets.

Sr. No.	Name of the Insurance Company	Name of the Insured	Type of policy	Validity Period	Description of cover under the policy	Policy No.	Sum Assured (₹ in Lakh)	Premium Paid (in ₹)
1.	Cholamandalam General Insurance Company Limited	Kaneri Agro Industries Limited	Standard Fire & Special Perils Policy	From 10:00 on 11/01/2019 to 23:59 on 10/01/2020	Building- ₹ 1,00,00,000, Plant and Machinery- ₹ 1,00,00,000, Stocks in Process Stock of Wheat, Rice, Paddy and Packing Material- ₹ 25,00,00,000	2130/01388 382/000/00	₹ 25,00,00,000	₹ 139050/-

EXPORTS & EXPORTS OBLIGATIONS

As on the date of this Draft Prospectus, our Company does not have any Export Obligation.

For the details of Export Sales of our Company, please refer to “Annexure – V” under the Chapter titled “RESTATED FINANCIAL INFORMATION” on Page no. 152 of this Draft Prospectus.

KEY INDUSTRY REGULATIONS

The statements produced below are based on the current provisions of Indian law, and the judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions and may not be exhaustive, and are only intended to provide general information to investors and is neither designed nor intended to be a substitute for professional legal advice. The information detailed in this Chapter has been obtained from the various legislations, including rules and regulations promulgated by the regulatory bodies and the bye laws of the respective local authorities that are available in the public domain.

We are subject to a number of Central and State legislations which regulate substantive and procedural aspects of the business. Additionally, the business activities of our Company require sanctions, approval, license, registration etc. from the concerned authorities, under the relevant Central and State legislations and local bye-laws. For details of Government and Other Approvals obtained by the Company in compliance with different regulations, see section titled “GOVERNMENT APPROVALS” beginning on Page no. 183 of this Draft Prospectus. The following description is a summary of the few relevant regulations and policies as prescribed by the Government of India, and the respective bye laws framed by the local bodies, and others incorporated under the laws of India.

INDUSTRY SPECIFIC REGULATIONS

The Export (Quality Control and Inspection) Act, 1963

The Export (Quality Control and Inspection) Act, 1963 was enacted with the objective of providing for the development of the export trade of India through quality control and inspection and for matters connected therewith. The applicability of the Act extends to the Indian Territory as a whole including the State of Jammu and Kashmir. It empowers the Central Government to establish the “Export Inspection Council” in order to advise the Central Government regarding measures for the enforcement of quality control and inspection in relation to commodities intended for export. It also empowers the Central Government to recognise or establish any mark or seal in relation to a commodity for the purpose of denoting that such commodity conforms to a standard specification applicable to it.

Foreign Trade (Development and Regulation) Act, 1992

Foreign Trade (Development and Regulation) Act, 1992 (the “Act”) was enacted with the objective of providing for the development and regulation of foreign trade by facilitating imports into, and enhancing exports from, India. It authorizes the Central Government to formulate and announce the Foreign Trade Policy and also to amend the same from time to time in order to fulfill the objectives of this Act. The Act also empowers the Central Government to appoint a Director General of Foreign Trade who shall advise the Central Government in formulating export and import policy and implementing the policy.

The Agricultural Produce (Grading and Marking) Act, 1937

The Agricultural Produce (Grading and Marking) Act, 1937 was enacted with the objective of providing for the grading and marking of agricultural and other produce. It empowers the Central Government to make rules to implement the provisions of the Act including rules regarding fixing grade designation to indicate the quality of any scheduled article, defining the quality indicated by every grade designation, specifying grade designation marks to represent particular grade designations, authorising a person or a body of persons to mark with a grade designation mark any article in respect of which such mark has been prescribed or any covering containing or label attached to any such article, providing for confiscation and disposal of produce marked otherwise than in accordance with the prescribed conditions with a grade designation mark.

Food Safety and Standards (Organic Foods) Regulations, 2017

The Ministry of Health and Family Welfare has issued regulation on organic food which is aimed at overcoming the problem where a number of food products are being marketed as “organic”, but in the absence of a regulatory framework, consumers have no way of checking their authenticity. These regulations have been framed to ensure that the products sold as “organic food” is genuine organic food.

As per the regulations, any food offered for sale as “organic food” should comply with the provisions laid down under either the National Programme for Organic Production (NPOP) administered by the Government of India or the Participatory Guarantee System for India (PGS-India) operated by the ministry of Agriculture and Farmers’ Welfare or any other system or standards that may be notified by the Food Authority from time to time. The regulation also mandates that such foods not only convey full and accurate information on the organic status of the product, but also carry a certification mark or a quality assurance mark given by any of the notified certification bodies.

The regulation however exempts organic food marketed through direct sale by the original producer or producer organisation to the end consumer from verification compliance, but this exemption does not apply to processed organic products.

The Agricultural and Processed Foods Products Export Development Authority Act, 1985 (the “APEDA Act”)

The APEDA Act provides for establishment of Agricultural and Processed Food Products Export Development Authority (the “APEDA”) for the development and promotion of export of certain agriculture and processed food products. Persons exporting scheduled products are required to be registered under the APEDA Act and are required to adhere to specified standards and specifications and to improve their packaging. The APEDA Act provides for imprisonment and monetary penalties for breach of its provisions. Further, the Agricultural and Processed Food Products Export Development Authority Rules, 1986 have been framed for effective implementation of the APEDA Act and provides for the application, grant and cancellation of registration to be obtained by exporters of agricultural produce.

The Essential Commodities Act, 1955

The Essential Commodities Act, 1955 (the “Essential Commodities Act”) provides for the regulations relating to production, supply, distribution, trade and commerce of the commodities that are declared as essential, for maintaining or increasing supplies of any essential commodity or for securing their equitable distribution and availability at fair prices. Foodstuff, including edible oilseeds and oil are categorized as essential commodities under the Essential Commodities Act. The ministries/ departments of central government have issued control orders for regulating production, distribution, and quality aspects pertaining to the commodities which are essential and administered by them.

The Food Safety and Standards Act, 2006

The FSSA, enacted on August 23, 2006, seeks to consolidate the laws relating to food and establish the Food Safety and Standards Authority of India (the “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 Food Authority is required to provide scientific advice and technical support to the Government of India and the state governments in framing the policy and rules relating to food safety and nutrition. The FSSA also sets out requirements for licensing and registering food businesses, general principles for food safety, and responsibilities of the food business operator and liability of manufacturers and sellers, and adjudication by ‘Food Safety Appellate Tribunal’. The FSSA has not been fully notified and has only been partially enacted. In exercise of powers under the FSSA, the Food Authority has framed the Food Safety and Standards Rules, 2011 (the “FSSR”) which have been operative since August 5, 2011. The FSSR provides the procedure for registration and licensing process for food business and lays down detailed standards for various food products. The FSSR also sets out the enforcement structure of ‘commissioner of food safety’, ‘food safety officer’ and ‘food analyst’ and procedures of taking extracts, seizure, sampling and analysis. The Food Safety and Standard Act, 2006 consolidates various central Acts like Prevention of Food Adulteration Act, 1954, Fruit Products Order, 1955, Meat Food Products Order, 1973, Vegetable Oil Products (Control) Order, 1947, Edible Oils Packaging (Regulation) Order 1988, Solvent Extracted Oil, De- Oiled Meal and Edible Flour (Control) Order, 1967, Milk and Milk Products Order, 1992 etc. The Food Authority has also framed the following food safety and standards regulations in relation to various food products and additives:

- Food Safety and Standards (Licensing and Registration of Food Businesses) Regulations, 2011;
- Food Safety and Standards (Packaging and labelling) Regulations, 2011;
- Food Safety and Standards (Food Product Standards and Food Additives) Regulations, 2011;
- Food Safety and Standards (Prohibition and Restriction on Sales) Regulations, 2011;
- Food Safety and Standards (Contaminants, Toxins and Residues) Regulations, 2011;
- Food Safety and Standards (Laboratory and Sampling Analysis) Regulations, 2011; and
- Food Safety and Standards (Organic Foods) Regulations, 2017

The key provisions of the FSSA are:

- Establishment of the Food Authority to regulate the food sector;
- The Food Authority will be aided by several scientific panels and a central advisory committee to lay down standards for food safety. The standards will include specifications for ingredients, contaminants, pesticide residue, biological hazards and labels;
- Enforcement through ‘state commissioners of food safety’ and other local level officials;
- Registration or licensing requirement for every entity in the food sector. Such licence or a registration would be issued by local authorities;
- Every distributor is required to be able to identify any food article by its manufacturer, and every seller by its distributor; and

- Any entity in the sector is bound to initiate recall procedures if it finds that the food sold has violated specified standards.

STATUTORY LEGISLATIONS

The Companies Act, 2013

The consolidation and amendment in law relating to Companies Act, 1956 made a way to enactment of Companies Act, 2013. The Companies Act, 2013, has been introduced to replace the existing Companies Act, 1956 in a phased manner. The Ministry of Corporate Affairs has vide its notification dated September 12, 2013 has notified 98 Sections of the Companies Act, 2013 and the same are applicable from the date of the aforesaid notification. A further 183 Sections 110 have been notified on March 26, 2014 and have become applicable from April 1, 2014. The Companies (Amendment) Act, 2015 has inter-alia amended various Sections of the Companies Act, 2013 to take effect from May 29, 2015. Further, vide the Companies (Amendment) Act, 2015, Section 11 of the Companies Act, 2013 has been omitted and Section 76A has been inserted in the Companies Act, 2013. The Ministry of Corporate Affairs, has also issued rules complementary to the Companies Act, 2013 establishing the procedure to be followed by companies in order to comply with the substantive provisions of the Companies Act, 2013.

The Companies Act primarily regulates the financing, functioning and winding up of companies. The Act prescribes regulatory mechanism regarding all relevant aspects including organizational and financial aspects of companies. In the functioning of the corporate sector, although freedom of companies is important, protection of the investors and shareholders, on whose funds they flourish, is equally important. The Companies Act plays the balancing role between these two competing factors, namely, management autonomy and investor protection.

The act deals with incorporation of companies and the procedure for incorporation and post incorporation. The procedure relating to winding up, voluntary winding up, appointment of liquidator also forms part of the act. The provision of this act shall apply to all the companies incorporated either under this act or under any other previous law. It shall also apply to banking companies, companies engaged in generation or supply of electricity and any other company governed by any special act for the time being in force.

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

The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (“SHWWPPR Act”) provides for protection against sexual harassment at the workplace to women and prevention and redressal of complaints of sexual harassment. The SHWWPPR Act defines “Sexual Harassment” to include any unwelcome sexually determined behavior (whether directly or by implication). “Workplace” under the SHWWPPR Act has been defined widely to include government bodies, private and public sector organizations, non-governmental organizations, organizations carrying on commercial, vocational, educational, entertainment, industrial, financial activities, hospitals and nursing homes, educational institutes, sports institutions and stadiums used for training individuals. The SHWWPPR Act requires an employer to set up an “Internal Complaints Committee” at each office or branch, of an organization employing at least 10 employees. The Government in turn is required to set up a “Local Complaint Committee” at the district level to investigate complaints regarding sexual harassment from establishments where our internal complaints committee has not been constituted.

Regulation of Foreign Investment in India

Foreign investment in India is primarily governed by the provisions of the Foreign Exchange Management Act, 1999 (“FEMA”) and the rules and regulations promulgated there under. The RBI, in exercise of its powers under FEMA, has notified the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 (“FEMA Regulations”) which prohibit, restrict and regulate, transfer or issue of securities to a person resident outside India. Pursuant to the FEMA Regulations, no prior consent or approval is required from the RBI for foreign direct investment under the “automatic route” within the specified sectoral caps prescribed for various industrial sectors. In respect of all industries not specified under the automatic route, and in respect of investments in excess of the specified sectoral limits provided under the automatic route, approval for such investment may be required from the FIPB and/or the RBI. Further, FIIs may purchase shares and convertible debentures of an Indian company under the portfolio investment scheme through registered brokers on recognized stock exchanges in India. Regulation 1 (4) of Schedule II of the FEMA Regulations provides that the total holding by each FII or SEBI approved sub-account of an FII shall not exceed 10% of the total paid-up equity capital of an Indian company or 10% of the paid-up value of each series of convertible debentures issued by an Indian company and the total holdings of all FIIs and sub accounts of FIIs added together shall not exceed 24% of the paid-up equity capital or paid-up value of each series of convertible debentures. However, this limit of 24% may be increased up to the statutory ceiling as applicable, by the Indian company concerned passing a resolution by its board of directors followed by the passing of a special resolution to the same effect by its shareholders.

Micro, Small and Medium Enterprises Development Act, 2006

The Micro, Small and Medium Enterprises Development Act, 2006 as amended from time to time (“MSMED Act”) seeks to facilitate the development of micro, small and medium enterprises. The Union Cabinet has approved amendment to Micro, Small and Medium Enterprises Development (MSMED) Act, 2006 for classifying MSMEs from current investment in plant and machinery criteria to annual turnover criteria. The purpose of amendment to Section 7 of MSMED Act, 2006 is to encourage ease of doing business, make MSME classification norms growth oriented and align them to new indirect tax regime revolving around Goods & Services Tax (GST). This will define units producing goods and rendering services in terms of annual turnover. It will pave the way for increased direct and indirect employment in the MSE sector of the country.

- a. where the annual turnover does not exceed Rupees Five Crore, an enterprise shall be regarded as a micro enterprise;
- b. where the annual turnover is more than Rupees Five Crore but does not exceed Rupees Seventy Five Crore, an enterprise shall be regarded as a small enterprise;
- c. where the annual turnover is more than Rupees Seventy Five Crore but does not exceed Rupees Two Hundred Fifty Crore, an enterprise shall be regarded as a medium enterprise

The amendment empowers Central Government to vary turnover limits, provided not exceeding thrice the limits specified in Section 7 of MSMED Act by issuing notification.

The MSMED Act provides for the memorandum of micro, small and medium enterprises to be submitted by the relevant enterprises to the prescribed authority. The submission of the memorandum by micro and small and medium enterprises engaged in rendering services is optional. The MSMED Act defines a supplier to mean a micro or small enterprise that has filed a memorandum with the concerned authorities in accordance with Section 8 of the MSMED Act. The MSMED Act ensures that the buyer of goods or services makes payment for the goods supplied or services rendered to him immediately or before the date agreed upon between the buyer and supplier. The MSMED Act provides that the agreed period cannot exceed forty five days from the day of acceptance of goods or services. The MSMED Act also stipulates that in case the buyer fails to make payment to the supplier within the agreed period, then the buyer will be liable to pay compound interest at three times of the bank rate notified by the Reserve Bank of India from the date immediately following the date agreed upon. The MSMED Act also provides for the establishment of the Micro and Small Enterprises Facilitation Council (“Council”). The Council has jurisdiction to act as an arbitrator or conciliator in a dispute between the supplier located within its jurisdiction and a buyer located anywhere in India.

TAX RELATED LEGISLATIONS

Income Tax Act, 1961

Income Tax Act, 1961 is applicable to every Domestic / Foreign Company whose income is taxable under the provisions of this Act or Rules made under it depending upon its “Residential Status” and “Type of Income” involved. U/s 139(1) every Company is required to file its Income tax return for every Previous Year by 30th September of the Assessment Year. Other compliances like those relating to Tax Deduction at Source, Fringe Benefit Tax, Advance Tax, Minimum Alternative Tax and like are also required to be complied by every Company.

Goods and Service Tax (GST)

Goods and Services Tax (GST) is levied on supply of goods or services or both jointly by the Central and State Governments. It was introduced as the Constitution (One Hundred and First Amendment) Act 2017 and is governed by the GST Council. A destination based consumption tax GST would be a dual GST with the center and states simultaneously levying tax with a common base. The GST law is enforced by various acts viz. Central Goods and Services Tax Act, 2017 (CGST), State Goods and Services Tax Act, 2017 (SGST), Union Territory Goods and Services Tax Act, 2017 (UTGST), Integrated Goods and Services Tax Act, 2017 (IGST) and Goods and Services Tax (Compensation to States) Act, 2017 and various rules made there under.

Every person liable to take registration under these Acts shall do so within a period of 30 days from the date on which he becomes liable to registration. The Central/State authority shall issue the registration certificate upon receipt of application. The Certificate shall contain fifteen digit registration numbers known as Goods and Service Tax Identification Number (GSTIN). In case a person has multiple business verticals in multiple locations in a state, a separate application will be made for registration of each and every location. The registered assessee is then required to pay GST as per the rules applicable thereon and file the appropriate returns as applicable thereon.

GST has replaced the following indirect taxes and duties at the central and state levels:

Central Excise Duty, Duties of Excise (Medicinal and Toilet Preparations), additional duties on excise – goods of special importance, textiles and textile products, commonly known as CVD – special additional duty of customs, service tax, central and state surcharges and cesses relating to supply of goods and services, state VAT, Central Sales Tax, Luxury Tax, Entry Tax (all forms), Entertainment and Amusement Tax (except when levied by local bodies), taxes on advertisements, purchase tax, taxes on lotteries, betting and gambling. It is applicable on all goods except for alcohol for human consumption and five petroleum products.

GST council has mandated the implementation of e way bill under GST from April 1, 2018 for interstate movement and from 1st June 2018 for Intra- state Movement of Goods. The E-Way Bill under the GST Regime replaces the Way Bill which was required under the VAT Regime for the movement of Goods. The way bill under the VAT Regime was a physical document which was required to be generated for the movement of goods. The physical document under the VAT Regime has now been replaced with an electronically generated document in the GST Regime.

EWay Bill is an electronic way bill for movement of goods which can be generated on the e-way Bill Portal. Transport of goods of more than ₹ 50,000 (Single Invoice/bill/delivery challan) in value in a vehicle cannot be made by a registered person without an e-way bill. When an e-way bill is generated a unique e-way bill number (EBN) is allocated and is available to the supplier, recipient, and the transporter.

A Registered person or the transporter may choose to generate and carry e-way bill even if the value of goods is less than ₹ 50,000.

The requirement of e-way bills for movement of goods within the States /UT will start from 15th April 2018 in a phased manner by grouping the States/UT into four lots. GST Council in the coming days shall announce this arrangement.

Value Added Tax (“VAT”)

The levy of Sales Tax within the state is governed by the Value Added Tax Act and Rules 2008 (“the VAT Act”) of the respective states. The VAT Act has addressed the problem of Cascading effect (double taxation) that were being levied under the hitherto system of sales tax. Under the current regime of VAT the trader of goods has to pay the tax (VAT) only on the Value added on the goods sold. Hence VAT is a multi-point levy on each of the entities in the supply chain with the facility of set-off of input tax- that is the tax paid at the stage of purchase of goods by a trader and on purchase of raw materials by a manufacturer. Only the value addition in the hands of each of the entities is subject to tax. Periodical returns are required to be filed with the VAT Department of the respective States by the Company.

Central Sales Tax Act, 1956

In accordance with the Central Sales Tax Act, every dealer registered under the Act shall be required to furnish a return in Form I (Monthly/ Quarterly/ Annually) as required by the State sale Tax laws of the assessee authority together with treasury challan or bank receipt in token of the payment of taxes due.

Customs Act, 1962

The Customs Act was formulated in 1962 to prevent illegal exports and imports of goods. Customs Act, 1962 is the basic Act for levy and collection of customs duty in India. It contains various provisions relating to imports and exports of goods and merchandize as well as baggage of persons arriving in India. All imports are sought to be subject to a duty with a view to affording protection to indigenous industries as well as to keep the imports to the minimum in the interests of securing the exchange rate of Indian currency. For the purpose of exercising proper surveillance over imports and exports, the Central Government has the power to notify the ports and airports for the unloading of the imported goods and loading of the exported goods, the places for clearance of goods imported or to be exported, the routes by which above goods may pass by land or inland water into or out of Indian and the ports which alone shall be coastal ports. The Act also contains detailed provisions for warehousing of the imported goods and manufacture of goods is also possible in the warehouses.

GENERAL LEGISLATIONS

Gujarat Industrial Policy, 2015

Gujarat has witnessed strong growth in Micro, Small & Medium Enterprises (MSMEs) sector which covers the medium sector of Gujarat. MSME sector has a special importance as this is the sector which belongs to common man. Gujarat Government wishes to strengthen the sector by making it more technology-driven. This type of support will come by way of interest subsidy for manufacturing and service sector, venture capital assistance, quality certification, technology acquisition fund, patent assistance for national and international, energy and water conservation audit, market development assistance and support, MSMEs for credit rating, raising capital through MSE exchange, reimbursement of

CGTSME scheme for collateral free loan, state awards under MSMEs and skill development etc. Support would also be extended for development of ancillary and auxiliary enterprises for labour intensive industries.

The Government of Gujarat will constitute separate awards for MSMEs. The awards will be for achieving excellence through growth and production profit, quality improvement measures, Environment improvement measures and Innovation and new product/process/technology development. The policy encourages adoption of new and innovative technologies by providing financial support will be provided to each cluster for every innovative technology, setting up R&D Institutions, setting new laboratories, financial support through partial reimbursement of cost for filing domestic patents and international patents.

Gujarat government shall be taking market development initiatives with the intention of giving enhanced visibility to local produce from large industries and specifically from MSMEs. Government of Gujarat stresses on “Zero Defect” to produce globally-competitive, locally manufactured goods. One of the expansive marketing practices around the globe is participation in international and domestic trade fairs to show one’s products or wares. Government of Gujarat will make market credit available to MSMEs.

Quality improvement is strongly envisaged in the new industrial policy. The assistance will be granted by national (approved by quality council of India) and international certification. The policy also intends to encourage use of enterprise resources planning system (ERP) for MSMEs. Government of Gujarat also provides assistance for raising capital through SME exchange on one time basis.

Legal Metrology Act, 2009

An act 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 incidental thereto. Any weight or measure which conforms to the standard of such weight or measure and also conforms to such of the provisions of Section 7 as are applicable to it shall be the standard of weight or measure. Any numeral which conforms to the provisions of Sec. 6 shall be the standard numeral. It further provides that no weight, measure or numeral, other than the standard weight, measure or numeral shall be used as a standard weight, measure or numeral.

Every reference standard, secondary standard and working standard shall be verified and stamped in such manner and after payment of such fee as may be prescribed. Every reference standard, secondary standard and working standard which is not verified and stamped in accordance with the provisions shall not be deemed to be a valid standard. The provision relating to Use and Prohibition provides that no person shall, in relation to any goods, things or service quote, or make announcement of, whether by word of mouth or otherwise, any price or charge, or issue or exhibit any price list, invoice, cash memo or other document, or prepare or publish any advertisement, poster or other document, or indicate the net quantity of a pre-packaged commodity, or express in relation to any transaction or protection, any quantity or dimension, otherwise than in accordance with the standard unit of weight, measure or numeration.

No person shall manufacture, repair or sell, or offer, expose or possess for repair or sale, any weight or measure unless he holds a license issued by the Controller. No license to repair shall be required by a manufacturer for repair of his own weight or measure in a State other than the State of manufacture of the same. The Controller shall issue a license in such form and manner, on such conditions, for such period and such area of jurisdiction and on payment of such fee as may be prescribed.

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

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

The Arbitration and Conciliation Act, 1996

This act was enacted by Parliament in the Forty-seventh Year of the Republic of India to consolidate and amend the law relating to domestic arbitration, international commercial arbitration and enforcement of foreign arbitral awards as also to define the law relating to conciliation and for matters connected therewith or incidental thereto. The main objectives

of the Act is to comprehensively cover international and commercial arbitration and conciliation as also domestic arbitration and conciliation, to make provision for an arbitral procedure which is fair, efficient and capable of meeting the needs of the specific arbitration, to provide that the arbitral tribunal gives reasons for its arbitral award, to ensure that the arbitral tribunal remains within the limits of its jurisdiction, to minimise the supervisory role of courts in the arbitral process, to permit an arbitral tribunal to use mediation, conciliation or other procedures during the arbitral proceedings to encourage settlement of disputes, to provide that every final arbitral award is enforced in the same manner as if it were a decree of the court, to provide that a settlement agreement reached by the parties as a result of conciliation proceedings will have the same status and effect as an arbitral award on agreed terms on the substance of the dispute rendered by an arbitral tribunal and to provide that, for purposes of enforcement of foreign awards, every arbitral award made in a country to which one of the two International Conventions relating to foreign arbitral awards to which India is a party applies, will be treated as a foreign award.

The Competition Act, 2002

The Competition Act, 2002 prohibits anti-competitive agreements, abuse of dominant positions by enterprises and regulates “combinations” in India. The Competition Act also established the Competition Commission of India (the “CCI”) as the authority mandated to implement the Competition Act. The provisions of the Competition Act relating to combinations were notified recently on March 4, 2011 and came into effect on June 1, 2011. Combinations which are Likely to cause an appreciable adverse effect on competition in a relevant market in India are void under the Competition Act. A combination is defined under Section 5 of the Competition Act as an acquisition, merger or amalgamation of enterprise(s) that meets certain asset or turnover thresholds. There are also different thresholds for those categorized as Individuals and Group. The CCI may enquire into all combinations, even if taking place outside India, or between parties outside India, if such combination is Likely to have an appreciable adverse effect on competition in India. Effective June 1, 2011, all combinations have to be notified to the CCI within 30 days of the execution of any agreement or other document for any acquisition of assets, shares, voting rights or control of an enterprise under Section 5(a) and (b) of the Competition Act (including any binding document conveying an agreement or decision to acquire control, shares, voting rights or assets of an enterprise); or the board of directors of a company (or an equivalent authority in case of other entities approving a proposal for a merger or amalgamation under Section 5(c) of the Competition Act. The obligation to notify a combination to the CCI falls upon the acquirer in case of an acquisition, and on all parties to the combination jointly in case of a merger or amalgamation.

The Consumer Protection Act, 1986 (COPRA)

The Consumer Protection Act, 1986 (COPRA) provides better protection to the interests of consumers. This is enabled with the establishment of consumer councils and other authorities for the settlement of consumers’ disputes and matters connected therewith. COPRA protects the consumers against any unfair/restrictive trade practice that has been adopted by any trader or service provider or if the goods purchased by him suffer from any defect or deficiency. In case of consumer disputes, the same can be referred to the redressal forums set up by the government such as the National Commission, the State Commission and the District Forums. Such redressal forums have the authority to grant the following reliefs, that is, removal of defects, replacement of goods, compensation to the consumer, etc. The COPRA provides for a three tier consumer grievance redressal mechanism at the national, state and district levels.

The Indian Contract Act, 1872

The Contract Act is the legislation which lays down the general principles relating to formation, performance and enforceability of contracts. The rights and duties of parties and the specific terms of agreement are decided by the contracting parties themselves, under the general principles set forth in the Contract Act. The Contract Act also provides for circumstances under which contracts will be considered as ‘void’ or ‘voidable’. The Contract Act contains provisions governing certain special contracts, including indemnity, guarantee, bailment, pledge, and agency.

Transfer of Property Act, 1882 (“TP Act”)

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

The Indian Stamp Act, 1899

Under the Indian Stamp Act, 1899, stamp duty is payable on instruments evidencing a transfer or creation or extinguishment of any right, title or interest in immovable property. Stamp duty must be paid on all instruments specified

under the Stamp Act at the rates specified in the schedules to the Stamp Act. The applicable rates for stamp duty on instruments chargeable with duty vary from state to state. Instruments chargeable to duty under the Stamp Act, which are not duly stamped are incapable of being admitted in court as evidence of the transaction contained therein and it also provides for impounding of instruments that are not sufficiently stamped or not stamped at all.

The Registration Act, 1908

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

The Specific Relief Act, 1963

The Specific Relief Act, 1963 is complimentary to the provisions of the Contract Act and the Transfer of Property Act, as the Act applies both to movable property and immovable property. The Act applies in cases where the Court can order specific performance of a contract. Specific relief can be granted only for purpose of enforcing individual civil rights and not for the mere purpose of enforcing a civil law. "Specific performance" means Court will order the party to perform his part of agreement, instead of imposing on him any monetary liability to pay damages to other party.

Negotiable Instruments Act, 1881

In India, cheques are governed by the Negotiable Instruments Act, 1881, which is largely a codification of the English Law on the subject. The Act provides effective legal provision to restrain people from issuing cheques without having sufficient funds in their account or any stringent provision to punish them in the event of such cheque not being honoured by their bankers and returned unpaid. Section 138 of the Act, creates statutory offence in the matter of dishonour of cheques on the ground of insufficiency of funds in the account maintained by a person with the banker which is punishable with imprisonment for a term which may extend to two year, or with fine which may extend to twice the amount of the cheque, or with both.

OTHER APPLICABLE LAWS

Industrial Disputes Act, 1947 ("ID Act") and Industrial Dispute (Central) Rules, 1957

The ID Act and the Rules made there under provide for the investigation and settlement of industrial disputes. The ID Act was enacted to make provision for investigation and settlement of industrial disputes and for other purposes specified therein. Workmen under the ID Act have been provided with several benefits and are protected under various labour legislations, whilst those persons who have been classified as managerial employees and earning salary beyond prescribed amount may not generally be afforded statutory benefits or protection, except in certain cases. Employees may also be subject to the terms of their employment contracts with their employer, which contracts are regulated by the provisions of the Indian Contract Act, 1872. The ID Act also sets out certain requirements in relation to the termination of the services of the workman. The ID Act includes detailed procedure prescribed for resolution of disputes with labour, removal and certain financial obligations up on retrenchment. The Industrial Dispute (Central) Rules, 1957 specify procedural guidelines for lockouts, closures, lay-offs and retrenchment.

The Factories Act, 1948

The Factories Act, 1948 (Factories Act) aims at regulating labour employed in factories. A factory is defined as any premises, whereon ten or more workers are working, or were working on any day of the preceding twelve months, and in any part of which a manufacturing process is being carried on with the aid of power, or is ordinarily so carried on, or whereon twenty or more workers are working, or were working on any day of the preceding twelve months, and in any part of which a manufacturing process is being carried on without the aid of power, or is ordinarily so carried on. The main aim of the said Act is to ensure adequate safety measures and to promote the health and welfare of the workers employed in factories initiating various measures from time to time to ensure that adequate standards of safety, health and welfare are achieved at all the places.

Under the Factories Act, the State Government may make rules mandating approval for proposed factories and requiring licensing and registration of factories. The Factories Act makes detailed provision for ensuring sanitary conditions in the factory and safety of the workers and also lays down permissible working hours, leave etc. In addition, it makes provision for the adoption of worker welfare measures. The prime responsibility for compliance with the Factories Act and the rules there under rests on the occupier, being the person who has ultimate control over the affairs of the factory. The Factories Act states that save as otherwise provided in the Factories Act and subject to provisions of the Factories Act which impose

certain liability on the owner of the factory, in the event there is any contravention of any of the provisions of the Factories Act or the rules made thereunder or of any order in writing given thereunder, the occupier and the manager of the factory shall each be guilty of the offence and punishable with imprisonment or with fine. The occupier is required to submit a written notice to the chief inspector of factories containing all the details of the factory, the owner, manager and himself, nature of activities and such other prescribed information prior to occupying or using any premises as a factory. The occupier is required to ensure, as far as it is reasonably practicable, the health, safety and welfare of all workers while they are at work in the factory.

Payment of Bonus Act, 1965

The Payment of Bonus Act, 1965, as amended from time to time (“Bonus Act”), provides for payment of bonus based on profit or based on production or productivity, to persons employed in factories or in establishments employing 20 (twenty) or more persons on any day during an accounting year. It ensures that a minimum bonus is payable to every employee regardless of whether the employer has any allocable surplus in the accounting year in which the bonus is payable. Under the Bonus Act, the employer is bound to pay to every employee, in respect of the accounting year, a minimum bonus equal to 8.33% of the salary or wage earned by the employee during the accounting year or Rupees Hundred, whichever is higher. If the allocable surplus exceeds minimum bonus payable, then the employer must pay bonus proportionate to the salary or wage earned during that period, subject to maximum of 20% of such salary or wage. Allocable bonus is defined as 67% of available surplus in the financial year, before making arrangements for the payment of dividend out of profit of the Company.

The Apprentices Act, 1961

The Apprentices Act, 1961, as amended (the “Apprentices Act”) regulates and controls the programme of training of apprentices and matters connected there with. The term “Apprentice” means a person who is undergoing apprenticeship training in pursuance of a contract of apprenticeship. “Apprenticeship Training” means a course of training in any industry or establishment undergone in pursuance of a contract of apprenticeship and under prescribed terms and conditions which may be different for different categories of apprentices. Every person engaging as an apprentice is required to enter into a contract of apprenticeship with the employer which is reviewed and registered by the apprenticeship advisor.

The Workmen Compensation Act, 1923 (“WCA”)

The Workmen Compensation Act, 1923 has been enacted with the objective to provide for the payment of compensation to workmen by employers for injuries by accident arising out of and in the course of employment, and for occupational diseases resulting in death or disablement. The WCA makes every employer liable to pay compensation in accordance with the WCA if a personal injury/disablement/loss of life is caused to a workman (including those employed through a contractor) by accident arising out of and in the course of his employment. In case the employer fails to pay compensation due under the WCA within one month from the date it falls due, the commissioner appointed under the WCA may direct the employer to pay the compensation amount along with interest and may also impose a penalty.

The Equal Remuneration Act, 1976

The Equal Remuneration Act, 1976 as amended from time to time (“Remuneration Act”) aims to provide for the payment of equal remuneration to men and women workers and for the prevention of discrimination, on the ground of sex, against women in the matter of employment and for matters connected therewith or incidental thereto. According to the Remuneration Act, no employer shall pay to any worker, employed by him/ her in an establishment, a remuneration (whether payable in cash or in kind) at rates less favourable than those at which remuneration is paid by him to the workers of the opposite sex in such establishment for performing the same work or work of a similar nature.

In addition, no employer shall for complying with the foregoing provisions of the Remuneration Act, reduce the rate of remuneration of any worker. No employer shall, while making recruitment for the same work or work of a similar nature, or in any condition of service subsequent to recruitment such as promotions, training or transfer, make any discrimination against women except where the employment of women in such work is prohibited or restricted by or under any law for the time being in force.

The Maternity Benefit Act, 1961

The Maternity Benefit Act, 1961, as amended from time to time (“Maternity Benefit Act”), is aimed at regulating the employment of women in certain establishments for certain periods before and after child birth and for providing for maternity benefit and certain other benefits. The Maternity Benefit (Amendment) Bill 2016 (the “Amendment Bill”), an amendment to the Maternity Benefit Act, 1961 (“Act”), was passed in Lok Sabha on March 09, 2017, in Rajya Sabha on August 11, 2016 and received an assent from President of India on March 27, 2017.

It applies to all establishments which are factories, mines, plantations, Government establishments, shops and establishments under the relevant applicable legislations, or any other establishment as may be notified by the Central Government. As per the Act, to be eligible for maternity benefit, a woman must have been working as an employee in an establishment for a period of at least 80 days in the past 12 months. In amended act, the period of paid maternity leave (“Maternity Benefit”) that a woman employee is entitled to has been increased to 26 (twenty six) weeks. Further, the Act previously allowed pregnant women to avail Maternity Benefit for only 6 (six) weeks prior to the date of expected delivery. Now, this period is increased to 8 (eight) weeks. Maternity benefit of 26 weeks can be extended to women who are already under maternity leave at the time of enforcement of this Amendment.

Child Labour (Prohibition and Regulation) Act, 1986

The Child Labour (Prohibition & Regulation) Act, 1986, as amended from time to time (“Child Labour Act”) was enacted to prohibit the engagement of children below the age of fourteen years in certain specified occupations and processes and to regulate their conditions of work in certain other employments. No child shall be required or permitted to work in any establishment in excess of such number of hours, as may be prescribed for such establishment or class of establishments. Every child employed in an establishment shall be allowed in each week, a holiday of one whole day, which day shall be specified by the occupier in a notice permanently exhibited in a conspicuous place in the establishment and the occupier shall not alter the day so specified more than once in three months.

Industrial Employment (Standing orders) Act, 1946

The employers of industrial establishments are required to define with sufficient precision the conditions of employment and to make the said conditions known to the workmen. The standing orders are certified by the labour commissioner.

Other Laws

In addition to the above, our Company, being corporate entity, is governed by all the statutes enacted in India and it requires to comply all such statutes to the extent applicable.

HISTORY AND CERTAIN CORPORATE MATTERS

Our company was originally formed as Partnership firm in the name and style of “Ameedhara Industries” through partnership deed dated January 31, 2003 under Partnership Act, 1932 at Ahmedabad. Subsequently the constitution of partnership firm was changed several times through partnership deed dated April 1, 2004, February 25, 2005, October 8, 2008, November 1, 2011 and March 1, 2017 due to admission of new partner(s)/ retirement of partner(s). Consequently, the Partnership Firm was converted into Public Limited Company – “Kaneri Agro Industries Limited” on September 11, 2018 under Part I (Chapter XXI) of the Companies Act, 2013 at Ahmedabad vide certificate of incorporation issued by Registrar of Companies, Central Registration Center. The Corporate Identification Number of our Company is U15541GJ2018PLC104044.

COMPANY’S BACKGROUND

Our Partnership firm “Ameedhara Industries” (“Firm”) was running it’s business in an unregistered form upto 2015. Our Firm is owning a Non Agricultural land (admeasuring an area of 13873 Sq.mt) situated at Survey/Block No. 155, Village: Lodariyal, Bavla Sanand Road, Ahmedabad. In the said premises, our firm, commenced 1st Unit for cleaning and grading of wheat. Under Unit I, our firm had an installed capacity of cleaning and grading of wheat upto 72 Tonne per day (**Taking 18 hours per day as average no of working hours**). Later on, in the year 2005, 1 (One) Sortex machine was installed with an installed capacity of 72 Tonne per day of colour wise sorting of cleaned graded wheat into two categories i.e.:

- i) Acceptable – Brown and Golden colour wheat
- ii) Non Acceptable – Green, Black, Red, White colour wheat.

Further in the year 2009, Unit II was commenced by installing new sortex machine with an installed capacity of cleaning and sorting of wheat upto 108 Tonne per day. Our aggregate capacity of cleaning, grading and sorting of wheat reached upto 180 Tonne per day.

Later on in the year 2011, Unit 1 was modified to process rice instead of wheat, modified Unit 1 has an installed capacity of cleaning, grading and sorting of Rice upto 72 Tonne per day (**Taking 18 hours per day as average no of working hours**) and as a result, our then existing capacity of processing wheat was reduced to 108 Tonne per day.

Subsequently in the FY 2018-19:-

- Unit I was further modified by upgrading machine technology which increased existing installed capacity of processing rice from 72 Tonne to 144 Tonne per day and;
- Unit II was modified by upgrading machine technology which increased existing installed capacity of processing wheat from 108 Tonne to 216 Tonne per day.

Our Company is processing raw wheat, rice paddy and raw rice. Our Final products, i.e. Wheat and Rice are sold directly to whole sellers and to flour millers. Our Company is also involved in trading of grains majorly rice paddy. Our business model is B2B (Business to Business Basis). Our company possesses quality certification of ISO 9001:2005, our strength lies in maintaining quality of products, understanding the requirement of the customers and our execution capabilities. This has enabled us to get orders from our customers and attract new customers. Our processing unit is well equipped with required facilities including machineries, weighing machines, other handling equipments to facilitate smooth processing and easy logistics. Since our products are seasonal in nature, we opt for cost averaging strategy for selling our products by procuring more quantity of grains during peak season and storing them for sale during off season.

Our Company has shown an upward surge during the last three financial years. The financial performance of the company for last three years and for stub period up to December 31, 2018 as per restated financial Statement:

(₹ in Lakh)

Particulars	For the Period 11/09/2018 to 31/12/2018	For the period 01/04/2018 to 10/09/2018	For the Year 01/04/2017 to 31/03/2018	For the Year 01/04/2016 to 31/03/2017	For the Year 01/04/2015 to 31/03/2016
Revenue from Operations	3,203.91	4,555.53	10,538.44	9,348.70	8,263.45
Other Income	1.94	0.72	2.65	51.37	4.65
Total Revenue	3,205.86	4,556.25	10,541.09	9,400.07	8,268.10
Profit Before Tax (PBT)	58.48	36.45	75.21	41.70	13.24
Profit After Tax (PAT)	40.50	25.22	51.85	27.86	20.39

REGISTERED OFFICE:

Registered Office of the Company is presently situated at Survey No.155/P Village: Lodariyal, Bavla Sanand Road, Ahmedabad – 382 220. There is no change in the registered office of the Company since its incorporation.

AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION

Change of Name

Our Company has not changed its name since its incorporation.

Authorized Capital

The following changes have been made in the Authorized Capital of our Company since its inception:

Date of Amendment	Particulars
On Incorporation	Authorized Capital of ₹730.00 Lakh divided into 7300000 Equity Shares of ₹ 10/-
January 15, 2019	Increased in authorized capital from ₹730.00 Lakh divided into 7300000 Equity Shares of ₹ 10/- each to ₹ 1000.00 Lakh divided in to 10000000 Equity Shares of ₹ 10/- each.

MAJOR EVENTS

The major events of the company since its incorporation are as under:

Year	Events
2018-19	<ul style="list-style-type: none">➤ Our Company was incorporated as Kaneri Agro industries Limited➤ We received licence of Import-Export on October 3, 2018. We initiated export through Merchandise exports thereafter and exported White (raw) non-basmati rice of 5% broken category in FY 2018-19 to Africa on behalf of our client in Dubai.➤ Unit I was modified by upgrading machine technology which increased existing installed capacity of processing rice from 72 Tonne to 144 Tonne per day and;➤ Unit II was modified by upgrading machine technology which increased existing installed capacity of processing wheat from 108 Tonne to 216 Tonne per day.

OTHER DETAILS REGARDING OUR COMPANY

For information on our activities, products, growth, technology, marketing strategy, our standing with reference to our prominent competitors and customers, please refer to sections titled “BUSINESS OVERVIEW”, “INDUSTRY OVERVIEW” and “MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS” beginning on Page nos. 74, 66 and 168 respectively of this Draft Prospectus. For details of our management and managerial competence and for details of shareholding of our Promoter, please refer to sections titled “OUR MANAGEMENT” and “CAPITAL STRUCTURE” beginning on Page nos. 105 and 42 respectively of this Draft Prospectus.

RAISING OF CAPITAL IN FORM OF EQUITY OR DEBT

For details regarding our capital raising activities through equity and debt, please see the section entitled “CAPITAL STRUCTURE” and “RESTATED FINANCIAL INFORMATION” on Page nos. 42 and 123 respectively of this Draft Prospectus.

DEFAULTS OR RESCHEDULING OF BORROWINGS WITH FINANCIAL INSTITUTIONS/ BANKS AND CONVERSION OF LOANS INTO EQUITY

There have been no defaults or rescheduling of borrowings with financial institutions/banks in respect of our current borrowings from lenders. None of our outstanding loans have been converted into equity shares.

STRIKES AND LOCK-OUTS

There have been no lock-outs or strikes at any time in our Company and our Company is not operating under any injunction or restraining order.

SUBSIDIARIES/HOLDINGS OF THE COMPANY

Our Company does not have any holding company and nor it has any subsidiary company/(ies).

RAISING OF CAPITAL IN FORM OF EQUITY

For details of increase in equity capital of our company please refer section “CAPITAL STRUCTURE” on Page no. 42 of this Draft Prospectus.

INJUNCTION AND RESTRAINING ORDER

Our company is not under any injunction or restraining order, as on date of filing of this Draft Prospectus.

MANAGERIAL COMPETENCE

For managerial Competence, please refer to the section “OUR MANAGEMENT” on Page no. 105 of this Draft Prospectus.

ACQUISITIONS / AMALGAMATIONS / MERGERS/ REVALUATION OF ASSETS

There has been no mergers, amalgamation, revaluation of assets etc. with respect to our Company took place since its Incorporation.

TOTAL NUMBER OF SHAREHOLDERS OF OUR COMPANY

As on the date of filing of this Draft Prospectus, the total numbers of equity shareholders are 7 (Seven). For more details on the shareholding of the members, please see the section titled “CAPITAL STRUCTURE” at Page no. 42 of this Draft Prospectus.

MAIN OBJECTS AS SET OUT IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

The object clauses of the Memorandum of Association of our Company enable us to undertake the activities for which the funds are being raised in the present Issue. Furthermore, the activities of our Company which we have been carrying out until now are in accordance with the objects of the Memorandum. Our Company has not changed its Object since its Incorporation. The objects for which our Company is established are:

To carry on the business of millers in all its branches and to setup mills for milling wheat, rice, gram, paddy, basen, makai, atta, suji, grains, pulses and other allied products and to manufacture any by products and food products such as biscuits, flakes, oil, confectionery from flour of all kind and description to set up factories or mills for the manufacture thereof and also to carry on business of producing, extracting, refining, storing, exporting, importing, processing, job working, transporting, packing, repacking and dealing in wheat, rice, paddy, gram and grains and cereals of all kinds descriptions whatsoever or any other business as me be mutually agreed upon by the parties hereto.

CHANGES IN THE ACTIVITIES OF OUR COMPANY

As on the date of filing this Draft Prospectus, there have been no changes in the activities of our Company since its incorporation which may have had a material effect on our profit or loss, including discontinuance of our lines of business, loss of agencies or markets and similar factors.

SHAREHOLDERS' AGREEMENTS

Our Company has not entered into any shareholders agreement as on the date of filing this Draft Prospectus.

OTHER AGREEMENTS

As on the date of this Draft Prospectus our Company has not entered into any agreements other than those entered into in the ordinary course of business and there are no material agreements entered into since its incorporation.

JOINT VENTURE AGREEMENTS

Our Company has not entered into any joint venture agreement as on the date of this Draft Prospectus.

COLLABORATION AGREEMENTS

Our Company has not entered into any collaboration agreement as on the date of this Draft Prospectus.

STRATEGIC PARTNERS

Our Company is not having any strategic partner as on the date of filing this Draft Prospectus.

FINANCIAL PARTNERS

Our Company has not entered into any financial partnerships with any entity as on the date of filing of this Draft Prospectus.

OUR MANAGEMENT

In accordance with our Articles of Association, unless otherwise determined in a general meeting of the Company and subject to the provisions of the Companies Act, 2013 and other applicable rules, the number of Directors of the Company shall not be less than 3 and not more than 15, at least two thirds of whom shall be liable to retire by rotation. Our Company currently has 5 (Five) directors on our Board out of which 2 (Two) are Executive Directors, 1 (One) is Non-Executive Director and 2 (Two) are Independent Directors.

- | | |
|--------------------------------------|------------------------------|
| 1. Mr. Ritesh Kaushikbhai Patel | Chairman & Managing Director |
| 2. Mr. Nilesh Kaushikbhai Patel | Whole Time Director |
| 3. Mrs. Palak Ritesh Patel | Non-Executive Director |
| 4. Mr. Hardikkumar Arvindbhai Gajera | Independent Director |
| 5. Mr. Rameshbhai Sankaldas Patel | Independent Director |

The Following table sets forth details regarding the Board of Directors as of the date of this Draft Prospectus:-

RITESH KAUSHIKBHAI PATEL	
Father's Name	Mr. Kaushikbhai Bhogilal Patel
DIN	06760672
Date of Birth	November 25, 1981
Age	37 Years
Designation	Chairman & Managing Director
Status	Executive & Non Independent
Qualification	Bachelor of Commerce
No. of Years of Experience	More than 15 years of experience in handling production, quality control, technical assistance, accounts and financial control of business.
Address	37, Shiv Ganesh Bunglow-2, Opp. Someshwar Mahadev Mandir, Thaltej, Hebatpur Road, Ahmedabad City, Bodakdev, Gujarat-380054.
Occupation	Business
Nationality	Indian
Date of Appointment	Was a Partner in Ameedhara Industries since its registration i.e. from January 31, 2003. Then after, appointed as a Promoter & Director on conversion of Partnership Firm to Public Limited Company on September 11, 2018. Subsequently, re-designated as Promoter & Chairman and Managing Director for a new term of 5 years w.e.f. January 11, 2019.
Term of Appointment	Holds office for a period of 5 years w.e.f. January 11, 2019, appointment liable for retirement by rotations.
Other Directorships	Kavyarc Tradex Private Limited
NILESH KAUSHIKBHAI PATEL	
Father's Name	Mr. Kaushikbhai Bhogilal Patel
DIN	08236132
Date of Birth	September 19, 1985
Age	33 Years
Designation	Whole Time Director
Status	Executive & Non Independent
Qualification	Higher Secondary Class (H.S.C)
No. of Years of Experience	More than 10 years of experience in handling day to day business administration, accounts and financial control of business.
Address	37, Shiv Ganesh Bunglow-2, 100 Ft Road, Thaltej, Ahmedabad, Gujarat- 380059.
Occupation	Business
Nationality	Indian
Date of Appointment	Was a partner in Ameedhara Industries since April 01, 2004. Then after, appointed as a Promoter & Director of Company on September 25, 2018. Subsequently, re-designated as Promoter & Whole Time Director for a new term of 5 years w.e.f. January 11, 2019.
Term of Appointment	Holds office for a period of 5 years w.e.f. January 11, 2019, appointment liable for retirement by rotations.
Other Directorships	-

PALAK RITESH PATEL	
Father's Name	Mr. Bharatbhai Kishorbhai Patel
DIN	06760740
Date of Birth	October 24,1981
Age	37 Years
Designation	Non-Executive Director
Status	Non-Executive & Non Independent
Qualification	Higher Secondary Class (H.S.C)
No. of Years of Experience	7 years in the family run Businesses with respect to all aspects connected with administration and marketing.
Address	37, Shiv Ganesh Bunglow- part 2, 100 Ft. Shilaj Road, Thaltej, Ahmedabad, Gujarat-380059.
Occupation	Business
Nationality	Indian
Date of Appointment	Was a partner in Ameedhara Industries since November 1, 2011. Then after, appointed as a Promoter & Director on conversion of Partnership Firm to Public Limited Company on September 11, 2018. Subsequently, re-designated as Promoter & Non-Executive Director of the Company w.e.f. January 11, 2019.
Term of Appointment	Appointment liable for retirement by rotations.
Other Directorships	Kavyarc Tradex Private Limited
RAMESHBHAI SANKALDAS PATEL	
Father's Name	Sankaldas Vitthaldas Patel
DIN	08355326
Date of Birth	January 5, 1950
Age	69 Years
Designation	Independent Director
Status	Non-Executive Independent Director
Qualification	Bachelor of Arts in Economics
No. of Years of Experience	More than 30 years of experience in Banking field
Address	202, Jay Appartment, Nr. Umiya Flat, B/H. Ramdevpir Temple, Sola Gam, Ahmedabad-380060, Gujarat.
Occupation	Service
Nationality	Indian
Date of Appointment	February 8,2019
Term of Appointment	Appointed for a period of 5 years w.e.f. February 8, 2019
Other Directorships	-
HARDIKKUMAR ARVINDBHAI GAJERA	
Father's Name	Mr. Arvindbhai Valjibhai Gajera
DIN	08355309
Date of Birth	August 24, 1995
Age	23 Years
Designation	Independent Director
Status	Non-Executive Independent Director
Qualification	Bachelor of Commerce
No. of Years of Experience	3 years of experience in accounts field
Address	C/9, Shivganga Residency, Near. Gopal Chowk, Opp. Khodiyarbag Society, Nikol Ahmedabad, Gujarat-382350
Occupation	Service

Nationality	Indian
Date of Appointment	February 8,2019
Term of Appointment	Appointed for a period of 5 years w.e.f. February 8, 2019
Other Directorships	-

As on the date of the Draft Prospectus;

- A. None of the above mentioned Directors are on the RBI List of willful defaulters.
- B. None of the Promoters, persons forming part of our Promoter Group, our Directors or persons in control of our Company or our Company are debarred from accessing the capital market by SEBI.
- C. None of the Promoters, Directors or persons in control of our Company, has been or is involved as a promoter, director or person in control of any other company, which is debarred from accessing the capital market under any order or directions made by SEBI or any other regulatory authority.
- D. None of our Directors are/were director of any company whose shares were delisted from any stock exchange(s) up to the date of filing of this Draft Prospectus.
- E. None of Promoters or Directors of our Company are a fugitive economic offender.
- F. None of our Directors are/were director of any company whose shares were suspended from trading by stock exchange(s) or under any order or directions issued by the stock exchange(s)/ SEBI/ other regulatory authority in the last five years.
- G. In respect of the track record of the directors, there have been no criminal cases filed or investigations being undertaken with regard to alleged commission of any offence by any of our directors and none of our directors have been charge-sheeted with serious crimes like murder, rape, forgery, economic offence.

RELATIONSHIP BETWEEN THE DIRECTORS

There is no relationship between any of the Directors of our Company except the following relationship:-

Name of Director	Designation	Relation
Mr. Ritesh Kaushikbhai Patel	Promoter & Chairman & Managing Director	Brother of our Promoter & Whole-Time Director, Mr. Nilesh Kaushikbhai Patel
		Husband of our Promoter & Non-Executive Director, Mrs. Palak Ritesh Patel
Mr. Nilesh Kaushikbhai Patel	Promoter & Whole Time Director	Brother of our Promoter & Chairman & Managing Director, Mr. Ritesh Kaushikbhai Patel
		Brother in Law of our Promoter & Non-Executive Director, Mrs. Palak Ritesh Patel
Mrs. Palak Ritesh Patel	Promoter & Non-Executive Director	Wife of our Promoter & Chairman & Managing Director, Mr. Ritesh Kaushikbhai Patel
		Sister in Law of our Promoter & Whole Time Director, Mr. Nilesh Kaushikbhai Patel

ARRANGEMENT AND UNDERSTANDING WITH MAJOR SHAREHOLDERS, CUSTOMERS, SUPPLIERS AND OTHERS

There is no arrangement or understanding with major shareholders, customers, suppliers or others, pursuant to which any of the above mentioned Directors was selected as director or member of senior management.

SERVICE CONTRACTS

None of our directors have entered into any service contracts with our company and no benefits are granted upon their termination from employment other than the statutory benefits provided by our Company. However, Executive Directors of our Company are appointed for specific terms and conditions for which no formal agreements are executed although

their terms and conditions of appointment and remuneration are specified and approved by the Board of Directors and Shareholders of the Company.

Except statutory benefits upon termination of their employment in our Company or retirement, no officer of our Company, including the directors and key Managerial personnel, are entitled to any benefits upon termination of employment.

BORROWING POWERS OF THE BOARD OF DIRECTORS

The shareholders of the Company, through a special resolution passed at the Extra-ordinary General Meeting held on January 15, 2019 authorized our Board to borrow money, together with monies already borrowed by us, up to ₹100 Crores (Rupees Hundred Crores Only) if the aggregate for the time being of the paid-up capital of the Company and its free reserves is less than ₹100 Crores.

BRIEF PROFILE OF OUR DIRECTORS

MR. RITESH KAUSHIKBHAI PATEL

Mr. Ritesh Kaushikbhai Patel, aged 37 years is a Bachelor of Commerce by Qualification. He was a Partner in Amedhara Industries since its registration i.e. from January 31, 2003. Then after, he was appointed as a Promoter & Director on conversion of Partnership Firm to Public Limited Company on September 11, 2018. Subsequently, he was re-designated as Promoter & Chairman and Managing Director for a new term of 5 years w.e.f. January 11, 2019. He possesses, more than 15 years of experience in handling production, quality control, technical assistance, accounts and financial control of business. In the year 2014, he along with Mrs. Palak Ritesh Patel incorporated Kavyarc Tradex Private Limited with an object mainly to process raw wheat, rice paddy and raw rice. He is the guiding force behind all the corporate decisions and is responsible for the entire Business operations of the Company.

MR. NILESH KAUSHIKBHAI PATEL

Mr. Nilesh Kaushikbhai Patel, aged 33 years was a Partner in Amedhara Industries since April 01, 2004. Then after, he was appointed as a Promoter & Director of Company on September 25, 2018. Subsequently, he was re-designated as Promoter & Whole Time Director for a new term of 5 years w.e.f. January 11, 2019. He has an experience of more than 10 years in handling day to day business administration, accounts and financial control of business.

MRS. PALAK RITESH PATEL

Mrs. Palak Ritesh Patel, aged 37 years, was a Partner in Amedhara Industries since November 1, 2011. Then after, appointed as a Promoter & Director on conversion of Partnership Firm to Public Limited Company on September 11, 2018. Subsequently, re-designated as Promoter & Non-Executive Director of the Company w.e.f. January 2019. She has an experience of almost 7 years in the family run Businesses with respect to all aspects connected with administration and marketing.

MR RAMESHBHAI SANKALDAS PATEL

Mr Rameshbhai Sankaldas Patel, aged 69 Years is Bachelor of Arts in Economics by qualification. He is appointed as an Independent Director of the Company w.e.f. February 8, 2019. He has an experience of more than 30 Years in Banking Field.

MR. HARDIKKUMAR ARVINDBHAI GAJERA

Mr. Hardikkumar Arvindbhai Gajera, aged 23 Years is Bachelor of Commerce by Qualification. He is appointed as an Independent Director of the Company w.e.f. February 8, 2019. He has an overall experience of 3 years in accounts field.

COMPENSATION AND BENEFITS TO THE CHAIRMAN AND MANAGING DIRECTOR AND WHOLE TIME DIRECTOR ARE AS FOLLOWS:-

Name	Mr. Ritesh Kaushikbhai Patel	Mr. Nilesh Kaushikbhai Patel
Designation	Chairman & Managing Director	Whole-Time Director
Date of Appointment/ Change in Designation	Appointed as a Promoter & Director on conversion of Partnership Firm to Public Limited Company on September 11, 2018. Subsequently, re-designated as	Appointed as a Promoter & Director of Company on September 25, 2018. Subsequently, re-designated as Promoter

Name	Mr. Ritesh Kaushikbhai Patel	Mr. Nilesh Kaushikbhai Patel
	Promoter & Chairman and Managing Director for a new term of 5 years w.e.f. January 11, 2019.	& Whole Time Director for a new term of 5 years w.e.f. January 11, 2019.
Period	5 Years, Liable to retire by rotation	5 Years, Liable to retire by rotation
Salary	Basic Salary up to ₹ 1,00,000/- per month for a period of five years from the date of appointment with an increment of 10% every year.	Basic Salary up to ₹ 1,00,000/- per month for a period of five years from the date of appointment with an increment of 10% every year.
Bonus	-	-
Perquisite/Benefits	-	-
Compensation/ remuneration paid during the F.Y. 2017-18	Not Applicable	Not Applicable

SITTING FEES PAYABLE TO NON-EXECUTIVE DIRECTORS

The Board of Directors vide their resolution passed in the Board Meeting held on February 14, 2019, approved payment of sitting fees of ₹5,000 per meeting, maximum upto ₹50,000 per annum to Non-Executive Directors for attending any of the Board or Committee Meetings.

SHAREHOLDING OF DIRECTORS

The shareholding of our directors as on the date of this Draft Prospectus is as follows:

Sr. No.	Name of Directors	No. Equity Shares held	Category/ Status
1.	Mr. Ritesh Kaushikbhai Patel	657000	Executive Non Independent
2.	Mr. Nileshkumar Kaushikbhai Patel	1277500	Executive Non Independent
3.	Mrs. Palak Ritesh Patel	1058500	Non-Executive Non Independent

INTEREST OF DIRECTORS

All the non-executive directors of the company may be deemed to be interested to the extent of fees, payable to them for attending meetings of the Board or Committee if any as well as to the extent of other remuneration and/or reimbursement of expenses payable to them as per the applicable laws.

The directors may be regarded as interested in the shares and dividend payable thereon, if any, held by or that may be subscribed by and allotted/transferred to them or the companies, firms and trust, in which they are interested as directors, members, partners and or trustees. All directors may be deemed to be interested in the contracts, agreements/arrangements to be entered into by the issuer company with any company in which they hold directorships or any partnership or proprietorship firm in which they are partners or proprietors as declared in their respective declarations.

Executive Director is interested to the extent of remuneration paid to them for services rendered to the company.

Except as stated under “Annexure – Z” - RELATED PARTY TRANSACTION” on Page no. 158 of this Draft Prospectus, our company has not entered into any contracts, agreements or arrangements during the preceding two years from the date of the Draft Prospectus in which our directors are interested directly or indirectly.

CHANGES IN THE BOARD OF DIRECTORS DURING THE LAST THREE YEARS

Name of Director	Date of Event	Nature of Event	Reason for the changes in the board
Mr. Ritesh Kaushikbhai Patel	On Incorporation, i.e. September 11, 2018	Appointment	Appointed as Director on incorporation of Company, i.e. September 11, 2018
Mrs. Palak Ritesh Patel	On Incorporation, i.e. September 11, 2018	Appointment	Appointed as Director on incorporation of Company, i.e. September 11, 2018
Mr. Nilesh Kaushikbhai Patel	September 25, 2018	Appointment	Appointed as Director w.e.f. September 25, 2018
Mr. Ritesh Kaushikbhai Patel	January 11, 2019	Change in Designation	Re-Designated as Chairman & Managing Director w.e.f. January 11, 2019

Name of Director	Date of Event	Nature of Event	Reason for the changes in the board
Mrs. Palak Ritesh Patel	January 11, 2019	Change in Designation	Re-Designated as Non -Executive Director w.e.f. January 11, 2019
Mr. Nilesh Kaushikbhai Patel	January 11, 2019	Change in Designation	Re-Designated as Whole Time Director w.e.f. January 11, 2019
Mr. Rameshbhai Sankaldas Patel	February 8, 2019	Appointment	Appointed as an Independent Director w.e.f. February 8, 2019
Mr. Hardikkumar Arvindbhai Gajera	February 8, 2019	Appointment	Appointed as an Independent Director w.e.f. February 8, 2019

CORPORATE GOVERNANCE

In additions to the applicable provisions of the Companies Act, 2013 with respect to the Corporate Governance, provisions of the SEBI Listing Regulations will be applicable to our company immediately up on the listing of Equity Shares on the Stock Exchanges.

As on date of this Draft Prospectus, as our Company is coming with an issue in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, the requirement specified in regulations 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V of SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015 is not applicable to our Company, although we require to comply with requirement of the Companies Act, 2013 wherever applicable. In spite of certain regulations and schedules of SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015 is not applicable to our Company, our Company endeavors to comply with the good Corporate Governance and accordingly certain exempted regulations have been compiled by our Company.

Our Company has complied with the corporate governance requirement, particularly in relation to appointment of independent directors including woman director on our Board, constitution of an Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee. Our Board functions either on its own or through committees constituted thereof, to oversee specific operational areas.

Composition of Board of Directors

Currently the Board has 5 (Five) Directors. In compliance with the requirements of Companies Act, 2013, our Company has 2 (Two) Promoter – Executive Directors, 1 (One) Promoter- Non-Executive Director and 2 (Two) Independent Directors on the Board.

Composition of Board of Directors is set forth in the below mentioned table:

Sr. No.	Name of Directors	Designation	Status	DIN
1.	Mr. Ritesh Kaushikbhai Patel	Chairman & Managing Director	Executive & Non-Independent	06760672
2.	Mr. Nilesh Kaushikbhai Patel	Whole Time Director	Executive & Non-Independent	08236132
3.	Mrs. Palak Ritesh Patel	Non-Executive Director	Non-Executive & Non-Independent	06760740
4.	Mr. Rameshbhai Sankaldas Patel	Independent Director	Non-Executive & Independent	08355326
5.	Mr. Hardikkumar Arvindbhai Gajera	Independent Director	Non-Executive & Independent	08355309

Constitution of Committees

Our company has constituted the following Committees of the Board;

- Audit Committee;**
- Stakeholders Relationship Committee; and**
- Nomination and Remuneration Committee.**

Details of composition, terms of reference etc. of each of the above committees are provided hereunder;

- Audit Committee:**

The Board of Directors of our Company has, in pursuance to provisions of Section 177 of the Companies Act, 2013, or any subsequent modification(s) or amendment(s) thereof in its Meeting held on February 14, 2019, constituted Audit Committee.

The constitution of the Audit Committee is as follows:

Name of the Directors	Designation	Nature of Directorship
Mr. Rameshbhai Sankaldas Patel	Chairman	Independent Director
Mr. Hardikkumar Arvindbhai Gajera	Member	Independent Director
Mr. Ritesh Kaushikbhai Patel	Member	Chairman & Managing Director

Our Company Secretary and Compliance officer will act as the secretary of the Committee.

Terms of Reference

The Role of Audit Committee not limited to but includes:-

- i. The recommendation for the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor, their remuneration and fixation of terms of appointment of the Auditors of the Company;
- ii. Review and monitor the auditors' independence and performance, and effectiveness of audit process;
- iii. Examination of financial statement and auditors' report thereon including interim financial result before submission to the Board of Directors for approval;
 - a. Changes, if any, in accounting policies and practices and reasons for the same
 - b. Major accounting entries involving estimates based on the exercise of judgment by management
 - c. Significant adjustments made in the financial statements arising out of audit findings
 - d. Compliance with listing and other legal requirements relating to financial statements
 - e. Disclosure of any related party transactions
 - f. Qualifications in the draft audit report.
- iv. Approval or any subsequent modification of transactions of the Company with related party;

Provided that the Audit Committee may make omnibus approval for related party transactions proposed to be entered into by the company subject to such conditions as may be prescribed under the Companies Act, 2013 or any subsequent modification(s) or amendment(s) thereof;

Provided further that in case of transaction, other than transactions referred to in section 188 of Companies Act 2013 or any subsequent modification(s) or amendment(s) thereof, and where Audit Committee does not approve the transaction, it shall make its recommendations to the Board;

Provided also that in case any transaction involving any amount not exceeding one crore rupees is entered into by a director or officer of the company without obtaining the approval of the Audit Committee and it is not ratified by the Audit Committee within three months from the date of the transaction, such transaction shall be voidable at the option of the Audit Committee;
- v. Reviewing, with the management, and monitoring the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/ prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- vi. Scrutiny of Inter-corporate loans and investments;
- vii. Reviewing and discussing 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;
- viii. To review the functioning of the Whistle Blower mechanism, in case the same is existing;
- ix. Valuation of undertakings or assets of the company, where ever it is necessary;
- x. Evaluation of internal financial controls and risk management systems and reviewing, with the management, performance of internal auditors, and adequacy of the internal control systems; and
- xi. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- xii. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate; and
- xiii. Carrying out any other function as assigned by the Board of Directors from time to time.

Review of Information

- i. Statement of significant related party transactions (as defined by the audit committee), submitted by management;

- ii. Management letters / letters of internal control weaknesses issued by the statutory auditors;
- iii. Internal audit reports relating to internal control weaknesses; and
- iv. The appointment, removal and terms of remuneration of the Internal Auditor.

Powers of Committee

- i. To investigate any activity within its terms of reference;
- ii. To seek information from any employees;
- iii. To obtain outside legal or other professional advice; and
- iv. To secure attendance of outsiders with relevant expertise, if it considers necessary.

Quorum and Meetings

The audit committee shall meet as and when require to discuss and approve the items included in its role. The quorum of the meeting of the Audit Committee shall be one third of total members of the Audit Committee or 2, whichever is higher, subject to minimum two Independent Director shall present at the Meeting.

2. Stakeholders Relationship Committee:

The Board of Directors of our Company has, in pursuance to provisions of Section 178 of the Companies Act, 2013, or any subsequent modification(s) or amendment(s) thereof in its Meeting held on February 14, 2019, constituted Stakeholders Relationship Committee.

The constitution of the Stakeholders Relationship Committee is as follows:

Name of the Directors	Designation	Nature of Directorship
Mr. Hardikkumar Arvindbhai Gajera	Chairman	Independent Director
Mr. Rameshbhai Sankaldas Patel	Member	Independent Director
Mr. Ritesh Kaushikbhai Patel	Member	Chairman & Managing Director

Our Company Secretary and Compliance officer will act as the secretary of the Committee.

Terms of Reference

To supervise and ensure;

- i. Efficient transfer of shares; including review of cases for refusal of transfer / transmission of shares;
- ii. Redressal of shareholder and investor complaints like transfer of Shares, non-receipt of balance sheet, non-receipt of declared dividends etc.;
- iii. Issue duplicate/split/consolidated share certificates;
- iv. Dematerialization/Rematerialization of Share;
- v. Review of cases for refusal of transfer / transmission of shares and debentures;
- vi. Reference to statutory and regulatory authorities regarding investor grievances and to otherwise ensure proper and timely attendance and redressal of investor queries and grievances; Provided that inability to resolve or consider any grievance by the Stakeholders Relationship Committee in good faith shall not constitute a contravention of Section 178 of Companies Act, 2013 or any subsequent modification(s) or amendment(s) thereof.
- vii. Such other matters as may be required by any statutory, contractual or other regulatory requirements to be attended to by such committee from time to time.

Quorum and Meetings

The Stakeholders Relationship Committee shall meet at least four times a year and not more than one hundred and twenty days shall elapse between two meetings and shall report to the board on a quarterly basis regarding the status of redressal of complaints received from the shareholders of the company. The quorum shall be one third of total members of the Stakeholders Relationship Committee or 2 members, whichever is higher.

3. Nomination and Remuneration Committee:

The Board of Directors of our Company has, in pursuance to provisions of Section 178 of the Companies Act, 2013, or any subsequent modification(s) or amendment(s) thereof in its Meeting held on February 14, 2019, constituted Nomination and Remuneration Committee.

The constitution of the Nomination and Remuneration Committee is as follows:

Name of the Directors	Designation	Nature of Directorship
Mr. Rameshbhai Sankaldas Patel	Chairman	Independent Director
Mr. Hardikkumar Arvindbhai Gajera	Member	Independent Director
Mrs. Palak Ritesh Patel	Member	Non-Executive Director

Our Company Secretary and Compliance officer will act as the secretary of the Committee.

Terms of reference

Role of Nomination and Remuneration Committee not limited to but includes:-

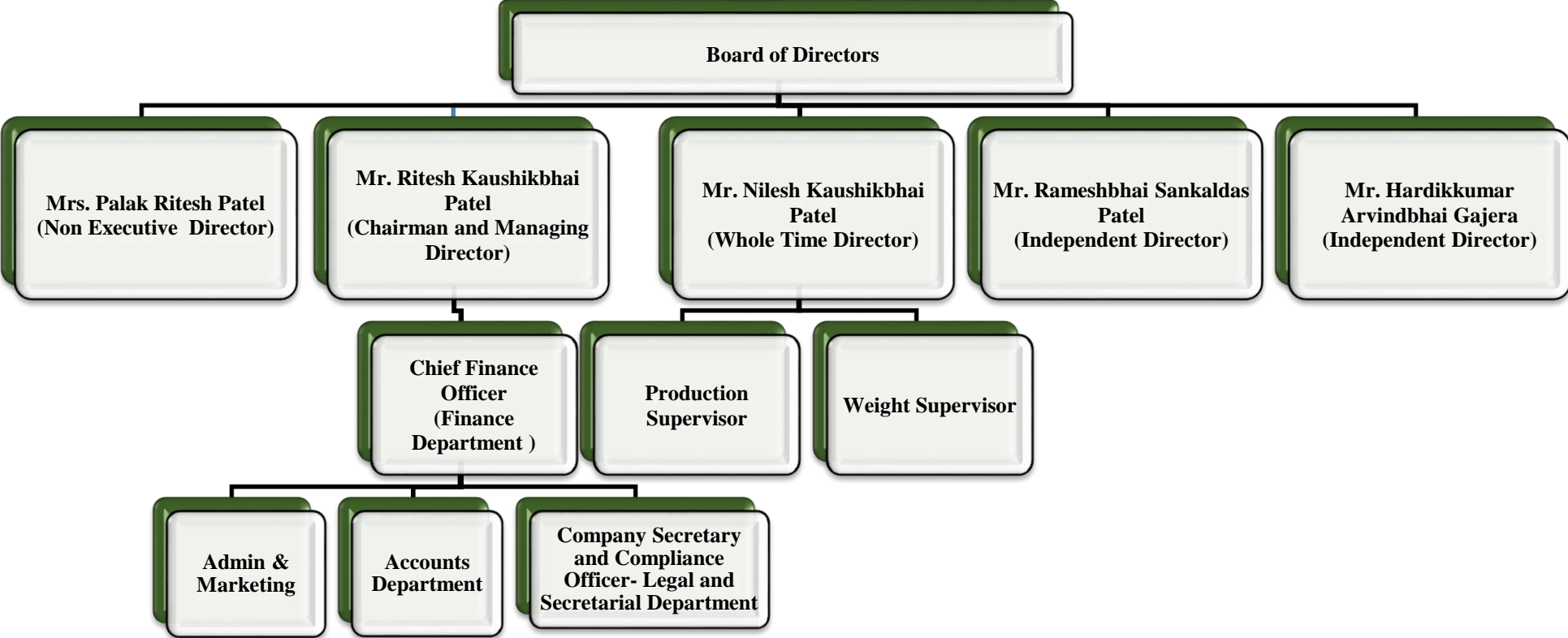
- i. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- ii. Formulation of criteria for evaluation of Independent Directors and the Board;
- iii. To ensure that the relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- iv. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal and shall carry out evaluation of every director's performance.

Quorum and Meetings

The Committee is required to meet at least once a year. The quorum necessary for a meeting of the Nomination and Remuneration Committee is one third of total members of the Nomination and Remuneration Committee or 2 members, whichever is higher.

MANAGEMENT ORGANIZATION STRUCTURE

The Management Organization Structure of the company is depicted from the following chart;



OUR KEY MANAGEMENT PERSONNEL

The Key Managerial Personnel of our Company other than our Executive Director are as follows:-

Name, Designation and Date of Joining		Qualification	Previous Employment	Remuneration paid in F.Y. 2017-18 (₹ in Lakhs)
Name	Ms. Asha Rameshwarlal Jain	Bachelor of Commerce and Company Secretary	Not Applicable	Not Applicable
Designation	Company Secretary & Compliance Officer			
Date of Appointment	February 6, 2019			
Overall Experience	Ms. Asha Jain has joined our Company as Company Secretary and Compliance officer w.e.f. February 6, 2019. She holds degree of Bachelor of Commerce and is an Associate Member of Institute of Company Secretaries of India. She has an overall experience of around 3 Years through her practice being a Practicing Company Secretary. She surrendered her Certificate of practice Number through her request letter dated January 31, 2019. She is responsible for the efficient administration of a company, particularly with regard to ensuring compliance with statutory and regulatory requirements and for ensuring that decisions of the board of directors are implemented.			
Name	Mrs. Nidhi Nileshkumar Patel	Master of Commerce	Not Applicable	Not Applicable
Designation	Chief Finance Officer			
Date of Appointment	February 6, 2019			
Overall Experience	Mrs. Nidhi Patel joined our Company as Chief Financial Officer w.e.f February 6, 2019. She holds degree of Master of Commerce from Gujarat University. She will be handling Finance and accounts department of Company.			

BONUS OR PROFIT SHARING PLAN FOR THE KEY MANAGEMENT PERSONNEL

Currently, Our Company does not have any bonus or profit sharing plan for our Key Managerial personnel. In future, Discretionary bonus may be paid as may be decided by Nomination and Remuneration Committee/Board of Directors, depending upon the performance of the Key Managerial Personnel, working of the Company and other relevant factors subject to Maximum of annual salary within the limits laid down under Para A of Section II of Part II of Schedule V of the Companies Act, 2013.

CHANGES IN THE KEY MANAGEMENT PERSONNEL

The following are the changes in the Key Management Personnel in the last three years preceding the date of filing this Draft Prospectus, otherwise than by way of retirement in due course.

Name of Key Managerial Personnel	Date of Event	Nature of Event	Reason for the changes in the board
Mr. Ritesh Kaushikbhai Patel	September 11, 2018	Appointment	Appointed as Director w.e.f September 11, 2018
Mr. Nilesh Kaushikbhai Patel	September 25, 2018	Appointment	Appointed as Director w.e.f September 25, 2018
Mr. Ritesh Kaushikbhai Patel	January 11, 2019	Change in Designation	Appointed as Chairman & Managing Director w.e.f January 11, 2019
Mr. Nilesh Kaushikbhai Patel	January 11, 2019	Change in Designation	Appointed as Whole Time Director w.e.f January 11, 2019
Ms. Asha Rameshwarlal Jain	February 6, 2019	Appointment	Appointed as Company Secretary and Compliance Officer of the Company w.e.f February 6, 2019
Mrs. Nidhi Nileshkumar Patel	February 6, 2019	Appointment	Appointed as Chief Finance Officer of the Company w.e.f February 6, 2019

EMPLOYEE STOCK OPTION SCHEME

As on the date of filing of Draft Prospectus, our company does not have any ESOP Scheme for its employees.

RELATION OF THE KEY MANAGERIAL PERSONNEL WITH OUR PROMOTERS/ DIRECTORS

Name of Key Managerial Personnel	Designation	Relation
Mr. Ritesh Kaushikbhai Patel	Promoter & Chairman & Managing Director	Brother of our Promoter & Whole-Time Director, Mr. Nilesh Kaushikbhai Patel
		Husband of our Promoter & Non-Executive Director, Mrs. Palak Ritesh Patel
		Brother in Law of Our Chief Finance Officer, Mrs. Nidhi Nileshkumar Patel
Mr. Nilesh Kaushikbhai Patel	Promoter & Whole Time Director	Brother of our Promoter & Chairman & Managing Director, Mr. Ritesh Kaushikbhai Patel
		Brother in Law of our Promoter & Non-Executive Director, Mrs. Palak Ritesh Patel
		Husband of Our Chief Finance Officer, Mrs. Nidhi Nileshkumar Patel
Mrs. Palak Ritesh Patel	Promoter & Non-Executive Director	Wife of our Promoter & Chairman & Managing Director, Mr. Ritesh Kaushikbhai Patel
		Sister in Law of our Promoter & Whole Time Director, Mr. Nilesh Kaushikbhai Patel
		Sister in Law of Our Chief Finance Officer, Mrs. Nidhi Nileshkumar Patel
Mrs. Nidhi Nileshkumar Patel	Chief Finance Officer	Wife of our Promoter & Whole-Time Director, Mr. Nilesh Kaushikbhai Patel
		Sister in Law of our Promoter & Chairman & Managing Director, Mr. Ritesh Kaushikbhai Patel
		Sister in Law of our Promoter & Non-Executive Director, Mrs. Palak Ritesh Patel

PAYMENT OF BENEFIT TO OFFICERS OF OUR COMPANY (NON-SALARY RELATED)

Except the statutory payments made by our Company, in the last two years, our company has not paid any sum to its employees in connection with superannuation payments and ex-gratia/ rewards and has not paid any non-salary amount or benefit to any of its officers.

Notes:

- All the key managerial personnel mentioned above are on the payrolls of our Company as permanent employees.
- There is no arrangement / understanding with major shareholders, customers, suppliers or others pursuant to which any of the above mentioned personnel have been recruited.
- None of our Key Managerial Personnel has been granted any benefits in kind from our Company, other than their remuneration.
- None of our Key Managerial Personnel has entered into any service contracts with our company and no benefits are granted upon their termination from employment other than statutory benefits provided by our Company; although they are abide by their terms of appointments.

SHAREHOLDING OF THE KEY MANAGEMENT PERSONNEL

Except as disclosed below, none of the Key Managerial Personnel hold any Equity Shares of our Company as on the date of this Draft Prospectus.

Sr. No.	Name of Key Management Personnel	No. Equity Shares held	Category/ Status
1.	Mr. Ritesh Kaushikbhai Patel	657000	Executive Non Independent
2.	Mr. Nileshkumar Kaushikbhai Patel	1277500	Executive Non Independent
3.	Mrs. Palak Ritesh Patel	1058500	Non-Executive Non Independent
4.	Mrs. Nidhi Nileshkumar Patel	1606000	Chief Financial Officer


OUR PROMOTERS AND PROMOTERS GROUP


Promoters of Our Company are;

1. Mr. Ritesh Kaushikbhai Patel
2. Mr. Nilesh Kaushikbhai Patel
3. Mrs. Palak Ritesh Patel


For details of the Capital build-up of our Promoters in our Company, see chapter titled “CAPITAL STRUCTURE” beginning on Page no. 42 of this Draft Prospectus.

The details of our Promoters are as follows:

	RITESH KAUSHIKBHAI PATEL
	Mr. Ritesh Kaushikbhai Patel, aged 37 years is a Bachelor of Commerce by Qualification. He was a Partner in Ameedhara Industries since its formation i.e. from January 31, 2003. Then after, he was appointed as a Promoter & Director on conversion of Partnership Firm to Public Limited Company on September 11, 2018. Subsequently, he was re-designated as Promoter & Chairman and Managing Director for a new term of 5 years w.e.f. January 11, 2019. He possesses, more than 15 years of experience in handling production, quality control, technical assistance, accounts and financial control of business. In the year 2014, he along with Mrs. Palak Ritesh Patel incorporated Kavyarc Tradex Private Limited with an object mainly to process raw wheat, rice paddy and raw rice. He is the guiding force behind all the corporate decisions and is responsible for the entire Business operations of the Company.
Date of Birth	November 25, 1981
Age	37 Years
PAN	ALCPP8947N
Passport Number	J9879507
Aadhar Card No.	904844324997
Driving License	GJ0120000000425
Name of Bank	HDFC Bank Limited
Bank Account No.	09561000001152
Educational Qualification	Bachelor of Commerce
Experience in Business	More than 15 years of experience in handling production, quality control, technical assistance, accounts and financial control of business.
Present Residential Address	37, Shiv Ganesh Bunglow-2, Opp. Someshwar Mahadev Mandir, Thaltej, Hebatpur Road, Ahmedabad City, Bodakdev, Gujarat-380054
Position/posts held in the past	Was a Partner in Ameedhara Industries since its formation i.e. from January 31, 2003. Then after, appointed as a Promoter & Director on conversion of Partnership Firm to Public Limited Company on September 11, 2018. Subsequently, re-designated as Promoter & Chairman and Managing Director for a new term of 5 years w.e.f. January 11, 2019.
Directorship held	Kavyarc Tradex Private Limited
Other Ventures	Ritesh Kaushikbhai Patel (HUF) Kaushikkumar B Patel (HUF) R K Sales Corporation

	NILESH KAUSHIKBHAI PATEL
	Mr. Nilesh Kaushikbhai Patel, aged 33 years was a Parter in Ameedhara Industries since April 01, 2004. Then after, he was appointed as a Promoter & Director of Company on September 25, 2018. Subsequently, he was re-designated as Promoter & Whole Time Director for a new term of 5 years w.e.f. January 11, 2019. He has an experience of more than 10 years in handling day to day business administration, accounts and financial control of business.

Date of Birth	September 19, 1985
Age	33 Years
PAN	ANPPP2986G
Passport Number	N8943626
Aadhar Card No.	801843904811
Driving License	GJ0120040017902
Name of Bank	HDFC Bank Limited
Bank Account No.	09561530000903
Educational Qualification	Higher Secondary Class (H.S.C)
Experience in Business	More than 10 years of experience in handling day to day business administration, accounts and financial control of business.
Present Residential Address	37, Shiv Ganesh Bunglow-2, 100 Ft Road, Thaltej, Ahmedabad, Gujarat- 380059
Position/posts held in the past	Was a Partner in Amedhara Industries since April 01, 2004. Then after, appointed as a Promoter & Director of Company on September 25, 2018. Subsequently, re-designated as Promoter & Whole Time Director for a new term of 5 years w.e.f. January 11, 2019.
Directorship held	-
Other Ventures	Patel Nilesh Kaushikbhai (HUF) Kaushikkumar B Patel (HUF)

	PALAK RITESH PATEL
	Mrs. Palak Ritesh Patel, aged 37 years, was a Parter in Amedhara Industries since November 1, 2011. Then after, appointed as a Promoter & Director on conversion of Partnership Firm to Public Limited Company on September 11, 2018. Subsequently, re-designated as Promoter & Non-Executive Director of the Company w.e.f January 2019. She has an experience of almost 7 years in the family run Businesses with respect to all aspects connected with administration and marketing.
Date of Birth	October 24,1981
Age	37 Years
PAN	AZLPP4392E
Passport Number	N3611632
Aadhar Card No.	958310604961
Driving License	GJ0120150003595
Name of Bank	HDFC Bank Limited
Bank Account No.	09561600000269
Educational Qualification	Higher Secondary Class (H.S.C)
Experience in Business	7 years in the family run Businesses with respect to all aspects connected with administration and marketing.
Present Residential Address	37, Shiv Ganesh Bunglow- part 2, 100 Ft. Shilaj Road, Thaltej, Ahmedabad, Gujarat-380059
Position/posts held in the past	Was a Partner in Amedhara Industries since November 1, 2011. Then after, appointed as a Promoter & Director on conversion of Partnership Firm to Public Limited Company on September 11, 2018. Subsequently, re-designated as Promoter & Non-Executive Director of the Company w.e.f January 2019.
Directorship held	Kavyarc Tradex Private Limited
Other Ventures	Ritesh Kaushikbhai Patel (HUF) Archi Enterprise

DECLARATION

We declare and confirm that the details of the permanent account numbers, bank account numbers and passport numbers of our Promoters are being submitted to the BSE Limited, stock exchange on which the specified securities are proposed to be listed along with filing of this Draft Prospectus with the Stock Exchange.

CHANGE IN THE CONTROL OR MANAGEMENT OF THE ISSUER IN LAST FIVE YEARS

There has been no change in the control or management of our Company since incorporation of the Company.

INTEREST OF OUR PROMOTERS

- Except as stated in “Annexure – Z” - “RELATED PARTY TRANSACTION” on Page no. 158 of this Draft Prospectus under Chapter titled “RESTATED FINANCIAL INFORMATION” and to the extent of compensation, remuneration/ sitting fees to be paid, Perquisites to be given, reimbursement of expenses to be made in accordance with their respective terms of appointment and to the extent of their shareholding and benefits, if any, arise on the shareholding, our Promoters do not have any other interest in our business.
- Further, our Promoter may be deemed to be interested to the extent of the transactions/payments made by our Company, if any, to the Group Companies/Entities and transactions/payments to be made by our Company to the Group Company/Entities. For the payments that are made by our Company to certain Group Company/entities, please refer “Annexure – Z” - “RELATED PARTY TRANSACTIONS” on Page no. 158 of this Draft Prospectus under Chapter titled “RESTATED FINANCIAL INFORMATION”. For the transactions/payments proposed to be held/ made by our Company to certain Group Companies/Entities, please refer para titled “Proposed Related Party Transactions with Group/Entities for FY 2018-19 as approved by the Audit Committee” in the section “INFORMATION WITH RESPECT TO GROUP COMPANIES/ ENTITIES” beginning on Page no. 186 of this Draft Prospectus.
- Our Promoter, Directors or Group Companies/Entities do not have any interest in any property acquired by our Company in the preceding three years before filing this Draft Prospectus. Further, they do not have any interest in any property to be acquired by our Company till the date of this Draft Prospectus.
- We have not entered into any contract, agreements or arrangements during the preceding three years from the date of this Draft Prospectus in which promoter is directly or indirectly interested.

PAYMENT OF BENEFITS TO OUR PROMOTERS

Except as stated in the “Annexure – Z” - “RELATED PARTY TRANSACTIONS” on Page no. 158 of this Draft Prospectus under Chapter titled “RESTATED FINANCIAL INFORMATION”, there has been no payment of benefits made to our Promoters in the two years preceding the filing of this Draft Prospectus. Further, our Company may enter into transaction with or make payment of benefit to the Promoters Directors or Promoters’ Group towards remuneration as decided by Board of Directors, for further details of payments to promoters/Directors, please refer the para titled “Proposed Related Party Transactions with Group/Entities for FY 2018-19 as approved by the Audit Committee” in the section “INFORMATION WITH RESPECT TO GROUP COMPANIES/ ENTITIES” appearing on Page no. 186 of this Draft Prospectus.

CONFIRMATIONS

Our Company and Promoters confirmed that they have not been declared as willful defaulters by the RBI or by any other government authority and there are no violations of securities laws committed by them in the past or are currently pending against them or restraining period are continued.

Further, our Promoters, promoters’ group or directors have not been directly or indirectly, debarred from accessing the capital market or have not been restrained by any regulatory authority, directly or indirectly from acquiring the securities.

Additionally, our Promoters, promoters’ group or directors do not have direct or indirect relation with the companies, its promoters and whole time director, which are compulsorily delisted by any recognized stock exchange or the companies which is debarred from accessing the capital market by the Board.

Also, our promoters or directors are not a fugitive economic offender.

We and Our Promoters, Group Entities, and Companies promoted by the Promoters confirm that:

- No material regulatory or disciplinary action has been taken by a stock exchange or regulatory authority in the past one year against us;
- There are no defaults in respect of payment of interest and/or principal to the debenture/bond/fixed deposit holders, banks, FIs during the past three years.

- The details of outstanding litigation including its nature and status are disclosed in the chapter title “OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS” appearing on Page no. 178 of this Draft Prospectus.

Dissociation of Promoters in the last three year:

Our Promoters have not disassociated themselves from any Company during the preceding three years.

RELATIONSHIP OF PROMOTER WITH EACH OTHER AND WITH OUR DIRECTORS

There is no relationship between Promoters of our Company with other Directors except as described below;

Name of Director	Designation	Relation
Mr. Ritesh Kaushikbhai Patel	Promoter & Chairman & Managing Director	Brother of our Promoter & Whole-Time Director, Mr. Nilesh Kaushikbhai Patel
		Husband of our Promoter & Non-Executive Director, Mrs. Palak Ritesh Patel
Mr. Nilesh Kaushikbhai Patel	Promoter & Whole Time Director	Brother of our Promoter & Chairman & Managing Director, Mr. Ritesh Kaushikbhai Patel
		Brother in Law of our Promoter & Non-Executive Director, Mrs. Palak Ritesh Patel
Mrs. Palak Ritesh Patel	Promoter & Non-Executive Director	Wife of our Promoter & Chairman & Managing Director, Mr. Ritesh Kaushikbhai Patel
		Sister in Law of our Promoter & Whole Time Director, Mr. Nilesh Kaushikbhai Patel

OUR PROMOTERS' GROUP

In addition to our Promoters named above and persons whose shareholding is aggregated under the heading “Shareholding of the Promoters’ Group” under the chapter titled “CAPITAL STRUCTURE” on Page no. 42 of this Draft Prospectus, the following individuals and entities form a part of the Promoters’ Group:

A. Natural persons who are part of our Individual Promoter Group:

Relationship with Promoter	Mr. Ritesh Kaushikbhai Patel	Mr. Nilesh Kaushikbhai Patel	Mrs. Palak Ritesh Patel
Father	Mr. Kaushikbhai Bhogilal Patel	Mr. Kaushikbhai Bhogilal Patel	Mr. Bharatbhai Kishorbhai Patel
Mother	Mrs. Indiraben Kaushikbhai Patel	Mrs. Indiraben Kaushikbhai Patel	Mrs. Gitaben Bharatbhai Patel
Spouse	Mrs. Palakben Riteshbhai Patel	Mrs. Nidhiben Nileshbhai Patel	Mrs. Riteshbhai Kaushikbhai Patel
Brothers	Mr. Nileshbhai Kaushikbhai Patel	Mr. Riteshbhai Kaushikbhai Patel	Late Vipulbhai Bharatbhai Patel
Sisters	Mrs. Bhumikaben Manishbhai Patel	Mrs. Bhumikaben Manishbhai Patel	-
Sons	Master Kavya Riteshbhai Patel	Master Samarth Nileshbhai Patel	Master Kavya Riteshbhai Patel
Daughter	Ms. Archi Riteshbhai Patel	-	Ms. Archi Riteshbhai Patel
Spouse's Father	Mr. Bharatbhai Kishorbhai Patel	Mr. Nitinbhai Ishwarbhai Patel	Mr. Kaushikbhai Bhogilal Patel
Spouse's Mother	Mrs. Gitaben Bharatbhai Patel	Mrs. Hemlataben Nitinbhai Patel	Mrs. Indiraben Kaushikbhai Patel
Spouse's Brothers	Late Vipulbhai Bharatbhai Patel	Mr. Mihirbhai Nitinbhai Patel	Mr. Nileshbhai Kaushikbhai Patel
Spouse's Sisters	-	Mrs. Dharini Bhargavkumar Patel	Mrs. Bhumikaben Manishbhai Patel

B. Companies related to our Promoter Company: Not Applicable

Nature of Relationship	Name of Entities
Subsidiary or holding company of Promoter Company.	Not Applicable
Any Body corporate in which promoter (Body Corporate) holds 10% or more of the equity share capital or which holds 10% or more of the equity share capital of the promoter (Body Corporate).	Not Applicable
Any Body corporate in which a group or individuals or companies or combinations thereof which hold 20% or more of the equity share capital in that body corporate also hold 20% or more of the equity share capital of the Issuer.	Not Applicable

C. Companies, Proprietary concerns, HUF's related to our promoters

Nature of Relationship	Name of Entities
Any Body Corporate in which ten percent or more of the equity share capital is held by promoter or an immediate relative of the promoter or a firm or HUF in which promoter or any one or more of his immediate relative is a member.	<ol style="list-style-type: none"> 1. Kavyarc Tradex Private Limited (KTPL) 2. NK enterprise (Sole Proprietorship) 3. Archi Enterprise (Sole Proprietorship) 4. Samarth Sales Corporation (Sole Proprietorship) 5. R K Sales Corporation (Sole Proprietorship) 6. Pravinkumar B Patel (HUF) 7. Kaushikkumar B Patel (HUF) 8. Ritesh Kaushikbhai Patel (HUF) 9. Nilesh Kaushikbhai Patel (HUF)
Any Body corporate in which Body Corporate as provided above holds ten percent or more of the equity share capital.	Not Applicable
Any Hindu Undivided Family or firm in which the aggregate shareholding of the promoter and his immediate relatives is equal to or more than ten percent.	<ol style="list-style-type: none"> 1. Pravinkumar B Patel (HUF) 2. Kaushikkumar B Patel (HUF) 3. Ritesh Kaushikbhai Patel (HUF) 4. Nilesh Kaushikbhai Patel (HUF)

D. List of Persons whose Shareholding is aggregated under the heading "Shareholding of the Promoters' Group"

Name of Person	Nature of Relationship
Mr. Pravinkumar Bhogilal Patel	Uncle of our Promoters, Mr. Ritesh Kaushikbhai Patel and Mr. Nileshkumar Kaushikbhai Patel

For further details on our "Group Entities" refer Chapter titled "INFORMATION WITH RESPECT TO GROUP COMPANIES/ENTITIES" beginning on Page no. 186 of this Draft Prospectus.

DIVIDEND POLICY

Under the Companies Act, 2013 our Company can pay dividends upon a recommendation by our Board of Directors and approval by a majority of the shareholders at the Annual General Meeting. The shareholders of the Company have the right to decrease but not to increase the amount of dividend recommended by the Board of Directors. The dividends may be paid out of profits of our Company in the year in which the dividend is declared or out of the undistributed profits or reserves of previous fiscal years or out of both. The Articles of Association of our Company also gives the discretion to our Board of Directors to declare and pay interim dividends.

Our Company does not have any formal dividend policy for the Equity Shares. The declaration and payment of dividend will be recommended by our Board of Directors and approved by the shareholders of our Company at their discretion and will depend on a number of factors, including the results of operations, earnings, capital requirements and surplus, general financial conditions, applicable Indian legal restrictions and other factors considered relevant by our Board of Directors.

Since Incorporation of our Company, no dividend has been declared till date of this Draft Prospectus.

SECTION IX – FINANCIAL STATEMENTS

RESTATED FINANCIAL STATEMENTS

INDEPENDENT AUDITOR’S REPORT ON RESTATED STANDALONE FINANCIALS STATEMENTS

(As required by Section 26 of Companies Act, 2013 read with Rule 4 of Companies (Prospectus and Allotment of Securities) Rules, 2014)

To,

**The Board of Directors,
Kaneri agro industries limited,**
Survey No.155/P, Village: Lodariyal,
Bavla Sanand Road, Ahmedabad – 382220

Dear Sir,

Report on Restated Standalone Financial Statements

We have examined the Restated Standalone Financial Statements of Kaneri Agro Industries Limited (*hereinafter referred as “the Company” which was incorporated pursuant to conversion of “Ameedhara Industries”(erstwhile Partnership Firm)*), which comprise of the Restated Standalone Summary Statement of Assets and Liabilities as at December 31, 2018, September 10, 2018, March 31, 2018, March 31, 2017 and March 31, 2016; the Restated Standalone Summary Statement of Profits and Loss Account; the Restated Standalone Summary Statement of Cash Flows for the Period ended on December 31, 2018, September 10, 2018 and Financial Year ended on March 31, 2018, March 31, 2017 and March 31, 2016 and the Summary of Significant Accounting Policies as prepared by the management of the company and approved by the Board of Directors of the Company in terms of the requirements of:

- (i) Section 26 of Companies (Prospectus and Allotment of Securities) Rules, 2014 of Companies Act, 2013, As amended (*hereinafter referred to as the “Act”*);
 - (ii) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“the Regulation”) (“SEBI ICDR Regulations”) issued by the Securities and Exchange Board of India (SEBI) and amendments made thereto from time to time;
 - (iii) The terms of reference to our engagements with the Company requesting us to examine financial statements referred to above and proposed to be included in the Draft Prospectus/ Prospectus (“Offer Document”) being issued by the Company for its proposed Initial Public Offering of equity shares in SME Platform (“IPO” or “SME IPO”); and
 - (iv) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by ICAI (“The Guidance Note”)
1. The Restated Standalone Summary Statements and Restated Standalone Financial information of the Company and erstwhile Partnership Firm have been compiled by the management of the Company from the Standalone Financial Statements of the Company for the Period ended at December 31, 2018 which has been approved by the Board of Directors and Standalone Financial Statements of the Partnership Firm for the period/year ended on September 10, 2018, March 31; 2018, 2017, 2016 which have been approved by the Partners of erstwhile Partnership Firm.
 2. The Tax Audit of the erstwhile Partnership Firm for the period/Year ended on September 10, 2018, March 31, 2018, March 31, 2017 and March 31, 2016 and the statutory audit of the Company for the period ended on December 31, 2018 have been conducted by M/s. Mukesh Kumar Jain & Co., Chartered Accountants and accordingly, reliance has been placed on the financial information examined by them. We have examined the books of account underlying those financial statements and other records of the Company and erstwhile Partnership Firm, to the extent considered necessary by us, for the presentation of the Restated Summary Statements under the requirements of Schedule III to the Companies Act, 2013 (“Act”).
 3. M/s. Mukesh Kumar Jain & Co., Chartered Accountants is peer reviewed auditor vide Certificate Number: 008249 issued by the Peer Review Board of ICAI dated July 20, 2015 and hence, we have not carried out re-audit of the Standalone financial statements for the period ended on September 10, 2018 and December 31, 2018 and financial year ended on March 31, 2018, as required under SEBI regulations.
 4. The Standalone Restated Summary financial Statements and Other Financial Information have been prepared by the management of the company and approved by the Board of Directors of the Company.

5. **Financial Information as per Standalone Audited Financial Statements:**

- 1) We have examined:
 - a) The attached **Restated Standalone Summary Statement of Assets and Liabilities** of the Company and erstwhile Partnership Firm, as at December 31, 2018, September 10, 2018, March 31, 2018, March 31, 2017 and March 31, 2016. (**Annexure I**);
 - b) The attached **Restated Standalone Summary Statement of Profits and Losses** of the Company and erstwhile Partnership Firm for the Period/Year ended on December 31, 2018, September 10, 2018, March 31, 2018, March 31, 2017 and March 31, 2016. (**Annexure II**);
 - c) The attached **Restated Standalone Summary Statement of Cash Flows** of the Company and erstwhile Partnership Firm for period/year ended on December 31, 2018, September 10, 2018, March 31, 2018, March 31, 2017 and March 31, 2016. (**Annexure III**);
 - d) The Significant Accounting Policies adopted by the Company and notes to the **Restated Standalone Financial Statements** along with adjustments on account of audit qualifications / adjustments / regroupings. (**Annexure IV**);

(Collectively hereinafter referred as “**Restated Standalone Financial Statements**” or “**Restated Standalone Summary Statements**”)

- 2) In accordance with the requirements of Act, SEBI ICDR Regulations, Guidance Note on the reports in Company Prospectuses (Revised 2019) issued by ICAI and the terms of our Engagement Letter, we further report that:
 - (i) The “**Restated Standalone Summary Statement of Assets and Liabilities**”, as set out in **Annexure I** to this report, of the Company and erstwhile Partnership Firm as at December 31, 2018, September 10, 2018, March 31, 2018, March 31, 2017 and March 31, 2016 are prepared by the management of the company and approved by the Board of Directors of the Company. This Standalone Statement of Assets and Liabilities, as restated have been arrived at after making such adjustments and regroupings to the individual Financial Statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to the Restated Standalone Summary Statements as set out in **Annexure IV** to this Report.
 - (ii) The “**Restated Standalone Summary Statement of Profit and Loss**” as set out in **Annexure II** to this report, of the Company and erstwhile Partnership Firm for period ended December 31, 2018, September 10, 2018, March 31, 2018, March 31, 2017 and March 31, 2016 are prepared by the management of the company and approved by the Board of Directors of the Company. This Standalone Statement of Profit and Loss, as restated have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to the Restated Standalone Summary Statements as set out in **Annexure IV** to this Report.
 - (iii) The “**Restated Standalone Summary Statement of Cash Flow**” as set out in **Annexure III** to this report, of the Company and erstwhile Partnership Firm for period ended December 31, 2018, September 10, 2018, March 31, 2018, March 31, 2017 and March 31, 2016 are prepared by the management of the company and approved by the Board of Directors of the Company. This Statement of Cash Flow, as restated, have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Restated Standalone Summary Statements as set out in **Annexure IV** to this Report.

Based on the above and also as per the reliance placed by us on the audited financial statements of the company and erstwhile Partnership Firm and auditor’s report thereon which has been prepared by Auditor of the Company for the Period/Year ended December 31, 2018, September 10, 2018, March 31, 2018, March 31, 2017 and March 31, 2016, we are of the opinion that “**Restated Standalone Financial Statements**” or “**Restated Standalone Summary Statements**” have been made after incorporating:

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

- c) Adjustments on account of the statutory audit qualifications, if any, have been adjusted and regrouped to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to the Restated Standalone Summary Statements as set out in **Annexure IV** to this Report.
- d) Adjustments in Financial Statements have been made in accordance with the correct accounting policies in the Restated Standalone Financial statements.
- e) There are no revaluation reserves, which need to be disclosed separately in the “**Restated Standalone Financial Statements**”.
- f) The Company has not paid dividend on its equity shares during the reporting period.
- g) The Company has transferred the Fluctuating Capital of the Partners of erstwhile Partnership Firm, outstanding as on September 10, 2018 to Unsecured Loans on September 10, 2018.
- 3) In terms of Schedule VI of the SEBI (ICDR) Regulations, 2018 and other provisions relating to accounts, We, Mistry & Shah, Chartered Accountants, have been subjected to the peer review process of the Institute of Chartered Accountants of India (ICAI) and hold a valid Certificate No. 007138 dated February 6, 2014 issued by the “Peer Review Board” of the ICAI.

6. Other Financial Information:

- 1) We have also examined the following financial information as set out in annexure prepared by the Management and as approved by the Board of Directors of the Company for the period/Year ended December 31, 2018, September 10, 2018, March 31, 2018, March 31, 2017 and March 31, 2016.

Restated Standalone Statement of Share Capital	Annexure – A
Restated Standalone Statement of Reserves And Surplus	Annexure – B
Restated Standalone Statement of Long Term Borrowings	Annexure – C, C(1) & C(2)
Restated Standalone Statement of Other Long Term Liabilities	Annexure – D
Restated Standalone Statement of Long Term Provisions	Annexure – E
Restated Standalone Statement of Short Term Borrowings	Annexure – F, F(1) & F(2)
Restated Standalone Statement of Trade Payables	Annexure – G
Restated Standalone Statement of Other Current Liabilities	Annexure – H
Restated Standalone Statement of Short Term Provisions	Annexure – I
Restated Standalone Statement of Fixed Assets	Annexure – J
Restated Standalone Statement of Non-Current Investments	Annexure – K
Restated Standalone Statement of Long-Term Loans And Advances	Annexure – L
Restated Standalone Statement of Other Non-Current Assets	Annexure – M
Restated Standalone Statement of Deferred Tax Assets (Net)	Annexure – N
Restated Standalone Statement of Current Investments	Annexure – O
Restated Standalone Statement of Inventory	Annexure – P
Restated Standalone Statement of Trade Receivables	Annexure – Q
Restated Standalone Statement of Cash & Cash Equivalents	Annexure – R
Restated Standalone Statement of Short-Term Loans And Advances	Annexure – S
Restated Standalone Statement of Other Current Assets	Annexure – T
Restated Standalone Statement of Contingent liabilities & Commitments	Annexure – U
Restated Standalone Statement of Revenue From Operations	Annexure – V
Restated Standalone Statement of Other Income	Annexure – W
Restated Standalone Statement of Expenses	Annexure – X
Restated Standalone Statement of Mandatory Accounting Ratios	Annexure – Y
Restated Standalone Statement of Related Party Transactions	Annexure – Z
Restated Standalone Statement of Reconciliation of Restated Profit	Annexure – AA
Restated Standalone Statement of Capitalization as at December 31, 2018	Annexure – AB
Restated Standalone Statement of Tax Shelter	Annexure – AC

- 2) The Restated Standalone Financial Information contain all the disclosures required by the SEBI ICDR regulations and disclosures as required by Accounting Standards notified under section 133 of Companies Act, 2013.
- 3) We have not audited any financial statements of the Company/erstwhile partnership firm as of any date or for any period subsequent and prior to December 31, 2018. Accordingly we do not express any opinion on the financials positions, results or cash flows of the Company as of any date or for any period subsequent/prior to December 31, 2018. We do not accept any responsibility to update our report for events and circumstances occurring after the date of our report.
- 4) The preparation and presentation of the Standalone Financial Statements referred to above are based on the Audited financial statements of the Company and erstwhile Partnership Firm in accordance with the provisions of the Act and the Financial Information referred to above is the responsibility of the management of the Company.
- 5) In our opinion, the above financial information contained in Annexure I to III and Annexure A to AC of this report read along with the Restated Standalone Statement of Significant Accounting Policies and Notes as set out in Annexure IV are prepared after making adjustments and regrouping as considered appropriate and have been prepared in accordance with paragraph B, Part II of Schedule II of the Companies Act, 2013, the SEBI ICDR Regulations, The Guidance Note on Reports in Company Prospectuses (Revised 2019) and Guidance Note on Audit Reports/Certificates on Financial Information in Offer Documents issued by the Institute of Chartered Accountants of India (“ICAI”) to the extent applicable, as amended from time to time, and in terms of our engagement as agreed with you. We did not perform audit tests for the purpose of expressing an opinion on individual balances of account or summaries of selected transactions, and accordingly, we express no such opinion thereon.
- 6) Consequently the financial information has been prepared after making such regroupings and adjustments as were, in our opinion, considered appropriate to comply with the same. As result of these regroupings and adjustments, the amount reported in the financial information may not necessarily be same as those appearing in the respective audited financial statements for the relevant periods/years.
- 7) The report should not in any way be construed as a re-issuance or re-dating of any of the previous audit report, nor should this constructed as a new opinion on any of the financial statements referred to herein.
- 8) Our report is intended solely for use of the management and for inclusion in the Offer Document in connection with the Proposed Issue of Equity Shares of the Company under Initial Public Offer and our report should not be used, referred to or adjusted for any other purpose without our written consent.

For, Mistry & Shah
Chartered Accountants
FRN:- 127702W

Partner
Malav Shah
Membership Number: 117101

Date: 25/01/2019
Place: Ahmedabad

KANERI AGRO INDUSTRIES LIMITED
CIN: U15541GJ2018PLC104044
RESTATED STANDALONE SUMMARY STATEMENT OF ASSETS AND LIABILITIES

Annexure - I
(₹ in Lakh)

Particulars		As at 31/12/2018	As at 10/09/2018	As at 31/03/2018	As at 31/03/2017	As at 31/03/2016
I.	EQUITY AND LIABILITIES					
1	Shareholders' funds					
	(a) Share capital	730.00	730.00	848.68	807.59	608.75
	(b) Reserves and surplus	40.50	-	-	-	-
2	Non-current liabilities					
	(a) Long-term borrowings	840.48	1,195.75	920.83	456.48	303.16
	(b) Deferred tax liabilities (Net)	-	-	-	-	-
	(c) Other Long-term Liabilities	-	-	-	-	-
	(d) Long-term Provisions	-	-	-	-	-
3	Current liabilities					
	(a) Short-term borrowings	2,249.42	1,902.04	1,914.82	1,856.02	1,871.60
	(b) Trade payables	-	-	-	-	-
	(i) Micro, Small and Medium Enterprise	-	-	-	-	-
	(ii) Others	1,008.41	923.84	272.76	481.54	615.64
	(c) Other current liabilities	99.41	109.01	115.91	37.45	1.34
	(d) Short-term provisions	102.82	62.13	54.82	40.14	30.97
	TOTAL	5,071.05	4,922.77	4,127.82	3,679.21	3,431.46
II.	ASSETS					
1	Non-current assets					
	(a) Fixed assets					
	(i) Tangible assets	628.05	628.05	628.05	579.98	575.60
	(ii) Intangible Assets	-	-	-	-	-
	(iii) Intangible Assets under development	-	-	-	-	-
	(iv) Capital Work in Progress	-	-	-	-	-
	Less: Accumulated Depreciation	409.21	397.91	379.85	344.13	299.65
	Net Block	218.84	230.15	248.21	235.85	275.95
	(b) Non-Current Investments	30.83	29.82	29.82	28.02	26.16
	(c) Differed Tax Assets (Net)	13.75	16.54	15.93	16.81	16.36
	(d) Long-term loans and advances	11.53	11.53	16.22	16.22	16.22
	(e) Other Non-Current Assets	-	-	-	-	-
2	Current assets					
	(a) Current Investments	-	-	-	-	-
	(b) Inventories	2,423.37	3,431.95	2,217.46	2,623.81	2,318.32
	(c) Trade receivables	2,250.53	1,147.83	1,541.19	705.16	721.57
	(d) Cash and cash equivalents	58.68	11.01	22.47	10.53	14.23
	(e) Short-term loans and advances	53.26	32.77	36.53	42.81	13.60
	(f) Other Current Assets	10.25	11.17	-	-	29.04
	TOTAL	5,071.05	4,922.77	4,127.82	3,679.21	3,431.46

As per our Report of Even date attached.

For, Mistry & Shah
Chartered Accountants
FRN:- 127702W

Partner
Malav Shah
Membership Number: 117101

Date: 25/01/2019
Place: Ahmedabad

KANERI AGRO INDUSTRIES LIMITED
CIN: U15541GJ2018PLC104044
RESTATED STANDALONE SUMMARY STATEMENT OF PROFITS AND LOSS ACCOUNT

Annexure - II
(₹ in Lakh)

Particulars		For the Period 11/09/2018 to 31/12/2018	For the period 01/04/2018 to 10/09/2018	For the Year 01/04/2017 to 31/03/2018	For the Year 01/04/2016 to 31/03/2017	For the Year 01/04/2015 to 31/03/2016
I	Revenue from operations	3,203.91	4,555.53	10,538.44	9,348.70	8,263.45
II	Other income	1.94	0.72	2.65	51.37	4.65
III	Total Revenue (I + II)	3,205.86	4,556.25	10,541.09	9,400.07	8,268.10
IV	Expenses:					
	Cost of materials consumed	1,987.63	4,749.12	8,484.29	8,457.46	8,419.75
	Purchases of Stock-in-Trade	-	414.48	872.53	509.58	346.37
	Changes in Inventories	945.13	(1,078.11)	352.55	(273.30)	(1,162.15)
	Employee benefits expense	12.75	7.11	14.90	13.76	13.32
	Finance costs	113.34	168.17	325.22	312.49	267.08
	Depreciation and amortization expense	11.30	18.06	35.72	44.48	61.31
	Other expenses	77.22	240.98	380.68	293.89	309.17
	Total expenses	3,147.38	4,519.80	10,465.88	9,358.37	8,254.85
V	Profit before exceptional and extraordinary items and tax (III-IV)	58.48	36.45	75.21	41.70	13.24
VI	Exceptional Items	-	-	-	-	-
VII	Profit before extraordinary items and tax (V-VI)	58.48	36.45	75.21	41.70	13.24
VIII	Extraordinary items	-	-	-	-	-
IX	Profit before tax (VII-VIII)	58.48	36.45	75.21	41.70	13.24
X	Tax expense:					
	(1) Current tax	15.19	11.84	22.48	14.29	9.21
	(2) Deferred tax	2.78	(0.61)	0.88	(0.45)	(16.36)
	(3) Less :- MAT Credit Entitlement	-	-	-	-	-
XI	Profit/(loss) for the period from Continuing operations (IX - X)	40.50	25.22	51.85	27.86	20.39
XII	Profit/(loss) from Discontinuing operations	-	-	-	-	-
XIII	Tax Expense of Discontinuing operations	-	-	-	-	-
XIV	Profit/(loss) from Discontinuing operations (after tax) (XII-XIII)	-	-	-	-	-
XV	Profit (Loss) for the period (XI + XIV)	40.50	25.22	51.85	27.86	20.39
VIII	Earnings per equity share:					
	(1) Basic	0.55	0.35	0.71	0.38	0.28
	(2) Diluted	0.55	0.35	0.71	0.38	0.28

As per our Report of Even date attached.

For, Mistry & Shah
Chartered Accountants
FRN:- 127702W

Partner
Malav Shah
Membership Number: 117101

Date: 25/01/2019
Place: Ahmedabad

KANERI AGRO INDUSTRIES LIMITED
CIN: U15541GJ2018PLC104044
RESTATED STANDALONE SUMMARY STATEMENT OF CASH FLOWS

Annexure – III
(₹ in Lakh)

Particulars	For the Period 11/09/2018 to 31/12/2018	For the period 01/04/2018 to 10/09/2018	For the Year 01/04/2017 to 31/03/2018	For the Year 01/04/2016 to 31/03/2017	For the Year 01/04/2015 to 31/03/2016
CASH FLOW FROM OPERATING ACTIVITIES					
Net Profit Before tax as per Statement of Profit & Loss	58.48	36.45	75.21	41.70	13.24
Adjustments for :					
Depreciation Expenses	11.30	18.06	35.72	44.48	61.31
Preliminary Expenses Written Off	0.64	-	-	-	-
Interest Income	(0.72)	(0.72)	(2.65)	(2.06)	(4.65)
Finance Cost	113.34	168.17	325.22	312.49	267.08
Operating Profit before working capital changes	183.03	221.96	433.50	396.61	336.98
Changes in Working Capital					
Trade receivable	(1,102.70)	393.36	(836.02)	16.41	128.88
Other Loans and advances receivable	(20.49)	3.76	6.28	(29.21)	1.65
Other Current Assets	0.29	(11.17)	0.00	29.04	24.51
Inventories	1,008.58	(1,214.49)	406.36	(305.49)	(748.46)
Trade Payables	84.56	651.08	(208.78)	(134.10)	305.96
Other Current Liabilities	(9.60)	(6.90)	78.46	36.11	1.34
Short Term Provision	40.86	7.31	14.68	9.16	9.98
Net Cash Flow from Operation	184.37	44.91	(105.52)	18.53	60.84
Less : Income Tax paid	-	-	-	-	-
Net Cash Flow from Operating Activities (A)	184.37	44.91	(105.52)	18.53	60.84
CASH FLOW FROM INVESTING ACTIVITIES					
Purchase of Fixed Assets	0.00	0.00	(48.07)	(4.38)	5.93
Movement in Loan & Advances	(1.01)	0.00	(1.80)	(1.86)	4.75
Movement in Other Non-Current Assets	0.00	4.68	0.00	0.00	(16.22)
Interest Income	0.72	0.72	2.65	2.06	4.65
Change in Deferred Tax Assets	2.78	(0.61)	0.88	(0.45)	(16.36)
Net Cash Flow from Investing Activities (B)	2.50	4.79	(46.35)	(4.62)	(17.25)

Particulars	For the Period 11/09/2018 to 31/12/2018	For the period 01/04/2018 to 10/09/2018	For the Year 01/04/2017 to 31/03/2018	For the Year 01/04/2016 to 31/03/2017	For the Year 01/04/2015 to 31/03/2016
CASH FLOW FROM FINANCING ACTIVITIES					
Changes in Partners' capital/Movement in Reserve & Surplus	(17.97)	(155.13)	(34.12)	157.14	(6.69)
Proceeds From Issue of shares capital	-	-	-	-	-
Proceeds From long Term Borrowing (Net)	(355.27)	274.92	464.35	153.32	(72.62)
Short Term Borrowing (Net)	347.38	(12.78)	58.80	(15.58)	316.26
Finance cost	(113.34)	(168.17)	(325.22)	(312.49)	(267.08)
Net Cash Flow from Financing Activities (C)	(139.20)	(61.16)	163.82	(17.61)	(30.12)
Net (Decrease)/ Increase in Cash & Cash Equivalents (A+B+C)	47.67	(11.46)	11.94	(3.70)	13.47
Opening Cash & Cash Equivalents	11.01	22.47	10.53	14.23	0.77
Cash and cash equivalents at the end of the period	58.68	11.01	22.47	10.53	14.23
Cash And Cash Equivalents Comprise :					
Cash	8.31	4.56	2.90	6.36	0.80
Current Account	50.37	6.45	19.57	4.17	13.43
Total	58.68	11.01	22.47	10.53	14.23

For, Mistry & Shah
Chartered Accountants
FRN:- 127702W

Partner
Malav Shah
Membership Number: 117101

Date: 25/01/2019
Place: Ahmedabad

SIGNIFICANT ACCOUNTING POLICY AND NOTES TO THE RESTATED STANDALONESUMMARY STATEMENTS

A. BACKGROUND

Kaneri Agro Industries Limited was originally formed as Partnership firm in the name and style of “Ameedhara Industries” through partnership deed dated January 31, 2003 under Partnership Act, 1932. Subsequently, the constitution of partnership firm was changed through partnership deed dated April 1, 2004. Then after, the constitution of partnership firm was changed through partnership deed dated February 25, 2005. Then after, the constitution of partnership firm was changed through partnership deed dated October 8, 2008. Subsequently, the constitution of partnership firm was changed through partnership deed dated November 1, 2011. Consequently, the constitution of Partnership Firm was changed through Partnership Deed dated March 1, 2017 and Partnership Firm was converted into Public Limited Company – “Kaneri Agro Industries Limited” on September 11, 2018 under Part I (Chapter XXI) of the Companies Act, 2013 vide certificate of incorporation issued by Registrar of Companies, Central Registration Center.

The Company is primarily engaged in manufacturing/processing raw wheat, rice paddy and raw rice. Its final products are Wheat and Rice are sold directly to whole sellers and to flour millers.

B. Basis of Preparation of Financial Statements

The Restated Standalone Summary Statement of Assets and Liabilities as at December 31, 2018, September 10, 2018, March 31, 2018, March 31, 2017 and March 31, 2016, the Restated Standalone Summary Statement of Profits and Loss and the Restated Standalone Summary Statement of Cash Flows for the Period ended on December 31, 2018, September 10, 2018, March 31, 2018, March 31, 2017 and March 31, 2016 and the Summary of Significant Accounting Policies and the annexure thereto (collectively, the “**Restated Standalone Financial Statements**” or “**Restated Standalone Summary Statements**”) have been prepared by the management of the company specifically for the purpose of inclusion in the Offer Documents to be filed with SME Platform of Stock exchange in connection with the proposed Initial Public Offering (hereinafter referred to as ‘IPO’) and approved by the Board of Directors of the Company.

The financial statements are prepared and presented under the historical cost convention and evaluated on a going-concern basis using the accrual system of accounting in accordance with the accounting principles generally accepted in India (Indian GAAP) notified sections, schedules and rules of the Companies Act 2013 including the Accounting Standards as prescribed by the Companies (Accounting Standards) Rules, 2006 as per Section 133 of the Companies Act, 2013 (“the Act”) read with Rule 7 of Companies (Accounts) Rules, 2014).

C. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

1. Use of Estimates

The preparation of financial statements in conformity with Generally Accepted Accounting Principles (GAAP) requires the management of the Company to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to the contingent liabilities, if any, as at the date of the financial statements and reported amounts of income and expenses during the year. Although these estimates are based on management’s best knowledge of current and actions, uncertainty about this assumptions and estimates could result in the outcome requiring a material adjustment to the carrying amount of asset and liability in future period.

2. Property Plant and equipment (Accounting Standard – 10)

Fixed assets are stated at historical cost/ less accumulated depreciation and impairment losses, if any. Cost includes purchase price and all other attributable cost to bring the assets to its working condition for the intended use and if its cost can be measured reliably.

Subsequent expenditures related to an item of tangible asset are added to its book value only if they increase the future economic benefits from the existing asset beyond its previously assessed standard of performance.

In the books of account of erstwhile partnership firm depreciation on property, plant and equipment was provided using written down value method based on rates prescribed under Income Tax Act, 1961. In the restated financial statement depreciation for year beginning on or after April 01st, 2015 is provided using written down value method based on use life prescribed under schedule II of Companies Act, 2013 except for Plant and Machinery. Since plant and machinery of company operates for almost 18 hours a day, Management of company has estimated useful life of plant and machinery as 10 years.

Status of company prior to September 10th, 2018 was partnership firm. Erstwhile partnership firm had maintained its fixed asset register from April 01st, 2009. Therefore in the absence of specific information prior to April 01st, 2009, the Gross Block of the Assets as at April 1st, 2009 have been considered for calculation of Depreciation as per schedule II of Companies Act, 2013 and the useful life of the Assets have been assumed to be started from that day. Further, The depreciation till September 10, 2018 were calculated as per Section 32 of the Income Tax Act in the audited financial statements prepared by the Partnership Firm. However, Depreciation in the Restated Financial has been calculated as per Schedule II of the Companies Act 2013 in the Restated financial statements. Hence, the Difference of ₹ 33.57 Lakh was arisen in Written Down Value of the Assets as at April 1, 2015 due to difference in the Rate as per the Income Tax Act, 1961 and Useful Life of the Assets as per the Companies Act, 2013 and effect of the same has been provided in the Financial Year 2015-16 by debiting ₹ 33.57 Lakh in the Partners' Capital in the Restated Financial Statement.

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

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

3. Borrowing Costs (Accounting Standard – 16)

Borrowing cost includes interest and ancillary costs incurred in connection with the arrangement of borrowings. Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur.

4. Impairment of Assets

- (i) The company assesses, at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the company estimates the asset's recoverable amount. An asset's (including goodwill) recoverable amount is the higher of an asset's net selling price and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing the value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.
- (ii) After impairment, depreciation/ amortization is provided on the revised carrying amount of the asset over its remaining useful life.

5. Investments

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. Term-deposit with bank for maturity less than 12 months is considered as part of cash and cash equivalents. All other investments are classified as long-term investments.

On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties.

Current investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

6. Inventories

Inventories are valued at lower of cost or net realisable value. The cost include cost of purchase, duties & taxes (to the extent not recoverable) and other costs incurred in bringing the inventories to their present location and condition. The cost of the various item of inventories are computed as under:

- Raw materials and stores and spares are valued at cost plus direct expenses and method of valuation is first in first out (FIFO)
- Work-in-progress are valued at raw material cost plus conversion cost depending upon the stage of completion.
- Finished Goods are valued at raw material cost plus conversion cost, packing cost, and other overheads incurred to bring the goods to their present location and condition and method of valuation is first in first out (FIFO).

7. Government Grants

The Government grant are recognized only when there is reasonable assurance that that the condition attached to them shall be complied with, and the grant will be received. Government grants related to assets are deducted from the cost of asset to which it related. Government grants related to revenue are recognized in the statement of profit and loss as and when it realized.

8. Revenue Recognition

Revenue from sales of goods is recognized, net of returns and trade discounts, on transfer of significant risks and rewards of ownership to the buyer, which generally coincides with the delivery of goods to customers, and amount of revenue can be measured reliably. Sales exclude VAT and Goods and Service Tax. Revenue from rendering of service is recognized on performance of the service agreement on the basis of the Completed service contract method and to the extent that is probable that the economic benefits will flow to the Company and the revenue can be reliably measured and no significant uncertainty exists regarding the amount of consideration that will be derived.

Revenue from interest is recognized on time proportion basis taking into account the amount outstanding and at the rate applicable.

Revenue from Dividend is recognized only when the owner's right to receive is established.

Other revenue such as gain on sale of assets or current investment is recognized when they are actually realized.

9. Foreign Currency Transactions

➤ Functional and Presentation currency

The functional currency of the company is Indian rupee. These financial statements are presented in Indian rupee.

➤ Transaction and balances

Transactions in foreign currencies are recorded at the exchange rate prevailing on the date of transaction as prescribed by central board of excise and customs from time to time. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency closing rate of exchange at the reporting date using exchange prescribed by Financial Benchmark India Pvt Ltd.

The foreign currency monetary items are translated using the closing rate at the end of each reporting period. Non-monetary items that are measured in terms of historical cost in a foreign currency shall be translated using the exchange rate at the date of the transaction. Exchange differences arising on the settlement of monetary items or on translating monetary items at rates different from those at which they were translated on initial recognition during the period or in previous financial statements shall be recognized in profit or loss in the period in which they arise.

10. Employee Benefits

All employee benefits payable wholly within twelve months of rendering the service are classified as short term employee benefits. Benefits such as salaries, performance incentives, etc., are recognized as an expense at the undiscounted amount in the Statement of Profit and Loss of the year in which the employee renders the related service.

Company follow pay-as-you-go policy to account for long term employee benefits and no corresponding provision is made in Restated financial statement.

11. Accounting for Taxes on Income

Tax expense comprises of current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India. The tax rates and tax laws which enacted are used to compute the tax amount. , at the reporting date.

- i. Deferred income taxes reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted at the reporting date.
- ii. Deferred tax liabilities are recognized for all taxable timing differences. Deferred tax assets are recognized for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situations where the Company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits.

The carrying amount of deferred tax assets are reviewed at each reporting date. The company writes-down the carrying amount of a deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realized. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

12. Contingent Liabilities and Provisions

Provisions are recognized only when there is a present obligation as a result of past events and when a reliable estimate of the amount of obligation can be made.

Contingent Liability is disclosed for

- a. Possible obligation which will be confirmed only by future events not wholly within the control of the Company or
- b. Present obligations arising from the past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.
- c. Contingent Assets are not recognized in the financial statements since this may result in the recognition of income that may never be realized.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation that the likelihood of outflow of resources is remote, no provision or disclosure is made.

13. Earnings per Share:

In determining the Earnings Per share, the company considers restated net profit after tax which does include any post tax effect of any extraordinary / exceptional item. The number of shares used in computing basic earnings per share is the number of shares outstanding as at December 31, 2018

The number of shares used in computing Diluted earnings per share comprises the number of shares considered for computing Basic Earnings per share and also the number of equity shares that would have been issued on conversion of all potentially dilutive shares.

In the event of issue of bonus shares, or share split the number of equity shares outstanding is increased without an increase in the resources. The number of Equity shares outstanding before the event is adjusted for the proportionate change in the number of equity shares outstanding as if the event had occurred at the beginning of the earliest period reported.

14. Cash Flow Statements:

Cash flows Statements are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. Cash flows from operating, investing and financing activities of the Company are segregated, accordingly.

15. Segment Reporting:

The Company has only one business segment which is engaged in providing cleaning and sorting of agricultural products mainly wheat and rice and it does not have any distinguishable segment which is engaged in providing

goods and services to particular economic environment. However product wise and region wise bifurcation of revenue from operation is given as below;

PRODUCT WISE REVENUE FROM OPERATIONS

(₹ in Lakh)

Particulars	For the Period 11/09/2018 to 31/12/2018	For the period 01/04/2018 to 10/09/2018	For the Year 01/04/2017 to 31/03/2018	For the Year 01/04/2016 to 31/03/2017	For the Year 01/04/2015 to 31/03/2016
Domestic Sales					
Wheat	1956.26	2788.54	5545.77	4345.77	4625.93
Rice	1114.43	1333.19	4059.37	4313.49	3210.27
Paddy	-	433.24	921.93	520.15	340.14
Broken	-	-	-	-	61.31
Pashu Ahar	-	0.57	2.38	93.78	25.80
Bajri	-	-	2.77	74.93	-
Mag	-	-	6.22	-	-
Bardan	-	-	-	0.58	-
Sub Total	3070.69	4555.53	10538.44	9348.70	8263.45
Export Sale					
Rice	133.22	-	-	-	-
Total	3,203.91	4,555.53	10,538.44	9,348.70	8,263.45

REGION WISE REVENUE FROM OPERATIONS

(₹ in Lakh)

Particulars	For the Period 11/09/2018 to 31/12/2018	For the period 01/04/2018 to 10/09/2018	For the Year 01/04/2017 to 31/03/2018	For the Year 01/04/2016 to 31/03/2017	For the Year 01/04/2015 to 31/03/2016
Domestic					
Delhi	391.87	114.15	926.21	14.77	380.89
Gujarat	2,565.75	3,228.77	7,397.45	6,724.29	4,490.67
Karnataka	-	-	-	-	30.38
Madhya Pradesh	-	13.11	215.72	212.76	202.68
Maharashtra	113.07	906.69	1,684.91	1,587.39	2,070.24
Rajasthan	-	-	314.16	607.07	779.77
Goa	-	-	-	94.26	308.83
Uttar Pradesh	-	-	-	108.16	-
West Bengal	-	167.05	-	-	-
Punjab	-	70.28	-	-	-
Tamil Nadu	-	55.47	-	-	-
Sub Total	3,070.69	4,555.53	10,538.44	9,348.70	8,263.45
Exports					
Dubai-UAE	133.22	-	-	-	-
Total	3,203.91	4,555.53	10,538.44	9,348.70	8,263.45

16. Event Occurring After Balance Sheet Date:

As per Accounting Standard – 4, Events occurring after the balance sheet date are those significant events, both favorable and unfavorable, that occur between the balance sheet date and the date on which the financial statements are approved by the Board of Directors in the case of a company, and, by the corresponding approving authority in the case of any other entity. These events can broadly be classified in two ways:

- Those which provide further evidence of conditions that existed at the balance sheet date; and
- Those which are indicative of conditions that arose subsequent to the balance sheet date.

Adjustments to assets and liabilities are required for events occurring after the balance sheet date that provide additional information materially affecting the determination of the amounts relating to conditions existing at the balance sheet date

D. Notes on Restatements made in the Restated Financials

1. The financial statements including financial information have been prepared after making such regroupings and adjustments, considered appropriate to comply with the same. As result of these regroupings and adjustments, the amount reported in the financial statements/information may not necessarily be same as those appearing in the respective audited financial statements for the relevant years.
2. Since status of company prior to September 10th, 2018 was partnership firm, financial statements of company for period prior to September 10th, 2018 were not prepared according to requirement of schedule III of Companies Act, 2013. Therefore all the financial figures as appearing in audited financial statement of erstwhile partnership firm are regrouped and reclassified as per the requirement of Companies Act, 2013.
3. Balances of Sundry Debtors, Creditors, and Loans & Advances Deposits are subject to the confirmation by the parties.
4. The Company does not have information as to which of its supplier are Micro small and Medium Enterprise registered under The Micro small and Medium Enterprise Development Act 2006. Consequently the liability, if any, of interest which would be payable under The Micro small and Medium Enterprise Development Act 2006, cannot be ascertained. However, the Company has not received any claims in respect of such interest and as such, no provision has been made in the books of accounts. In the restated financial statement all the trade payables are grouped under category other than Micro small and Medium Enterprise.

5. Employee benefits:

Company is following pay as you go policy therefore is has not make provision in respect of long term employee benefit Liability.

6. Depreciation:

In the books of account of erstwhile partnership firm depreciation on property, plant and equipment was provided using written down value method based on rates prescribed under Income Tax Act, 1961. In the restated financial statement depreciation for year beginning on or after April 01st, 2015 is provided using written down value method based on use life prescribed under schedule II of Companies Act, 2013 except for Plant and Machinery. Since plant and machinery of company operates for almost 18 hours a day, Management of company has estimated useful life of plant and machinery as 10 years.

Status of company prior to September 10th, 2018 was partnership firm. Erstwhile partnership firm had maintained its fixed asset register from April 01st, 2009. Therefore in the absence of specific information prior to April 01st, 2009, the Gross Block of the Assets as at April 1st , 2009 have been considered for calculation of Depreciation as per schedule II of Companies Act, 2013 and the useful life of the Assets have been assumed to be started from that day. Further, the depreciation till September 10, 2018 were calculated as per Section 32 of the Income Tax Act in the audited financial statements prepared by the Partnership Firm. However, Depreciation in the Restated Financial has been calculated as per Schedule II of the Companies Act 2013 in the Restated financial statements. Hence, the Difference of ₹ 33.57 Lakh was arisen in Written Down Value of the Assets as at April 1, 2015 due to difference in the Rate as per the Income Tax Act, 1961 and Useful Life of the Assets as per the Companies Act, 2013 and effect of the same has been provided in the Financial Year 2015-16 by debiting ₹ 33.57 Lakh in the Partners' Capital in the Restated Financial Statement.

7. Contingent Liabilities:

There are no contingent liabilities as at December 31, 2018, September 10, 2018, March 31, 2018, March 31, 2017 and March 31, 2016.

8. Related Party Disclosure (Accounting Standard – 18)

Related party transactions are reported as per Accounting Standard -18 of Companies (Accounting Standards) Rules, 2006, as amended, in the "Annexure – Z" of the enclosed financial statements.

9. Accounting For Taxes on Income (Accounting Standard – 22)

Deferred Tax liability/Asset in view of Accounting Standard – 22: “Accounting for Taxes on Income” as at the end of the year/period is reported as under;

RESTATED STANDALONE STATEMENT OF DEFERRED TAX ASSETS (NET)

(₹ in Lakh)

Particulars	As at 31/12/2018	As at 10/09/2018	As at 31/03/2018	As at 31/03/2017	As at 31/03/2016
WDV as per book	215.99	227.29	245.35	233.00	273.10
WDV as per IT	268.88	280.29	296.90	287.38	326.03
Time Difference	(52.89)	(53.00)	(51.55)	(54.39)	(52.94)
Disallowance under Section 43B	-	-	-	-	-
Total	(52.89)	(53.00)	(51.55)	(54.39)	(52.94)
As per B/S (Liability)/(Asset)	(13.75)	(16.54)	(15.93)	(16.81)	(16.36)
Transfer to P & L A/c (Loss)/(Profit)	2.78	(0.61)	0.88	(0.45)	(16.36)

10. Earnings Per Share (Accounting Standard – 20):

Earnings per Share calculated is already reported in the “Annexure – Y” of the enclosed financial statements.

11. Material Adjustments [As per SEBI (ICDR) Regulations, 2018]

Appropriate adjustments have been made in the restated financial statements, whenever required, by reclassification of the corresponding items of assets, liabilities and cash flow statement, in order to ensure consistency and compliance with requirement of Company Act 213, and Accounting Standards.

The Summary of results of restatements made in the audited financial statements of the Company for the respective period / years and their impact on the profit / (loss) and assets and liabilities of the Company is as under.

Statement of adjustments in the Financial Statements

The reconciliation of Profit after tax as per audited results and the Profit after tax as per Restated Accounts is presented below. This summarizes the results of restatements made in the audited accounts for the respective years/ period and its impact on the profit & loss of the company.

RECONCILIATION OF RESTATED PROFIT:

(₹ in Lakh)

Particulars	For the Period 11/09/2018 to 31/12/2018	For the period 01/04/2018 to 10/09/2018	For the Year 01/04/2017 to 31/03/2018	For the Year 01/04/2016 to 31/03/2017	For the Year 01/04/2015 to 31/03/2016
Net profit/(Loss) after Tax as per Audited Profit & Loss Account	57.02	33.03	77.25	46.00	29.76
<u>Adjustments for:</u>					
Depreciation	-	(1.46)	2.84	(4.30)	(16.51)
Deferred Tax Liability / Asset Adjustment	(16.54)	0.61	(0.88)	0.45	16.36
Finance Cost and Interest	-	-	(4.88)	-	-
Prior Period Finance Cost and Interest	-	4.88	-	-	-
Current Income Tax Provision	0.01	(11.84)	(22.48)	(14.29)	(9.21)
Total Adjustments	(16.52)	(7.81)	(25.39)	(18.14)	(9.37)
Net Profit/ (Loss) After Tax as Restated	40.50	25.22	51.85	27.86	20.39

Notes:

1. Depreciation:

Since, the status of the company till 10th September, 2018 was Partnership Firm, the depreciation till those periods were calculated as per Section 32 of the Income Tax Act in the audited financial statements prepared by the Partnership Firm. However, Depreciation in the Restated Financial has been calculated as per Schedule II of the Companies Act 2013 in the Restated financial statements.

2. Deferred Tax Liability / Asset Adjustment:

Since, the status of the company till September 10, 2018 was Partnership Firm, the depreciation till those periods were calculated as per Section 32 of the Income Tax Act in the audited financial statements prepared by the Partnership Firm. However, Depreciation in the Restated Financial has been calculated as per Schedule II of the Companies Act 2013 in the Restated financial statements. Hence, the Deferred Tax Assets was arisen due to timing Difference of Depreciation calculated as per the Income Tax Act, 1961 and Companies Act, 2013 and effect of the same has been provided in the Restated Financial Statement. Further, impact of Deferred Tax was not provided in any of the financial statements of Partnership Firm prior to September 11, 2018 and hence, the Deferred Tax Assets/Liabilities was calculated by considering the WDV of Depreciable Tangible Assets as per Income Tax Act, 1961 and the Companies Act, 2013 as at March 31, 2016 and the same was provided in the F.Y. 2015-16.

3. Finance Cost and Interest:

In the Audited Financial Statement for the Financial Year 2017-18, the Finance Cost and Interest was not provided to the extent of ₹ 4.88 Lakh and the same was provided in the Audited Financial Statement for the period ended September 10, 2018. Hence, the Finance Cost and Interest which was not provided in the Audited Financial Year 2017-18 has been provided in the Restated Financial Statement and the Finance Cost and Interest related to Audited Financial Year 2017-18 which was provided in the Audited Financial Statement for the period ended September 10, 2018 has not been considered in the Restated Financial Statement.

4. Provision For Income Tax:

The provision for Income Tax was not provided in the Periods prior to September 11, 2018 and that have been provided in every periods in the Restated financial Statements. The same has been provided as per Accounting Standard.

12. Realizations:

In the opinion of the Board and to the best of its knowledge and belief, the value on realization of current assets, loans and advances will, in the ordinary course of business, not be less than the amounts at which they are stated in the Balance sheet.

13. Contractual liabilities

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

14. Amounts in the financial statements

Amounts in the financial statements are rounded off to nearest Lakh. Further, Figures in Bracket indicates Negative figure.

For, Mistry & Shah
Chartered Accountants
FRN:- 127702W

Partner
Malav Shah
Membership Number: 117101

Date: 25/01/2019
Place: Ahmedabad

RESTATED STANDALONE STATEMENT OF SHARE CAPITAL

Partner's Capital	As at 31/12/2018	As at 10/09/2018	As at 31/03/2018	As at 31/03/2017	As at 31/03/2016
(A) Partner's Capital Account					
Opening Balance	-	848.68	807.59	608.75	602.19
Add : Capital Introduced during the year	-	17.60	171.35	1,000.56	94.78
Add: Partner's Remuneration	-	3.00	8.00	6.00	6.00
Add: Interest to Partners	-	29.34	61.84	59.88	52.69
Add : Share of Profit from the firm	-	25.22	51.85	27.86	20.39
Less : Capital Withdrawn during the year	-	128.44	228.07	147.86	110.21
Less : Drawings	-	0.22	23.88	747.61	23.52
Less: Transferred to Unsecured Loans	-	65.63	-	-	-
Less: Adjustment on account of Depreciation as per Schedule II of Companies Act, 2013	-	-	-	-	33.57
Total	-	730.00	848.68	807.59	608.75

Note:

The status of the company up to September 10, 2018 was partnership firm. For the purpose of Restated Financial Statements, the accounts of the partnership firm for the year ended on March 31 2016, 2017, 2018, and for the period ended on September 10, 2018 have been recast in accordance with the requirements of Schedule III of the Companies Act, 2013. Thus Share Capital disclosed for these years represents Partners' Capital in the Partnership Firm.

Share Capital	As at 31/12/2018	As at 10/09/2018	As at 31/03/2018	As at 31/03/2017	As at 31/03/2016
Authorized					
7300000 Equity Shares of ₹ 10 each	730.00	-	-	-	-
Issued					
7300000 Equity Shares of ₹ 10 each	730.00	-	-	-	-
Subscribed & Paid up					
7300000 Equity Shares of ₹10 each	730.00	-	-	-	-
Total	730.00	-	-	-	-

Note:

- Terms/rights attached to equity shares:
 - The company has only one class of shares referred to as equity shares having a par value of ₹10/-. Each holder of equity shares is entitled to one vote per share
 - In the event of liquidation of the Company, the holders of equity shares shall be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. The amount distributed will be in proportion to the number of equity shares held by the shareholders.
- The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
- The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.

RECONCILIATION OF NUMBER OF SHARES:

Particulars	As at 31/12/2018	As at 10/09/2018	As at 31/03/2018	As at 31/03/2017	As at 31/03/2016
Equity Shares outstanding at the beginning of the Period	-	-	-	-	-
Equity Shares Issued during the Period	7300000	-	-	-	-
Equity Shares bought back during the Period	-	-	-	-	-
Equity Shares outstanding at the end of the Period	7300000	-	-	-	-

Details of Shares held by shareholders holding more than 5% of the aggregate shares in the Company:

Name of Shareholder	As at 31/12/2018	As at 10/09/2018	As at 31/03/2018	As at 31/03/2017	As at 31/03/2016
	Number of Shares (%)	Number of Shares (%)	Number of Shares (%)	Number of Shares (%)	Number of Shares (%)
Mr. Ritesh Kaushikbhai Patel	657000 (9.00%)	NA	NA	NA	NA
Mrs. Palak Ritesh Patel	1058500 (14.50%)	NA	NA	NA	NA
Mrs. Nidhi Nileshkumar Patel	1606000 (22.00%)	NA	NA	NA	NA
Mr. Nileshkumar Kaushikbhai Patel	1277500 (17.50%)	NA	NA	NA	NA
Mrs. Indiraben Kaushikbhai Patel	1423500 (19.50%)	NA	NA	NA	NA
Mr. Pravinkumar Bhogilal Patel	1259250 (17.25%)	NA	NA	NA	NA

**Annexure – B
(₹ in Lakh)**

RESTATED STANDALONE STATEMENT OF RESERVES AND SURPLUS

Particulars	As at 31/12/2018	As at 10/09/2018	As at 31/03/2018	As at 31/03/2017	As at 31/03/2016
Surplus					
Opening balance	-	-	-	-	-
Add: Net Profit/(Net Loss) For the current year	40.50	25.22	51.85	27.86	20.39
Less: Net Profit/(Net Loss) Transferred to Partners Capital	-	(25.22)	(51.85)	(27.86)	(20.39)
Closing Balance	40.50	-	-	-	-
Total	40.50	-	-	-	-

Note:

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The Company does not have any Revaluation Reserve.
3. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.

RESTATED STANDALONE STATEMENT OF LONG TERM BORROWINGS

Particulars	As at 31/12/2018	As at 10/09/2018	As at 31/03/2018	As at 31/03/2017	As at 31/03/2016
SECURED					
Term loans From Banks					
HDFC Bank Limited – CAR LOAN	-	-	-	-	1.25
Term loans From Financial Institution					
Aditya Birla Finance Limited	395.38	406.88	418.50	-	-
Sub-total (a)	395.38	406.88	418.50	-	1.25
UNSECURED					
(a) Loans & Advances from Promotors/ Promotor Group/ Group Companies					
From Promotors & Promoters Group	118.37	99.43	33.80	34.25	38.17
From Friends and Relative	326.72	689.45	440.46	397.24	263.73
(b) Loans & Advances from Banks and financial Institution	-	-	-	-	-
Capital First Limited	-	-	18.54	-	-
HDFC Bank Limited	-	-	-	12.47	-
ICICI Bank Limited	-	-	-	12.52	-
Magma Fincorp Limited	-	-	9.53	-	-
Sub-total (b)	445.09	788.87	502.33	456.48	301.90
Total	840.48	1,195.75	920.83	456.48	303.16

Notes:

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.
3. List of persons/entities classified as “Promoters” and “Promoter Group Companies” has been determined by the Management and relied upon by the Auditors.
4. The terms and conditions and other information in respect of Secured Long Term Borrowings as on December 31, 2018 are given in Annexure – C (1)
5. The terms and conditions and other information in respect of Unsecured Long Term Borrowings as on December 31, 2018 are given in Annexure – C (2)

TERMS AND CONDITIONS AND OTHER INFORMATION IN RESPECT OF SECURED LONG TERM BORROWINGS
Annexure – C (1)

Name of Lender	Purpose	Date of sanction	Sanctioned Amount	Rate of interest	Repayment terms	Outstanding amount as at December 31, 2018 towards		Securities Offered
						Long Term Borrowing	Current maturities of Long Term Borrowing	
Aditya Birla Finance Limited	For meeting Long term Working Capital requirements and raw material purchase	March 21, 2018	₹ 465.00 Lakh	12.10% Floating Rate	Payable in Quarterly Principal Payment of ₹ 11.625 Lakh for Ten (10) Years commencing from June, 2018	₹ 395.38 Lakh	₹ 46.50 Lakh	Land situated at Survey No. 163/1, FP No. 31, TP No. 3, Bavla, Ta:- Bavla, District: Ahmedabad owned by Mr. Kaushikkumar Bhogilal Patel and Mr. Pravinkumar Bhogilal Patel. 2. Personal Gurantee of Mrs Palak Patel, Mrs. Nidhi Nileshkumar Patel, Mr. Kaushikumar Bhogilal Patel, Mr. Ritesh Kaushikkumar Patel, Mr. Nileshkumar K Patel, Mrs. Indiraben K Patel and Mr. Pravinkumar Bhogilal Patel

TERMS AND CONDITIONS AND OTHER INFORMATION IN RESPECT OF UNSECURED LONG TERM BORROWINGS
Annexure – C (2)

Name of Lender	Purpose	Date of sanction	Sanctioned Amount	Rate of interest	Repayment terms	Outstanding amount as at December 31, 2018 towards	
						Long Term Borrowing	Current maturities of Long Term Borrowing
Capital First Limited	Business Loan	February 28, 2018	₹ 51.00 Lakh	18.00%	Payable in 18 monthly installments of ₹ 3.25 Lakh commencing from April, 2018	-	₹ 27.61 Lakh
Magma Fincorp Limited	Business Loan	February 28, 2018	₹ 20.00 Lakh	17.00%	Payable in 18 monthly installments of ₹ 1.27 Lakh commencing from April, 2018	-	₹ 10.80 Lakh
From Promoters & Promoters Group	Working Capital and General Corporate Purpose	Not Applicable	Not Applicable	-	Repayable on Demand	118.37 Lakh	-
From Friends and Relatives	Working Capital and General Corporate Purpose	Not Applicable	Not Applicable	12.00%*	Repayable on Demand	₹ 326.72 Lakh	-

* No Formal Agreements are executed for such unsecured loans taken from Friends and Relatives. In the opinion of the Management, Rate of Interest is 12.00% per annum. Further, Interest is not being paid to few of the Parties.

Annexure – D
(₹ in Lakh)

RESTATED STANDALONE STATEMENT OF OTHER LONG TERM LIABILITIES

Particulars	As at 31/12/2018	As at 10/09/2018	As at 31/03/2018	As at 31/03/2017	As at 31/03/2016
Others	-	-	-	-	-
Total	-	-	-	-	-

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

Annexure – E
(₹ in Lakh)

RESTATED STANDALONE STATEMENT OF LONG TERM PROVISIONS

Particulars	As at 31/12/2018	As at 10/09/2018	As at 31/03/2018	As at 31/03/2017	As at 31/03/2016
Others	-	-	-	-	-
Total	-	-	-	-	-

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

Annexure – F
(₹ in Lakh)

RESTATED STANDALONE STATEMENT OF SHORT TERM BORROWINGS

Particulars	As at 31/12/2018	As at 10/09/2018	As at 31/03/2018	As at 31/03/2017	As at 31/03/2016
SECURED					
(a) Working Capital Loans from banks					
Dena Bank – Cash Credit	-	1,859.36	1,833.74	1,830.54	1,871.60
Bank of Baroda – Cash Credit	2,228.60	-	-	-	-
Unsecured					
(a) From Bank and Financial Institution					
Aditya Birla Finance Limited	5.46	13.15	27.62	-	-
Equitas Small Finance Bank	10.76	18.42	30.00	-	-
Fullerton India Credit Company Limited	4.60	11.11	23.45	25.48	-
Total	2,249.42	1,902.04	1,914.82	1,856.02	1,871.60
In case of continuing default as on the balance sheet date in repayment of loans and interest with respect to Unsecured loan					
1. Period of default	-	-	-	-	-
2. Amount	-	-	-	-	-

Notes:

- The terms and conditions and other information in respect of Secured Short Term Borrowings as on December 31, 2018 are given in Annexure – F (1)

2. The terms and conditions and other information in respect of Unsecured Short Term Borrowings as on December 31, 2018 are given in Annexure – F (2)
3. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
4. The above statement should be read with the significant accounting policies and notes to restated summary statement of profit and loss account and cash flows statement as appearing in Annexures IV, I, I and III.

TERMS AND CONDITIONS AND OTHER INFORMATION IN RESPECT OF SECURED SHORT TERM BORROWINGS

Annexure – F (1)

Name of Lender	Purpose	Date of sanction	Sanctioned Amount	Rate of interest	Repayment terms	Outstanding amount as at December 31, 2018	Securities Offered
Bank of Baroda	Working Capital / Cash Credit	October 12, 2018	₹ 2,400.00 Lakh	9.40%	Repayable on Demand	₹ 2,228.60 Lakh	<p>Hypothecation of entire Machineries, electrical installations, furniture & fixtures, office equipment, other movable fixed assets, Raw Materials, Stock in process, Stores & Spares, Packing Materials, Finished goods and book debts of the Company both present and future.</p> <p>Equitable Mortgage of Factory land and Building situated at Survey no. 155/P Lodariyal, Bavla Sanand Road, Bavla, District Ahmedabad standing in the names of M/s. Amedhara Industries (Now known as Kaneri Agro Industries Limited).</p> <p>Equitable Mortgage of Residential House No. 28, Alkapuri Co-operative Housing Society Limited, Behind Swami Narayan Temple, Dholka Road, falls under survey No. 50+52/1+2, T.P. / Scheme No. 1 F. P. No. 57 at Mouje Bavla, Taluka Bavla District Ahmedabad admeasuring 274.25 sq. mtrs standing in the name of Mr. Kaushik Bhogilal Patel.</p> <p>Equitable Mortgage of Commercial Shop situated at Shop No. 34, Ground Floor, Restaurant Akruti Arcade, Near Bavla-Sanand Cross Road, Ahmedabad admeasuring 86.43 sq. mtrs in the name of Mr. Nileshbhai Kaushikbhai Patel</p> <p>Pledge of Fixed Deposit Receipt standing in the name of company.</p> <p>Extension of charge by way of equitable mortgage of Bungalow No:-20/B, "SILVER HOMES", Opposite Pushpakunj Bungalows, Near Panchamrut Bungalows, Murlidhar Party Plot Road, Off. Science City Road, F.P. No: 68, T.P.S. No:-42, Sola, Nehrunagar, Ahmedabad standing in the name of Ritesh K Patel, Nilesh K Patel, Indiraben K Patel, Nidhi N Patel and Palak R Patel</p>

Name of Lender	Purpose	Date of sanction	Sanctioned Amount	Rate of interest	Repayment terms	Outstanding amount as at December 31, 2018	Securities Offered
							Personal Guarantee of: Mrs. Palak R. Patel, Mrs. Nidhi Nileshkumar Patel, Mr. Kaushikumar Bhogilal Patel, Mr. Ritesh Kaushikkumar Patel, Mr. Nileshkumar K Patel, Mrs. Indiraben K Patel and Mr. Pravinkumar Bhogilal Patel

TERMS AND CONDITIONS AND OTHER INFORMATION IN RESPECT OF UNSECURED SHORT TERM BORROWINGS

Annexure – F (2)

Name of Lender	Purpose	Date of sanction	Sanctioned Amount	Rate of interest	Repayment terms	Outstanding amount as at December 31, 2018
Aditya Birla Finance Limited	Business Loan	January 31, 2018	₹ 30.00 Lakh	18.00%	Payable in 12 monthly installments of ₹ 2.75 Lakh commencing from February, 2018	₹ 5.46 Lakh
Equitas Small Finance Bank	Business Loan	March 30, 2018	₹ 30.00 Lakh	18.00%	Payable in 12 monthly installments of ₹ 2.75 Lakh commencing from May 5, 2018	₹ 10.76 Lakh
Fullerton India Credit Company Limited	Business Loan	March 31, 2018	₹ 25.00 Lakh	17.00%	Payable in 12 monthly installments of ₹ 2.32 Lakh commencing from April 4, 2017	₹ 4.60 Lakh

RESTATED STANDALONE STATEMENT OF TRADE PAYABLES

Annexure – G
(₹ in Lakh)

Particulars	As at 31/12/2018	As at 10/09/2018	As at 31/03/2018	As at 31/03/2017	As at 31/03/2016
(a) Micro, Small and Medium Enterprise	-	-	-	-	-
(b) Others	1,008.41	923.84	272.76	481.54	615.64
Total	1,008.41	923.84	272.76	481.54	615.64

Notes:

- The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
- The above statement should be read with the significant accounting policies and notes to restated summary statement of profit and loss account and cash flows statement as appearing in Annexures IV, I, I and III.

RESTATED STANDALONE STATEMENT OF OTHER CURRENT LIABILITIES
Annexure – H
(₹ in Lakh)

Particulars	As at 31/12/2018	As at 10/09/2018	As at 31/03/2018	As at 31/03/2017	As at 31/03/2016
CURRENT MATURITIES OF LONG TERM DEBT	-	-	-	-	-
Secured Loans					
HDFC Bank Limited Car Loan	-	-	-	1.25	1.34
Aditya Birla Finance Limited	46.50	46.50	46.50	-	-
Unsecured Loans					
Capital First Limited	27.61	35.49	32.46	-	-
HDFC Bank Limited	-	1.85	12.47	17.53	-
ICICI Bank Limited	-	1.86	12.52	17.49	-
Magma Fincorp Limited	10.80	13.92	10.54	-	-
Advanced from Customer	-	-	-	1.19	-
Interest Payable on Unsecure Loan	14.50	9.39	1.42	-	-
Total	99.41	109.01	115.91	37.45	1.34

Notes:

- The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
- The above statement should be read with the significant accounting policies and notes to restated summary statement of profit and loss account and cash flows statement as appearing in Annexures IV, I, I and III.

RESTATED STANDALONE STATEMENT OF SHORT TERM PROVISIONS
Annexure – I
(₹ in Lakh)

Particulars	As at 31/12/2018	As at 10/09/2018	As at 31/03/2018	As at 31/03/2017	As at 31/03/2016
Provision For					
(a) Others (Specify nature)					
Income Tax Provision	73.01	57.82	45.98	23.50	9.21
Electric Bill Provision	5.65	-	2.48	-	3.71
Audit Fee Provision	0.29	0.29	-	-	-
TDS Interest	3.29	3.29	2.12	1.93	1.14
TDS Commission	0.26	0.74	3.71	3.93	6.00
TDS Contractors	-	-	0.02	-	0.07
TDS Professional	-	-	0.52	-	0.25
Staff Salary	5.99	-	-	-	-
Provision for Commission Expenses	14.35	-	-	-	-
A.P.M.C. Bavla	-	-	-	8.16	10.60
A.P.M.C. Sanand	-	-	-	2.62	-
Total	102.82	62.13	54.82	40.14	30.97

Notes:

- The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
- The above statement should be read with the significant accounting policies and notes to restated summary statement of profit and loss account and cash flows statement as appearing in Annexures IV, I, I and III.

RESTATED STANDALONE STATEMENT OF NON-CURRENT INVESTMENTS
Annexure – K
(₹ in Lakh)

Particulars	As at 31/12/2018	As at 10/09/2018	As at 31/03/2018	As at 31/03/2017	As at 31/03/2016
(a) UNQUOTED INVESTMENTS					
Other Non-Current Investments					
Fixed Deposit with Dena Bank	-	29.82	29.82	28.02	26.16
Fixed Deposit with Bank of Baroda	30.83	-	-	-	-
Sub Total (a)	30.83	29.82	29.82	28.02	26.16
(b) QUOTED INVESTMENTS	-	-	-	-	-

Particulars	As at 31/12/2018	As at 10/09/2018	As at 31/03/2018	As at 31/03/2017	As at 31/03/2016
Sub Total (b)	-	-	-	-	-
Aggregate Cost of Quoted Investment	-	-	-	-	-
Aggregate Cost of Unquoted Investment	30.83	29.82	29.82	28.02	26.16
Aggregate Market Value of Quoted	-	-	-	-	-
Total	30.83	29.82	29.82	28.02	26.16

Notes:

- The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
- The above statement should be read with the significant accounting policies and notes to restated summary statement of profit and loss account and cash flows statement as appearing in Annexures IV, I, I and III.

Annexure – L

RESTATED STANDALONE STATEMENT OF LONG-TERM LOANS AND ADVANCES

(₹ in Lakh)

Particulars	As at 31/12/2018	As at 10/09/2018	As at 31/03/2018	As at 31/03/2017	As at 31/03/2016
Unsecured and Considered Good					
Security Deposits	11.53	11.53	16.22	16.22	16.22
Sub Total (a)	11.53	11.53	16.22	16.22	16.22

Notes:

- The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
- The above statement should be read with the significant accounting policies and notes to restated summary statement of profit and loss account and cash flows statement as appearing in Annexures IV, I, I and III.

Annexure – M

RESTATED STANDALONE STATEMENT OF OTHER NON-CURRENT ASSETS

(₹ in Lakh)

Particulars	As at 31/12/2018	As at 10/09/2018	As at 31/03/2018	As at 31/03/2017	As at 31/03/2016
Other	-	-	-	-	-
Sub Total (a)	-	-	-	-	-

Notes:

- The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
- The above statement should be read with the significant accounting policies and notes to restated summary statement of profit and loss account and cash flows statement as appearing in Annexures IV, I, I and III.

Annexure – N

RESTATED STANDALONE STATEMENT OF DEFERRED TAX ASSETS (NET)

(₹ in Lakh)

Particulars	As at 31/12/2018	As at 10/09/2018	As at 31/03/2018	As at 31/03/2017	As at 31/03/2016
WDV as per book	215.99	227.29	245.35	233.00	273.10
WDV as per IT	268.88	280.29	296.90	287.38	326.03
Time Difference	(52.89)	(53.00)	(51.55)	(54.39)	(52.94)
Disallowance under Section 43B	-	-	-	-	-
Total	(52.89)	(53.00)	(51.55)	(54.39)	(52.94)
As per B/S (Liability)/(Asset)	(13.75)	(16.54)	(15.93)	(16.81)	(16.36)
Transfer to P & L A/c (Loss)/(Profit)	2.78	(0.61)	0.88	(0.45)	(16.36)

Notes:

- The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
- The above statement should be read with the significant accounting policies and notes to restated summary statement of profit and loss account and cash flows statement as appearing in Annexures IV, I, I and III.

RESTATED STANDALONE STATEMENT OF CURRENT INVESTMENTS

Particulars	As at 31/12/2018	As at 10/09/2018	As at 31/03/2018	As at 31/03/2017	As at 31/03/2016
(a) UNQUOTED INVESTMENTS					
Other Non-Current Investments	-	-	-	-	-
Sub Total (a)	-	-	-	-	-
(b) QUOTED INVESTMENTS	-	-	-	-	-
Sub Total (b)	-	-	-	-	-
Aggregate Cost of Quoted Investment	-	-	-	-	-
Aggregate Cost of Unquoted Investment	-	-	-	-	-
Aggregate Market Value of Quoted	-	-	-	-	-
Total	-	-	-	-	-

Notes:

- The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
- The above statement should be read with the significant accounting policies and notes to restated summary statement of profit and loss account and cash flows statement as appearing in Annexures IV, I, I and III.

RESTATED STANDALONE STATEMENT OF INVENTORY

Particulars	As at 31/12/2018	As at 10/09/2018	As at 31/03/2018	As at 31/03/2017	As at 31/03/2016
a. Raw Materials and components (Valued at Lower of Cost or NRV as per FIFO Method)	73.48	136.93	0.55	54.36	22.17
b. Work-in-progress (Valued At Estimated Cost)	-	-	-	-	-
c. Finished goods (Valued at Cost or NRV as per FIFO)	2,349.89	3,295.02	2,216.91	2,569.45	2,296.15
d. Stock-in-Trade (Valued at Lower of Cost or NRV as per FIFO Method)	-	-	-	-	-
d. Stores & Spares (Valued at Lower of Cost or NRV as per FIFO Method)	-	-	-	-	-
Total	2,423.37	3,431.95	2,217.46	2,623.81	2,318.32

Notes:

- The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
- The above statement should be read with the significant accounting policies and notes to restated summary statement of profit and loss account and cash flows statement as appearing in Annexures IV, I, I and III.

RESTATED STANDALONE STATEMENT OF TRADE RECEIVABLES

Particulars	As at 31/12/2018	As at 10/09/2018	As at 31/03/2018	As at 31/03/2017	As at 31/03/2016
(Unsecured and Considered Good)	-	-	-	-	-
a. From Directors/Promoters/ Promoter Group/Associates/ Relatives of Directors / Group Companies	-	-	-	-	-
Over Six Months	-	-	-	-	-
Others	-	-	-	-	-
b. From Others	-	-	-	-	-
Over Six Months	282.77	84.22	-	-	-
Others	1,967.76	1,063.61	1,541.19	705.16	721.57
Total	2,250.53	1,147.83	1,541.19	705.16	721.57

Notes:

- The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
- The above statement should be read with the significant accounting policies and notes to restated summary statement of profit and loss account and cash flows statement as appearing in Annexures IV, I, I and III.

RESTATED STANDALONE STATEMENT OF FIXED ASSETS

Fixed Assets	Gross Block			Accumulated Depreciation				Net Block		
	Balance as at 01/04/2015	Additions	Disposal/ Adjustment	Balance as at 31/03/2016	Balance as at 01/04/2015	Depreciation charge for the year	Deductions/ Adjustments	Balance as at 31/03/2016	Balance as at 31/03/2016	Balance as at 31/03/2015
Tangible Assets										
1) Land	2.86	-	-	2.86	-	-	-	-	2.86	2.86
2) Building	258.82	5.49	-	264.32	74.08	17.92	-	92.00	172.32	184.74
3) Furniture & Fixture										
a) Electric Fittings	3.51	10.95	-	14.46	2.08	2.23	-	4.31	10.15	1.43
4) Plant and Machinery	281.23	10.81	-	292.04	161.23	40.92	-	202.15	89.88	119.99
5) Computer	1.54	0.39	-	1.93	0.94	0.25	-	1.19	0.74	0.60
Total	547.96	27.64	-	575.60	238.34	61.31	-	299.65	275.95	309.62

Fixed Assets	Gross Block			Accumulated Depreciation				Net Block		
	Balance as at 01/04/2016	Additions	Disposal/ Adjustment	Balance as at 31/03/2017	Balance as at 01/04/2016	Depreciation charge for the year	Deductions/ Adjustments	Balance as at 31/03/2017	Balance as at 31/03/2017	Balance as at 31/03/2016
Tangible Assets										
1) Land	2.86	-	-	2.86	-	-	-	-	2.86	2.86
2) Building	264.32	-	-	264.32	92.00	16.27	-	108.27	156.04	172.32
3) Furniture & Fixture										
a) Electric Fittings	14.46	-	-	14.46	4.31	2.72	-	7.03	7.43	10.15
4) Plant and Machinery	292.04	4.38	-	296.42	202.15	24.96	-	227.11	69.31	89.88
5) Computer	1.93	-	-	1.93	1.19	0.53	-	1.72	0.21	0.74
Total	575.60	4.38	-	579.98	299.65	44.48	-	344.13	235.85	275.95

Fixed Assets	Gross Block			Accumulated Depreciation				Net Block		
	Balance as at 01/04/2017	Additions	Disposal/ Adjustment	Balance as at 31/03/2018	Balance as at 01/04/2017	Depreciation charge for the year	Deductions/ Adjustments	Balance as at 31/03/2018	Balance as at 31/03/2018	Balance as at 31/03/2017
Tangible Assets										
1) Land	2.86	-	-	2.86	-	-	-	-	2.86	2.86
2) Building	264.32	-	-	264.32	108.27	14.74	-	123.01	141.31	156.04
3) Furniture & Fixture										
a) Electric Fittings	14.46	-	-	14.46	7.03	1.98	-	9.01	5.45	7.43

Fixed Assets	Gross Block			Accumulated Depreciation				Net Block		
	Balance as at 01/04/2017	Additions	Disposal/ Adjustment	Balance as at 31/03/2018	Balance as at 01/04/2017	Depreciation charge for the year	Deductions/ Adjustments	Balance as at 31/03/2018	Balance as at 31/03/2018	Balance as at 31/03/2017
4) Plant and Machinery	296.42	48.07	-	344.49	227.11	18.86	-	245.96	98.52	69.31
5) Computer	1.93	-	-	1.93	1.72	0.14	-	1.86	0.07	0.21
Total	579.98	48.07	-	628.05	344.13	35.72	-	379.85	248.21	235.85

Fixed Assets	Gross Block			Accumulated Depreciation				Net Block		
	Balance as at 01/04/2018	Additions	Disposal/ Adjustment	Balance as at 10/09/2018	Balance as at 01/04/2018	Depreciation charge for the period	Deductions/ Adjustments	Balance as at 10/09/2018	Balance as at 10/09/2018	Balance as at 31/03/2018
Tangible Assets										
1) Land	2.86	-	-	2.86	-	-	-	-	2.86	2.86
2) Building	264.32	-	-	264.32	123.01	5.96	-	128.97	135.35	141.31
3) Furniture & Fixture										
a) Electric Fittings	14.46	-	-	14.46	9.01	0.65	-	9.66	4.80	5.45
4) Plant and Machinery	344.49	-	-	344.49	245.96	11.43	-	257.40	87.09	98.52
5) Computer	1.93	-	-	1.93	1.86	0.02	-	1.88	0.05	0.07
Total	628.05	-	-	628.05	379.85	18.06	-	397.91	230.15	248.21

Fixed Assets	Gross Block			Accumulated Depreciation				Net Block		
	Balance as at 11/09/2018	Additions	Disposal/ Adjustment	Balance as at 31/12/2018	Balance as at 11/09/2018	Depreciation charge for the period	Deductions/ Adjustments	Balance as at 31/12/2018	Balance as at 31/12/2018	Balance as at 10/09/2018
Tangible Assets										
1) Land	2.86	-	-	2.86	-	-	-	-	2.86	2.86
2) Building	264.32	-	-	264.32	128.97	3.92	-	132.89	131.42	135.31
3) Furniture & Fixture										
a) Electric Fittings	14.46	-	-	14.46	9.66	0.39	-	10.06	4.40	4.80
4) Plant and Machinery	344.49	-	-	344.49	257.40	6.98	-	264.38	80.11	87.02
5) Computer	1.93	-	-	1.93	1.88	-	-	1.88	0.05	0.05
Total	628.05	-	-	628.05	397.91	11.30	-	409.21	218.84	230.04

Notes:

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statement of profit and loss account and cash flows statement as appearing in Annexures IV, I, I and III.

RESTATED STANDALONE STATEMENT OF CASH & CASH EQUIVALENTS

Annexure – R
(₹ in Lakh)

Particulars	As at 31/12/2018	As at 10/09/2018	As at 31/03/2018	As at 31/03/2017	As at 31/03/2016
a. Balances with banks					
HDFC Bank Cash Credit	-	-	19.48	4.01	13.22
DENA BANK Current Account	-	0.04	0.04	0.05	0.05
HDFC Bank Current Account	-	0.05	0.05	0.10	0.16
Bank of Baroda	0.29	-	-	-	-
IDFC Current Account	0.08	-	-	-	-
HDFC Current Account	-	6.36	-	-	-
b. Cash on hand	8.31	4.56	2.90	6.36	0.80
c. Fixed Deposits					
Bank deposits with less than twelve months maturity	50.00	-	-	-	-
Total	58.68	11.01	22.47	10.53	14.23

Notes:

- The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
- The above statement should be read with the significant accounting policies and notes to restated summary statement of profit and loss account and cash flows statement as appearing in Annexures IV, I, I and III.

RESTATED STANDALONE STATEMENT OF SHORT-TERM LOANS AND ADVANCES

Annexure – S
(₹ in Lakh)

Particulars	As at 31/12/2018	As at 10/09/2018	As at 31/03/2018	As at 31/03/2017	As at 31/03/2016
(Unsecured and Considered Good)					
a. Loans and advances to Directors/ Promoters/ Promoter Group/ Associates/ Relatives of Directors/Group Company	-	-	-	-	-
b. Balance with Government Authorities	3.51	3.51	0.26	1.92	0.59
c. Others (specify nature)					
Advance to Suppliers	16.81	3.32	3.33	0.03	-
ROC/Stamp Duty Filling Fees Receivable	10.44	10.44	10.44	-	-
Others	22.50	15.50	22.50	40.86	13.01
Total	53.26	32.77	36.53	42.81	13.60

Notes:

- The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
- The above statement should be read with the significant accounting policies and notes to restated summary statement of profit and loss account and cash flows statement as appearing in Annexures IV, I, I and III.

RESTATED STANDALONE STATEMENT OF OTHER CURRENT ASSETS

Annexure –T
(₹ in Lakh)

Particulars	As at 31/12/2018	As at 10/09/2018	As at 31/03/2018	As at 31/03/2017	As at 31/03/2016
(a) Other	-	-	-	-	29.04
(b) Interest on FD Receivable	0.43	0.72	-	-	-
I Preliminary Expense to the extent not written off	9.81	10.45	-	-	-
Total	10.25	11.17	-	-	29.04

Notes:

- The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
- The above statement should be read with the significant accounting policies and notes to restated summary statement of profit and loss account and cash flows statement as appearing in Annexures IV, I, I and III.

RESTATED STANDALONE STATEMENT OF CONTINGENT LIABILITIES & COMMITMENTS

Annexure – U
(₹ in Lakh)

Particulars	As at 31/12/2018	As at 10/09/2018	As at 31/03/2018	As at 31/03/2017	As at 31/03/2016
(a) Contingent Liabilities	-	-	-	-	-
a. Claims against the company not acknowledged as debts	-	-	-	-	-
b. Guarantees	-	-	-	-	-
c. Other Money for which the company is contingently liable	-	-	-	-	-
(b) Commitments	-	-	-	-	-
Total	-	-	-	-	-

Notes:

- The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
- The above statement should be read with the significant accounting policies and notes to restated summary statement of profit and loss account and cash flows statement as appearing in Annexures IV, I, I and III.

Annexure – V

RESTATED STANDALONE STATEMENT OF REVENUE FROM OPERATIONS

(₹ in Lakh)

Particulars	For the Period 11/09/2018 to 31/12/2018	For the period 01/04/2018 to 10/09/2018	For the Year 01/04/2017 to 31/03/2018	For the Year 01/04/2016 to 31/03/2017	For the Year 01/04/2015 to 31/03/2016
Sales of Traded Goods	-	433.24	921.93	520.15	340.14
a) Domestic Sales	-	433.24	921.93	520.15	340.14
b) Export Sales	-	-	-	-	-
Sales of Manufactured Goods	3,203.91	4,122.29	9,616.51	8,828.55	7,923.31
a) Domestic Sales	3,070.69	4,122.29	9,616.51	8,828.55	7,923.31
b) Export Sales	133.22	-	-	-	-
Total	3,203.91	4,555.53	10,538.44	9,348.70	8,263.45

PRODUCT WISE REVENUE FROM OPERATIONS

(₹ in Lakh)

Particulars	For the Period 11/09/2018 to 31/12/2018	For the period 01/04/2018 to 10/09/2018	For the Year 01/04/2017 to 31/03/2018	For the Year 01/04/2016 to 31/03/2017	For the Year 01/04/2015 to 31/03/2016
Domestic Sales					
Wheat	1956.26	2788.54	5545.77	4345.77	4625.93
Rice	1114.43	1333.19	4059.37	4313.49	3210.27
Paddy	-	433.24	921.93	520.15	340.14
Broken	-	-	-	-	61.31
Pashu Ahar	-	0.57	2.38	93.78	25.80
Bajri	-	-	2.77	74.93	-
Mag	-	-	6.22	-	-
Bardan	-	-	-	0.58	-
Sub Total	3070.69	4555.53	10538.44	9348.70	8263.45
Export Sale					
Rice	133.22	-	-	-	-
Total	3,203.91	4,555.53	10,538.44	9,348.70	8,263.45

REGION WISE REVENUE FROM OPERATIONS
(₹ in Lakh)

Particulars	For the Period 11/09/2018 to 31/12/2018	For the period 01/04/2018 to 10/09/2018	For the Year 01/04/2017 to 31/03/2018	For the Year 01/04/2016 to 31/03/2017	For the Year 01/04/2015 to 31/03/2016
Domestic					
Delhi	391.87	114.15	926.21	14.77	380.89
Gujarat	2,565.75	3,228.77	7,397.45	6,724.29	4,490.67
Karnataka	-	-	-	-	30.38
Madhya Pradesh	-	13.11	215.72	212.76	202.68
Maharashtra	113.07	906.69	1,684.91	1,587.39	2,070.24
Rajasthan	-	-	314.16	607.07	779.77
Goa	-	-	-	94.26	308.83
Uttar Pradesh	-	-	-	108.16	-
West Bengal	-	167.05	-	-	-
Punjab	-	70.28	-	-	-
Tamil Nadu	-	55.47	-	-	-
Sub Total	3,070.69	4,555.53	10,538.44	9,348.70	8,263.45
Exports					
Dubai-UAE	133.22	-	-	-	-
Total	3,203.91	4,555.53	10,538.44	9,348.70	8,263.45

Notes:

- The figures disclosed above are based on the restated summary statement of Profit and loss of the Company.
- The above statement should be read with the significant accounting policies and notes to restated summary statement of profit and loss account and cash flows statement as appearing in Annexures IV, I, I and III.

RESTATED STANDALONE STATEMENT OF OTHER INCOME
Annexure – W
(₹ in Lakh)

Particulars	For the Period 11/09/2018 to 31/12/2018	For the period 01/04/2018 to 10/09/2018	For the Year 01/04/2017 to 31/03/2018	For the Year 01/04/2016 to 31/03/2017	For the Year 01/04/2015 to 31/03/2016
Interest Income					
Interest on FD Deposits	0.72	0.72	2.00	2.06	4.65
Interest on Electricity Deposit	-	-	0.64	-	-
Other Income					
Discount	-	-	-	40.36	-
Foreign Exchange Gain	1.12	-	-	-	-
Miscellaneous Income	0.10	-	-	8.94	-
Total	1.94	0.72	2.65	51.37	4.65

NATURE OF INCOME
(₹ in Lakh)

Particulars	Nature
Interest Income	Recurring and not related to business activity.
Foreign Exchange Gain	Recurring and not related to business activity.
Discount	Recurring and related to business activity.
Miscellaneous Income	Non-Recurring and not related to business activity.

Notes:

- The figures disclosed above are based on the restated summary statement of Profit and loss of the Company.

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

RESTATED STANDALONE STATEMENT OF EXPENSES

Annexure – X

STATEMENT OF COST OF MATERIAL CONSUMED

(₹ in Lakh)

Particulars	For the Period 11/09/2018 to 31/12/2018	For the period 01/04/2018 to 10/09/2018	For the Year 01/04/2017 to 31/03/2018	For the Year 01/04/2016 to 31/03/2017	For the Year 01/04/2015 to 31/03/2016
Opening Stock Raw Materials	136.93	0.55	54.36	22.17	435.86
Add:- Purchase of Raw Materials	1,924.18	4,885.50	8,430.48	8,489.66	8,006.05
Closing Stock of Raw Materials	73.48	136.93	0.55	54.36	22.17
Total	1,987.63	4,749.12	8,484.29	8,457.46	8,419.75

Notes:

- The figures disclosed above are based on the restated summary statement of Profit and loss of the Company.
- The above statement should be read with the significant accounting policies and notes to restated summary statement of profit and loss account and cash flows statement as appearing in Annexures IV, I, I and III.

STATEMENT OF PURCHASE OF STOCK IN TRADE

(₹ in Lakh)

Particulars	For the Period 11/09/2018 to 31/12/2018	For the period 01/04/2018 to 10/09/2018	For the Year 01/04/2017 to 31/03/2018	For the Year 01/04/2016 to 31/03/2017	For the Year 01/04/2015 to 31/03/2016
Purchase of Stock In Trade	-	414.48	872.53	509.58	346.37
Total	-	414.48	872.53	509.58	346.37

Notes:

- The figures disclosed above are based on the restated summary statement of Profit and loss of the Company.
- The above statement should be read with the significant accounting policies and notes to restated summary statement of profit and loss account and cash flows statement as appearing in Annexures IV, I, I and III.

**STATEMENT OF CHANGES IN INVENTORIES OF FINISHED GOODS,
WIP AND STOCK –IN-TRADE**

(₹ in Lakh)

Particulars	For the Period 11/09/2018 to 31/12/2018	For the period 01/04/2018 to 10/09/2018	For the Year 01/04/2017 to 31/03/2018	For the Year 01/04/2016 to 31/03/2017	For the Year 01/04/2015 to 31/03/2016
Inventories at the end of the year					
Finished Goods	2,349.89	3,295.02	2,216.91	2,569.45	2,296.15
Inventories at the beginning of the year					
Finished Goods	3,295.02	2,216.91	2,569.45	2,296.15	1,134.00
Net(Increase)/decrease	945.13	(1,078.11)	352.55	(273.30)	(1,162.15)

Notes:

- The figures disclosed above are based on the restated summary statement of Profit and loss of the Company.
- The above statement should be read with the significant accounting policies and notes to restated summary statement of profit and loss account and cash flows statement as appearing in Annexures IV, I, I and III.

STATEMENT OF EMPLOYEE BENEFITS EXPENSES**(₹ in Lakh)**

Particulars	For the Period 11/09/2018 to 31/12/2018	For the period 01/04/2018 to 10/09/2018	For the Year 01/04/2017 to 31/03/2018	For the Year 01/04/2016 to 31/03/2017	For the Year 01/04/2015 to 31/03/2016
Salaries and Wages	12.75	7.11	14.90	13.76	13.32
Total	12.75	7.11	14.90	13.76	13.32

Notes:

- The figures disclosed above are based on the restated summary statement of Profit and loss of the Company.
- The above statement should be read with the significant accounting policies and notes to restated summary statement of profit and loss account and cash flows statement as appearing in Annexures IV, I, I and III.

STATEMENT OF FINANCE COSTS**(₹ in Lakh)**

Particulars	For the Period 11/09/2018 to 31/12/2018	For the period 01/04/2018 to 10/09/2018	For the Year 01/04/2017 to 31/03/2018	For the Year 01/04/2016 to 31/03/2017	For the Year 01/04/2015 to 31/03/2016
(a) Interest expense :-					
(i) Borrowings	105.24	161.68	310.53	301.25	263.66
(ii) Interest on TDS	-	-	0.12	-	-
(b) Other borrowing costs	8.10	6.48	14.57	11.24	3.42
Total	113.34	168.17	325.22	312.49	267.08

Notes:

- The figures disclosed above are based on the restated summary statement of Profit and loss of the Company.
- The above statement should be read with the significant accounting policies and notes to restated summary statement of profit and loss account and cash flows statement as appearing in Annexures IV, I, I and III.

STATEMENT OF DEPRECIATION AND AMORTIZATION EXPENSE**(₹ in Lakh)**

Particulars	For the Period 11/09/2018 to 31/12/2018	For the period 01/04/2018 to 10/09/2018	For the Year 01/04/2017 to 31/03/2018	For the Year 01/04/2016 to 31/03/2017	For the Year 01/04/2015 to 31/03/2016
Depreciation Expense	11.30	18.06	35.72	44.48	61.31
Total	11.30	18.06	35.72	44.48	61.31

Notes:

- The figures disclosed above are based on the restated summary statement of Profit and loss of the Company.
- The above statement should be read with the significant accounting policies and notes to restated summary statement of profit and loss account and cash flows statement as appearing in Annexures IV, I, I and III.

STATEMENT OF OTHER EXPENSES**(₹ in Lakh)**

Particulars	For the Period 11/09/2018 to 31/12/2018	For the period 01/04/2018 to 10/09/2018	For the Year 01/04/2017 to 31/03/2018	For the Year 01/04/2016 to 31/03/2017	For the Year 01/04/2015 to 31/03/2016
Manufacturing Expenses					
Electric Power & Fuel	16.27	21.99	29.34	34.20	24.70
Electric Repair	0.46	0.54	2.37	3.07	0.38
Packing Material	-	1.18	1.18	1.57	0.82
Labour Expenses	14.48	33.21	54.69	80.55	77.12

Particulars	For the Period 11/09/2018 to 31/12/2018	For the period 01/04/2018 to 10/09/2018	For the Year 01/04/2017 to 31/03/2018	For the Year 01/04/2016 to 31/03/2017	For the Year 01/04/2015 to 31/03/2016
Total A	31.22	56.92	87.58	119.40	103.02
Selling & Distribution Expenses					
Advertisement Expenses	0.12	-	0.27	0.25	-
Commission Expenses	3.00	15.25	73.25	79.80	-
Sales Promotion Expenses	-	10.01	3.68	14.04	60.65
Total B	3.12	25.26	77.19	94.09	60.65
Establishment Expenses					
Rates & Taxes	-	0.50	0.97	0.40	1.21
Payment To auditor	-	0.29	0.28	0.40	0.28
Machinery & Computer Maintenance Expense	1.98	2.29	12.40	5.78	6.48
Travelling Expenses	-	-	4.41	0.22	4.16
Insurance Expenses	-	1.42	2.00	2.41	2.08
Legal & Professional Fees	0.30	0.42	2.67	2.52	25.70
Printing & Stationery Expenses	0.14	-	0.41	0.32	1.03
Transportation Expenses	11.60	77.50	158.07	59.06	16.88
Telephone Expenses	0.03	0.06	0.14	0.17	0.39
Office Expenses	0.21	0.06	2.53	1.93	2.54
Kharajat Expenses	-	1.38	5.74	6.96	11.35
Donation Expense	0.05	0.04	0.27	0.24	0.06
Preliminary Expenses Written Off	0.64	-	-	-	-
Miscellaneous Expense	27.94	74.83	26.02	-	73.33
Total C	42.89	158.80	215.91	80.41	145.50
Total	77.22	240.98	380.68	293.89	309.17

Notes:

1. The figures disclosed above are based on the restated summary statement of Profit and loss of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statement of profit and loss account and cash flows statement as appearing in Annexures IV, I, I and III.

STATEMENT OF PAYMENT TO AUDITORS AS:

(₹ in Lakh)

Particulars	For the Period 11/09/2018 to 31/12/2018	For the period 01/04/2018 to 10/09/2018	For the Year 01/04/2017 to 31/03/2018	For the Year 01/04/2016 to 31/03/2017	For the Year 01/04/2015 to 31/03/2016
a. auditor	-	0.29	0.28	0.28	0.28
b. for other services	-	-	-	0.12	-
Total	-	0.29	0.28	0.40	0.28

Notes:

1. The figures disclosed above are based on the restated summary statement of Profit and loss of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statement of profit and loss account and cash flows statement as appearing in Annexures IV, I, I and III.

**RESTATED STANDALONE STATEMENT OF
MANDATORY ACCOUNTING RATIOS**

Annexure - Y
(₹ in Lakh except per share data)

Particulars	For the Period 11/09/2018 to 31/12/2018	For the period 01/04/2018 to 10/09/2018	For the Year 01/04/2017 to 31/03/2018	For the Year 01/04/2016 to 31/03/2017	For the Year 01/04/2015 to 31/03/2016
Restated PAT as per P& L Account	40.50	25.22	51.85	27.86	20.39
No. of equity shares at the end of the year/ period	7300000	7300000	7300000	7300000	7300000
Net Worth	760.69	719.54	848.68	807.59	608.75
Earnings Per Share					
Basic & Diluted	0.55	0.35	0.71	0.38	0.28
Return on Net Worth (%)	5.32%	3.50%	6.11%	3.45%	3.35%
Net Asset Value Per Share (₹)	10.42	9.86	11.63	11.06	8.34
Nominal Value per Equity share (₹)	10.00	10.00	10.00	10.00	10.00
EBITDA	183.12	222.67	436.15	398.67	341.63
Profit after tax as restated	40.50	25.22	51.85	27.86	20.39
Tax	17.97	11.23	23.36	13.84	(7.15)
Finance costs	113.34	168.17	325.22	312.49	267.08
Depreciation and amortization expense	11.30	18.06	35.72	44.48	61.31

Notes:

1) The ratios have been computed as below:

- a. **Basic & Diluted earnings per share (₹)** =
$$\frac{\text{Restated Profit after Tax available to equity Shareholders}}{\text{Total Number of Equity Shares outstanding as at December 31, 2018}}$$
- b. **Return on net worth (%)** =
$$\frac{\text{Restated Profit after Tax available to equity Shareholders} * 100}{\text{Restated Net Worth of Equity Shareholders at the end of the year / period}}$$
- c. **Net assets value per share** =
$$\frac{\text{Restated Net Worth of Equity Shareholders at the end of the year / period}}{\text{Total number of equity shares outstanding as at December 31, 2018}}$$

- 2) The status of the Company prior to September 11, 2018 was that of a partnership firm. Hence, NAV per equity share and Return on Net worth for the period ended on September 10, 2018 and year ended on March 31, 2018, March 31, 2017 and March 31, 2016 have been calculated by considering the amount of outstanding Partners' capital as at the end of relevant period divided by the number of shares outstanding as at December 31, 2018.
- 3) Net worth as at September 10, 2018 has been taken excluding partners' capital which has been converted in to unsecured loan account on September 10, 2018. Further, Net worth as at March 31, 2018, March 31, 2017 and March 31, 2016 has been calculated by considering the amount of outstanding Partners' capital as at the end of relevant period.
- 4) Net worth as at December 31, 2018 is aggregate of Equity share capital and Reserves and surplus (including, Securities Premium, General Reserve and surplus in statement of profit and loss) as reduced by miscellaneous expenditure to the extent not written off.
- 5) The figures disclosed above are based on the standalone restated summary statements of the Company.
- 6) The Figures for the period ended on December 31, 2018 and September 10, 2018 are not annualized.
- 7) The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.
- 8) Since, the Company was Partnership Firm prior to September 11, 2018; Earning Per Shares and NAV for the period/year ended on September 10, 2018 and March 31, 2018, March 31, 2017 and March 31, 2016 has been calculated based on the Total number of equity shares outstanding as at December 31, 2018.

RESTATED STANDALONE STATEMENT OF RELATED PARTY TRANSACTIONS
Annexure - Z

As required under Accounting Standard 18 "Related Party Disclosures" as notified pursuant to Company (Accounting Standard) Rules 2006, following are parties which considered as related parties of the company;

List of Related Parties and Nature of Relationship

Particulars	Name of Related Parties	Nature of Relation
Key Management Personnel's	Indiraben Kaushikbhai Patel	Relative of Director
	Kaushikkumar Bhogilal Patel	Relative of Director
	Nidhi Nileshkumar Patel	Relative of Director
	Nilesh Kaushikbhai Patel	Whole-Time Director
	Palak Riteshbhai Patel	Non-Executive Director
	Pravinkumar Bhogilal Patel	Relative of Director
	Riteshbhai Kaushikbhai Patel	Chairman and Managing Director
Other Entities	NK Enterprise	Proprietorship Firm of Relative of Director
	Samarth Sales Corporation	Proprietorship Firm of Relative of Director
	Archi Enterprise	Proprietorship Firm of Director
	R K Sales Corporationz	Proprietorship Firm of Director
	Kavyarc Tradex Private Limited	Entity over which Director exercise significant control
	Kaushikkumar Bhogilal Patel HUF	Entity over which Director exercise significant control
	Nilesh Kaushikbhai Patel HUF	Entity over which Director exercise significant control
	Pravinkumar Bhogilal Patel HUF	Entity over which Director exercise significant control
	Riteshbhai Kaushikbhai Patel HUF	Entity over which Director exercise significant control

TRANSACTIONS WITH RELATED PARTIES
(₹ in Lakh)

Particulars	For the Period	For the period	For the Year	For the Year	For the Year
	11/09/2018 to 31/12/2018	01/04/2018 to 10/09/2018	01/04/2017 to 31/03/2018	01/04/2016 to 31/03/2017	01/04/2015 to 31/03/2016
LOAN FROM DIRECTOR					
Mr. Ritesh K. Patel					
Opening Balance of Loan	(12.30)	71.79	131.72	63.79	52.69
Payment	35.04	92.70	180.43	16.39	28.02
Received	51.87	2.20	103.95	138.60	33.71
Remuneration to Partner	-	1.50	4.00	3.00	3.00
Interest on Capital	-	2.64	7.88	5.91	4.39
Share in Profit and Loss	-	2.27	4.67	2.51	3.06
Adjustment on account of Depreciation as per schedule II of Companies Act 2013	-	-	-	-	(5.04)
Transfer to Fixed Capital	-	-	-	65.70	-
Closing Balance of loan	4.54	(12.30)	71.79	131.72	63.79
Mr. Nilesh K Patel					
Opening Balance of Loan	(7.56)	5.04	(36.97)	78.97	79.37
Payment	10.06	23.65	5.64	45.38	59.34
Received	29.10	-	25.00	39.50	51.31
Remuneration to Partner	-	1.50	4.00	3.00	3.00
Interest on Capital	-	5.13	9.58	9.82	6.59
Share in Profit and Loss	-	4.41	9.07	4.88	3.06
Adjustment on account of Depreciation as per schedule II of Companies Act 2013	-	-	-	-	(5.04)
Transfer to Fixed Capital	-	-	-	127.75	-
Closing Balance of loan	11.48	(7.56)	5.04	(36.97)	78.97

Particulars	For the Period 11/09/2018 to 31/12/2018	For the period 01/04/2018 to 10/09/2018	For the Year 01/04/2017 to 31/03/2018	For the Year 01/04/2016 to 31/03/2017	For the Year 01/04/2015 to 31/03/2016
Mrs. Palak Ritesh Patel					
Opening Balance of Loan	19.99	11.62	(8.85)	89.48	105.11
Payment	-	1.74	3.16	5.26	31.79
Received	11.00	2.20	3.40	-	9.75
Remuneration to Partner	-	-	-	-	-
Interest on Capital	-	4.25	12.70	8.75	9.31
Share in Profit and Loss	-	3.66	7.52	4.04	4.49
Adjustment on account of Depreciation as per schedule II of Companies Act 2013	-	-	-	-	(7.39)
Transfer to Fixed Capital	-	-	-	105.85	-
Closing Balance of loan	30.99	19.99	11.62	(8.85)	89.48
LOAN FROM RELATED PARTY					
Mrs. Nidhi Nilesh Patel					
Opening Balance of Loan	13.90	(1.61)	(19.09)	126.36	125.33
Payment	-	-	8.97	17.77	7.01
Received	-	3.50	3.00	25.60	-
Remuneration to Partner	-	-	-	-	-
Interest on Capital	-	6.45	12.05	1.19	11.07
Share in Profit and Loss	-	5.55	11.41	6.13	4.69
Adjustment on account of Depreciation as per schedule II of Companies Act 2013	-	-	-	-	(7.72)
Transfer to Fixed Capital	-	-	-	160.60	-
Closing Balance of loan	13.90	13.90	(1.61)	(19.09)	126.36
Indiraben K Patel					
Opening Balance of Loan	29.30	23.96	14.43	127.01	122.55
Payment	12.55	10.00	11.55	3.47	4.45
Received	20.00	4.70	1.00	15.85	-
Interest on Capital	-	5.72	9.96	11.96	10.88
Share in Profit and Loss	-	4.92	10.11	5.43	3.06
Adjustment on account of Depreciation as per schedule II of Companies Act 2013	-	-	-	-	(5.04)
Transfer to Fixed Capital	-	-	-	142.35	-
Closing Balance of loan	36.75	29.30	23.96	14.43	127.01
Pravinkumar B Patel					
Opening Balance of Loan	19.32	10.25	(3.78)	123.15	117.14
Payment	-	0.34	34.36	77.19	3.12
Received	-	-	30.00	61.00	-
Interest on Capital	-	5.06	9.44	10.38	10.45
Share in Profit and Loss	-	4.35	8.94	4.81	2.04
Adjustment on account of Depreciation as per schedule II of Companies Act 2013	-	-	-	-	(3.36)
Transfer to Fixed Capital	-	-	-	125.93	-
Closing Balance of loan	19.32	19.32	10.25	(3.78)	123.15
Mr. Kaushik B Patel					
Opening	2.98	(2.38)	0.12	1.86	1.86
Payment	-	-	7.84	-	-
Received	-	5.22	5.00	-	-

Particulars	For the Period 11/09/2018 to 31/12/2018	For the period 01/04/2018 to 10/09/2018	For the Year 01/04/2017 to 31/03/2018	For the Year 01/04/2016 to 31/03/2017	For the Year 01/04/2015 to 31/03/2016
Remuneration to Partner	-	-	-	-	-
Interest on Capital	-	0.07	0.22	0.01	-
Share in Profit and Loss	-	0.06	0.13	0.07	-
Adjustment on account of Depreciation as per schedule II of Companies Act 2013					-
Transfer to Fixed Capital	-	-	-	1.83	-
Closing	2.98	2.98	(2.38)	0.12	1.86
Ritesh K Patel HUF					
Opening	-	-	-	0.50	0.50
Payment	-	-	-	0.50	-
Received	-	-	-	-	-
Closing	-	-	-	-	0.50
Nilesh K Patel HUF					
Opening	1.52	1.52	1.97	4.50	4.50
Payment	-	-	0.45	2.53	-
Received	-	-	-	-	-
Closing	1.52	1.52	1.52	1.97	4.50
Kaushikbhai B Patel HUF					
Opening	23.10	23.10	23.10	24.50	24.50
Payment	-	-	-	2.14	-
Received	-	-	-	0.74	-
Closing	23.10	23.10	23.10	23.10	24.50
Pravinkumar B Patel HUF					
Opening	0.35	0.35	0.35	0.35	0.35
Payment	0.34	-	3.00	-	-
Received	-	-	3.00	-	-
Closing	0.01	0.35	0.35	0.35	0.35
Archi Enterprise					
Opening	46.00	-	-	2.44	2.94
Payment	47.25	-	-	2.44	0.50
Received	22.40	46.00	-	-	-
Closing	21.15	46.00	-	-	2.44
Samarth Sales Corporation					
Opening	30.65	30.65	30.65	14.05	0.15
Payment	3.40	-	-	3.40	-
Received	3.40	-	-	20.00	13.90
Closing	30.65	30.65	30.65	30.65	14.05
N K Enterprise					
Opening	-	-	-	1.60	6.35
Payment	1.00	-	-	1.60	4.75
Received	1.00	-	-	-	-
Closing	-	-	-	-	1.60
R K Sales Corporation					

Particulars	For the Period 11/09/2018 to 31/12/2018	For the period 01/04/2018 to 10/09/2018	For the Year 01/04/2017 to 31/03/2018	For the Year 01/04/2016 to 31/03/2017	For the Year 01/04/2015 to 31/03/2016
Opening	-	-	-	0.01	0.01
Payment	-	-	-	0.01	-
Received	-	-	-	-	-
Closing	-	-	-	-	0.01
Kavyarc Tradex Pvt Ltd					
Opening	-	-	-	-	0.94
Payment	-	-	96.00	-	11.10
Received	-	-	96.00	-	10.16
Closing	-	-	-	-	-
Patel Arunaben Pravinbhai					
Opening	6.82	6.82	6.82	6.82	6.82
Payment	-	-	-	-	-
Received	-	-	-	-	-
Closing	6.82	6.82	6.82	6.82	6.82
Patel Bhogilal Parsotamdas					
Opening	-	0.22	0.22	0.22	0.22
Payment	-	0.22	-	-	-
Received	-	-	-	-	-
Closing	-	-	0.22	0.22	0.22
Patel Savitaben Bhogilal					
Opening	-	0.32	0.32	0.79	-
Payment	-	0.32	-	0.47	-
Received	-	-	-	-	0.79
Closing	-	-	0.32	0.32	0.79
Patel Amiben Pravinbhai					
Opening	-	-	0.15	0.15	0.15
Payment	-	-	0.15	-	-
Received	-	-	-	-	-
Closing	-	-	-	0.15	0.15
INTEREST RECEIVED/ (PAID) FROM/TO RELATED PARTY					
Kaushikbhai B Patel HUF	-	-	-	0.74	-
TRADING WITH RELATED PARTY					
Kavyarc Tradex Pvt Ltd					
Opening	-	-	1.99	(4.33)	-
Purchase	6.00	97.25	43.54	51.51	109.73
Paid	6.00	97.25	41.55	49.16	114.06
Closing	-	-	-	1.99	(4.33)
Ritesh K Patel HUF					
Opening	-	-	-	-	-
Purchase	-	-	-	1.03	-
Paid	-	-	-	1.03	-

Particulars	For the Period 11/09/2018 to 31/12/2018	For the period 01/04/2018 to 10/09/2018	For the Year 01/04/2017 to 31/03/2018	For the Year 01/04/2016 to 31/03/2017	For the Year 01/04/2015 to 31/03/2016
Closing	-	-	-	-	-
Archi Enterprise					
Opening	-	-	-	-	-
Purchase	-	-	47.57	4.74	40.02
Paid	-	-	47.57	4.74	40.02
Closing	-	-	-	-	-
Samarth Sales Corporation					
Opening	-	-	-	3.87	3.87
Purchase	-	-	-	-	-
Paid	-	-	-	3.87	-
Closing	-	-	-	-	3.87
N K Enterprise					
Opening	-	-	-	0.71	0.71
Purchase	-	-	52.12	14.91	-
Paid	-	-	52.12	15.62	-
Closing	-	-	-	-	0.71
R K Sales Corporation					
Opening	4.71	4.71	-	-	-
Purchase	-	-	18.41	5.26	-
Paid	-	-	13.69	5.26	-
Closing	4.71	4.71	4.71	-	-
Kavyarc Tradex Pvt Ltd					
Opening	-	-	-	-	-
Sales	45.27	291.05	114.90	-	-
Paid	32.77	291.05	114.90	-	-
Closing	12.50	-	-	-	-

Note:

- 1) The figures disclosed above are based on the standalone restated summary statements of the Company.
- 2) The Figures for the period ended on December 31, 2018 and September 10, 2018 are not annualized.
- 3) The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.

RECONCILIATION OF RESTATED PROFIT:

Particulars	For the Period 11/09/2018 to 31/12/2018	For the period 01/04/2018 to 10/09/2018	For the Year 01/04/2017 to 31/03/2018	For the Year 01/04/2016 to 31/03/2017	For the Year 01/04/2015 to 31/03/2016
Net profit/(Loss) after Tax as per Audited Profit & Loss Account	57.02	33.03	77.25	46.00	29.76
Adjustments for:					
Depreciation	-	(1.46)	2.84	(4.30)	(16.51)
Deferred Tax Liability / Asset Adjustment	(16.54)	0.61	(0.88)	0.45	16.36
Finance Cost and Interest	-	-	(4.88)	-	-
Prior Period Finance Cost and Interest	-	4.88	-	-	-
Current Income Tax Provision	0.01	(11.84)	(22.48)	(14.29)	(9.21)
Total Adjustments	(16.52)	(7.81)	(25.39)	(18.14)	(9.37)
Net Profit/ (Loss) After Tax as Restated	40.50	25.22	51.85	27.86	20.39

Notes:

1. Depreciation:

Since, the status of the company till 10th September, 2018 was Partnership Firm, the depreciation till those periods were calculated as per Section 32 of the Income Tax Act in the audited financial statements prepared by the Partnership Firm. However, Depreciation in the Restated Financial has been calculated as per Schedule II of the Companies Act 2013 in the Restated financial statements.

2. Deferred Tax Liability / Asset Adjustment:

Since, the status of the company till September 10, 2018 was Partnership Firm, the depreciation till those periods were calculated as per Section 32 of the Income Tax Act in the audited financial statements prepared by the Partnership Firm. However, Depreciation in the Restated Financial has been calculated as per Schedule II of the Companies Act 2013 in the Restated financial statements. Hence, the Deferred Tax Assets was arisen due to timing Difference of Depreciation calculated as per the Income Tax Act, 1961 and Companies Act, 2013 and effect of the same has been provided in the Restated Financial Statement. Further, impact of Deferred Tax was not provided in any of the financial statements of Partnership Firm prior to September 11, 2018 and hence, the Deferred Tax Assets/Liabilities was calculated by considering the WDV of Depreciable Tangible Assets as per Income Tax Act, 1961 and the Companies Act, 2013 as at March 31, 2016 and the same was provided in the F.Y. 2015-16.

3. Finance Cost and Interest:

In the Audited Financial Statement for the Financial Year 2017-18, the Finance Cost and Interest was not provided to the extent of ₹ 4.88 Lakh and the same was provided in the Audited Financial Statement for the period ended September 10, 2018. Hence, the Finance Cost and Interest which was not provided in the Audited Financial Year 2017-18 has been provided in the Restated Financial Statement and the Finance Cost and Interest related to Audited Financial Year 2017-18 which was provided in the Audited Financial Statement for the period ended September 10, 2018 has not been considered in the Restated Financial Statement.

4. Provision For Income Tax:

The provision for Income Tax was not provided in the Periods prior to September 11, 2018 and that have been provided in every periods in the Restated financial Statements. The same has been provided as per Accounting Standard.

**RESTATED STANDALONE STATEMENT OF CAPITALIZATION AS
AT DECEMBER 31, 2018**

**Annexure - AB
(₹ in Lakh)**

Particulars	Pre Issue	Post Issue
Borrowings		
Short term debt (A)	2249.42	2249.42
Long Term Debt (B)	925.39	925.39
Total debts (C = A+B)	3,174.81	3,174.81
Shareholders' funds		
Equity share capital (E)	730.00	1,000.00
Reserves and Surplus (F)	30.69	570.69
Total Shareholders' Funds (G = E+F)	760.69	1,570.69
Ratio of Long Term Debt to Shareholders' Funds (B/G)	1.22	0.59
Ratio of Total Debt to Shareholders' Funds (C/G)	4.17	2.02

Notes:

1. Short term Debts represent the debts which are expected to be paid/payable within 12 months and excludes installment of term loans repayable within 12 months.
2. Long term Debts represent debts other than Short term Debts as defined above but includes installment of term loans repayable within 12 months grouped under "Other Current Liabilities".
3. The figures disclosed above are based on restated statement of Assets and Liabilities of the Company as at December 31, 2018.
4. For post issue Capitalization, calculation has been done considering the allotment of shares in the IPO. Accordingly the figures of post issue of equity share capital and reserves & surplus has been adjusted. The figure of short term/long term debt as appearing on December 31, 2018 has only been considered for calculation purpose.

RESTATED STANDALONE STATEMENT OF TAX SHELTER

Particulars	For the Period 11/09/2018 to 31/12/2018	For the period 01/04/2018 to 10/09/2018	For the Year 01/04/2017 to 31/03/2018	For the Year 01/04/2016 to 31/03/2017	For the Year 01/04/2015 to 31/03/2016
Profit before tax as per Restated (A)	58.48	36.45	75.21	41.70	13.24
Normal Corporate Tax Rate (%)	26.00%	31.20%	30.90%	30.90%	30.90%
Normal Corporate Tax Rate (Other Source) (%)	26.00%	31.20%	30.90%	30.90%	30.90%
MAT Rates	19.24%	19.24%	21.342%	19.055%	19.055%
Tax at notional rate of profits	15.20	11.37	23.24	12.89	4.09
Adjustments:					
Permanent Differences (B)					
Expenses disallowed under Income Tax Act, 1961					
Donation Disallowed	0.05	0.04	0.27	0.24	0.06
TDS Interest		-	0.12	-	-
Total Permanent Differences (B)	0.05	0.04	0.38	0.24	0.06
Expenses allowed under Income Tax Act, 1961					
Income considered separately (C)	-	-	-	-	-
Total allowances					
Timing Differences (D)					
Difference between tax depreciation and book depreciation	(0.11)	1.45	(2.84)	4.30	16.51
Dep As Per Book	11.30	18.06	35.72	44.48	61.31
Dep As Per Income Tax	11.41	16.60	38.56	40.18	44.80
Difference due to any other items of addition u/s 28 to 44DA	-	-	-	-	-
Total Timing Differences (D)	(0.11)	1.45	(2.84)	4.30	16.51
Net Adjustments E = (B+C+D)	(0.06)	1.49	(2.46)	4.54	16.57
Tax expense / (saving) thereon	(0.01)	0.47	(0.76)	1.40	5.12
Income from Other Sources (F)					
Loss of P.Y. Brought Forward & Adjusted(G)	-	-	-	-	-
Taxable Income/(Loss) (A+E+F+G)	58.42	37.94	72.75	46.24	29.82
Taxable Income/(Loss) as per MAT	58.48	36.45	75.21	41.70	13.24
Tax as per MAT	11.25	7.01	14.33	7.95	2.52
Basic Tax	10.82	6.74	13.91	7.72	2.45
Health and Education Cess	0.43	0.27	-	-	-
Education Cess	-	-	0.28	0.15	0.05
Secondary and Higher Education Cess	-	-	0.14	0.08	0.02
Tax as per Normal Calculation	15.19	11.84	22.48	14.29	9.21
Basic Tax	14.60	11.38	21.82	13.87	8.94
Health and Education Cess	0.58	0.46	-	-	-
Education Cess	-	-	0.44	0.28	0.18
Secondary and Higher Education Cess	-	-	0.22	0.14	0.09
Income Tax as returned/computed	Refer Note 3 below	Refer Note 3 below	22.48	14.29	9.21
Tax paid as per normal or MAT	Refer Note 3 below	Refer Note 3 below	Normal	Normal	Normal

Note:

1. For the purpose of calculation of Statement of Tax Shatter to arrive at the Effects of Provision of Income Tax, Depreciation as per Income Tax for the period ended on September 10, 2018 and December 31, 2018 have been proportionated.
2. MAT refers to Minimum Alternative Tax as referred to in section 115 JB of the Income Tax Act, 1961.
3. As the Income Tax return cannot be filed by the Company for the period ended on December 31, 2018, the tax payment in Income tax return filed by the company cannot be determined. Further, as of now, Income Tax return cannot be filed by the Partnership Firm for the period ended on September 10, 2018, the tax payment in Income tax return filed by the company cannot be determined.
4. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.

OTHER FINANCIAL INFORMATION

RESTATED STANDALONE STATEMENT OF MANDATORY ACCOUNTING RATIOS

(₹ in Lakh except per share data)

Particulars	For the Period 11/09/2018 to 31/12/2018	For the period 01/04/2018 to 10/09/2018	For the Year 01/04/2017 to 31/03/2018	For the Year 01/04/2016 to 31/03/2017	For the Year 01/04/2015 to 31/03/2016
Restated PAT as per P& L Account	40.50	25.22	51.85	27.86	20.39
No. of equity shares at the end of the year/ period	7300000	7300000	7300000	7300000	7300000
Net Worth	760.69	719.54	848.68	807.59	608.75
Earnings Per Share					
Basic & Diluted	0.55	0.35	0.71	0.38	0.28
Return on Net Worth (%)	5.32%	3.50%	6.11%	3.45%	3.35%
Net Asset Value Per Share (₹)	10.42	9.86	11.63	11.06	8.34
Nominal Value per Equity share (₹)	10.00	10.00	10.00	10.00	10.00
EBITDA	183.12	222.67	436.15	398.67	341.63
Profit after tax as restated	40.50	25.22	51.85	27.86	20.39
Tax	17.97	11.23	23.36	13.84	(7.15)
Finance costs	113.34	168.17	325.22	312.49	267.08
Depreciation and amortization expense	11.30	18.06	35.72	44.48	61.31

Notes:

1) The ratios have been computed as below:

- a. **Basic & Diluted earnings per share (₹) =**
$$\frac{\text{Restated Profit after Tax available to equity Shareholders}}{\text{Total Number of Equity Shares outstanding as at December 31, 2018}}$$
- b. **Return on net worth (%) =**
$$\frac{\text{Restated Profit after Tax available to equity Shareholders} * 100}{\text{Restated Net Worth of Equity Shareholders at the end of the year / period}}$$
- c. **Net assets value per share =**
$$\frac{\text{Restated Net Worth of Equity Shareholders at the end of the year / period}}{\text{Total number of equity shares outstanding as at December 31, 2018}}$$

- 2) The status of the Company prior to September 11, 2018 was that of a partnership firm. Hence, NAV per equity share and Return on Net worth for the period ended on September 10, 2018 and year ended on March 31, 2018, March 31, 2017 and March 31, 2016 have been calculated by considering the amount of outstanding Partners' capital as at the end of relevant period divided by the number of shares outstanding as at December 31, 2018.
- 3) Net worth as at September 10, 2018 has been taken excluding partners' capital which has been converted in to unsecured loan account on September 10, 2018. Further, Net worth as at March 31, 2018, March 31, 2017 and March 31, 2016 has been calculated by considering the amount of outstanding Partners' capital as at the end of relevant period.
- 4) Net worth as at December 31, 2018 is aggregate of Equity share capital and Reserves and surplus (including, Securities Premium, General Reserve and surplus in statement of profit and loss) as reduced by miscellaneous expenditure to the extent not written off.
- 5) The figures disclosed above are based on the standalone restated summary statements of the Company.
- 6) The Figures for the period ended on December 31, 2018 and September 10, 2018 are not annualized.
- 7) The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.
- 8) Since, the Company was Partnership Firm prior to September 11, 2018; Earning Per Shares and NAV for the period/year ended on September 10, 2018 and March 31, 2018, March 31, 2017 and March 31, 2016 has been calculated based on the Total number of equity shares outstanding as at December 31, 2018.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS

You should read the following discussion of our financial condition and results of operations together with our restated financial statements included in the Draft Prospectus. You should also read the section entitled "RISK FACTORS" beginning on Page no. 18 of this Draft Prospectus, which discusses a number of factors, risks and contingencies that could affect our financial condition and results of operations. The following discussion relates to our Company and, is based on our restated financial statements, which have been prepared in accordance with Indian GAAP, the Companies Act and the SEBI Regulations. Portions of the following discussion are also based on internally prepared statistical information and on other sources. Our fiscal year ends on March 31 of each year, so all references to a particular fiscal year ("Fiscal Year") are to the twelve-month period ended March 31 of that year.

Our company was originally formed as Partnership firm in the name and style of "Ameedhara Industries" through partnership deed dated January 31, 2003 under Partnership Act, 1932 at Ahmedabad. Subsequently the constitution of partnership firm was changed several times through partnership deed dated April 1, 2004, February 25, 2005, October 8, 2008, November 1, 2011 and March 1, 2017 due to admission of new partner(s)/ retirement of partner(s). Consequently, the Partnership Firm was converted into Public Limited Company – "Kaneri Agro Industries Limited" on September 11, 2018 under Part I (Chapter XXI) of the Companies Act, 2013 at Ahmedabad vide certificate of incorporation issued by Registrar of Companies, Central Registration Center. The Corporate Identification Number of our Company is U15541GJ2018PLC104044.

Our Partnership firm "Ameedhara Industries" ("Firm") was running its business in an unregistered form upto 2015. Our Firm is owning a Non Agricultural land (admeasuring an area of 13873 Sq.mt) situated at Survey/Block No. 155, Village: Lodariyal, Bavla Sanand Road, Ahmedabad. In the said premises, our firm, commenced 1st Unit for cleaning and grading of wheat. Under Unit I, our firm had an installed capacity of cleaning and grading of wheat upto 72 Tonne per day (**Taking 18 hours per day as average no of working hours**). Later on, in the year 2005, 1 (One) Sortex machine was installed with an installed capacity of 72 Tonne per day of colour wise sorting of cleaned graded wheat into two categories i.e.:

- i) Acceptable – Brown and Golden colour wheat
- ii) Non Acceptable – Green, Black, Red, White colour wheat.

Further in the year 2009, Unit II was commenced by installing new sortex machine with an installed capacity of cleaning and sorting of wheat upto 108 Tonne per day. Our aggregate capacity of cleaning, grading and sorting of wheat reached upto 180 Tonne per day.

Later on in the year 2011, Unit 1 was modified to process rice instead of wheat, modified Unit 1 has an installed capacity of cleaning, grading and sorting of Rice upto 72 Tonne per day (**Taking 18 hours per day as average no of working hours**) and as a result, our then existing capacity of processing wheat was reduced to 108 Tonne per day.

Subsequently in the FY 2018-19:-

- Unit I was further modified by upgrading machine technology which increased existing installed capacity of processing rice from 72 Tonne to 144 Tonne per day and;
- Unit II was modified by upgrading machine technology which increased existing installed capacity of processing wheat from 108 Tonne to 216 Tonne per day.

Our Company is processing raw wheat, rice paddy and raw rice. Our Final products, i.e. Wheat and Rice are sold directly to whole sellers and to flour millers. Our Company is also involved in trading of grains majorly rice paddy. Our business model is B2B (Business to Business Basis). Our company possesses quality certification of ISO 9001:2005, our strength lies in maintaining quality of products, understanding the requirement of the customers and our execution capabilities. This has enabled us to get orders from our customers and attract new customers. Our processing unit is well equipped with required facilities including machineries, weighing machines, other handling equipment to facilitate smooth processing and easy logistics. Since our products are seasonal in nature, we opt for cost averaging strategy for selling our products by procuring more quantity of grains during peak season and storing them for sale during off season.

Our Company has shown an upward surge during the last three financial years. The financial performance of the company for last three years and for stub period up to December 31, 2018 as per restated financial Statement:

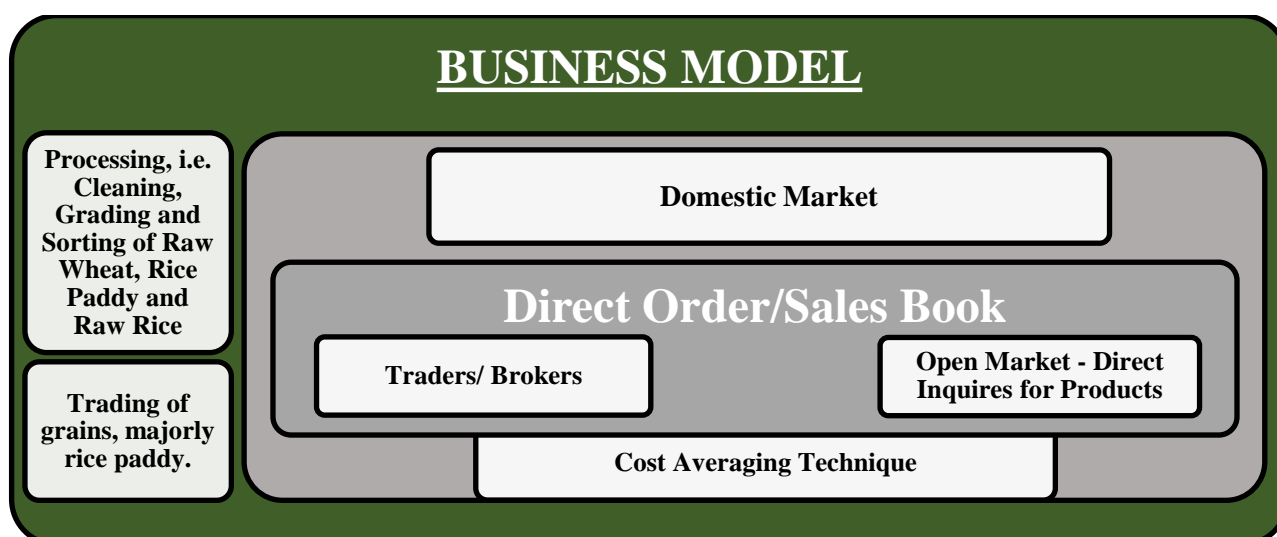
(₹ in Lakh)

Particulars	For the Period 11/09/2018 to 31/12/2018	For the period 01/04/2018 to 10/09/2018	For the Year 01/04/2017 to 31/03/2018	For the Year 01/04/2016 to 31/03/2017	For the Year 01/04/2015 to 31/03/2016
Revenue from Operations	3,203.91	4,555.53	10,538.44	9,348.70	8,263.45
Other Income	1.94	0.72	2.65	51.37	4.65
Total Revenue	3,205.86	4,556.25	10,541.09	9,400.07	8,268.10
Profit Before Tax (PBT)	58.48	36.45	75.21	41.70	13.24
Profit After Tax (PAT)	40.50	25.22	51.85	27.86	20.39

OUR BUSINESS MODEL

Our products are sold directly to whole sellers and to flour millers. Further, we also get the regular inquiries from the open market from traders and Brokers. Our products are seasonal in nature, so during peak season we procure little more quantity of raw wheat, rice paddy and raw rice to process it as per demand of customer in off season to get a good average price of selling our products.

We received licence of Import-Export on October 3, 2018. We initiated export through Merchandise exports by exporting White (raw) non-basmati rice of 5% broken category in FY 2018-19 to Africa on behalf of Dubai based client.



SIGNIFICANT DEVELOPMENTS SUBSEQUENT TO THE STUB PERIOD:

After the date of last Audited accounts i.e. December 31, 2018, the Directors of our Company confirm that, there have not been any significant material developments except as stated below;

- **Loan availed and repaid**

The Company had availed temporary overdraft (TOD) facility from Bank of Baroda, S. G. Highway, Ahmedabad Branch, to the extent of ₹ 150 Lakhs from January 23, 2019 to February 13, 2019. The said TOD was over and above existing cash credit facility of ₹ 2,400 Lakhs provided by Bank of Baroda S. G Highway Ahmedabad Branch. Further, the Company has again availed TOD from March 6, 2019 for a period of 20 days of ₹ 150 Lakhs.

- **Repayment of unsecured Loan**

As per Books of Accounts of the Company, it has repaid unsecured loan, taken from promoters, promoter group, friends and relatives, to the extent of ₹ 78.09 Lakhs out of total unsecured loan of ₹ 445.09 Lakh outstanding as at December 31, 2018 before filling of draft prospectus.

FACTORS AFFECTING OUR FUTURE RESULTS OF OPERATIONS:

Our Company's future results of operations could be affected potentially by the following factors:

- Political Stability of the Country.

- World Economy.
- Government policies for Agricultural Sector;
- Competition from existing players;
- Failure to adapt to the changing technology in our industry of operation may adversely affect our business and financial condition;
- Disruption in supply of Raw Materials at our cleaning and sorting facilities;
- Occurrence of Environmental Problems & Uninsured Losses;
- Conflicts of interest with affiliated companies, the promoter group and other related parties;
- The performance of the financial markets in India and globally;
- Our ability to expand our geographical area of operation;
- Concentration of ownership among our Promoters.

OUR SIGNIFICANT ACCOUNTING POLICIES:

For Significant accounting policies please refer Significant Accounting Policies and Notes to accounts, “Annexure IV” beginning under Chapter titled “RESTATED FINANCIAL INFORMATION” beginning on Page no. 131 of the Draft Prospectus.

DISCUSSION ON RESULTS OF OPERATION:

The following discussion on results of operations should be read in conjunction with the Restated Financial Results of our Company for the period ended on December 31, 2018 and September 10, 2018.

(₹ In Lakh)

Particulars	For the Period 11/09/2018 to 31/12/2018	Percentage	For the period 01/04/2018 to 10/09/2018	Percentage
Revenue from operations	3,203.91	99.94	4,555.53	99.98
Other Income	1.94	0.06	0.72	0.02
Total Revenue	3,205.86	100.00	4,556.25	100.00
Expenses				
Cost of materials consumed	1,987.63	62.04%	4,749.12	104.25%
Purchase of Traded Goods	-	0.00%	414.48	9.10%
Changes in Inventories of finished goods, work in progress and stock -in-trade	945.13	29.50%	(1,078.11)	-23.67%
Employee benefits expense	12.75	0.40%	7.11	0.16%
Finance Costs	113.34	3.54%	168.17	3.69%
Depreciation	11.30	0.35%	18.06	0.40%
Other expenses	77.22	2.41%	240.98	5.29%
Total Expenses	3,147.38	98.24%	4,519.80	99.22%
Restated profit before tax before exceptional and Extraordinary Items.	58.48	1.82%	36.45	0.80%
Exceptional Item				
Tax expense/(income)				
Current tax	15.19	0.47%	11.84	0.26%
Short/Excess Provision of Earlier Year	-	-	-	-
Deferred Tax	2.78	0.09%	(0.61)	-0.01%
Total tax expense	17.97	0.56%	11.23	0.25%
Restated profit after tax from continuing operations	40.50	1.26	25.22	0.55%

Total Revenue

The total income for the period April 01, 2018 to September 10, 2018 and September 11, 2018 to December 31, 2018 is ₹ 4,556.25 Lakhs and ₹ 3,205.86 Lakhs respectively which includes revenue from operations i.e. revenue from cleaning and sorting of wheat and rice and trading of paddy, amounting to ₹ 4,553.53 and ₹ 3,203.91 and other income ₹ 0.72 Lakhs and ₹ 1.94 Lakh for the period April 01, 2018 to September 10, 2018 and September 11, 2018 to December 31, 2018 respectively. The other income includes interest income on fixed deposit, foreign exchange gain and miscellaneous income.

Expenditure:

Cost of materials consumed

The total cost of materials Consumed was ₹ 4,749.12 Lakh and ₹ 1,987.63 which is 104.25% and 62.04% of revenue from operation for period April 01, 2018 to September 10, 2018 and September 11, 2018 to December 31, 2018 respectively.

Changes in Inventories of finished goods, work in progress and stock -in-trade

The Changes in Inventories of finished goods was ₹ (1,078.11) Lakh and ₹ 945.13 Lakhs for period April 01, 2018 to September 10, 2018 and September 11, 2018 to December 31, 2018 respectively which is (23.67%) and 29.50% of the Revenue from operations.

Employee Benefit Expenses

Employee Benefit expenses were ₹ 7.11 Lakhs and ₹12.75 Lakhs for the period April 01, 2018 to September 10, 2018 and September 11, 2018 to December 31, 2018 respectively. The Employee Benefit expense was 0.16% and 0.40% of Revenue from operations.

Finance Cost

Finance Cost was ₹ 168.17 Lakh and ₹ 113.34 Lakhs for period April 01, 2018 to September 10, 2018 and September 11, 2018 to December 31, 2018 respectively. The Finance cost was 3.69% and 3.54% of Revenue from operations.

Depreciation expense

Depreciation expense was ₹ 18.06 Lakh and ₹ 11.30 Lakhs for period April 01, 2018 to September 10, 2018 and September 11, 2018 to December 31, 2018 respectively. The Depreciation and amortisation expense was 0.4% and 0.35% of Revenue from operations.

Other Expenses

Other Expenses was ₹ 240.98 Lakh and ₹ 77.22 Lakhs for period April 01, 2018 to September 10, 2018 and September 11, 2018 to December 31, 2018 respectively. The other expenses were 5.29% and 2.41% of Revenue from operations.

The majority of other expense includes labour charges, commission expense, transportation expense, repair and maintenance, sales promotion expense, Electric Power & Fuel, advertisement expense, insurance, office expense packing material expenses, discount given to customers etc.

Restated profit before tax from continuing operations

Profit before Tax was ₹ 36.45 Lakhs and ₹ 58.48 Lakhs for period April 01, 2018 to September 10, 2018 and September 11, 2018 to December 31, 2018 respectively. Our Company recorded Profit before Tax margin of 0.8% and 1.82% of total revenue of the Company during said periods.

Restated profit after tax from continuing operations

Profit after Tax was ₹ 25.22 Lakhs and ₹ 40.98 Lakhs for period April 01, 2018 to September 10, 2018 and September 11, 2018 to December 31, 2018 respectively. Our Company recorded Profit after Tax margin of 0.55% and 1.26% of total revenue of the Company during said periods.

The following discussion on results of operations should be read in conjunction with the Restated Financial Results of our Company for the year ended on March 31, 2018, March 31, 2017 and March 31, 2016.

RESULTS OF OUR OPERATION

Particulars	For the Year 01/04/2017 to 31/03/2018	For the Year 01/04/2016 to 31/03/2017	For the Year 01/04/2015 to 31/03/2016
Revenue from operations	10538.44	9348.70	8263.45
Total Revenue from Operation	10,538.44	9,348.70	8,263.45

Particulars	For the Year 01/04/2017 to 31/03/2018	For the Year 01/04/2016 to 31/03/2017	For the Year 01/04/2015 to 31/03/2016
% of growth	12.73%	13.13%	
Other Income	2.65	51.37	4.65
% of growth	(94.85%)	1004.92%	
Total income	10,541.09	9,400.07	8,268.10
% of growth	12.14%	13.69%	
Expenses			
Cost of materials consumed	8,484.29	8,457.46	8,419.75
% Increase/(Decrease)	0.32%	0.45%	
Purchases of Traded Goods	872.53	509.58	346.37
% Increase/(Decrease)	71.22%	47.12%	
Changes in inventories of finished goods work-in-progress and Stock-in-Trade	352.55	(273.30)	(1,162.15)
Employee benefits expense	14.90	13.76	13.32
% Increase/(Decrease)	8.28%	3.30%	
Finance Costs	325.22	312.49	267.08
% Increase/(Decrease)	4.08%	17.00%	
Depreciation expenses	35.72	44.48	61.31
% Increase/(Decrease)	(19.70%)	(27.45%)	
Other expenses	380.68	293.89	309.17
% Increase/(Decrease)	29.53%	(4.94%)	
Total Expenses	10,465.88	9,358.37	8,254.85
% to total revenue	99.29%	99.56%	99.84%
Profit/(Loss) Before Extra-Ordinary Items and Tax	75.21	41.70	13.24
% Total Revenue	0.71%	0.44%	0.16%
Exceptional Items	0.00	0.00	0.00
Profit before Tax	75.21	41.70	13.24
Total tax expense	23.36	13.84	(7.15)
Profit and Loss after tax for the Year as Restated	51.85	27.86	20.39
% to Total Revenue	0.49%	0.30%	0.25%
Profit and Loss for the period as Restated	51.85	27.86	20.39
% Increase/(Decrease)	86.09%	36.66%	

COMPARISON OF FY 2017-18 WITH FY 2016-17:

Income from Operations

The company is into business of cleaning and sorting of wheat and rice. The total revenue from operations for the FY 2017-18 was ₹ 10538.44 Lakh as compared to ₹ 9348.70 Lakh during the FY 2016-17 showing an increase of 12.73%. Income from Operations increased mainly on account of increase in sales volume of wheat. However average selling price per ton of wheat is decreased in FY 2017-18 as compared to FY 2016-17.

Other Income

The other income includes mainly interest income on fixed deposit, electricity deposit, discount received from supplier and Miscellaneous Income. The total other income for the FY 2017-18 was ₹ 2.65 Lakh as compared to ₹51.37 Lakh for FY 2016-17 showing decrease of 94.85%.

Expenditure:

Cost of Goods Consumed:

Cost of material Consumed for FY 2017-18 was ₹ 8,484.29 Lakh as against ₹ 8,457.46 Lakh for the FY 2016-17. Cost of Goods Consumed increased by 0.32% in FY 2017-18 due to increase in the turnover of the Company in FY 2017-18 as compared to FY 2016-17.

Purchase of Traded Goods

Purchase of Traded Goods for FY 2017-18 was ₹ 872.53 Lakh as against ₹ 509.58 Lakh in FY 2016-17. Purchase of Traded Goods increased by 71.22% in FY 2017-18 as compared to FY 2016-17 due to increase in sales of traded goods.

Employee Benefit Expenses

Employee Benefit expenses increased from ₹ 13.76 Lakh for FY 2016-17 to ₹ 14.90 Lakh for FY 2017-18 showing an increase of 8.28% over previous year, i.e. F.Y. 2016-17 due to increase in partners remuneration .

Note: status of company prior to September 10, 2018 was partnership firm. In restated profit and loss statement remuneration paid to partners of erstwhile partnership firm is classified as employee benefit expense.

Finance Cost

Finance cost increased from ₹312.49 Lakh for FY 2016-17 to ₹325.22 Lakh for FY 2017-18 showing an increase of 4.08%. Company has availed new long term working capital loan and unsecured loans from various financial institutions during the year which has resulted in increase finance cost.

Depreciation

The Depreciation and amortization expense for FY 2017-18 was ₹ 35.72 Lakh as compared to ₹ 44.48 Lakh for FY 2016-17 which is a decrease of 19.70%.

Other Expenses

Other Expenses increased from ₹ 293.89 Lakh for FY 2016-17 to ₹380.68 Lakh for FY 2017-18 showing an increase of 29.53%. The increase was majorly on account of increase in transportation cost and increase in and increase in discount given to customers in FY 2017-18 as compared to FY 2016-17.

Profit before Extra-Ordinary Items and Tax

The Profit before Extra-Ordinary Items and Tax for the FY 2017-18 was 0.71 % of the total income and it was 0.44 % of total income for the FY 2016-17. The Profit before Extra-Ordinary Items and Tax has increased from ₹ 41.70 Lakh in FY 2016-17 to ₹ 75.21 Lakh due to increase in total revenue from ₹ 9,400.07 Lakh in FY 2016-17 to ₹ 10,541.09 Lakh in F.Y 2017-18 which is an increase of 12.14%.

Profit after Tax (PAT)

PAT increased from ₹ 27.86 Lakh in the FY 2016-17 to ₹51.85 Lakh in FY 2017-18 showing increase of 86.09 %. The profit after tax was increased due to increase in total revenue from ₹9,400.07 Lakh in FY 2016-17 to ₹10,541.09 Lakh in F.Y 2017-18 which is an increase of 12.14%.

COMPARISON OF FY 2016-17 WITH FY 2015-16:

Income from Operations

The company is into business of cleaning and sorting of wheat and rice. The total revenue from operations for the FY 2016-17 was ₹ 9348.70 Lakh as compared to ₹ 8,263.45 Lakh during the FY 2015-16 showing an increase of 13.13%. Income from Operations increased mainly on account of increase in sales volume and average selling price per ton of rice in FY 2016-17.

Other Income

The other income includes interest income, on fixed deposit, Miscellaneous Income discount received from suppliers. The total other income for the FY 2016-17 was ₹ 51.37 Lakh as compared to ₹ 4.65 Lakh for FY 2015-16 showing increase of 1004.92%. Increase is due to mainly on account of discounts received from suppliers during the FY 2016-17.

Expenditure:

Cost of Goods Consumed:

Cost of material Consumed for FY 2016-17 was ₹ 8,457.46 Lakh as against ₹ 8,419.75 Lakh for the FY 2015-16. Cost of material consumed increased by 0.45% in FY 2016-17 due to increase in the turnover of the Company in FY 2016-17 as compared to FY 2015-16.

Purchase of Traded Goods

Purchase of Traded Goods for FY 2016-17 was ₹ 509.58 Lakh as against ₹ 346.37 Lakh. Purchase of Traded Goods increased by 47.12 % in FY 2016-17 as compared to FY 2015-16 due to increase in sales of traded goods.

Employee Benefit Expenses

Employee Benefit expenses increased from ₹ 13.32 Lakh for FY 2015-16 to ₹ 13.76 Lakh for FY 2016-17 showing an increase of 3.30% over previous year, i.e. F.Y. 2015-16.

Finance Cost

Finance cost increased from ₹267.08 Lakh in FY 2015-16 to ₹312.49 Lakh in FY 2016-17 showing an increase of 17.00 %. Increase in finance cost is mainly due to increase in utilization of Borrowings limits.

Depreciation

The Depreciation and amortization expense for FY 2016-17 was ₹ 44.48 Lakh as compared to ₹ 61.31 Lakh for FY 2015-16 which is a decrease of 27.45%.

Other Expenses

Other Expenses decreased from ₹ 309.17 Lakh for FY 2015-16 to ₹293.89 Lakh for FY 2016-17 showing decrease of 4.94%. The decrease was mainly on account of decrease in discount given to customers and sales promotion expense for the FY 2016-17 as compared to FY 2015-16. However there is increase in commission expense and transportation expense but net result is decrease in other expense by ₹ 15.28 Lakhs.

Profit before Extra-Ordinary Items and Tax

The Profit before Extra-Ordinary Items and Tax for the FY 2016-17 was 0.44 % of the total income and it was 0.16 % of total income for the FY 2015-16. The Profit before Extra-Ordinary Items and Tax has increased from ₹ 13.24 Lakh in FY 2015-16 to ₹ 41.70 Lakh due to increase in total revenue from ₹8,268.10 Lakh in FY 2015-16 to ₹ 9,400.07 Lakh in F.Y 2016-17 which is an increase of 13.13%.

Profit after Tax (PAT)

PAT increased from ₹ 20.39 Lakh in the FY 2015-16 to ₹27.86 Lakh in FY 2016-17 showing increase of 36.66 %. The profit after tax was increased due to increase in total revenue from ₹8,268.10 Lakh in FY 2015-16 to ₹ 9,400.07 Lakh in F.Y 2016-17 which is an increase of 13.69%.

RELATED PARTY TRANSACTIONS

For further information please refer “Annexure – Z” on Page no. 158 under Chapter titled “RESTATED FINANCIAL INFORMATION” beginning on Page no. 123 of the Draft Prospectus.

FINANCIAL MARKET RISKS

We are exposed to financial market risks from changes in borrowing costs, interest rates and inflation.

INTEREST RATE RISK

We are currently exposed to interest rate risks to the extent of outstanding loans. However, any rise in future borrowings may increase the risk.

EFFECT OF INFLATION

We are affected by inflation as it has an impact on the operating cost, staff costs etc. In line with changing inflation rates, we rework our margins so as to absorb the inflationary impact.

OTHER INFORMATION

An analysis of reasons for the changes in significant items of income and expenditure is given hereunder:

1. Unusual or infrequent events or transactions

To our knowledge there have been no unusual or infrequent events or transactions that have taken place during the last three years.

2. Significant economic changes that materially affected or are likely to affect income from continuing operations.

Our business has been subject, and we expect it to continue to be subject to significant economic changes arising from the trends identified above in this Section 'Factors Affecting our Future Results of Operations' and the uncertainties described in the section entitled "RISK FACTORS" beginning on Page no. 18 of the Draft Prospectus. To our knowledge, except as we have described in the Draft Prospectus, there are no known factors which we expect to bring about significant economic changes.

3. Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations.

Apart from the risks as disclosed under Section titled "RISK FACTORS" beginning on Page no. 18 in this Draft Prospectus, in our opinion there are no other known trends or uncertainties that have had or are expected to have a material adverse impact on revenue or income from continuing operations.

4. Expected Future changes in relationship between costs and revenues, in case of events such as future increase in labour or material costs or prices that will cause a material change are known.

Our Company's future costs and revenues will be determined by demand/supply situation, government policies and other economic factors.

5. Extent to which material increases in net sales or revenue are due to increased sales volume, introduction of new products or increased sales prices.

Increases in revenues are by and large linked to increase in volume of business.

6. Total turnover of each major industry segment in which the issuer company operated.

The company is into cleaning, sorting and trading of wheat, rice and other agricultural products. Relevant Industry data, as available, has been included in the chapter titled "INDUSTRY OVERVIEW" beginning on Page no. 66 of this Draft Prospectus.

7. Status of any publicly announced new products or business segment.

Our Company has not announced any new product and segment.

8. The extent to which business is seasonal.

Since our products are seasonal in nature, we opt for cost averaging technique for selling our products by procuring more quantity of grains during peak season and storing them for sale during off season.

9. Any significant dependence on a single or few suppliers or customers.

Our top ten customers contributes to 67.63%, 45.84, 48.08%, 40.44% and 40.47% of our total sales for the year/Period ended December 31, 2018, September 10, 2018, March 31, 2018, March 31, 2017 and March 31, 2016 respectively.

Further, our top ten suppliers delivers 50.03%, 27.13%, 26.07%, 28.80% and 30.94% of the total materials purchased for the year/Period ended December 31, 2018, September 10, 2018, March 31, 2018, March 31, 2017 and March 31, 2016 respectively.

10. Competitive conditions:

We face competition from existing and potential competitors which is common for any business. We have, over a period of time, developed certain competitors who have been discussed in section titled “BUSINESS OVERVIEW” beginning on Page no. 74 of this Draft Prospectus.

CAPITALIZATION STATEMENT

RESTATED STANDALONE STATEMENT OF CAPITALIZATION AS
AT DECEMBER 31, 2018

(₹ in Lakh)

Particulars	Pre Issue	Post Issue
Borrowings		
Short term debt (A)	2249.42	2249.42
Long Term Debt (B)	925.39	925.39
Total debts (C = A+B)	3,174.81	3,174.81
Shareholders' funds		
Equity share capital (E)	730.00	1,000.00
Reserves and Surplus (F)	30.69	570.69
Total Shareholders' Funds (G = E+F)	760.69	1,570.69
Ratio of Long Term Debt to Shareholders' Funds (B/G)	1.22	0.59
Ratio of Total Debt to Shareholders' Funds (C/G)	4.17	2.02

Notes:

- Short term Debts represent the debts which are expected to be paid/payable within 12 months and excludes installment of term loans repayable within 12 months.
- Long term Debts represent debts other than Short term Debts as defined above but includes installment of term loans repayable within 12 months grouped under "Other Current Liabilities".
- The figures disclosed above are based on restated statement of Assets and Liabilities of the Company as at December 31, 2018.
- For post issue Capitalization, calculation has been done considering the allotment of shares in the IPO. Accordingly the figures of post issue of equity share capital and reserves & surplus has been adjusted. The figure of short term/long term debt as appearing on December 31, 2018 has only been considered for calculation purpose.

SECTION X – LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS

Note:

Pursuant to Board Resolution passed by the Board of Directors of our Company on February 14, 2019; for the purpose of this Issue and this Chapter;

- “Material Dues” means outstanding dues to creditors in excess of ₹5.00 lakh as per financial statement for the period ended on December 31, 2018.
- “Pending Material Litigations” means all pending litigations, if the monetary amount of claim by or against the entity or person in such pending matter exceeds ₹10.00 lakhs;

Provided that in case of pending civil litigation proceedings wherein the monetary amount involved is not quantifiable, such litigation be considered as “Pending Material Litigations” only in the event when the outcome of such litigation has an adverse effect on the operations or performance of our Company.

Provided further that criminal proceedings, statutory or regulatory actions and taxation matters involving our Company, Promoters, Directors and Group Companies/Entities shall be considered “Pending Material Litigations” irrespective of amount involved therein.

Except, as stated in this section and mentioned elsewhere in this Draft Prospectus, there are no litigations including, but not limited to suits, criminal proceedings, civil proceedings, actions taken by regulatory or statutory authorities or legal proceedings, including those for economic offences, tax liabilities, show cause notice or legal notices pending against our Company, Directors, Promoters, Group Companies/Entities or against any other company or person/s whose outcomes could have a material adverse effect on the business, operations or financial position of the Company and there are no proceedings initiated for economic, civil or any other offences (including past cases where penalties may or may not have been awarded and irrespective of whether they are specified under paragraph (a) of Part I of Schedule V of the Companies Act, 2013) other than unclaimed liabilities of our Company, and no disciplinary action has been taken by SEBI or any stock exchange against the Company, Directors, Promoters, or Group Companies/Entities.

Except as disclosed below, there are no i) litigation or legal actions, pending or taken, by any Ministry or department of the Government or a statutory authority against our Promoters during the last five years; (ii) direction issued by such Ministry or Department or statutory authority upon conclusion of such litigation or legal action; (iii) pending proceedings initiated against our Company for economic offences; (iv) default and non-payment of statutory dues by our Company; (v) inquiries, inspections or investigations initiated or conducted under the Companies Act, 2013 or any previous companies law in the last five years against our Company and Subsidiaries including fines imposed or compounding of offences done in those five years; or (vi) material frauds committed against our Company in the last five years.

Except as stated below there are no Outstanding Material Dues (as defined above) to creditors; or (ii) outstanding dues to small scale undertakings and other creditors as per financial statement for the year ended on December 31, 2018.

1. OUTSTANDING LITIGATIONS INVOLVING OUR COMPANY:

(a) Litigations by Company/Erstwhile Partnership Firm: NIL

(b) Litigation against Company/Erstwhile Partnership Firm:

(A) Under Income Tax Act, 1961

i. Following Demands are raised by Income Tax;

Sr. No.	Assessment Year	Section Code	Demand Identification Number	Date on which demand is raised	Outstanding Demand Amount (₹)
1.	2009-10	1431a	2010200937009218406T	October 6, 2010	2900.00*
2.	2012-13	220(2)	2015201237043942602T	October 15, 2015	330.00*
3.	2013-14	271(1)(b)	2015201310007754621T	January 5, 2016	10000.00
4.	2013-14	1433	2015201310011721801T	March 29, 2016	95560.00
5.	2014-15	1433	2016201410005761414T	December 27, 2016	102890.00

* Although Demands have been paid off, they are still reflecting on the Website of the Income Tax Department.

ii. Following Demands for Tax Deducted at Source are raised by Income Tax;

(Amount in ₹)

Sr. No.	Financial Year	Quarter	Form	Type of Default	Default Amount	Payable Amount	Net Payable Amount
1	2018-19	Q2	26Q	Interest on Late Payment	2817	2817	5220
				Late Filing levy	2400	2400	
2	2017-18	Q4	26Q	Interest on Late Payment	18345	0	420
				Additional Late Payment Interest against the processing of Latest Correction	1815	0	
				Late Filing levy	400	400	
				Interest under section 220(2)	16	16	
3	2016-17	Q4	26Q	Interest on Late Payment	17442	2833	3330
				Late Filing Fess under section 234F	400	400	
				Interest under section 220(2)	96	96	
4	2012-13	Q4	26Q	Interest on Late Payment	405	405	4410
				Late Filing Levy	4000	4000	
5	2010-11	Q4	26Q	Short Deduction	1610	1610	1880
				Interest on Short Deduction	270	270	
6	2009-10	Q4	26Q	Interest on Late Payment	2470	2470	3040
7	2007-08	Q4	26Q	Short Payment	27610	27610	0
				Interest on Short Payment	13630	1360	

(B) Department of Value Added Tax, Gujarat has issued Notice desiring the bonafides of claim of tax credit/ exemption/ refund/ deduction/ concession/ rebate of genuineness of declaration/ evidence furnished in support of self-assessment of the annual return furnished by erstwhile Partnership Firm in respect of F.Y. 2009-10, 2010-11, 2011-12, 2012-13, 2013-14, 2014-15. Out of which the Assessment for the F.Y. 2009-10 & 2011-12 have been completed with no penalty or additional liabilities.

2. OUTSTANDING LITIGATIONS INVOLVING OUR PROMOTERS:

(a) Litigations by Promoters:

i. By Mr. Ritesh Kaushikbhai Patel: NIL

ii. By Mr. Nilesh Kaushikbhai Patel: NIL

iii. By Mr. Nilesh Kaushikbhai Patel: NIL

(b) Litigation against Promoters:

i. Against Mr. Ritesh Kaushikbhai Patel:

Under the Income Tax Act, 1961, following demand is outstanding against Mr. Ritesh Kaushikbhai Patel;

Assessment Year	Section Code	Demand Identification Number	Date on which Demand is raised	Outstanding Demand (in ₹)
2007-08	143(1)	2010200751069654216T	December 23, 2009	5733.00*
2010-11	1431a	2011201037005421846T	June 21, 2011	18730.00
2011-12	1431a	2011201137029773456T	March 8, 2012	93090.00
2012-13	271(1)(c)	2015201210003289836T	August 17, 2015	6300.00*
2012-13	220(2)	2015201237044664132T	October 16, 2015	465.00*
2014-15	1431a	2014201437050737502T	December 24, 2014	2370.00*

* Although Demands have been paid off, they are still reflecting on the Website of the Income Tax Department.

ii. Against Mr. Nilesh Kaushikbhai Patel:

Under the Income Tax Act, 1961, following demand is outstanding against Mr. Nilesh Kaushikbhai Patel;

Assessment Year	Section Code	Demand Identification Number	Date on which Demand is raised	Outstanding Demand (in ₹)
2014-15	1431a	2014201437050733700T	December 24, 2014	440.00*

* Although Demand has been paid off, it is still reflecting on the Website of the Income Tax Department.

iii. Against Mr. Palak Ritesh Patel:

Under the Income Tax Act, 1961, following demand is outstanding against Mrs. Palak Ritesh Patel;

Assessment Year	Section Code	Demand Identification Number	Date on which Demand is raised	Outstanding Demand (in ₹)
2009-10	220(2)	2016200937060068405T	December 22, 2016	675.00*
2018-19	1431a	2018201837101154592T	February 26, 2019	1470.00*

* Although Demands have been paid off, they are still reflecting on the Website of the Income Tax Department.

3. OUTSTANDING LITIGATIONS INVOLVING OUR DIRECTORS:

(a) Litigations by Directors: NIL

i. By Mr. Ritesh Kaushikbhai Patel: NIL

ii. By Mr. Nilesh Kaushikbhai Patel: NIL

iii. By Mr. PalakRitesh Patel: NIL

iv. By Mr. Hardikkumar Arvindbhai Gajera: NIL

v. By Mr. Rameshbhai Sankaldas Patel: NIL

(b) Litigation against Directors:

i. Against Mr. Ritesh Kaushikbhai Patel:

Under the Income Tax Act, 1961, following demand is outstanding against Mr. Ritesh Kaushikbhai Patel;

Assessment Year	Section Code	Demand Identification Number	Date on which Demand is raised	Outstanding Demand (in ₹)
2007-08	143(1)	2010200751069654216T	December 23, 2009	5733.00
2010-11	1431a	2011201037005421846T	June 21, 2011	18730.00
2011-12	1431a	2011201137029773456T	March 8, 2012	93090.00
2012-13	271(1)(c)	2015201210003289836T	August 17, 2015	6300.00
2012-13	220(2)	2015201237044664132T	October 16, 2015	465.00
2014-15	1431a	2014201437050737502T	December 24, 2014	2370.00

ii. Against Mr. Nilesh Kaushikbhai Patel:

Under the Income Tax Act, 1961, following demand is outstanding against Mr. Nilesh Kaushikbhai Patel;

Assessment Year	Section Code	Demand Identification Number	Date on which Demand is raised	Outstanding Demand (in ₹)
2014-15	1431a	2014201437050733700T	December 24, 2014	440.00

iii. Against Mr. Palak Ritesh Patel:

Under the Income Tax Act, 1961, following demand is outstanding against Mr. PalakRitesh Patel;

Assessment Year	Section Code	Demand Identification Number	Date on which Demand is raised	Outstanding Demand (in ₹)
2009-10	220(2)	2016200937060068405T	December 22, 2016	675.00

iv. Against Mr. Hardikkumar Arvindbhai Gajera: NIL

v. Against Mr. Rameshbhai Sankaldas Patel: NIL

(A) The Income Tax Department has issued Communication of proposed adjustment u/s 143(1)(a) of Income Tax Act, 1961 in respect of Assessment Year 2017-18 for inconsistency between Other Source income in return and Form 26AS and communicating the Proposed Addition of ₹ 2,495/-.

(B) The Income Tax Department has issued Communication of proposed adjustment u/s 143(1)(a) of Income Tax Act, 1961 in respect of Assessment Year 2018-19 for inconsistency in total deductions and communicating the Variance on account of Proposed adjustment of ₹ 7,520/-.

4. OUTSTANDING LITIGATIONS INVOLVING OUR GROUP COMPANIES/ENTITIES:

(a) Litigation by Group Companies/Entities:

A. By Kavyarc Tradex Private Limited: NIL

B. By Pravinkumar B Patel HUF: NIL

C. By Kaushikkumar B Patel HUF: NIL

D. By Ritesh Kaushikbhai Patel HUF: NIL

E. By Nilesh Kaushikbhai Patel HUF: NIL

F. By NK enterprise (Sole Proprietorship): NIL

G. By Archi Enterprise (Sole Proprietorship): NIL

H. By Samarth Sales Corporation (Sole Proprietorship): NIL

I. By R K Sales Corporation (Sole Proprietorship): NIL

(b) Litigation against Group Companies/Entities:

A. Kavyarc Tradex Private Limited: NIL

B. Against Pravinkumar B Patel HUF: NIL

C. Against Kaushikkumar B Patel HUF: NIL

D. Against Ritesh Kaushikbhai Patel HUF: NIL

E. Against Nilesh Kaushikbhai Patel HUF: NIL

F. Against NK enterprise (Sole Proprietorship): NIL

G. Against Archi Enterprise (Sole Proprietorship): NIL

H. Against Samarth Sales Corporation (Sole Proprietorship): NIL

I. Against R K Sales Corporation (Sole Proprietorship): NIL

5. PENALTIES IMPOSED IN PAST CASES FOR THE LAST FIVE YEARS: NIL

6. MATERIAL DEVELOPMENTS SINCE THE LAST BALANCE SHEET:

Except as mentioned under the chapter "MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULT OF OPERATION" on Page no. 168 of this Draft Prospectus, there have been no material developments, since the date of the last audited balance sheet.

7. MATERIAL DUES TO THE CREDITORS:

As of December 31, 2018, our Company had 53 creditors, to whom a total amount of ₹ 1008.41 lakhs (excluding the Suppliers to whom the Company has paid the Advance Payment) was outstanding. Based on the resolution passed by the Board of Directors of our Company on February 14, 2019 determining the quantum of “Material Dues”, the following are the material dues to the creditors of our Company.

(₹ in Lakh)

Name of Creditors	As at December 31, 2018
Shree Sahjanand Traders Bavla	186.07
Bhagwati Traders Garmala	147.87
Shree Vahanvati Rice Mill	120.14
Madhuram Industries Pvt Ltd	118.15
Vima Enterprise	63.08
Jay Bhavani Boil Center Bavla	55.33
Ganesh Traders Dholka	33.59
Hafis Traders	20.94
Mahaveer Traders	18.62
Dalali Provision	18.56
Harshal Trading Co Bavla	15.36
BapaSitaram Trading Co Bavla	14.85
Mahesh Trading Co Modasa	13.41
MaaSantoshi Bihar	12.83
Rtv Shipping Mundra	11.43
Supertech Agro Grain Pvt Ltd	10.59
Japan Sales	10.03
Sri Umashankar Agro Foods	9.10
Shreeji Traders	8.68
Ghanshyam Traders	8.39
SitaramBapa Traders	8.11
Dattatreya Enterprise	6.60
Radhey Traders Modasa	6.36
Shivam Agro	5.73
Aditya Packaging Jetalpur	5.29
Muskan Agro Industries Sultanpur	5.21
Shri Krishna GruhUdyogAmrethi	5.18
Megh Traders Dahod	5.14
P K Industries	5.11

Further, in opinion of management of the Company, none of Creditors of the Company have confirmed their registration under the Micro, Small and Medium Development Act, 2006.

The details pertaining to net outstanding dues towards our Material Creditors and Small Scale Undertakings shall be made available under investors’ section on the website of our Company i.e. www.kaneriagro.in. It is clarified that such details available on our website do not form a part of this Draft Prospectus. Any one placing reliance on any other source of information, including our Company’s website, www.kaneriagro.in would be doing so at their own risk.

Further, there are no pending cases with such Material Creditors.

OTHER MATTERS

Details of any inquiry, inspection or investigation initiated under present or previous companies laws in last five years against the company or its subsidiaries: NIL

Outstanding litigation against other companies or any other person whose outcome could have an adverse effect on our company: NIL

GOVERNMENT APPROVALS

In view of the approvals listed below, the Company can undertake this Issue and its current business activities and no further major approvals from any governmental or regulatory authority except otherwise stated in this Draft Prospectus.

Certain Licenses, registration, approvals, certificates etc. are in the name of “Ameedhara Industries” or “Amidhara Industries” (erstwhile Partnership Firm), which are not yet cancelled by the relevant authorities, are also mentioned hereunder.

1) Approvals for the Proposed Issue:

1. The Board of Directors has, pursuant to a resolution passed at its meeting held on January 11, 2019, authorized the Issue, subject to the approval of the shareholders of the Company under Section 62(1)(c) of the Companies Act, 2013 and approvals by such other authorities, as may be necessary.
2. The shareholders of the Company have, pursuant to a special resolution passed in EoGM held on January 15, 2019, authorized the Issue under Section 62(1)(c) of the Companies Act, 2013, subject to approvals by such other authorities, as may be necessary.
3. The Company has obtained in-principle listing approval dated [●] from BSE for using its name in this offer document for listing of our shares on the SME Platform of BSE Limited.
4. The Company has entered into an agreement dated February 8, 2019 with the Central Depository Services (India) Limited (“CDSL”) and Link Intime India Private Limited, the Registrar and Transfer Agent for the dematerialization of its shares.
5. The Company has entered into an agreement dated February 22, 2019 with the National Securities Depository Limited (“NSDL”) and Link Intime India Private Limited, the Registrar and Transfer Agent for the dematerialization of its shares.
6. The Company’s International Securities Identification Number (“ISIN”) is INE051Y01011.

Following table sets out the details of licenses, permissions and approvals obtained by the Company under various Central and State Laws for carrying out its business.

2) Registration obtained under the Companies Act, 2013:

Sr. No.	Authority Granting Approval	Approval/ Registration No.	Applicable Laws	Nature of Approvals	Validity
1.	Registrar of Companies, Central Registration Center	Corporate Identity Number U15541GJ2018PLC104044 dated September 11, 2018	Companies Act, 2013	Certificate of Incorporation in name of Kaneri Agro Industries Limited	Valid, till cancelled

3) Registration under various Tax related Acts/Rules relating:

Sr. No.	Authority Granting Approval	Approval/ Registration No.	Applicable Laws	Nature of Approvals	Validity
1.	Income Tax Department	AAJFA6216B	Income Tax Act, 1961	Permanent Account Number*	Valid, till cancelled
2.	Income Tax Department	AAHCK2595G	Income Tax Act, 1961	Permanent Account Number	Valid, till cancelled
3.	Income Tax Department	AHMA04065F	Income Tax Act, 1961	Tax Deduction Account Number	Valid, till cancelled
4.	The Central Goods And Services Tax Act, 2017	24AAJFA6216B1Z1 issued on October 13, 2017 (effective from July 1, 2017)	The Central Goods And Services Tax Act, 2017	Certification of Registration under the Central Goods And Services Tax Act, 2017*	Valid, till Cancelled
5.	The Central Goods And Services Tax Act, 2017	24AAHCK2595G1ZF issued on September	The Central Goods And	Certification of Registration under	Valid, till Cancelled

Sr. No.	Authority Granting Approval	Approval/ Registration No.	Applicable Laws	Nature of Approvals	Validity
		28, 2018 (effective from September 28, 2018)	Services Tax Act, 2017	the Central Goods And Services Tax Act, 2017	
6.	Commercial Taxes Department, Government of Gujarat	24574601262 effective from December 11, 2007^	The Central Sales Tax (Registration and Turnover) Rules, 1957	Central Sales Tax Number*	Valid, till cancelled
7.	Commercial Taxes Department, Government of Gujarat	24074601262 effective from November 24, 2007^	Gujarat Value Added Tax Act, 2003	VAT Registration Number*	Valid, till cancelled
8.	Foreign Trade Development Officer, Office of Joint Director General of Foreign Trade	Import Export Code: AAHCK2595G issued on October 3, 2018	Foreign Trade (Development & Regulation) Act, 1992	Import Export Code	Valid, till cancelled

* In the name of erstwhile Partnership Firm.

^ It is replaced by Goods and Services Tax.

4) Licenses/ Approvals under Industrial and Labour Laws:

Sr. No.	Authority Granting Approval	Approval/ Registration No.	Applicable Laws	Nature of Approvals	Validity
1.	Joint Director, Industrial Safety and Health, Ahmedabad Region	License No. 35898 Registration No. 9905/10612/2017	Factories Act, 1948 and Rules made thereunder	License to work Factory at premises situated at Bavla-Sanand Road, Post – Lodariya, Taluka: Sanand, District: Ahmedabad	Valid up to December 31, 2020
2.	Jr. Inspector, Legal Metrology, Division – Sanand, State of Gujarat	No. 45 issued on February 21, 2019	The Legal Metrology Act, 2009	Certificate of Verification of 1) Endeavor “Make Electronic Weigh Bridge Cop. 60,000 Kgs Class III E-10 Kg m/n 200 kg model no. W/B/E – 60 TON SORNO 216	Valid up to February 20, 2020

5) Other Certificates, license, approval etc.:

Sr. No.	Authority Granting Approval	Registration No.	Applicable Laws/Rules	Nature of Approvals	Validity
1.	Agricultural And Processed Food Products Export Development Authority (APEDA), Ministry of Commerce and Industry, Government of India	Registration No.: 194258	Agricultural and Processed Food Products Export Development Authority Act, 1985 (including amendments thereof)	Registration-Cum-Membership Certificate for all APEDA Scheduled Products	Valid till January 9, 2024
2.	Ministry of Micro, Small and Medium Enterprises	Udyog Aadhaar Number: GJ01C0123827	---	Udyog Adhaar Memorandum	Valid, till Cancelled
3.	United Akcrediting Services Limited, England, United Kingdom	Certificate No. QMS/08023/1018 Registration Number: CU 857068 issued on February 3, 2018	---	ISO 9001:2015 Quality Management System	Valid till October 5, 2021

Our Company has taken Domain Registration of our Website i.e. www.kaneriagro.in.

6) Licenses Applied For:

Sr. No.	Authority Granting Approval	Registration No.	Applicable Laws/Rules	Nature of Approvals
1.	Food and Drugs Control Administration	Awaiting (Application Reference No.: 20190308144004877 dated March 9, 2019	Food Safety and Standards Act, 2006	Processing and Trading of Wheat and Rice

SECTION XI

INFORMATION WITH RESPECT TO GROUP COMPANIES/ ENTITIES

The definition of “Group Companies/Entities” pursuant to the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, to include companies (other than promoter(s) and subsidiary/subsidiaries) with which there were related party transactions, during the period for which financial information is disclosed, as covered under the applicable accounting standards and also other companies as are considered material by the Board. Pursuant to a Board resolution dated February 14, 2019, our Board has identified companies/entities with which there were related party transactions, during the period for which financial information is disclosed and formulated a policy to identify other companies which are considered material to be identified as group companies/entities, pursuant to which the following entities are identified as Group Companies/Entities of our Company.

1. Kavyarc Tradex Private Limited (KTPL)
2. NK enterprise (Sole Proprietorship)
3. Archi Enterprise (Sole Proprietorship)
4. Pravinkumar B Patel (HUF)
5. Kaushikkumar B Patel (HUF)
6. Ritesh Kaushikbhai Patel (HUF)
7. Nilesh Kaushikbhai Patel (HUF)
8. R K Sales Corporation (Sole Proprietorship)
9. Samarth Sales Corporation (Sole Proprietorship)

Except as stated above, there are no companies/entities falling under definition of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 which are to be identified as group companies/entities.

As per sub clause C of clause 13 of Schedule VI of SEBI (ICDR) Regulations, 2018, we have provided the financial information of top five unlisted group companies/entities.

1. Kavyarc Tradex Private Limited (KTPL)

Brief Corporate Information

KTPL is a private company incorporated under the provisions of Companies Act, 2013 and it has received the certificate of incorporation on January 01, 2014. Presently, registered office of KTPL is situated at survey no: 155, At & Post: Lodriyal, Bavla Road, Ta: Sanand, Ahmedabad - 382220. The Corporate Identification number of KTPL is U15311GJ2014PTC078100.

Current Nature of Activities

KTPL is currently engaged in cleaning, grading and sorting of raw wheat, rice paddy and raw rice.

Board of Directors

As on date of this Draft Prospectus, the following are the Directors of KTPL:-

Sr. No.	Name	Designation
1.	Mr. Ritesh Kaushikbhai Patel	Director
2.	Mrs. Palak Ritesh Patel	Director

Shareholding Pattern

As on date of this Draft Prospectus, the following are the Shareholders of KTPL;

Sr. No.	Name of the shareholder	Number of Equity Shares held	Percentage holding (%)
1.	Mr. Ritesk Kaushikbhai Patel	315000	26.93
2.	Mrs. Palak Ritesh Patel	160000	13.68
3.	Mr. Kaushikkumar Bhogilal Patel	146400	12.51
4.	Mrs. Indiraben Kaushikbhai Patel	100000	8.55
5.	Mr. Nileshkumar Kaushikbhai Patel	247400	21.15
6.	Mrs. Nidhi Nileshkumar Patel	101000	8.63
7.	Mr. Patel Arunbhai	100000	8.55
Total		1169800	100.00

Financial Performance

The summary of audited financials for the previous three financial years is as follows:-

(₹ in lakhs except per share data)

Particulars	March 31, 2018	March 31, 2017	March 31, 2016
Equity Share Capital (face value ₹ 10/- each)	116.98	116.98	116.98
Reserves & Surplus (excluding revaluation reserve)	62.50	49.88	31.48
Total Income	3380.47	2964.44	2573.46
Profit/ (Loss) after Tax	12.61	18.41	16.18
Earnings Per Share and Diluted Earnings per share (in ₹)	1.08	1.57	1.38
Net Asset Value Per Share (in ₹)	15.34	14.26	12.69

2. NK Enterprise (Sole Proprietorship)

NK enterprise is the Sole-Proprietorship business of Mrs. Indiraben Kaushikbhai Patel. The Business under NK enterprise was commenced in the year 2011. The office of NK enterprise is situated at Lodariyal, Tal Sanand, Dist. Ahmedabad, Sanand- 382110.

NK enterprise is involved in trading of Agro (Agricultural) Commodities.

Financial Performance

The summary of audited/unaudited financials for the previous three years is as follows:

(₹ In lakhs)

Particulars	March 31, 2018*	March 31, 2017#	March 31, 2016#
Total Income	52.12	35.56	0.00
Total Expenditure	50.83	35.06	0.00
Net Profit	1.28	0.50	0.00

*Audited Financials

Unaudited Financials

3. Archi Enterprise (Sole Proprietorship)

Archi Enterprise is the Sole-Proprietorship business of Mrs. Palak Ritesh Patel. The Business under Archi Enterprise was commenced in the year 2011. The office of Archi Enterprise is situated at Lodariyal, Tal Sanand, Dist. Ahmedabad, Sanand- 382110.

Archi Enterprise is involved in trading of Agro (Agricultural) Commodities.

Financial Performance

The summary of audited/unaudited financials for the previous three years is as follows:

(₹ In lakhs)

Particulars	March 31, 2018*	March 31, 2017#	March 31, 2016#
Total Income	47.82	55.26	50.53
Total Expenditure	46.08	54.77	50.59
Profit/ (Loss) after Tax	1.74	0.50	(0.06)

*Audited Financials

Unaudited Financials

4. Pravinkumar B Patel (HUF)

Pravinkumar B Patel (HUF) was constituted on February 28, 2012. The Karta of Pravinkumar B Patel (HUF) is Mr. Pravinkumar B Patel.

Pravinkumar B Patel (HUF) is currently engaged in trading of Agro (Agricultural) Commodities.

As on the date of filing this Draft prospectus, the following are the members of Pravinkumar B Patel (HUF):-

Sr. No.	Name	Relation	Designation
1.	Mr. Pravinkumar B Patel	Self	Karta

2.	Mrs. Arunaben P Patel	Wife	Member
3.	Ms. Priyanka P Patel	Daughter	Member
4.	Mr. Jay P Patel	Son	Member

Financial Performance

The summary of unaudited financials for the previous three years is as follows:

(₹ In lakhs)

Particulars	March 31, 2018	March 31, 2017	March 31, 2016
Total Income	26.49	22.36	18.46
Total expenditure	24.08	19.92	16.10
Profit/ (Loss) after Tax	2.47	2.44	2.36

5. Kaushikkumar B Patel (HUF)

Kaushikkumar B Patel (HUF) was constituted on February 28, 2012. The Karta of Kaushikkumar B Patel (HUF) is Mr. Kaushikkumar B Patel. The Office of Kaushikkumar B Patel (HUF) is situated at 28, Alkapuri Society, Dholka Road, Bavla, Ahmedabad – 382 220.

Kaushikkumar B Patel (HUF) is currently engaged in trading of Agro (Agricultural) Commodities.

As on the date of filing this Draft prospectus, the following are the members of Kaushikkumar B Patel (HUF):-

Sr. No.	Name	Relation	Designation
1.	Mr. Kaushikkumar B Patel	Self	Karta
2.	Mrs. Indiraben K Patel	Wife	Member
3.	Mr. Ritesh K Patel	Son	Member
4.	Mrs. Palak R. Patel	Daughter in Law	Member
5.	Ms. Aarchi R Patel	Grand Daughter	Member
6.	Master Kavya R Patel	Grand Son	Member
7.	Mr. Nilesh K Patel	Son	Member
8.	Mrs. Nidhi N Patel	Daughter in Law	Member
9.	Master Samarth N Patel	Grand Son	Member

Financial Performance

The summary of unaudited financials for the previous three years is as follows:

(₹ In lakhs)

Particulars	March 31, 2018	March 31, 2017	March 31, 2016
Total Income	24.66	18.99	16.25
Total expenditure	22.42	16.51	13.96
Profit/ (Loss) after Tax	2.24	2.47	2.28

6. Ritesh Kaushikbhai Patel (HUF)

Ritesh Kaushikbhai Patel (HUF) was constituted on February 28, 2012. The Karta of Ritesh Kaushikbhai Patel (HUF) is Mr. Ritesh Kaushikbhai Patel. The Office of Ritesh Kaushikbhai Patel (HUF) is situated at 28, Alkapuri Society, Dholka Road, Bavla, Ahmedabad – 382 220.

Ritesh Kaushikbhai Patel (HUF) is currently engaged in trading of Agro (Agricultural) Commodities.

As on the date of filing this Draft prospectus, the following are the members of Ritesh Kaushikbhai Patel (HUF):-

Sr. No.	Name	Relation	Designation
1.	Mr. Ritesh K Patel	Self	Karta
2.	Mrs. Palak R. Patel	Wife	Member
3.	Ms. Aarchi R Patel	Daughter	Member
4.	Master. Kavya R Patel	Son	Member

7. Nilesh Kaushikbhai Patel (HUF)

Nilesh Kaushikbhai Patel (HUF) was constituted on February 28, 2012. The Karta of Nilesh Kaushikbhai Patel (HUF) is Mr. Nilesh Kaushikbhai Patel. The Office of Nilesh Kaushikbhai Patel (HUF) is situated at 28, Alkapuri Society, Dholka Road, Bavla, Ahmedabad – 382 220.

Nilesh Kaushikbhai Patel (HUF) is currently engaged in trading of Agro (Agricultural) Commodities.

As on the date of filing this Draft prospectus, the following are the members of Nilesh Kaushikbhai Patel (HUF):-

Sr. No.	Name	Relation	Designation
1.	Mr. Nilesh Kaushikbhai Patel	Self	Karta
2.	Mrs. Nidhi N Patel	Wife	Member
3.	Master Samarth N Patel	Son	Member

8. R K Sales Corporation (Sole Proprietorship)

R K Sales Corporation is the Sole-Proprietorship business of Mr. Ritesh Kaushikbhai Patel. The Business under R K Sales Corporation was commenced in the year 2008. The office of R K Sales Corporation is situated at Grain Market Yard, at Bavla, Ahmedabad-382220, Gujarat, India. .

R K Sales Corporation is involved in trading of Agro (Agricultural) Commodities.

9. Samarth Sales Corporation (Sole Proprietorship)

Samarth Sales Corporation is the Sole-Proprietorship business of Mr. Kaushikkumar Bhogilal Patel. The Business under Samarth Sales Corporation was commenced in the year 2014. The office of Samarth Sales Corporation is situated at Lodariyal, Tal Sanand, Dist. Ahmedabad, Sanand- 382110.

Samarth Sales Corporation is involved in trading of Agro (Agricultural) Commodities.

PENDING LITIGATIONS

There is no pending litigation involving any of the above mentioned group companies/entities which has a material impact on our company. However for details of Outstanding Litigation against our Company and Group Companies/Entities, please refer to Chapter titled “OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS” on the Page no. 178 of this Draft Prospectus.

INFORMATION REGARDING SIGNIFICANT ADVERSE FACTORS RELATED TO THE GROUP COMPANIES/ENTITIES AND IN PARTICULAR REGARDING

- None of the above mentioned Group Companies/Entities is a sick company within the meaning of the Sick Industrial Companies (Special Provisions) Act, 1985 or is under winding up/insolvency proceedings.
- None of our Group Companies/Entities have made a loss in the immediately preceding year.

GENERAL DISCLOSURE

- None of the securities of our Group Entity are listed on any stock exchange and our Group Entity has not made any public or rights issue of securities in the preceding three years.
- None of the above mentioned Group Companies/Entities is in defaults in meeting any Statutory/bank/institutional dues and no proceedings have been initiated for economic offences against any of the Group Companies/Entities.
- Our Group Entity has not been debarred from accessing the capital market for any reasons by the SEBI or any other authorities.
- Our Group Entity has not been identified as a Willful Defaulter.

DEFUNCT /STRUCK-OFF COMPANY

- None of Promoters, Promoter Group and our Group Companies/Entities has remained defunct and no application has been made to Registrar of Companies for Striking off their name from the Register of Companies, during the five years preceding the date of filing this Draft Prospectus.

COMMON PURSUITS

Our all Group Companies/Entities which are in same line of business or have some of the objects similar to that of our company's business. The details of group companies which are in same/similar line of business activities, as carried out by our Company, are stated below;

1. Kavyarc Tradex Private Limited- It is engaged in cleaning, grading and sorting of raw wheat, rice paddy and raw rice.

Justification: It is engaged in the same business as that is being carried out by our Company and we do not have any non-compete agreement/arrangement with any of our Group Entities. Such a conflict of interest may have adverse effect on our business and growth. We shall adopt the necessary procedures and practices as permitted by law to address any conflict situations, as and when they may arise.

2. NK enterprise- It is involved in trading of Agro (Agricultural) Commodities.

Justification: - NK enterprise is involved in mere trading of Agro Products. Our Company is into processing of Agro products, i.e. cleaning, grading, sorting of Raw Wheat, Rice Paddy and Raw Rice.

3. Archi Enterprise - It is involved in trading of Agro (Agricultural) Commodities.

Justification: - Archi Enterprise is involved in mere trading of Agro Products. Our Company is into processing of Agro products, i.e. cleaning, grading, sorting of Raw Wheat, Rice Paddy and Raw Rice.

4. Pravinkumar B Patel (HUF) - It is involved in trading of Agro (Agricultural) Commodities.

Justification: - Pravinkumar B Patel (HUF) is involved in mere trading of Agro Products. Our Company is into processing of Agro products, i.e. cleaning, grading, sorting of Raw Wheat, Rice Paddy and Raw Rice.

5. Kaushikkumar B Patel (HUF) - It is involved in trading of Agro (Agricultural) Commodities.

Justification: - Kaushikkumar B Patel (HUF) is involved in mere trading of Agro Products. Our Company is into processing of Agro products, i.e. cleaning, grading, sorting of Raw Wheat, Rice Paddy and Raw Rice.

6. Ritesh Kaushikbhai Patel (HUF) - It is involved in trading of Agro (Agricultural) Commodities.

Justification: - Ritesh Kaushikbhai Patel (HUF) is involved in mere trading of Agro Products. Our Company is into processing of Agro products, i.e. cleaning, grading, sorting of Raw Wheat, Rice Paddy and Raw Rice.

7. Nilesh Kaushikbhai Patel (HUF) - It is involved in trading of Agro (Agricultural) Commodities.

Justification: - Nilesh Kaushikbhai Patel (HUF) is involved in mere trading of Agro Products. Our Company is into processing of Agro products, i.e. cleaning, grading, sorting of Raw Wheat, Rice Paddy and Raw Rice.

8. R K Sales Corporation - It is involved in trading of Agro (Agricultural) Commodities.

Justification: - R K Sales Corporation is involved in mere trading of Agro Products. Our Company is into processing of Agro products, i.e. cleaning, grading, sorting of Raw Wheat, Rice Paddy and Raw Rice.

9. Samarth Sales Corporation - It is involved in trading of Agro (Agricultural) Commodities.

Justification: - Samarth Sales Corporation is involved in mere trading of Agro Products. Our Company is into processing of Agro products, i.e. cleaning, grading, sorting of Raw Wheat, Rice Paddy and Raw Rice.

As these entities do not have any non-compete agreements in place amongst themselves, there may be potential of conflict of interest between our company and Kavyarc Tradex Private Limited; NK enterprise; Archi Enterprise; R K Sales Corporation; Pravinkumar B Patel; Kaushikkumar B Patel; Ritesh Kaushikbhai Patel; Nilesh Kaushikbhai Patel; Samarth Sales Corporation.

Our company will adopt the necessary procedures and practices as permitted by law to address any conflict situations as and when it arises.

BUSINESS INTERESTS AMONGST OUR COMPANY AND GROUP COMPANIES/ENTITIES /ASSOCIATE COMPANIES

Existing

Except as mentioned under “Annexure – Z” – “RELATED PARTY TRANSACTIONS” under Chapter titled “RESTATED FINANCIAL INFORMATION” beginning on Page no. 158 of this Draft Prospectus, there is no business interest among Group Companies/Entities.

Proposed Related Party Transactions with Group/Entities for FY 2018-19 as approved by the Audit Committee are as follows:

Sr. No.	Name of Related Party	Nature of contracts/ arrangements/ transactions	Duration of the contracts /arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board of Directors & Audit Committee	Omnibus Approval Limit
1.	Kavyarc Tradex Private Limited	Purchase	From February 15, 2019 to March 31, 2019	All transactions to be entered by the Company will be at Market rate and on arms' length basis	February 15, 2019	₹ 800.00 Lakh
2.	Kavyarc Tradex Private Limited	Sales	From February 15, 2019 to March 31, 2019	All transactions to be entered by the Company will be at Market rate and on arms' length basis	February 15, 2019	₹ 800.00 Lakh
3.	Kavyarc Tradex Private Limited	Rent for Property on lease	From February 15, 2019 to March 31, 2019	All transactions to be entered by the Company will be at Market rate and on arms' length basis	February 15, 2019	₹ 50 Lakh
4.	Kaushikbhai B Patel HUF	Purchase	From February 15, 2019 to March 31, 2019	All transactions to be entered by the Company will be at Market rate and on arms' length basis	February 15, 2019	₹ 50 Lakh
5.	Kaushikbhai B Patel HUF	Sales	From February 15, 2019 to March 31, 2019	All transactions to be entered by the Company will be at Market rate and on arms' length basis	February 15, 2019	₹ 50 Lakh
6.	Ritesh K Patel HUF	Purchase	From February 15, 2019 to March 31, 2019	All transactions to be entered by the Company will be at Market rate and on arms' length basis	February 15, 2019	₹ 50 Lakh
7.	Ritesh K Patel HUF	Sales	From February 15, 2019 to March 31, 2019	All transactions to be entered by the Company will be at Market rate and on arms' length basis	February 15, 2019	₹ 50 Lakh
8.	Nilesh K Patel HUF	Purchase	From February 15, 2019 to March 31, 2019	All transactions to be entered by the Company will be at Market rate and on arms' length basis	February 15, 2019	₹ 50 Lakh
9.	Nilesh K Patel HUF	Sales	From February 15, 2019 to March 31, 2019	All transactions to be entered by the Company will be at Market rate and on arms' length basis	February 15, 2019	₹ 50 Lakh
10.	Pravinbhai B Patel HUF	Purchase	From February 15, 2019 to March 31, 2019	All transactions to be entered by the Company will be at Market rate and on arms' length basis	February 15, 2019	₹ 50 Lakh

Sr. No.	Name of Related Party	Nature of contracts/ arrangements/ transactions	Duration of the contracts /arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board of Directors & Audit Committee	Omnibus Approval Limit
11.	Pravinbhai B Patel HUF	Sales	From February 15, 2019 to March 31, 2019	All transactions to be entered by the Company will be at Market rate and on arms' length basis	February 15, 2019	₹ 50 Lakh
12.	Archi Enterprise	Purchase	From February 15, 2019 to March 31, 2019	All transactions to be entered by the Company will be at Market rate and on arms' length basis	February 15, 2019	₹ 50 Lakh
13.	Archi Enterprise	Sales	From February 15, 2019 to March 31, 2019	All transactions to be entered by the Company will be at Market rate and on arms' length basis	February 15, 2019	₹ 50 Lakh
14.	Samarth Sales Corporation	Purchase	From February 15, 2019 to March 31, 2019	All transactions to be entered by the Company will be at Market rate and on arms' length basis	February 15, 2019	₹ 50 Lakh
15.	Samarth Sales Corporation	Sales	From February 15, 2019 to March 31, 2019	All transactions to be entered by the Company will be at Market rate and on arms' length basis	February 15, 2019	₹ 50 Lakh
16.	N K Enterprise	Purchase	From February 15, 2019 to March 31, 2019	All transactions to be entered by the Company will be at Market rate and on arms' length basis	February 15, 2019	₹ 50 Lakh
17.	N K Enterprise	Sales	From February 15, 2019 to March 31, 2019	All transactions to be entered by the Company will be at Market rate and on arms' length basis	February 15, 2019	₹ 50 Lakh
18.	R. K Sales Corporation	Purchase	From February 15, 2019 to March 31, 2019	All transactions to be entered by the Company will be at Market rate and on arms' length basis	February 15, 2019	₹ 50 Lakh
19.	R. K Sales Corporation	Sales	From February 15, 2019 to March 31, 2019	All transactions to be entered by the Company will be at Market rate and on arms' length basis	February 15, 2019	₹ 50 Lakh
20.	The Board of Directors (Promoters cum Executive and Non-executive Director)	Loans and payment of Interest thereon @ not exceeding 12.00% per annum	From February 15, 2019 to March 31, 2019	All transactions to be entered by the Company will be at Market rate and on arms' length basis	February 15, 2019	₹ 450 Lakh

Additionally, our Company will pay remuneration and salary to our Directors and Key Managerial Personnel as approved by the Board of Directors and Shareholders of our Company.

In addition to all above transactions proposed to be entered, our Company may also propose to enter in to new transactions or transactions beyond the present omnibus approval given by the Board of Directors/Audit Committee after obtaining the fresh approval for the new transactions or transactions beyond the omnibus approval specified above.

DISSOCIATION OF PROMOTERS IN THE LAST THREE YEAR

Our individual Promoters have not disassociated themselves from any Company/entity in the last three years.

RELATED BUSINESS TRANSACTIONS WITHIN THE GROUP COMPANY/ENTITY AND ITS SIGNIFICANCE ON THE FINANCIAL PERFORMANCE OF OUR COMPANY

Sales or Purchases between our group Companies/Entities and associated company with our Company is given below:

(₹ In Lakh)

Particulars	For the Period 11/09/2018 to 31/12/2018	For the period 01/04/2018 to 10/09/2018	For the Year 01/04/2017 to 31/03/2018	For the Year 01/04/2016 to 31/03/2017	For the Year 01/04/2015 to 31/03/2016
Total Purchases of our Company	1,924.18	5,299.98	9,303.01	8,999.24	8,352.42
Total Purchases from Kavyarc Tradex Private Limited	6.00	97.25	43.54	51.51	109.73
% of Total Purchases of our Company	0.31	1.83	0.47	0.57	1.31
Total Purchases from Ritesh K Patel HUF	0	0	0	1.03	0
% of Total Purchases of our Company	0.00	0.00	0.00	0.01	0.00
Total Purchases from Archi Enterprise	0	0	47.57	4.74	40.02
% of Total Purchases of our Company	0.00	0.00	0.51	0.05	0.48
Total Purchases from N K Enterprise	0	0	52.12	14.91	0
% of Total Purchases of our Company	0.00	0.00	0.56	0.17	0.00
Total Purchases from R. K Sales Corporation	0	0	18.41	5.26	0
% of Total Purchases of our Company	0.00	0.00	0.20	0.06	0.00
Total Sales of our Company	3,203.91	4,555.53	10,538.44	9,348.70	8,263.45
Total Sales to Kavyarc Tradex Pvt Ltd	45.27	291.05	114.9	0	0
% of Total Sales of our Company	1.41	6.39	1.09	0.00	0.00

* Total Purchases include "Cost of Goods Material" and "Purchase of Traded Goods".

For details, please see "Annexure – Z" - "RELATED PARTY TRANSACTIONS" on Page no. 158 of this Draft Prospectus under Chapter titled "RESTATED FINANCIAL INFORMATION".

CHANGES IN ACCOUNTING POLICIES IN THE LAST THREE YEARS

Except as mentioned under the paragraph Changes in Significant Accounting Policies, "Annexure – IV" under Chapter titled "RESTATED FINANCIAL INFORMATION" beginning on Page no. 131 of the Draft Prospectus, there have been no changes in the accounting policies in the last three years.

SECTION XII

OTHER REGULATORY AND STATUTORY DISCLOSURES

AUTHORITY FOR THE ISSUE

The Board of Directors has, pursuant to a resolution passed at its meeting held on January 11, 2019, authorized the Issue, subject to the approval of the shareholders of the Company under Section 62(1)(c) of the Companies Act, 2013 and approvals by such other authorities, as may be necessary.

The shareholders of the Company have, pursuant to a special resolution passed in EoGM held on January 15, 2019, authorized the Issue under Section 62(1)(c) of the Companies Act, 2013, subject to approvals by such other authorities, as may be necessary.

We have received in principle approval from BSE Limited vide their letter dated [●] to use the name of BSE Limited in the Draft Prospectus for listing of our Equity Shares on SME Platform of BSE Limited. BSE Limited is the Designated Stock Exchange for the purpose of this issue.

PROHIBITION BY SECURITIES MARKET REGULATORS

Our Company, our Promoters, our Directors and our Promoters' Group have not been prohibited from accessing or debarred from buying, selling, or dealing in securities under any order or direction passed by the Board or any securities market regulators in any other jurisdiction or any other authority/court as on the date of this Draft Prospectus.

The listing of any securities of our Company has never been refused at any time by any of the stock exchanges in India.

CONFIRMATIONS

Compliance with the Companies (Significant Beneficial Ownership) Rules, 2018

Our Company is in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018 ("SBO Rules"), to the extent applicable, as on the date of the Draft Prospectus.

Under the SBO Rules certain persons who are significant beneficial owners, are required to intimate their beneficial holdings to our Company in Form no. BEN-1. However, pursuant to the General Circular no. 8/2018 dated September 10, 2018 issued by the Ministry of Corporate Affairs, Government of India ("MCA"), filing of Form no. BEN-1 under the SBO Rules has been deferred until further notification from MCA. Therefore, compliance by Promoter and members of the Promoter Group, with the SBO Rules, to the extent applicable to each of them will be completed only upon further notification by the MCA.

Other Confirmations

We confirm that our Company, Directors, Promoters, Promoter Group, person in control of our Company, are not prohibited from accessing or operating in the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by the SEBI or any securities market regulator in any other jurisdiction or any other authority / court as on the date of this Draft Prospectus.

Neither our Promoters, nor any of our Directors or persons in control of our Company are a promoter, director or person in control of any other company which is debarred from accessing the capital market under any order or directions made by the SEBI or any other governmental authorities as on the date of this Draft Prospectus.

None of our Directors are associated with the Securities Market in any manner.

Further, our Company confirms that it is not ineligible to make the Issue in terms of Regulation 228 of the SEBI ICDR Regulations, to the extent applicable. The details of our compliance with Regulation 228 of the SEBI ICDR Regulations are as follows:

- a) Neither our Company nor our Promoter, members of our Promoter Group or our Directors are debarred from accessing the capital markets by the SEBI.
- b) None of our Promoter or Directors are promoters or directors of companies which are debarred from accessing the capital markets by the SEBI.

- c) Neither our Company nor our Promoters or Directors is a wilful defaulter.
- d) None of our Promoters or Directors is a fugitive economic offender.

ELIGIBILITY FOR THE ISSUE

We are an issuer whose post issue paid-up capital is equal or less than ₹ 1000 Lakh and therefore, our company is eligible for the Issue in accordance with Regulation 229(1) of Chapter IX of the SEBI (ICDR) Regulations, 2018.

As per Regulation 229 (3) of the SEBI ICDR Regulations, our Company satisfies track record and/or other eligibility conditions of BSE SME Exchange in accordance with the Restated Standalone Financial Statements, prepared in accordance with the Companies Act and restated in accordance with the SEBI ICDR Regulations as below:

1. The Issuer should be a company incorporated under the Companies Act 1956/2013.

Our Company is incorporated under the Companies Act, 2013.

2. The post issue paid up capital of the company (face value) shall not be more than ₹ 2500.00 Lakh.

The present paid-up capital of our Company is ₹ 730.00 Lakh and we are proposing issue of 2700000 Equity Shares of ₹ 10/- each at issue price of ₹ 30/- per Equity Share including share premium of ₹ 20/- per Equity Share, aggregating to ₹ 810.00 Lakh. Hence, our Post Issue Paid up Capital will be ₹ 1000.00 Lakh which less than ₹ 2500.00 Lakh.

3. Positive Net worth.

Company's Net Worth is positive as per the latest audited financial statements, details of which are as follows:-

(₹ in lakh)	
Particulars	For the period ended December 31, 2018
Net Worth as per Restated Financial Statement	760.69

4. Track Record.

A. The company or the partnership/proprietorship/LLP firm or the firm which have been converted into the company should have a combined track record of at least 3 years.

Our company was originally formed as Partnership firm in the name and style of "Ameedhara Industries" through partnership deed dated January 31, 2003 under Partnership Act, 1932 at Ahmedabad. Subsequently the constitution of partnership firm was changed several times through partnership deed dated April 1, 2004, February 25, 2005, October 8, 2008, November 1, 2011 and March 1, 2017 due to admission of new partner(s)/ retirement of partner(s). Consequently, the Partnership Firm was converted into Public Limited Company – "Kaneri Agro Industries Limited" on September 11, 2018 under Part I (Chapter XXI) of the Companies Act, 2013 at Ahmedabad vide certificate of incorporation issued by Registrar of Companies, Central Registration Center. The Corporate Identification Number of our Company is U15541GJ2018PLC104044.

B. The Company or the entities which has been converted into the Company should have combined positive cash accruals (earnings before depreciation and tax) from operation and its net worth should be positive.

Our Company satisfies the criteria of combined Positive Cash Accrual and Positive Net Worth, year wise details of which are as follows:-

(₹ in lakh)					
Particulars	For the Period 11/09/2018 to 31/12/2018	For the period 01/04/2018 to 10/09/2018	For the Year 01/04/2017 to 31/03/2018	For the Year 01/04/2016 to 31/03/2017	For the Year 01/04/2015 to 31/03/2016
Cash Accruals as per Restated Financial Statement	69.78	54.51	110.92	86.18	74.56

(₹ in lakh)

Particulars	As at December 31st, 2018	As at September 10th, 2018 *	As at March 31st, 2018*	As at March 31st, 2017*	As at March 31st, 2016*
Net Worth as per Restated Financial Statement	760.69	719.54	848.68	807.59	608.75

*Partnership Firm "Ameedhara Industries" was converted into Public Limited Company – "Kaneri Agro Industries Limited" on September 11, 2018 under Part I (Chapter XXI) of the Companies Act, 2013 vide certificate of incorporation issued by Registrar of Companies, Central Registration Center and hence it represents outstanding Partners' capital.

5. Net Tangible Assets

Company's Net Tangible Assets shall be more than or equal to ₹ 3 crores.

Our Company satisfies the criteria of Net tangible Assets as per the latest audited financial statements, details of which are as follows:-

(₹ in lakh)

Particulars	As at December 31, 2018
Net Tangible Assets as per Restated Financial Statement	760.69

6. Other Requirements

A. It is mandatory for a company to have a website.

Our Company has functional website – www.kaneriagro.in.

B. It is mandatory for the company to facilitate trading in demat securities and enter into an agreement with both the depositories.

To facilitate trading in demat securities, the Company had signed the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

- a tripartite agreement dated February 22, 2019 with NSDL, our Company and Registrar to the Issue; and
- a tripartite agreement dated February 8, 2019 with CDSL, our Company and Registrar to the Issue.

The Company's shares bear an ISIN: INE05IY01011

C. There should not be any change in the promoters of the company in preceding one year from date of filing the application to BSE for listing under SME segment.

There is no such change in the Promoters of our Company since its incorporation.

7. Disclosures

We confirm that certificate confirming the below details is submitted to the Stock Exchange;

- The Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR).
- There is no winding up petition against the company, which has been admitted by the court or a liquidator has not been appointed.

As our company was a partnership firm and it got converted into public limited company on September 11, 2018 under Part I (Chapter XXI) of the Companies Act, 2013, our Company satisfies the criteria of track record of operating profit as per Regulation 229 (3) of the SEBI (ICDR) Regulations, 2018 as the Financial Statements of the partnership Business for the period during which our Company was a Partnership Firm, conform to and are revised in the format prescribed under the Companies Act, 2013 and also comply with the following:-

- adequate disclosures are made in the financial statements as required to be made by the issuer as per Schedule III of the Companies Act, 2013;

- b) the financial statements are duly certified by peer review auditors, who have subjected themselves to the peer review process of the Institute of Chartered Accountants of India (ICAI) and hold a valid certificate issued by the Peer Review Board of the ICAI, stating that:
- (i) the accounts and the disclosures made are in accordance with the provisions of Schedule III of the Companies Act, 2013;
 - (ii) the accounting standards prescribed under the Companies Act, 2013 have been followed;
 - (iii) the financial statements present a true and fair view of the firm's accounts;

As per Regulation 230 (1) of the SEBI ICDR Regulations, our Company has ensured that:

1. The Draft Prospectus has been filed with BSE and our Company has made an application to BSE for listing of its Equity Shares on the BSE SME platform. BSE is the Designated Stock Exchange.
2. Our Company has entered into an agreement dated February 22, 2019 with NSDL and agreement dated February 8, 2019 with CDSL for dematerialisation of its Equity Shares already issued and proposed to be issued.
3. The entire pre-Issue capital of our Company has shares fully paid-up Equity Shares and the Equity Shares proposed to be issued pursuant to this IPO will be fully paid-up.
4. The entire Equity Shares held by the Promoters will be in dematerialised form before opening of the Issue for subscription.
5. The requirements under Regulation 230(1)(e) of the SEBI ICDR Regulations and Clause 9 (C) of Part A of Schedule VI of the SEBI ICDR Regulations, 2018 (which requires firm arrangements of finance through verifiable means for 75% of the stated means of finance, excluding the Issue Proceeds and existing identifiable internal accruals) are applicable. For details, please refer the chapter "OBJECTS OF THE ISSUE" on Page no. 58 of this Draft Prospectus.

In terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, we confirm that:

1. This Issue is 100% underwritten by the Lead Manager in compliance of Regulations 260(1) and 260(2) of the SEBI (ICDR) Regulations, 2018. For details pertaining to underwriting by Lead Manager, please refer to chapter titled "GENERAL INFORMATION" beginning on Page no. 36 of this Draft Prospectus.
2. In accordance with Regulation 261 of the SEBI (ICDR) Regulations, 2018, the Lead Manager will ensure compulsory market making for a minimum period of three years from the date of listing of Equity Shares offered in the Issue. For details of the market making arrangement, see chapter titled "GENERAL INFORMATION" beginning on Page no. 36 of this Draft Prospectus.
3. In accordance with Regulation 268(1) of the SEBI (ICDR) Regulations, 2018, we shall ensure that the total number of proposed allottees in the Issue is greater than or equal to fifty, otherwise, the entire application money will be refunded forthwith. If such money is not repaid within eight days from the date our company becomes liable to repay it, then our company and every officer in default shall, on and from expiry of eight days, be liable to repay such application money, with interest at rate of fifteen per cent. per annum and within such time as disclosed in this offer document and lead manager shall ensure the same.
4. In accordance with Regulation 246 the SEBI (ICDR) Regulations, 2018, we will submit the soft copy of Draft Prospectus to the SEBI. However SEBI shall not issue any observations on our Draft Prospectus. We shall also ensure that we will submit the soft copy of Prospectus through lead manager immediately up on registration of the Prospectus with the Registrar of Companies along with a Due Diligence Certificate including additional confirmations as provided in Form G of Schedule V of ICDR Regulations.

We further confirm that we shall be complying with all the other requirements as laid down for such an issue under Chapter IX of SEBI (ICDR) Regulations, 2018 as amended from time to time and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

SEBI DISCLAIMER CLAUSE

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF DRAFT OFFER DOCUMENT/ OFFER DOCUMENT TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI.

SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE DRAFT OFFER DOCUMENT/ OFFER DOCUMENT. THE LEAD MERCHANT BANKER, BEELINE BROKING LIMITED HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE DRAFT OFFER DOCUMENT/ OFFER DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 IN FORCE FOR THE TIME BEING. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED ISSUE.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ISSUER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE DRAFT OFFER DOCUMENT/ OFFER DOCUMENT, THE LEAD MERCHANT BANKER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ISSUER DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MANAGER BEELINE BROKING LIMITED HAS FURNISHED TO STOCK EXCHANGE/SEBI, A DUE DILIGENCE CERTIFICATE DATED MARCH 14, 2019, IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 .

THE FILING OF THE DRAFT OFFER DOCUMENT/OFFER DOCUMENT DOES NOT, HOWEVER, ABSOLVE OUR COMPANY FROM ANY LIABILITIES THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND/OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP, AT ANY POINT OF TIME, WITH THE LEAD MANAGER, ANY IRREGULARITIES OR LAPSES IN THE DRAFT OFFER DOCUMENT/OFFER DOCUMENT.

ALL LEGAL REQUIREMENTS PERTAINING TO THIS ISSUE WILL BE COMPLIED WITH AT THE TIME OF FILING OF THE DRAFT PROSPECTUS WITH THE REGISTRAR OF COMPANIES, AHMEDABAD, IN TERMS OF SECTION 26, 30, 32 AND SECTION 33 OF THE COMPANIES ACT, 2013.

DISCLAIMER CLAUSE OF THE BSE

The copy of the Draft Prospectus is being submitted to BSE. Post scrutiny of the Draft Prospectus, the Disclaimer Clause as intimated by BSE to us shall be included hereunder.

CAUTION- DISCLAIMER FROM OUR COMPANY AND THE LEAD MANAGER

The Company, the Directors, and the Lead Manager accept no responsibility for statements made otherwise than in this Draft Prospectus or in the advertisements or any other material issued by or at instance of the issuer and that anyone placing reliance on any other source of information, including Company's website: www.kaneriagro.in would be doing so at their own risk.

CAUTION

The Lead Manager accepts no responsibility, save to the limited extent as provided in the Memorandum of Understanding entered into between the Lead Manager, Beeline Broking Limited and our Company dated January 16, 2019 and the Underwriting Agreement dated January 16, 2019 between Beeline Broking Limited and our Company and the Market Making Agreement dated January 16, 2019 entered into among the Beeline Broking Limited and our Company.

All information shall be made available by us and LM 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 or at collection centers etc.

The Lead Manager and their respective associates and affiliates may engage in transactions with, and perform services for, our Company and our Promoter Group, affiliates or associates in the ordinary course of business and have engaged, or may in future engage, in commercial banking and investment banking transactions with our Company and our Promoter Group, affiliates or associates for which they have received, and may in future receive, compensation.

NOTE:

Investors that apply in this Issue will be required to confirm and will be deemed to have represented to our Company, the Underwriters and Lead Manager and their respective directors, officers, agents, affiliates and representatives that they

are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our company and will not offer, sell, pledge or transfer the Equity Shares of our company to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our company. Our Company, the Underwriters and the Lead Manager and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares of our company.

DISCLAIMER IN RESPECT OF JURISDICTION

This issue is being made in India to persons resident in India including Indian nationals resident in India who are not minors, HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorised to invest in shares, Indian mutual funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under the applicable trust law and who are authorized under their constitution to hold and invest in shares, and any FII sub-account registered with SEBI which is a foreign corporate or go reign individual, permitted insurance companies and pension funds and to FIIs and Eligible NRIs. This Draft Prospectus does not, however, constitute an invitation to subscribe to Equity Shares offered hereby in any other jurisdiction to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession the Draft Prospectus comes is required to inform him 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 Ahmedabad only.

No action has been or will be taken to permit a public offering in any jurisdiction where action would be required for that purpose.

Accordingly, our Company's Equity Shares, represented thereby may not be offered or sold, directly or indirectly, and Draft Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of Draft Prospectus nor any sale here under shall, under any circumstances, create any implication that there has been any change in our Company's affairs from the date hereof or that the information contained herein is correct as of any time subsequent to this date.

DISCLAIMER CLAUSE UNDER RULE 144A OF THE U.S. SECURITIES ACT, 1933

The Equity Shares have not been and will not be registered under the U.S. Securities Act 1933, as amended (the "Securities Act") or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, "U.S. persons" (as defined in Regulation S of the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares will be offered and sold (i) in the United States only to "qualified institutional buyers", as defined in Rule 144A of the Securities Act, and (ii) outside the United States in offshore transactions in reliance on Regulation S under the Securities Act and in compliance with the applicable laws of the jurisdiction where those offers and sales occur.

Accordingly, the Equity Shares are being offered and sold only outside the United States in offshore transactions in compliance with Regulation S under the Securities Act and the applicable laws of the jurisdictions where those offers and sales occur.

The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction. Further, each applicant, wherever requires, agrees that such applicant will not sell or transfer any Equity Share or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws and legislations in each jurisdiction, including India.

FILING OF DRAFT PROSPECTUS WITH THE BOARD AND THE REGISTRAR OF COMPANIES

A soft copy of Draft Prospectus is being filed with SEBI. However, SEBI will not issue any observation on the offer document in term of Regulation 246(2) of the SEBI (ICDR) Regulations, 2018. Further, a soft copy of the Draft Prospectus along with due diligence certificate including additional confirmations shall be filed with SEBI. Pursuant to SEBI Circular Number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, a copy of the Draft Prospectus will be filed online through SEBI Intermediary Portal at <https://siportal.sebi.gov.in>.

A copy of the Prospectus, along with the documents required to be filed under Section 26 of the Companies Act, 2013, will be delivered to the RoC Office situated at RoC Bhavan, Opp. Rupal Park Society, Behind Ankur Bus-Stop, Naranpura, Ahmedabad – 380 013.

LISTING

Application is being made to the SME Platform of BSE for obtaining permission to deal in and for an official quotation of our Equity Shares. BSE Limited is the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the issue.

Our company has obtained In-Principle approval from BSE Limited vide letter dated [●] to use name of BSE Limited in the Draft Prospectus for listing of equity shares on SME Platform of BSE.

If the permissions to deal in and for an official quotation of our Equity Shares are not granted by the BSE, the Company shall refund through verifiable means the entire monies received within eight days of receipt of intimation from stock exchanges rejecting the application for listing of specified securities, and if any such money is not repaid within eight days after the issuer becomes liable to repay it the issuer and every director of the company who is an officer in default shall, on and from the expiry of the eighth day, be jointly and severally liable to repay that money with interest at the rate of fifteen per cent per annum on application money.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the SME Platform of BSE mentioned above are taken within Six Working Days from the Issue Closing Date.

IMPERSONATION

Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

“Any person who –

- (a). **makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities, or**
- (b). **makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or**
- (c). **otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under section 447.”**

The liability prescribed under Section 447 of the Companies Act, 2013 - any person who is found to be guilty of fraud involving an amount of at least ten lakh rupees or one per cent. of the turnover of the company, whichever is lower shall be punishable with imprisonment for a term which shall not be less than six months but which may extend to ten years (provided that where the fraud involves public interest, such term shall not be less than three years) and shall also be liable to fine which shall not be less than the amount involved in the fraud, but which may extend to three times the amount involved in the fraud.

Provided further that where the fraud involves an amount less than ten lakh rupees or one per cent. of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to twenty lakh rupees or with both.

CONSENTS

The written consents of Promoters, Directors, Company Secretary and Compliance Officer, Chief Financial Officer, Statutory Auditor, Peer Review Auditor, Bankers’ to the Company, [●], Legal Advisor to the Issue, the Lead Manager to the Issue, Underwriter, Registrar to the Issue and Market Makers to act in their respective capacities have been obtained.

Above consents will be filed along with a copy of the Prospectus with the ROC, as required under Sections 26 and 32 of the Companies Act, 2013 and such consents have not been withdrawn up to the time of delivery of the Prospectus for registration with the ROC. – **NOTED FOR COMPLIANCE**

In accordance with the Companies Act, 2013 and the SEBI (ICDR) Regulations, 2018, 1) M/s. Mistry & Shah, Chartered Accountants, Ahmedabad have provided their written consent for the inclusion of their report dated January 25, 2019 regarding restated financial statements; and 2) M/s. Mukeshkumar Jain & Co., Chartered Accountant, Ahmedabad have provided their written consent for the inclusion of Statement of Tax Benefits dated January 31, 2019 which may be

available to the Company and its shareholders and the inclusion of extract of Certificate on Source of Minimum Promoters' Contribution by Promoters dated February 11, 2019, in this Draft Prospectus.

Further, such consents and reports have not been withdrawn up to the time of delivery of this Prospectus. – **NOTED FOR COMPLIANCE**

EXPERT OPINION

Except for Peer Review Auditors' reports on the restated financial statements issued by M/s. Mistry & Shah, Chartered Accountants, Ahmedabad and (a) Statement of Tax Benefits and (b) Certificate on Source of Minimum Promoters' Contribution by Promoters issued by M/s. Mukeshkumar Jain & Co., Chartered Accountant, Ahmedabad; we have not obtained any other expert opinions.

PREVIOUS PUBLIC OR RIGHTS ISSUE

Our Company have not made any rights and public issues in the past, and we are an "Unlisted Company" in terms of the SEBI (ICDR) Regulations and this Issue is an "Initial Public Offering" in terms of the SEBI (ICDR) Regulations.

COMMISSION AND BROKERAGE PAID ON PREVIOUS ISSUES OF OUR EQUITY SHARES

Since this is an Initial Public Offer of the Company, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of the Equity Shares since inception of the Company.

CAPITAL ISSUE DURING THE LAST THREE YEARS

Our Company and Group Companies/Entities have not made any capital issue during the last three years.

PRICE INFORMATION AND THE TRACK RECORD OF THE PAST ISSUES HANDLED BY THE LEAD MANAGER

For details regarding the price information and track record of the past issue handled by Beeline Broking Limited, as specified in the circular reference CIR/CFD/DIL/7/2015 dated October 30, 2015, issued by SEBI, please refer Annexure "A" to this Draft Prospectus and the website of Lead Manager at www.beelinebroking.com.

Track Record of the public issues managed by Lead manager as specified in Circular reference CIR/MIRSD/1/2012 dated January 10, 2012 issued by the SEBI; please see the website of Lead manager i.e. www.beelinebroking.com.

PERFORMANCE VIS-À-VIS OBJECTS

Issuer Company

Since, our Company has not made any public issue (including any rights issue to the public) since its incorporation, Performance Vis-À-Vis Objects is not applicable.

Listed Group Companies / Subsidiaries / Associate Companies

None of our Group Companies / Subsidiaries / Associates is listed on any Stock Exchange and not made any rights and public issues in the past ten (10) years, therefore Performance Vis-À-Vis Objects is not applicable.

STOCK MARKET DATA FOR OUR EQUITY SHARES

This being an Initial Public Offering of the Equity Shares of our Company, the Equity Shares are not listed on any stock exchange.

MECHANISM FOR REDRESSAL OF INVESTOR GRIEVANCES

The Company has appointed Link Intime India Private Limited as the Registrar to the Issue, to handle the investor grievances in co-ordination with the Compliance Officer of the Company. All grievances relating to the present Issue may be addressed to the Registrar with a copy to the Compliance Officer, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount paid on application and name of bank and branch. The Company would monitor the work of the Registrar to ensure that the investor grievances are settled expeditiously and satisfactorily.

The Registrar to the Issue will handle investor's grievances pertaining to the Issue. A fortnightly status report of the complaints received and redressed by them would be forwarded to the Company. The Company would also be co-ordinating with the Registrar to the Issue in attending to the grievances to the investor.

All grievances relating to the ASBA process may be addressed to the Registrar to the Issue, with a copy to the relevant SCSBs at any of the Specified Locations or the relevant Registered Broker if the Application was submitted through Registered Brokers, as the case may be, giving full details such as name and address of the sole or the First Bidder, the Application Form number, Applicant's DP ID, Client ID, PAN, number of the Equity Shares applied for, date of Application Form, name and address of the member of the Syndicate or the Registered Broker or the Designated Branch, as the case may be, where the ASBA Application was submitted and ASBA Account (for Applicants other than RIIs applying through the UPI mechanism) in which the amount equivalent to the Application Amount was blocked or UPI ID in case of RIIs applying through the UPI mechanism. Further, the investor shall also enclose the Acknowledgment Slip from the Designated Intermediaries in addition to the documents/information mentioned hereinabove.

The Registrar to the Issue shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA Applicants. Our Company, the Lead Manager and the Registrar to the Issue accept no responsibility for errors, omissions, commission or any acts of SCSBs, RTA, CDPs including any defaults in complying with its obligations under applicable SEBI ICDR Regulations.

We estimate that the average time required by us or the Registrar to the Issue or the SCSBs for the redressal of routine investor grievances will be seven business days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, we will seek to redress these complaints as expeditiously as possible.

The Company has obtained authentication on the SCORES and shall comply with the SEBI circular (CIR/OIAE/1/2013) dated April 17, 2013 in relation to redressal of investor grievances through SCORES.

Our Board by a resolution on February 14, 2019 constituted a Stakeholders Relationship Committee. The composition of the Stakeholders Relationship Committee is as follows:

Name of the Directors	Designation	Nature of Directorship
Mr. HardikkumarArvindbhaiGajera	Chairman	Independent Director
Mr. RameshbhaiSankaldas Patel	Member	Independent Director
Mr. Ritesh Kaushikbhai Patel	Member	Chairman & Managing Director

For further details, please see the chapter titled "OUR MANAGEMENT" beginning on Page no. 105 of this Draft Prospectus.

The Company has also appointed Ms. Asha Rameshwarlal Jain as the Company Secretary and Compliance Officer for this Issue and she may be contacted at the Registered Office of our Company. The contact details are as follows:

Name: Ms. Asha Rameshwarlal Jain
Address: C/o. Kaneri Agro Industries Limited,
 Survey No.155/P Village: Lodariyal, Bavla Sanand Road, Ahmedabad - 382220
Telephone No.: +91 9925117042;
E-Mail: cs@kaneriagro.in

Investors can contact the Compliance Officer or the Registrar to the Issue or the Lead Manager in case of any pre- Issue or post- Issue related problems, such as non-receipt of letters of Allotment, credit of Allotted Equity Shares in the respective beneficiary accounts and refund orders.

Status of Investor Complaints

We confirm that we have not received any investor complaint during the three years preceding the date of this Draft Prospectus and hence there are no pending investor complaints as on the date of this Draft Prospectus.

PUBLIC ISSUE EXPENSES

The Management estimates an expense of ₹ 40.00 Lakhs towards issue expense. The expenses of this include, among others, underwriting and management fees, printing and distribution expenses, advertisement expenses, legal fees and listing fees. The estimated Issue expenses are as follows:

(₹ in lakh)

Particulars	Expenses (₹ in Lakh)	Expenses (% of total Issue expenses)	Expenses (% of Gross Issue Proceeds)
Lead Manger Fees including Underwriting Commission	20.00	50.00	2.47
Fees Payable to Registrar to the Issue	1.00	2.50	0.12
Fees Payable to Advertising and Marketing Expenses	1.00	2.50	0.12
Fees Payable to Regulators including Stock Exchanges	2.50	6.25	0.31
Payment for Printing and Distribution of Issue Stationaries	1.00	2.50	0.12
Others (Fees Payable to Peer Review Auditor, Fees to Legal Advisors, Marketing Expenses, Custodians , Market Making, Brokerage, Processing Fees for Application and Miscellaneous Expenses)	14.50	36.25	1.79
Total Estimated Issue Expenses	40.00	100.00	4.94

Notes:

1. Up to March 5, 2019, Our Company has deployed/incurred expense of ₹ 1.39 Lakhs towards Issue Expenses and custodian connectivity charges out of internal accruals duly certified by Statutory Auditor M/s. Mukeshkumar Jain & Co., Chartered Accountants vide its certificate dated March 8, 2019.
2. Any expenses incurred towards aforesaid issue related expenses during the period from March 5, 2018 to till the date of listing of Equity Shares will be reimburse/recouped out of the gross proceeds of the issue.
3. The brokerage and selling commission payable to SCSBs for the ASBA Application Forms procured by them would be at par as payable to brokers for the Application forms procured by them. SCSBs will be entitled to a processing fee of ₹ 10/- per Application Form for processing of the Application Forms procured by other Application Collecting Intermediary and submitted to them on successful allotment. Selling commission payable to Registered broker, SCSBs, RTAs, CDPs on the portion directly procured from Retail Individual Applicants and Non Institutional Applicants, would be 0.05% on the Amount Allotted (Amount Allotted is the product of the number of Equity Shares Allotted and the Issue Price). The commissions and processing fees shall be payable within 30 working days post the date of receipt of final invoices of the respective intermediaries.

FEES PAYABLE TO LEAD MANAGER TO THE ISSUE

The total fees payable to the Lead Manager will be as per the Engagement Letter, a copy of which is available for inspection at the Registered Office of our Company.

FEES PAYABLE TO THE REGISTRAR TO THE ISSUE

The fees payable to the Registrar to the Issue, for processing of application, data entry, printing of refund order, preparation of refund data on magnetic tape, printing of bulk mailing register will be as per the Agreement between the Company and the Registrar to the Issue dated January 16, 2019.

The Registrar to the Issue will be reimbursed for all out-of-pocket expenses including cost of stationery, postage, communication expenses etc. 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 or email.

FEES PAYABLE TO OTHERS

The total fees payable to the Legal Advisor, Statutory Auditor and Peer Review Auditor, Market maker and Advertiser, etc. will be as per the terms of their respective engagement letters.

COMMISSION PAYABLE TO SCSBS

The brokerage and selling commission payable to SCSBs for the ASBA Application Forms procured by them would be at par as payable to brokers for the Application forms procured by them.

SCSBs will be entitled to a processing fee of ₹ 10/- per Application Form for processing of the Application Forms procured by other Application Collecting Intermediary and submitted to them on successful allotment.

Selling commission payable to Registered broker, SCSBs, RTAs, CDPs on the portion directly procured from Retail Individual Applicants and Non Institutional Applicants, would be 0.05% on the Amount Allotted (Amount Allotted is the product of the number of Equity Shares Allotted and the Issue Price).

The commissions and processing fees shall be payable within 30 working days post the date of receipt of final invoices of the respective intermediaries.

Issuer banks for UPI Mechanism as registered with SEBI would be entitled to a processing fee of ₹ 10 (plus GST) for processing the Bid cum Application Forms procured by the members of the Syndicate, Registered Brokers, RTAs or the CDPs and submitted to them.

PREVIOUS ISSUES OF EQUITY SHARES OTHERWISE THAN FOR CASH

Except as stated in the chapter titled “CAPITAL STRUCTURE” beginning on Page no. 42 of this Draft Prospectus, our Company has not issued any Equity Shares for consideration otherwise than for cash.

LISTED VENTURES OF PROMOTER

There are no listed ventures of our Company as on date of filing of this Draft Prospectus.

OUTSTANDING DEBENTURES OR BONDS AND REDEEMABLE PREFERENCE SHARES AND OTHER INSTRUMENTS

There are no outstanding debentures or bonds or redeemable preference shares and other instruments issued by the Company as on the date of this Draft Prospectus.

CHANGES IN AUDITORS

There has been no change in the Auditors of the company during the last three years.

CAPITALIZATION OF RESERVES OR PROFITS DURING LAST 5 (FIVE) YEARS

Our Company has not capitalized any reserves or profits during last five years.

REVALUATION OF ASSETS DURING THE LAST FIVE (5) YEARS

Our Company has not revalued its assets during last five years.

SECTION XIII - ISSUE RELATED INFORMATION

TERMS OF THE ISSUE

The Equity Shares being issued are subject to the provisions of the Companies Act, 2013, SEBI (ICDR) Regulations, 2018 including amendments thereof, our Memorandum and Articles of Association, the terms of this Draft Prospectus, the Prospectus, the Application Form, the Revision Form, the Confirmation of Allocation Note and other terms and conditions as may be incorporated in the allotment advices and other documents/certificates that may be executed in respect of this Issue. The Equity Shares shall also be subject to laws as applicable, guidelines, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the Government of India, the Stock Exchange, the RBI, ROC and/or other authorities, as in force on the date of the Issue and to the extent applicable.

Please note that in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors (except Anchor Investors) applying in a public Issue shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Retail Individual Investors applying in public Issue may use either Application Supported by Blocked Amount (ASBA) facility for making application or also can use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

Further vide the said circular, Registrar to the Issue and Depository Participants have also been authorized to collect the Application forms. Investor may visit the official website of the concerned stock exchange for any information on operationalization of this facility of form collection by Registrar to the Issue and DPs as and when the same is made available.

RANKING OF EQUITY SHARES

The Equity Shares, being issued, shall be subject to the provisions of the Companies Act, 2013 our Memorandum and Articles of Association, SEBI Listing Regulations, SEBI (ICDR) Regulations, SCRA and shall rank pari-passu in all respects with the existing Equity Shares including in respect of the rights to receive dividends and other corporate benefits, if any, declared by us after the date of Allotment. For further details, please see the chapter titled "DESCRIPTION OF EQUITY SHARES AND TERMS OF THE ARTICLES OF ASSOCIATION" beginning on Page no. 256 of this Draft Prospectus.

MODE OF PAYMENT OF DIVIDEND

The declaration and payment of dividend will be as per the provisions of Companies Act, 2013 and recommended by the Board of Directors and approved by the Shareholders at their discretion and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. We shall pay dividend, if declared, to our Shareholders as per the provisions of the Companies Act and our Articles of Association. Further Interim Dividend (if any, declared) will be approved by the Board of Directors.

All dividends, declared by our Company after the date of Allotment under this issue, will be payable to the successful allottees who have been Allotted Shares under this issue, for the entire year, in accordance with applicable law. For further details, please refer to the chapter titled "DIVIDEND POLICY" beginning on Page no. 122 of this Draft Prospectus.

FACE VALUE AND ISSUE PRICE

The face value of the Equity Shares is ₹ 10/- each and the Issue Price is ₹ 30/- per Equity Share.

The Issue Price is determined by our Company in consultation with the Lead Manager and is justified under the chapter titled "BASIS FOR ISSUE PRICE" beginning on Page no. 62 of this Draft Prospectus.

At any given point of time there shall be only one denomination of Equity Shares.

COMPLIANCE WITH SEBI (ICDR) REGULATIONS

Our Company shall comply with all requirements of the SEBI (ICDR) Regulations, 2018 and amendment thereof. Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

RIGHTS OF THE EQUITY SHAREHOLDERS

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, the Equity shareholders shall have the following rights:

- Right to receive dividend, if declared;
- Right to receive Annual Reports and notices to members;
- Right to attend general meetings and exercise voting rights, unless prohibited by law;
- Right to vote on a poll either in person or by proxy;
- Right to receive offer for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation subject to any statutory and preferential claim being satisfied;
- Right of free transferability subject to applicable law, including any RBI rules and regulations; and
- such other rights, as may be available to a shareholder of a listed public limited company under the Companies Act, 2013, the terms of the SEBI Listing Regulations, and the Memorandum and Articles of Association of our Company.

For a detailed description of the provisions of the Articles of Association relating to voting rights, dividend, forfeiture and lien and/or consolidation/splitting, please refer to the chapter titled “DESCRIPTION OF EQUITY SHARES AND TERMS OF THE ARTICLES OF ASSOCIATION” beginning on Page no. 256 of this Draft Prospectus.

MINIMUM APPLICATION VALUE, MARKET LOT AND TRADING LOT

In terms of Section 29 of the Companies Act 2013, the Equity Shares shall be allotted only in dematerialized form. As per the existing SEBI (ICDR) Regulations, 2018, the trading of the Equity Shares shall only be in dematerialized form for all investors.

The trading of the Equity Shares will happen in the minimum contract size of 4000 Equity Shares and the same may be modified by SME Platform of BSE from time to time by giving prior notice to investors at large.

Allocation and allotment of Equity Shares through this Issue will be done in multiples of 4000 Equity Share subject to a minimum allotment of 4000 Equity Shares to the successful applicants in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012.

MINIMUM NUMBER OF ALLOTTEES

In accordance with the Regulation 268 of SEBI (ICDR) Regulations, 2018, the minimum number of allottees in this Issue shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Issue and the monies blocked by the SCSBs or the Sponsor Bank as the case may be, shall be unblocked within 4 working days of closure of Offer.

JURISDICTION

Exclusive jurisdiction for the purpose of this Issue is with the competent courts/authorities in Ahmedabad, Gujarat, India.

The Equity Shares have not been, and will not be, registered under the U.S. Securities Act 1933, as amended (the “Securities Act”) or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, “U.S. persons” (as defined in Regulation S under the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares will be offered and sold outside the United States in compliance with Regulation S of the Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.

The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

JOINT HOLDERS

Where two or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint-holders with benefits of survivorship.

NOMINATION FACILITY TO INVESTOR

In accordance with Section 72 (1) & 72 (2) of the Companies Act, 2013, the sole or first applicant, along with other joint applicants, may nominate up to three persons, vide Multiple Nominations facility made available by CDSL and NSDL, to whom, in the event of the death of sole applicant or in case of joint applicant, death of all the applicants, as the case may be, the Equity Shares allotted, if any, shall vest in respect of Percentage assigned to each nominee at the time of nomination. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall in accordance with Section 72 (3) of the Companies Act, 2013, be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in accordance to Section 72 (4) of the Companies Act, 2013, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination interest shall stand rescinded upon a sale of equity share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at the Registered Office of our Company or to the Registrar and Transfer Agents of our Company.

In accordance with Articles of Association of the Company, any Person who becomes a nominee by virtue of Section 72 of the Companies Act, 2013, shall upon the production of such evidence as may be required by the Board, elect either:

- (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 of Directors may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of ninety days, the Board of Directors 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 is in dematerialized form, there is no need to make a separate nomination with us. Nominations registered with the respective depository participant of the applicant would prevail. If the investors require changing the nomination, they are requested to inform their respective depository participant.

PERIOD OF OPERATION OF SUBSCRIPTION LIST OF PUBLIC ISSUE

ISSUE OPENS ON	[●]	ISSUE CLOSES ON	[●]
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An indicative timetable in respect of the Issue is set out below:

Event	Indicative Date
Issue Closing Date	[●]
Finalization of Basis of Allotment with BSE	[●]
Initiation of refunds /unblocking of funds from ASBA Account	[●]
Credit of Equity Shares to demat accounts of Allottees	[●]
Commencement of trading of the Equity Shares on BSE	[●]

The above timetable is indicative and does not constitute any obligation on our Company. 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 BSE is taken within six Working Days from the Issue Closing Date, the timetable may change due to various factors, such as extension of the Issue Period by our Company or any delays in receiving the final listing and trading approval from the Stock Exchange. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws.

Applications and any revision to the same shall be accepted only between 10.00 a.m. and 5.00 p.m. (IST) during the Issue Period. On the Issue Closing Date, the Applications and any revision to the same shall be accepted between 10.00 a.m. and 5.00 p.m. (IST) or such extended time as permitted by the Stock Exchanges, in case of Applications by Retail Individual Applicants after taking into account the total number of Applications received up to the closure of timings and reported by the Lead Manager to the Stock Exchange. It is clarified that Applications not uploaded on the electronic system would be rejected. Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).

Due to limitation of time available for uploading the Applications on the Issue Closing Date, the Applicants are advised to submit their Applications one day prior to the Issue Closing Date and, in any case, not later than 5.00 p.m. (IST) on the Issue Closing Date. All times mentioned in this Draft Prospectus are Indian Standard Times. Applicants are cautioned that in the event a large number of Applications are received on the Issue Closing Date, as is typically experienced in public issue, some Applications may not get uploaded due to lack of sufficient time. Such Applications that are not

uploaded will not be considered for allocation under the Issue. Neither our Company nor the Lead Manager is liable for any failure in uploading the Applications due to faults in any software/hardware system or otherwise.

In case of any discrepancy in the data entered in the electronic book vis-à-vis the data contained in the Application Form, for a particular Applicant, the Registrar to the Issue shall ask for rectified data.

MINIMUM SUBSCRIPTION

This Issue is not restricted to any minimum subscription level. This Issue is 100% underwritten.

As per Section 39 of the Companies Act, 2013, if the “stated minimum amount” has not been subscribed and the sum payable on application is not received within a period of 30 days from the date of the Prospectus, the application money has to be returned within such period as may be prescribed. If our Company does not receive the 100% subscription of the Issue through the Issue including devolvement of Underwriters, if any, our Company shall forthwith refund the entire subscription amount received. If there is a delay beyond fifteen days after our Company becomes liable to pay the amount, our Company and every officer in default will, on and from the expiry of said period of fifteen days, be jointly and severally liable to repay the money, with interest or other penalty as prescribed under the SEBI Regulations, the Companies Act, 2013 and applicable law.

In accordance with Regulation 260(1) of the SEBI (ICDR) Regulations, this issue is hundred percent underwritten. Thus, the underwriting obligations shall be for the entire hundred percent of the Issue through the Draft Prospectus and shall not be restricted to the minimum subscription level. Further, in accordance with Regulation 267(2) of the SEBI (ICDR) Regulations, our Company shall ensure that the minimum application size in terms of number of specified securities shall not be less than ₹ 1,00,000/- (Rupees One Lakh) per application.

The minimum number of allottees in this Issue shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Issue and the monies blocked by the SCSBs or the Sponsor Bank as the case may be, shall be unblocked within 4 working days of closure of Offer.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

NO RESERVATION FOR EIGIBLE NRIS, FIIS REGISTERED WITH SEBI, VCFS REGISTERED WITH SEBI AND QFIS

It is to be understood that there is no reservation for Eligible NRIs or FIIs registered with SEBI or VCFs or QFIs. Such Eligible NRIs, QFIs, FIIs registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

AS PER THE EXTANT POLICY OF THE GOVERNMENT OF INDIA, OCBS CANNOT PARTICIPATE IN THIS ISSUE.

The current provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, FIIs and foreign venture capital investors registered with SEBI to invest in shares of Indian companies by way of subscription in an IPO. However, such investments would be subject to other investment restrictions under the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, RBI and/or SEBI regulations as may be applicable to such investors.

The Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the Government of India/RBI while granting such approvals.

The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of this Draft Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares Applied for do not exceed the applicable limits under laws or regulations.

ARRANGEMENTS FOR DISPOSAL OF ODD LOTS

The trading of the equity shares will happen in the minimum contract size of 4000 equity shares in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012 and the same may be modified by SME Platform of BSE from time to time by giving prior notice to investors at large.

However, the market maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the SME Platform of BSE. However, market maker shall not sell in lots less than the minimum contract size allowed for trading on the SME exchange.

RESTRICTIONS, IF ANY ON TRANSFER AND TRANSMISSION OF EQUITY SHARES

Except for lock-in of the pre-Issue Equity Shares and Minimum Promoters' Contribution in the Issue as detailed in the chapter "CAPITAL STRUCTURE" beginning on Page no. 42 of this Draft Prospectus and except as provided in the Articles of Association, there are no restrictions on transfers of Equity Shares. There are no restrictions on transmission of shares and on their consolidation / splitting except as provided in the Articles of Association. For details please refer to the chapter titled "DESCRIPTION OF EQUITY SHARES AND TERMS OF THE ARTICLES OF ASSOCIATION" beginning on Page no. 256 of this Draft Prospectus.

WITHDRAWAL OF THE OFFER

Our Company, in consultation with the BRLM, 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 advertisement 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 Lead Manager through, the Registrar to the offer, shall notify the SCSBs or the Sponsor Bank to unblock the bank accounts of the ASBA Applicant within one Working Day from the date of receipt of such notification. Our Company shall also inform the same to the Stock Exchange on which Equity Shares are proposed to be listed. If the Issue is withdrawn after the designated Date, amounts that have been credited to the Public Issue Account shall be transferred to the Refund Account.

Notwithstanding the foregoing, this Issue is also subject to obtaining the final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment. If our Company withdraws 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 Prospectus.

NEW FINANCIAL INSTRUMENTS

Our Company is not issuing any new financial instruments such as deep discounted bonds, debenture, warrants, secured premium notes, etc. through this Issue.

OPTION TO RECEIVE EQUITY SHARES IN DEMATERIALIZED FORM

Investors should note that Allotment of Equity Shares to all successful Applicants will only be in the dematerialized form in compliance of the Companies Act, 2013.

Furnishing the details of depository account is mandatory and applications without depository account shall be treated as incomplete and rejected.

The Equity Shares on Allotment shall be traded only in the dematerialized segment of the Stock Exchanges.

Applicants will not have the option of getting Allotment of the Equity Shares in physical form. Allottees shall have the option to re-materialize the Equity Shares, if they so desire, as per the provision of the Companies Act and the Depositories Act.

MIGRATION TO MAIN BOARD

Our Company may migrate to the main board of BSE on a later date, subject to the following:

- i. If the Paid up Capital of the company is more than ₹ 10 crores and up to ₹ 25 crores, we may migrate equity shares to the main board of the stock exchanges if shareholders approve such a migration by passing a special resolution through postal ballot to this effect and if Company fulfils the eligibility criteria for listing laid down by the Main Board.

Provided that the special resolution shall be acted upon if and only if the votes cast by shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

OR

- ii. Where the post-issue face value capital of the Company listed on a SME exchange is likely to increase beyond twenty five crore rupees by virtue of any further issue of capital by the Company by way of rights issue, preferential issue, bonus issue, etc. the Company shall migrate its specified securities listed on a SME exchange to the Main Board and seek listing of the specified securities proposed to be issued on the Main Board subject to the fulfilment of the eligibility criteria for listing of specified securities laid down by the Main Board:

Provided that no further issue of capital by the Company shall be made unless;

- a) the shareholders of the Company have approved the migration by passing a special resolution through postal ballot wherein the votes cast by shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal; and
- b) the Company has obtained an in-principle approval from the Main Board for listing of its entire specified securities on it.

MARKET MAKING

The shares offered though this issue are proposed to be listed on the SME Platform of BSE, wherein the Lead Manager to this Issue shall ensure compulsory Market Making through the registered Market Makers of the SME Platform of BSE for a minimum period of three years from the date of listing of shares offered though this Draft Prospectus. For further details of the agreement entered into between the Company, the Lead Manager and the Market Maker; please see “GENERAL INFORMATION – DETAILS OF THE MARKET MAKING ARRANGEMENT FOR THIS ISSUE” on Page no. 39 of this Draft Prospectus.

ISSUE STRUCTURE

This Issue is being made in terms of Regulation 229(1) of Chapter IX of SEBI (ICDR) Regulations, 2018, as amended from time to time, whereby, an issuer whose post issue paid up capital is less than or equal to ₹ 10 crores, shall issue shares to the public and propose to list the same on the Small and Medium Enterprise Exchange (“SME Exchange”, in this case being the SME Platform of BSE). For further details regarding the salient features and terms of such an issue, please refer chapters titled “TERMS OF ISSUE” and “ISSUE PROCEDURE” on Page no. 205 and 213 respectively of this Draft Prospectus.

Initial Public Issue of 2700000 equity shares of face value of ₹ 10/- each for cash at a price of ₹ 30/- per equity share including a share premium of ₹ 20/- per equity share (the “issue price”) aggregating to ₹ 810.00 Lakh (“the issue”) by our company.

Particulars	Net Issue to Public		Market Maker reservation portion
	QIBs and Non – Institutional Investors	Retail Individual Investors	
Number of Equity Shares*	1280000 Equity Shares	1280000 Equity Shares	140000 Equity Shares
Percentage of Issue Size available for allocation/ Net Offer available for allocation	47.41% of the Issue Size 12.80% of the Post Issue Paid up Capital 50 % of the Net Issue to Public shall be available for allocation	47.41% of the Issue Size 12.80% of the Post Issue Paid up Capital 50 % of the Net Issue to Public shall be available for allocation	5.18% of the Issue Size 1.40% of the Post Issue Paid up Capital
Basis of Allotment/ Allocation if respective category is oversubscribed	Proportionate For further details please refer to the chapter titled “ISSUE PROCEDURE” – “BASIS OF ALLOTMENT” on Page no. 251 of this Draft Prospectus.	Proportionate subject to allotment of 4000 Equity Shares For further details please refer to the chapter titled “ISSUE PROCEDURE” – “BASIS OF ALLOTMENT” on Page no. 251 of this Draft Prospectus.	Firm Allotment
Mode of Application	All the Applicants shall make the Application (Online or Physical) through ASBA Process Only.	All the Applicants shall make the Application (Online or Physical) either through ASBA Process or by using UPI ID for payment.	Through ASBA mode Only.
Minimum Application Size	Such number of Equity Shares in multiples of 4000 Equity Shares such that the Application Value exceeds ₹ 2,00,000	4000 Equity Shares	140000 Equity Shares
Maximum Application	Such number of Equity Shares in multiples of 4000 Equity Shares that the Application Size does not exceed 2560000 Equity Shares subject to limit, the investor has to adhere under the relevant laws and regulations applicable.	4000 Equity Shares	140000 Equity Shares
Mode of Allotment	Compulsorily in dematerialized mode	Compulsorily in dematerialized mode	Compulsorily in dematerialized mode
Trading Lot	4000 Equity Shares and in multiples thereof	4000 Equity Shares and in multiples thereof	4000 Equity Shares, However the Market Maker may accept odd lots if any in the market as required under the SEBI

Particulars	Net Issue to Public		Market Maker reservation portion
	QIBs and Non – Institutional Investors	Retail Individual Investors	
			(ICDR) Regulations, 2018. However, market maker shall not sell in lots less than the minimum contract size allowed for trading on the SME exchange.
Terms of payment	In case of ASBA, The entire Application Amount shall be blocked at the time of submission of Application Form to the members of the Syndicate and in case of UPI as an alternate mechanism, Application amount shall be blocked at the time of confirmation of mandate collection request by applicant.		

* For the detailed information on the Allocation of Net Issue to Public, please refer to chapter titled “THE ISSUE” on Page no. 31 of this Draft Prospectus.

WITHDRAWAL OF THE OFFER

Our Company, in consultation with the BRLM, 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 advertisement 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 Lead Manager through, the Registrar to the offer, shall notify the SCSBs or the Sponsor Bank to unblock the bank accounts of the ASBA Applicant within one Working Day from the date of receipt of such notification. Our Company shall also inform the same to the Stock Exchange on which Equity Shares are proposed to be listed. If the Issue is withdrawn after the designated Date, amounts that have been credited to the Public Issue Account shall be transferred to the Refund Account.

Notwithstanding the foregoing, this Issue is also subject to obtaining the final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment. If our Company withdraws 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 Prospectus.

Notwithstanding the foregoing, the Issue is also subject to obtaining the final listing and trading approvals of the Stock Exchange, which the Company shall apply for after Allotment. In terms of the SEBI Regulations, Non retail Applicants shall not be allowed to withdraw their Application after the Issue Closing Date.

JURISDICTION

Exclusive jurisdiction for the purpose of this Issue is with the competent courts/authorities at Ahmedabad, Gujarat, India.

ISSUE PROGRAMME

ISSUE OPENS ON		[•]
ISSUE CLOSES ON		[•]

ISSUE PROCEDURE

All Applicant shall 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, modified and updated pursuant to, among others, the circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015 notified by SEBI, the circular (CIR/CFD/DIL/1/2016) dated January 1, 2016, SEBI circular bearing number SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016 and SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2018/22 dated February 15, 2018, SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018 (“General Information Document”), highlighting the key rules, procedures applicable to public issues in general in accordance with the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, and the SEBI Regulations.

The General Information Documents will be updated to reflect the enactments and regulations including the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, SEBI Listing Regulations and certain notified provisions of the Companies Act, 2013, to the extent applicable to a public issue. The General Information Document will also be available on the websites of the Stock Exchange and the Lead Manager, before opening of the Issue. Please refer to the relevant provisions of the General Information Document which are applicable to the Issue.

Please note that the information stated/covered in this section may not be complete and/or accurate and as such would be subject to modification/change. Our Company and Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document. Our Company and Lead Manager would not be able to include any amendment, modification or change in applicable law, which may occur after the date of Prospectus. Applicants are advised to make their independent investigations and ensure that their Application do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in this Draft Prospectus and the Prospectus.

Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors (except Anchor Investors) applying in a public Issue shall use only Application Supported by Blocked Amount (ASBA) process for application, providing details of the bank account which will be blocked by the Self Certified Syndicate Banks (SCSBs) for the same. All Applicants shall ensure that the ASBA Account has sufficient credit balance such that the full Application Amount can be blocked by the SCSB or Sponsor Bank at the time of submitting the Application. Please note that all Applicants are required to make payment of the full Application Amount along with the Application Form. Applicants are required to submit Application to the Selected Branches / Offices of the RTAs, DPs, Designated Bank Branches of SCSBs or to the Syndicate Members. The lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on www.sebi.gov.in. For details on designated branches of SCSB collecting the Application Form, please refer the above mentioned SEBI Website.

Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Retail Individual Investors applying in public Issue may use either Application Supported by Blocked Amount (ASBA) facility and making application or also can use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

The list of Banks that have been notified by SEBI as Issuer Banks for UPI are provided on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>. The list of Stock Brokers, Depository Participants (DP), Registrar to an Issue and Share Transfer Agent (RTA) that have been notified by BSE Limited to act as intermediaries for submitting Application Forms are provided on www.bsesme.com. For details on their designated branches for submitting Application Forms, please see the above mentioned website of BSE Limited.

This section applies to all the Applicants.

FIXED PRICE ISSUE PROCEDURE

In terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended (the “SCRR”) read with Regulation 252 of SEBI (ICDR) Regulations, 2018, the Issue is being made for at least 25% of the post-Issue paid-up Equity Share capital of our Company. The Issue is being made under Regulation 229(1) of Chapter IX of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 via Fixed Price Issue method.

Subject to the valid Applications being received at Issue Price, allocation to all categories in the Net Offer, shall be made on a proportionate basis, except for the Retail Portion where Allotment to each Retail Individual Applicants shall not be less than the minimum lot, subject to availability of Equity Shares in Retail Portion, and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis. Under subscription, if any, in any 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 in

consultation with the BRLM and the Stock Exchange. However, if the retail individual investor category is entitled to more than fifty per cent of the net Issue on a proportionate basis, the retail individual investors shall be allocated that higher percentage.

Applicants are required to submit their Applications to the Application collecting intermediaries i.e. SCSB or Registered Brokers of Stock Exchanges or Registered Registrar to the Issue and Share Transfer Agents (RTAs) or Depository Participants (DPs) registered with SEBI.

In case of QIB Applicants, the Company, in consultation with the Lead Manager, may reject Applications at the time of acceptance of Application Form provided that the reasons for such rejection shall be provided to such Applicant in writing. In case of Non-Institutional Applicants and Retail Individual Applicants, the Company would have a right to reject the Applications only on technical grounds.

Investors should note that according to section 29(1) of the Companies Act, 2013, allotment of Equity Shares to all successful Applicants will only be in the dematerialised form. The Application Forms which do not have the details of the Applicant's depository account including DP ID, PAN and Beneficiary Account Number shall be treated as incomplete and rejected. In case DP ID, Client ID and PAN mentioned in the Application Form and entered into the electronic system of the stock exchange, do not match with the DP ID, Client ID and PAN available in the depository database, the application is liable to be rejected. Applicants will not have the option of getting allotment of the Equity Shares in physical form. The Equity Shares on allotment shall be traded only in the dematerialised segment of the Stock Exchange.

AVAILABILITY OF PROSPECTUS AND APPLICATION FORMS

The Memorandum containing the salient features of the Prospectus together with the Application Forms and copies of the Prospectus may be obtained from the Registered Office of our Company, from the Registered Office of the Lead Manager to the Issue, Registrar to the Issue as mentioned in the Application form. An electronic copy of the Application Form will also be available for download on the website of the Stock Exchange (BSE Limited) i.e. www.bseindia.com at least one day prior to the Issue Opening Date.

In accordance with the SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants have to compulsorily apply through the ASBA Process.

All the investors (except Retail Individual Investors) applying in a public Issue shall use only Application Supported by Blocked Amount (ASBA) facility for making payment. Further, Retail Individual Investors applying in public Issue may use either Application Supported by Blocked Amount (ASBA) facility for application or also can use UPI payment mechanism for application. The application form submitted by Retail Individual Investors (without using UPI), NIIs and QIBs must provide applicant's bank account details and authorization to block funds in the relevant space provided in the Application Form. Further, Retail Individual Investors submitting application form using UPI shall mention the UPI of his/her own Bank account in the application form in the relevant space. The Application Forms that do not contain applicant's bank account details or UPI of own Bank Account, as the case may be, are liable to be rejected.

Applicants shall ensure that the Applications are made on Application Forms bearing the stamp of the syndicate member/ SCSBs/ RTA/ DPs/ stock brokers, submitted at the Collection Centres only (except in case of electronic Application Forms) and the Application Forms not bearing such specified stamp are liable to be rejected.

The prescribed colour of the Application Form for various categories is as follows:

Category	Colour of Application Form*
Resident Indians and Eligible NRIs applying on a non-repatriation basis	White
Non-Residents including Eligible NRIs, FII's, FVCIs etc. applying on a repatriation basis	Blue

**excluding electronic Application Forms downloaded by the Applicants.*

SUBMISSION AND ACCEPTANCE OF APPLICATION FORMS

Applicants shall only use the specified Application Form for the purpose of making an application in terms of the Prospectus. The Application Form shall contain information about the Applicant and the price and the number of Equity Shares that the Applicants wish to apply for. Application Forms downloaded and printed from the websites of the Stock Exchange shall bear a system generated unique application number. Applicants are required to ensure that the ASBA Account or UPI linked Bank Account has sufficient credit balance as an amount equivalent to the full Application Amount can be blocked by the SCSB or Sponsor Bank at the time of submitting the Application.

Applicants are required to submit their applications only through any of the following Application Collecting Intermediaries:

- i. An SCSB, with whom the bank account to be blocked, is maintained
- ii. A syndicate member (or sub-syndicate member)
- iii. A stock broker registered with a recognised stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) (“broker”)
- iv. A depository participant (“DP”) (Whose name is mentioned on the website of the stock exchange as eligible for this activity)
- v. A registrar to an issuer and share transfer agent (“RTA”) (Whose name is mentioned on the website of the stock exchange as eligible for this activity)

Retails investors submitting application with any of the entities at (ii) to (v) above (hereinafter referred as “Intermediaries”), and intending to use UPI, shall enter their UPI ID in the application form.

The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively.

The upload of the details in the electronic bidding system of stock exchange will be done by:

For Applications submitted by investors to SCSB:	After accepting the form submitted by RIIs (without using UPI for payment), NIIs and QIBs, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange(s) and may begin blocking funds available in the bank account specified in the form, to the extent of the application money specified.
For applications submitted by investors to intermediaries other than SCSBs without use of UPI for payment:	After accepting the application form, respective intermediary shall capture and upload the relevant details in the electronic bidding system of stock exchange. Post uploading, they shall forward a schedule as per prescribed format along with the application forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Offer.
For applications submitted by investors to intermediaries other than SCSBs with use of UPI for payment	<p>After accepting the application form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange(s).</p> <p>Stock Exchange shall share application details including the UPI ID with Sponsor Bank on a continuous basis, to enable Sponsor Bank to initiate mandate request on investors for blocking of funds.</p> <p>Sponsor Bank shall initiate request for blocking of funds through NPCI to investor. Investor to accept mandate request for blocking of funds, on his / her mobile application, associated with UPI ID linked bank account.</p>

Stock exchange(s) shall validate the electronic Application details with depository’s records for DP ID/Client ID and PAN, on a real time basis and bring the inconsistencies to the notice of intermediaries concerned, for rectification and re-submission within the time specified by stock exchange.

Stock exchange(s) shall allow modification of selected fields viz. DP ID/Client ID or Pan ID (Either DP ID/Client ID or Pan ID can be modified but not BOTH), Bank code and Location code, in the Application details already uploaded.

Upon completion and submission of the Application Form to Application Collecting intermediaries, the Applicants have deemed to have authorised our Company to make the necessary changes in the Draft Prospectus, without prior or subsequent notice of such changes to the Applicants.

WHO CAN APPLY?

Each Applicants should check whether it is eligible to apply under applicable law. Furthermore, certain categories of Applicants, such as NRIs, FPIs and FVCIs may not be allowed to apply in the Issue or to hold Equity Shares, in excess of certain limits specified under applicable law. Applicants are requested to refer to the Draft Prospectus for more details.

As per the existing regulations, OCBs are not allowed to participate in an Issue. Subject to the above, an illustrative list of Applicants is as follows:

- a) Indian nationals resident in India who are not incompetent to contract under the Indian Contract Act, 1872, as amended, in single or as a joint application and minors having valid demat account as per Demographic Details provided by the Depositories. Furthermore, based on the information provided by the Depositories, our Company shall have the right to accept the Applications belonging to an account for the benefit of minor (under guardianship);
- b) Hindu Undivided Families or HUFs, in the individual name of the Karta. The Applicant should specify that the application is being made in the name of the HUF in the Application Form as follows: "Name of Sole or First applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta". Applications by HUFs would be considered at par with those from individuals;
- c) Companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in the Equity Shares under their respective constitutional and charter documents;
- d) QIBs;
- e) Mutual Funds registered with SEBI;
- f) Eligible NRIs on a repatriation basis or on a non-repatriation basis, subject to applicable laws. NRIs other than Eligible NRIs are not eligible to participate in this Issue;
- g) Indian Financial Institutions, scheduled commercial banks, regional rural banks, co-operative banks (subject to RBI permission, and the SEBI Regulations and other laws, as applicable);
- h) FIIs and sub-accounts of FIIs registered with SEBI, other than a sub-account which is a foreign corporate or a foreign individual under the QIB Portion;
- i) Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;
- j) Sub-accounts of FIIs registered with SEBI, which are foreign corporate or foreign individuals only under the Non-Institutional applicant's category;
- k) Venture Capital Funds and Alternative Investment Fund (I) registered with SEBI; State Industrial Development Corporations;
- l) Foreign Venture Capital Investors registered with the SEBI;
- m) Trusts/societies registered under the Societies Registration Act, 1860, as amended, or under any other law relating to Trusts and who are authorized under their constitution to hold and invest in equity shares;
- n) Scientific and/or Industrial Research Organizations authorized to invest in equity shares;
- o) Insurance Companies registered with Insurance Regulatory and Development Authority, India;
- p) Provident Funds with minimum corpus of ₹ 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
- q) Pension Funds with minimum corpus of ₹ 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
- r) National Investment Fund set up by Resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of Government of India published in the Gazette of India;
- s) Insurance funds set up and managed by army, navy or air force of the Union of India;
- t) Multilateral and bilateral development financial institution;
- u) Eligible QFIs;
- v) Insurance funds set up and managed by army, navy or air force of the Union of India;

- w) Insurance funds set up and managed by the Department of Posts, India;
- x) Any other person eligible to applying in this Issue, under the laws, rules, regulations, guidelines and policies applicable to them.

Applications not to be made by:

1. Minors (except under guardianship)
2. Partnership firms or their nominees
3. Foreign Nationals (except NRIs)
4. Overseas Corporate Bodies

As per the existing regulations, OCBs are not eligible to participate in this Issue. The RBI has however clarified in its circular, A.P. (DIR Series) Circular No. 44, dated December 8, 2003 that OCBs which are incorporated and are not under the adverse notice of the RBI are permitted to undertake fresh investments as incorporated non-resident entities in terms of Regulation 5(1) of RBI Notification No.20/2000-RB dated May 3, 2000 under FDI Scheme with the prior approval of Government if the investment is through Government Route and with the prior approval of RBI if the investment is through Automatic Route on case to case basis. OCBs may invest in this Issue provided it obtains a prior approval from the RBI or prior approval from Government, as the case may be. On submission of such approval along with the Application Form, the OCB shall be eligible to be considered for share allocation.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

PARTICIPATION BY ASSOCIATES/AFFILIATES OF LEAD MANAGER

The Lead Manager and the Syndicate Members, if any, shall not be allowed to purchase in this Issue in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the Lead Manager and the Syndicate Members, if any, may subscribe the Equity Shares in the Issue, in the Non-Institutional Category 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 Lead Manager and syndicate members, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

Promoter and Promoter Group and any persons related to our Promoters and Promoter Group cannot participate in the Issue.

APPLICATION BY INDIAN PUBLIC INCLUDING ELIGIBLE NRIS APPLYING ON NON-REPATRIATION

Application must be made only in the names of individuals, limited companies or statutory corporations / institutions and not in the names of minors (other than minor having valid depository accounts as per demographic details provided by the depository), foreign nationals, trusts, (unless the trust is registered under the Societies Registration Act, 1860 or any other applicable trust laws and is authorized under its constitution to hold shares and debentures in a company), Hindu Undivided Families (HUF), partnership firms or their nominees. In case of HUFs, application shall be made by the Karta of the HUF.

Eligible NRIs applying on a non-repatriation basis may make payments by inward remittance in foreign exchange through normal banking channels or by debits to NRE / FCNR accounts as well as NRO accounts.

An applicant in the Net Public Category cannot make an application for that number of Equity Shares exceeding the number of Equity Shares offered to the public.

APPLICATION BY MUTUAL FUNDS

As per the current regulations, the following restrictions are applicable for investments by mutual funds:

- No mutual fund scheme shall invest more than 10% of its net asset value in the Equity Shares or equity related instruments of any Company.

Provided that the limit of 10% shall not be applicable for investments in index funds or sector or industry specific funds.

- No mutual fund under all its schemes should own more than 10% of any Company's paid up share capital carrying voting rights.

The Applications made by the asset management companies or custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Applications are made.

With respect to Applications by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Application Form. Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

In case of a Mutual Fund, a separate Application can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Applications in respect of more than one scheme of the Mutual Fund will not be treated as multiple Applications, provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

APPLICATIONS BY ELIGIBLE NRIS ON REPATRIATION BASIS

ELIGIBLE NRIS APPLYING ON A REPATRIATION BASIS ARE ADVISED TO USE THE APPLICATION FORM MEANT FOR NON-RESIDENTS (BLUE IN COLOUR).

Under the Foreign Exchange Management Act, 1999 (FEMA) general permission is granted to companies vide notification no. FEMA/20/2000 RB dated 03/05/2000 to issue securities to NRI's subject to the terms and conditions stipulated therein. Companies are required to file declaration in the prescribed form to the concerned Regional Office of RBI within 30 days from the date of issue of shares for allotment to NRI's on repatriation basis.

NRIs may obtain copies of Application Form from the offices of the Lead Manager and the Designated Intermediaries. Eligible NRI Applicants making application 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) or ASBA Accounts.

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 Application Amount, at the time of the submission of the Application Form.

Allotment of Equity Shares to Non Resident Indians shall be subject to the prevailing Reserve Bank of India Guidelines. Sale proceeds of such investments in Equity Shares will be allowed to be repatriated along with the income thereon subject to permission of the RBI and subject to the Indian Tax Laws and regulations and any other applicable laws.

The Company does not require approvals from FIPB or RBI for the Transfer of Equity Shares in the issue to eligible NRI's, FII's, Foreign Venture Capital Investors registered with SEBI and multilateral and bilateral development financial institutions.

APPLICATIONS BY ELIGIBLE FPIs INCLUDING FIIs ON REPATRIATION BASIS

FPIs INCLUDING FIIs WHO WISH TO PARTICIPATE IN THE ISSUE ARE ADVISED TO USE THE APPLICATION FORM FOR NON- RESIDENTS (BLUE IN COLOUR).

As per the current regulations, the following restrictions are applicable for investments by FPIs:

1. Foreign portfolio investor shall invest only in the following securities, namely- (a) Securities in the primary and secondary markets including shares, debentures and warrants of companies, listed or to be listed on a recognized stock exchange in India; (b) Units of schemes floated by domestic mutual funds, whether listed on a recognized stock exchange or not; (c) Units of schemes floated by a collective investment scheme; (d) Derivatives traded on a recognized stock exchange; (e) Treasury bills and dated government securities; (f) Commercial papers issued by an Indian company; (g) Rupee denominated credit enhanced bonds; (h) Security receipts issued by asset reconstruction companies; (i) Perpetual debt instruments and debt capital instruments, as specified by the Reserve Bank of India from time to time; (j) Listed and unlisted non-convertible debentures/bonds issued by an Indian company in the infrastructure sector, where 'infrastructure' is defined in terms of the extant External Commercial Borrowings (ECB) guidelines; (k) Non-convertible debentures or bonds issued by Non-Banking Financial Companies categorized as 'Infrastructure Finance Companies'(IFCs) by the Reserve Bank of India; (l) Rupee denominated bonds or units issued by infrastructure debt funds; (m) Indian depository receipts; and (n) Such other instruments specified by the Board from time to time.

2. Where a foreign institutional investor or a sub account, prior to commencement of FEMA Act, holds equity shares in a company whose shares are not listed on any recognized stock exchange, and continues to hold such shares after initial public offering and listing thereof, such shares shall be subject to lock-in for the same period, if any, as is applicable to shares held by a foreign direct investor placed in similar position, under the policy of the Government of India relating to foreign direct investment for the time being in force.
3. In respect of investments in the secondary market, the following additional conditions shall apply:
 - (a). A foreign portfolio investor shall transact in the securities in India only on the basis of taking and giving delivery of securities purchased or sold;
 - (b). Nothing contained in clause (a) shall apply to:
 - i. Any transactions in derivatives on a recognized stock exchange;
 - ii. Short selling transactions in accordance with the framework specified by the Board;
 - iii. Any transaction in securities pursuant to an agreement entered into with the merchant banker in the process of market making or subscribing to unsubscribed portion of the issue in accordance with Chapter IX of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - iv. Any other transaction specified by the Board.
 - (c). No transaction on the stock exchange shall be carried forward;
 - (d). The transaction of business in securities by a foreign portfolio investor shall be only through stock brokers registered by the Board;

Provided nothing contained in this clause shall apply to:

 - i. transactions in Government securities and such other securities falling under the purview of the Reserve Bank of India which shall be carried out in the manner specified by the Reserve Bank of India;
 - ii. sale of securities in response to a letter of offer sent by an acquirer in accordance with the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - iii. sale of securities in response to an offer made by any promoter or acquirer in accordance with the Securities and Exchange Board of India (Delisting of Equity shares) Regulations, 2009;
 - iv. Sale of securities, in accordance with the Securities and Exchange Board of India (Buy-back of securities) Regulations, 2018;
 - v. divestment of securities in response to an offer by Indian Companies in accordance with Operative Guidelines for Disinvestment of Shares by Indian Companies in the overseas market through issue of American Depository Receipts or Global Depository Receipts as notified by the Government of India and directions issued by Reserve Bank of India from time to time;
 - vi. Any Application for, or acquisition of, securities in response to an offer for disinvestment of shares made by the Central Government or any State Government;
 - vii. Any transaction in securities pursuant to an agreement entered into with merchant banker in the process of market making or subscribing to unsubscribed portion of the issue in accordance with Chapter IX of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - viii. Any other transaction specified by the Board.
 - (e). A foreign portfolio investor shall hold, deliver or cause to be delivered securities only in dematerialized form:

Provided that any shares held in non-dematerialized form, before the commencement of FEMA Act, can be held in non-dematerialized form, if such shares cannot be dematerialized.

Unless otherwise approved by the Board, securities shall be registered in the name of the foreign portfolio investor as a beneficial owner for the purposes of the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.
4. The investment by the foreign portfolio investor shall also be subject to such other conditions and restrictions as may be specified by the Government of India from time to time.
5. In cases where the Government of India enters into agreements or treaties with other sovereign Governments and where such agreements or treaties specifically recognize certain entities to be distinct and separate, the Board may, during the validity of such agreements or treaties, recognize them as such, subject to conditions as may be specified by it.

6. A foreign portfolio investor may lend or borrow securities in accordance with the framework specified by the Board in this regard.

No foreign portfolio investor shall issue, subscribe to or otherwise deal in offshore derivative instruments, directly or indirectly, unless the following conditions are satisfied:

- (a). Such offshore derivative instruments are issued only to persons who are regulated by an appropriate foreign regulatory authority;
- (b). Such offshore derivative instruments are issued after compliance with 'know your client' norms:

Provided that those unregulated broad based funds, which are classified as Category II foreign portfolio investor by virtue of their investment manager being appropriately regulated shall not issue, subscribe or otherwise deal in offshore derivatives instruments directly or indirectly:

Provided further that no Category III foreign portfolio investor shall issue, subscribe to or otherwise deal in offshore derivatives instruments directly or indirectly.

7. A foreign portfolio investor shall ensure that further issue or transfer of any offshore derivative instruments issued by or on behalf of it is made only to persons who are regulated by an appropriate foreign regulatory authority.
8. Foreign portfolio investors shall fully disclose to the Board any information concerning the terms of and parties to off-shore derivative instruments such as participatory notes, equity linked notes or any other such instruments, by whatever names they are called, entered into by it relating to any securities listed or proposed to be listed in any stock exchange in India, as and when and in such form as the Board may specify.
9. Any offshore derivative instruments issued under the Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995 before commencement of SEBI (Foreign Portfolio Investors) Regulations, 2014 shall be deemed to have been issued under the corresponding provisions of SEBI (Foreign Portfolio Investors) Regulations, 2014.
10. A FII or its subaccount which holds a valid certificate of registration shall, subject to payment of conversion fees, be eligible to continue to buy, sell or otherwise deal in securities till the expiry of its registration as a foreign institutional investor or sub-account, or until he obtains a certificate of registration as foreign portfolio investor, whichever is earlier.
11. A qualified foreign investor may continue to buy, sell or otherwise deal in securities subject to the provisions of the SEBI (Foreign Portfolio Investors) Regulations, 2014, for a period of one year from the date of commencement of the aforesaid regulations, or until it obtains a certificate of registration as foreign portfolio investor, whichever is earlier.
12. The issue of Equity Shares to a single FII should not exceed 10% of our post Issue Paid up Capital of the Company. In respect of an FII investing in Equity Shares of our Company on behalf of its sub accounts, the investment on behalf of each sub account shall not exceed 10% of our total issued capital or 5% of our total issued capital in case such sub account is a foreign corporate or an individual.
13. In accordance with the foreign investment limits, the aggregate FII holding in our Company cannot exceed 24% of our total issued capital. However, this limit can be increased to the permitted sectoral cap/statutory limit, as applicable to our Company after obtaining approval of its board of Directors followed by the special resolution to that effect by its shareholders in their General Meeting. As on the date of filing the Draft Prospectus, no such resolution has been recommended to the shareholders of the Company for adoption.
14. Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of regulation 15A(1) of the Securities Exchange Board of India (Foreign Institutional Investors) Regulations 1995, as amended, an FII may issue, deal or hold, off shore derivative instruments such as participatory notes, equity linked notes or any other similar instruments against underlying securities listed or proposed to be listed in any stock exchange in India only in favour of those entities which are regulated by any relevant regulatory authorities in the countries of their incorporation or establishment subject to compliance of "Know Your Client" requirements. An FII shall also ensure that no further downstream issue or transfer of any instrument referred to hereinabove is made to any person other than a regulated entity.
15. In case of FII's in NRI/FII Portion, number of Equity Shares applied shall not exceed issue size.

APPLICATION BY SEBI REGISTERED ALTERNATIVE INVESTMENT FUND (AIF), VENTURE CAPITAL FUNDS AND FOREIGN VENTURE CAPITAL INVESTORS

The SEBI (Venture Capital Funds) Regulations, 1996 and the SEBI (Foreign Venture Capital Investor) Regulations, 2000 prescribe investment restrictions on venture capital funds and foreign venture capital investors registered with SEBI. Further, the SEBI, AIF Regulations prescribes, among others, the investment restrictions on AIFs.

The holding by any individual venture capital fund registered with SEBI in one Company should not exceed 25% of the corpus of the venture capital fund; a Foreign Venture Capital Investor can invest its entire funds committed for investments into India in one Company. Further, Venture Capital Funds and Foreign Venture Capital investor can invest only up to 33.33% of the funds available for investment by way of subscription to an Initial Public Offer.

The SEBI (Alternative Investment funds) Regulations, 2012 prescribes investment restrictions for various categories of AIF's.

The category I and II AIFs cannot invest more than 25% of the corpus in one investee Company. A category III AIF cannot invest more than 10% of the corpus in one Investee Company. A Venture capital fund registered as a category I AIF, as defined in the SEBI Regulations, cannot invest more than 1/3rd of its corpus by way of subscription to an initial public offering of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under the SEBI Regulations shall continue to be regulated by the VCF Regulations.

All FIIs 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 commission.

Our Company or the Lead Manager will not be responsible for loss, if any, incurred by the Applicants on account of conversion of foreign currency.

There is no reservation for Eligible NRIs, FPIs and FVCIs and all such Applicants will be treated on the same basis with other categories for the purpose of allocation.

All non-resident investors should note that refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

APPLICATIONS BY LIMITED LIABILITY PARTNERSHIPS

In case of applications made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Application Form. Failing which, the Company reserves the right to reject any application, without assigning any reason thereof.

APPLICATIONS BY INSURANCE COMPANIES

In case of applications made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Application Form. Failing this, our Company reserves the right to reject any application, without assigning any reason thereof.

The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2000, as amended (The "IRDA Investment Regulations"), are broadly set forth below:

- (a.) Equity shares of a Company: the least of 10% of the investee Company's subscribed capital (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer;
- (b.) The entire group of the investee Company: 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 IRDAI from time to time.

APPLICATION BY PROVIDENT FUNDS / PENSION FUNDS

In case of applications made by provident funds with minimum corpus of ₹ 25 Crore (subject to applicable law) and pension funds with minimum corpus of ₹ 25 Crore, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be attached to the Application Form. Failing this, our Company reserves the right to reject any application, without assigning any reason thereof.

APPLICATION UNDER POWER OF ATTORNEY

In case of applications made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, FPI's, Mutual Funds, insurance companies and provident funds with minimum corpus of ₹ 25 Crores (subject to applicable law) and pension funds with a minimum corpus of ₹ 25 Crores, a certified copy of the power of attorney or the relevant Resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged with the Application Form. Failing this, our Company reserves the right to accept or reject any application in whole or in part, in either case, without assigning any reason therefore.

In addition to the above, certain additional documents are required to be submitted by the following entities:

- a.) With respect to applications by VCFs, FVCIs, FPIs and Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Application Form. Failing this, our Company reserves the right to accept or reject any application, in whole or in part, in either case without assigning any reasons thereof.
- b.) With respect to applications by insurance companies registered with the Insurance Regulatory and Development Authority, in addition to the above, a certified copy of the certificate of registration issued by the Insurance Regulatory and Development Authority must be lodged with the Application Form as applicable. Failing this, our Company reserves the right to accept or reject any application, in whole or in part, in either case without assigning any reasons thereof.
- c.) With respect to applications made by provident funds with minimum corpus of ₹ 25 Crores (subject to applicable law) and pension funds with a minimum corpus of ₹ 25 Crores, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be lodged along with the Application Form. Failing this, our Company reserves the right to accept or reject such application, in whole or in part, in either case without assigning any reasons thereof.
- d.) With respect to Applications 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 Application Form.

The Company in its absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Application Form, subject to such terms and conditions that the Company and the lead manager may deem fit.

The Company, in its absolute discretion, reserves the right to permit the holder of the power of attorney to request the Registrar to the Issue that, for the purpose of printing particulars on the refund order and mailing of the Allotment Advice / CANs / letters notifying the unblocking of the bank accounts of ASBA applicants, the Demographic Details given on the Application Form should be used (and not those obtained from the Depository of the application). In such cases, the Registrar to the Issue shall use Demographic Details as given on the Application Form instead of those obtained from the Depositories.

The above information is given for the benefit of the Applicants. The Company and the LM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of the Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.

INDICATIVE PROCESS FLOW FOR APPLICATIONS IN PUBLIC ISSUE

ISSUE PROCEDURE FOR ASBA (APPLICATION SUPPORTED BY BLOCKED ACCOUNT) APPLICANTS

In accordance with the SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants have to compulsorily apply through the ASBA Process. Our Company and the Lead Manager are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the

date of the Prospectus. ASBA Applicants are advised to make their independent investigations and to ensure that the ASBA Application Form is correctly filled up, as described in this section.

Lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on www.sebi.gov.in. For details on designated branches of SCSB collecting the Application Form, please refer the below mentioned SEBI link.

<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35>

<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34>

ASBA PROCESS

A Resident Retail Individual Investor shall submit his Application through an Application Form, either in physical or electronic mode, to the SCSB with whom the bank account of the ASBA Applicant or bank account utilized by the ASBA Applicant (“ASBA Account”) is maintained. The SCSB shall block an amount equal to the Application Amount in the bank account specified in the ASBA Application Form, physical or electronic, on the basis of an authorization to this effect given by the account holder at the time of submitting the Application.

The Application Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount against the allocated shares to the ASBA Public Issue Account, or until withdrawal/failure of the Issue or until withdrawal/rejection of the ASBA Application, as the case may be.

The ASBA data shall thereafter be uploaded by the SCSB in the electronic IPO system of the Stock Exchange. Once the Basis of Allotment is finalized, the Registrar to the Issue shall send an appropriate request to the Controlling Branch of the SCSB for unblocking the relevant bank accounts and for transferring the amount allocable to the successful ASBA Applicants to the ASBA Public Issue Account. In case of withdrawal/failure of the Issue, the blocked amount shall be unblocked on receipt of such information from the Lead Manager.

ASBA Applicants are required to submit their Applications, either in physical or electronic mode. In case of application in physical mode, the ASBA Applicant shall submit the ASBA Application Form at the Designated Branch of the SCSB or Registered Brokers or Registered RTA's or DPs registered with SEBI. In case of application in electronic form, the ASBA Applicant shall submit the Application Form either through the internet banking facility available with the SCSB, or such other electronically enabled mechanism for applying and blocking funds in the ASBA account held with SCSB, and accordingly registering such Applications.

CHANNELS OF SUBMISSION OF APPLICATION FORMS

Pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, with the introduction of UPI as a payment mechanism, there are four channels of making application in public issue in Phase I (i.e. for a period of 3 months from January 01, 2018 or floating of 5 main board public issues, whichever is later) as below;

Category of Investor	Channel I	Channel II	Channel III	Channel IV
Retail Individual Investor (RII)	RIIs may submit the Application Form with ASBA as the sole mechanism for making payment either physically (at the branch of the SCSB) or online.	RIIs may submit the Application Form online using the facility of linked online trading, demat and bank account (3-in-1 type accounts) provided by Registered Brokers.	RIIs may submit the Application Form with any of the Designated Intermediaries, along with details of his/her ASBA Account for blocking of funds.	RIIs may submit the Application Form with any of the Designated Intermediaries and use his/her UPI ID for the purpose of blocking of funds.
Non- Institutional Investor (NII)	For such applications the existing process of uploading the Application and blocking of funds in the RIIs account by the SCSB would continue.		For such applications the Designated Intermediary will upload the Application in the stock exchange bidding platform and forward the application form to	Not Applicable

Category of Investor	Channel I	Channel II	Channel III	Channel IV
			Designated Branch of the concerned SCSB for blocking of funds.	

Upon receipt of the Application Form, submitted whether in physical or electronic mode, the Designated Branch of the SCSB shall verify if sufficient funds equal to the Application Amount are available in the ASBA Account, as mentioned in the Application Form, prior to uploading such Applications with the Stock Exchange.

If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB shall reject such Applications and shall not upload such Applications with the Stock Exchange.

If sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Application Amount mentioned in the Application Form and will enter each Application into the electronic bidding system as a separate Application and generate a TRS for each price and demand option. The TRS shall be furnished to the ASBA Applicant on request.

The Application Amount shall remain blocked in the aforesaid ASBA Account until finalisation of the Basis of Allotment and consequent transfer of the Application Amount against the Allotted Equity Shares to the Public Issue Account, or until withdrawal/failure of the Issue or until withdrawal/rejection of the Application Form, as the case may be.

Once the Basis of Allotment is finalized, the Registrar to the Issue shall send an appropriate request to the SCSB for unblocking the relevant ASBA Accounts and for transferring the amount allocable to the successful Applicants to the Public Issue Account. In case of withdrawal/failure of the Offer, the blocked amount shall be unblocked on receipt of such information from the Registrar to the Offer.

PROCESS FLOW FOR APPLICATIONS IN PUBLIC ISSUE SUBMITTED BY RETAIL INDIVIDUAL INVESTOR

In addition to existing channels of making application, with effect from January 01, 2019, a RII would also have the option to submit application form with any of the intermediary and use his / her bank account linked UPI ID for the purpose of blocking of funds. The detailed process in this regard is as detailed hereunder:

Application and validation process

- submission of the application with the intermediary, the RII would be required to have / create a UPI ID, with a maximum length of 45 characters including the handle (Example: InvestorID@bankname).
- RII will fill in the Application details in the application form along with his/ her bank account linked UPI ID and submit the application with any of the intermediary.
- The intermediary upon receipt of form will upload the Application details along with UPI ID in the stock exchange bidding platform.
- Once the Application has been entered in the bidding platform, the exchange will undertake validation of the PAN and Demat Account details of RII with the depository.
- Depository will validate the aforesaid Application details on a real time basis and send response to stock exchange which would be shared by stock exchange with intermediary through its platform, for corrections, if any.
- SMS from exchange to RII for applying: Once the Application details are uploaded on the stock exchange platform, the stock exchange shall send an SMS to the RII regarding submission of his / her application, daily at the end of day basis, during bidding period. For the last day of applying, the SMS may be sent out the next working day.

The Block Process

- Post undertaking validation with depository, the stock exchange will, on a continuous basis, electronically share the Application details along with RIIs UPI ID, with the Sponsor Bank appointed by the issuer.
- The Sponsor Bank will initiate a mandate request on the RII i.e. request the RII to authorize blocking of funds equivalent to application amount and subsequent debit of funds in case of allotment.

- (c). The request raised by the Sponsor Bank, would be electronically received by the RII as a SMS / intimation on his / her mobile no. / Mobile app, associated with UPI ID linked bank account.
- (d). The RII would be able to view the amount to be blocked as per his / her Application in such intimation. The RII would also be able to view an attachment wherein the IPO Application details submitted by RII will be visible. After reviewing the details properly, RII would be required to proceed to authorize the mandate. Such mandate raised by sponsor bank would be a one-time mandate for each application in the IPO.
- (e). Upon successful validation of block request by the RII, as above, the said information would be electronically received by the RIIs' bank, where the funds, equivalent to application amount, would get blocked in RIIs account. Intimation regarding confirmation of such block of funds in RIIs account would also be received by the RII.
- (f). The information containing status of block request (e.g. – accepted / decline / pending) would also be shared with the Sponsor Bank, which in turn would be shared with stock exchange. The block request status would also be displayed on stock exchange platform for information of the intermediary.
- (g). The information received from Sponsor Bank, would be shared by stock exchange with RTA in the form of a file for the purpose of reconciliation.
- (h). RIIs would continue to have the option to modify or withdraw the Application till the closure of the Issue period. For each such modification of Application, RII will submit a revised Application and shall receive a mandate request from sponsor bank to be validated as per the process indicated above.

Post closure of the Offer, the stock exchange will share the Application details with the Registrar along with the final file received from the Sponsor Bank containing status of blocked funds or otherwise, along with the ASBA Account details with respect to applications made by RIIs using UPI ID.

NUMBER OF APPLICATIONS PER BANK ACCOUNT

An investor making application using any of channels under UPI Payments Mechanism, shall use only his / her own bank account or only his / her own bank account linked UPI ID to make an application in public issues. Applications made using third party bank account or using third party linked bank account UPI ID are liable for rejection. Sponsor Bank shall provide the investors UPI linked bank account details to RTA for purpose of reconciliation. RTA shall undertake technical rejection of all applications to reject applications made using third party bank account.

HOW TO APPLY?

In accordance with the SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants has to compulsorily apply through the ASBA Process.

MODE OF PAYMENT

Upon submission of an Application Form with the SCSB, whether in physical or electronic mode, each ASBA Applicant shall be deemed to have agreed to block the entire Application Amount and authorized the Designated Branch of the SCSB to block the Application Amount, in the bank account maintained with the SCSB.

Applicants must specify the Bank Account number, or the UPI ID, as applicable, in the Application Form. The Application Form submitted by applicant 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, may not be accepted. The SCSB or Sponsor Bank shall keep the Application Amount in the relevant bank account blocked until withdrawal/ rejection of the application or receipt of instructions from the Registrar to unblock the Application Amount.

However, Non Retail Applicants shall neither withdraw nor lower the size of their applications at any stage. In the event of withdrawal or rejection of the Application Form or for unsuccessful Application Forms, the Registrar to the Issue shall give instructions to the SCSBs to unblock the application money in the relevant bank account within one day of receipt of such instruction. The Application Amount shall remain blocked in the ASBA Account until finalisation of the Basis of Allotment in the Issue and consequent transfer of the Application Amount to the Public Issue Account, or until withdrawal/ failure of the Issue or until rejection of the application by the ASBA Applicant, as the case may be.

Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors (except Anchor Investors) applying in a public Issue shall use only Application Supported by Blocked Amount (ASBA) process for application

providing details of the bank account which will be blocked by the Self Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Retail Individual Investors applying in public Issue may use either Application Supported by Blocked Amount (ASBA) facility for making application or also can use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

On the Designated Date, the SCSBs shall transfer the amounts allocable to the ASBA Applicants from the respective ASBA Account, in terms of the SEBI Regulations, into the ASBA Public Issue Account. The balance amount, if any against the said Application in the ASBA Accounts shall then be unblocked by the SCSBs on the basis of the instructions issued in this regard by the Registrar to the Issue.

In case of applications made by using any of channels under UPI Payments Mechanism, post closure of the Offer, the stock exchange will share the Application details with the Registrar along with the final file received from the Sponsor Bank containing status of blocked funds or otherwise, along with the ASBA Account details with respect to applications made by RIIs using UPI ID.

The RTA, based on information of Applications and blocking received from stock exchange, would undertake reconciliation of the Applications data and block confirmation corresponding to the Applications by all investor category applications (with and without the use of UPI) and prepare the basis of allotment.

Upon approval of basis of allotment, RTA will share the debit file with Sponsor bank (through Stock exchange) and SCSBs, as applicable, for credit of funds in the public issue account and unblocking of excess funds in the RIIs account. The Sponsor bank based on the mandate approved by the RII at the time of blocking of funds, will raise the debit / collect request from RIIs bank account, whereupon the funds will be transferred from RIIs account to public issue account and remaining funds, if any, will be unblocked without any manual intervention by RII or his / her bank.

Upon confirmation of receipt of funds in the public issue account, shares would be credited to the RII's account. RII will be notified for full/partial/no allotment. For partial allotment the remaining funds would be unblocked. For no allotment, mandate would be revoked and application amount would be unblocked for the RII.

UNBLOCKING OF ASBA ACCOUNT

On the basis of instructions from the Registrar to the Issue, the SCSBs shall transfer the requisite amount against each successful ASBA Applicant to the ASBA Public Issue Account as per section 40(3) of the Companies Act, 2013 and shall unblock excess amount, if any in the ASBA Account.

In case of applications made by using any of channels under UPI Payments Mechanism, Registrar to the Issue will share the debit file with Sponsor bank (through Stock exchange) and SCSBs, as applicable, for credit of funds in the public issue account and unblocking of excess funds in the RIIs account. The Sponsor bank based on the mandate approved by the RII at the time of blocking of funds, will raise the debit / collect request from RIIs bank account, whereupon the funds will be transferred from RIIs account to public issue account and remaining funds, if any, will be unblocked without any manual intervention by RII or his / her bank.

However, the Application Amount may be unblocked in the ASBA Account or Bank Account link in UPI Mechanism prior to receipt of intimation from the Registrar to the Issue by the Controlling Branch of the SCSB regarding finalization of the Basis of Allotment in the Issue, in the event of withdrawal/failure of the Issue or rejection of the ASBA Application or Application made through UPI Mechanism, as the case may be.

MAXIMUM AND MINIMUM APPLICATION SIZE

The applications in this Issue, being a fixed price issue, will be categorized into two;

1. For Retail Individual Applicants

The Application must be for a minimum of 4000 Equity Shares so as to ensure that the Application amount payable by the Applicant does not exceed ₹ 2,00,000.

2. For Other Applicants (Non Institutional Applicants and QIBs):

The Application must be for a minimum of 8000 Equity Shares so as to ensure that the Application Amount exceeds ₹ 2,00,000 and in multiples of 4000 Equity Shares thereafter.

A person shall not make an application in the net Issue category for a number of specified securities that exceeds the total number of securities offered to the public. Further, the maximum application by non-institutional investors shall not exceed total number of specified securities offered in the issue less total number of specified securities offered in the issue to qualified institutional buyers.

Further, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB Applicant cannot withdraw its Application after the Issue Closing Date and is required to pay 100% QIB Margin upon submission of Application.

In case of revision in Applications, the Non Institutional Applicants, who are individuals, have to ensure that the Application Amount is greater than ₹ 2,00,000 for being considered for allocation in the Non Institutional Portion.

Applicants are advised to ensure that any single Application form does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in the Draft Prospectus.

OPTION TO RECEIVE EQUITY SHARES IN DEMATERIALIZED FORM

Furnishing the details depository account is mandatory and applications without depository account shall be treated as incomplete and rejected.

Investors should note that Allotment of Equity Shares to all successful Applicants will only be in the dematerialized form in compliance of the Companies Act, 2013.

The Equity Shares on Allotment shall be traded only in the dematerialized segment of the Stock Exchanges.

Applicants will not have the option of getting Allotment of the Equity Shares in physical form. Allottees shall have the option to re-materialize the Equity Shares, if they so desire, as per the provision of the Companies Act and the Depositories Act.

INFORMATION FOR THE APPLICANTS

- a.) The Company will file the Prospectus with the RoC at least 3 (three) working days before the Issue Opening Date.
- b.) The Lead Manager will circulate copies of the Prospectus along with the Application Form to potential investors.
- c.) Any investor, being eligible to invest in the Equity Shares offered, who would like to obtain the Prospectus and/ or the Application Form can obtain the same from the Company's Registered Office or from the Registered Office of the Lead Manager.
- d.) Applicants who are interested in subscribing to the Equity Shares should approach the Lead Manager or their authorized agent(s) to register their Applications.
- e.) Applications made in the name of Minors and/or their nominees shall not be accepted.

PRE-ISSUE ADVERTISEMENT

As provided in Section 30 of the Companies Act, 2013 and 264(2) of the SEBI (ICDR) Regulations, 2018, the Company shall, after registering the Prospectus with the RoC, publish a pre-Issue advertisement, in the form prescribed by the SEBI Regulations, in one widely circulated English national daily newspaper; one widely circulated Hindi national daily newspaper and one widely circulated Gujarati newspaper.

SIGNING OF UNDERWRITING AGREEMENT

The issue is 100% Underwritten. Our Company has entered into an Underwriting Agreement with the Lead Manager on January 16, 2019.

FILING OF THE PROSPECTUS WITH THE ROC

The Company will file a copy of the Prospectus with the RoC in terms of Section 32 of Companies Act, 2013.

INFORMATION FOR THE APPLICANTS

- a.) **Designated Date and Allotment of Equity Shares Designated Date:** On the Designated date, the SCSBs or Sponsor Bank shall transfers the funds represented by allocations of the Equity Shares into Public Issue Account with the Bankers to the Issue.
- b.) **Issuance of Allotment Advice:** Upon approval of the Basis of Allotment by the designated stock exchange, the Registrar shall upload it on its website. On the basis of approved basis of allotment, the Issuer shall make necessary corporate action to facilitate the allotment and credit of equity shares. Applicants are advised to instruct their Depository Participants 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 Applicants who have been allotted Equity Shares in the Issue. The dispatch of allotment advice shall be deemed a valid, binding and irrevocable contract.
- d.) Issuer will make the allotment of the equity shares and initiate corporate action for credit of shares to the successful applicants Depository Account within 5 working days of the Issue Closing date. The Issuer also ensures the credit of shares to the successful Applicants Depository Account is completed within two working Day from the date of allotment, after the funds are transferred from ASBA Public Issue Account to Public Issue account of the issuer.

Designated Date: On the Designated date, the SCSBs or Sponsor Bank shall transfers the funds represented by allocations of the Equity Shares into Public Issue Account with the Bankers to the Issue.

The Company will issue and dispatch letters of allotment/ or letters of regret along with refund order or credit the allotted securities to the respective beneficiary accounts, if any within a period of 5 working days of the Issue Closing Date. The Company will intimate the details of allotment of securities to Depository immediately on allotment of securities under Section 56 of the Companies Act, 2013 or other applicable provisions, if any.

INTEREST AND REFUNDS

COMPLETION OF FORMALITIES FOR LISTING & COMMENCEMENT OF TRADING

The Issuer may ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges are taken within 6 Working Days of the Issue Closing Date. The Registrar to the Issue may give instruction for credit to Equity Shares the beneficiary account with DPs, and dispatch the allotment Advise within 6 Working Days of the Issue Closing Date.

GROUNDS FOR REFUND

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 Draft Prospectus. The designated Stock Exchange may be as disclosed in the Draft Prospectus with which the Basis of Allotment may be finalised.

If the permission to deal in and official quotation of the Equity Shares are not granted by any of the Stock Exchange(s), the Issuer may forthwith repay, without interest, all money received from the Applicants in pursuance of the Draft Prospectus.

In case, our Company fails to obtain listing or trading permission from the stock exchanges where the specified securities were to be listed, our Company shall refund through verifiable means the entire monies received within seven days of receipt of intimation from stock exchanges rejecting the application for listing of specified securities. The Lead Manager and Registrar to the Issue shall intimate Public Issue bank/Bankers to the Issue and Public Issue Bank/Bankers to the Issue shall transfer the funds from Public Issue account to Refund Account as per the written instruction from lead Manager and the Registrar for further payment to the beneficiary Applicants.

If any such money is not repaid within eight days after the issuer becomes liable to repay it the issuer and every director of the company who is an officer in default shall, on and from the expiry of the eighth day, be jointly and severally liable to repay that money with interest at the rate of fifteen per cent. per annum.

MINIMUM SUBSCRIPTION

This Issue is not restricted to any minimum subscription level. This Issue is 100% underwritten. As per section 39 of the Companies Act, 2013, if the “Stated Minimum Amount” has not been subscribed and the sum payable on application is

not received within a period of thirty days from the date of issue of the Draft Prospectus, or such other period as may be specified by the Securities and Exchange Board, the amount received under sub-section (1) shall be returned within such time and manner as may be prescribed under that section. If the Issuer does not received the subscription of 100% of the Issue through this Draft Prospectus including devolvement of underwriters within Sixty Days from the date of closure of the Issue, the Issuer shall forthwith refund the entire subscription amount received. If there is a delay beyond eight days after the Issuer become liable to pay the amount, the Issuer shall pay interest prescribed under section 39 of the Companies Act, 2013.

MINIMUM NUMBER OF ALLOTTEES

The Issuer may ensure that the number of proposed Allottees to whom Equity Shares may be allotted shall not be less than 50 (Fifty), failing which the entire application monies may be refunded forthwith.

MODE OF REFUND

IN CASE OF ASBA APPLICATION

Within six Working Days of the Issue Closing Date, the Registrar to the Issue may give instructions to SCSBs or in case of Applications by RIIs applying through the UPI mechanism to the Sponsor Bank, to revoke the mandate and for unblocking the amount in ASBA Accounts of unsuccessful Applicants and also for any excess amount blocked on Applications.

The Registrar to the Issue may instruct the controlling branch of the SCSB to unblock the funds in the relevant ASBA Account for any withdrawn, rejected or unsuccessful ASBA Applications or in the event of withdrawal or failure of the Issue.

LETTERS OF ALLOTMENT OR REFUND ORDERS OR INSTRUCTIONS TO THE SCSBS

The Registrar to the Issue shall give instructions for credit to the beneficiary account with depository participants within 6 Working Days from the Issue Closing Date. In case of ASBA Applicants, the Registrar shall instruct the Sponsor Bank or relevant SCSBs to, on the receipt of such instructions from the Registrar, to revoke the mandate and for unblocking the amount in ASBA Accounts to the extent of the Application Amount specified in the Application Form or the relevant part thereof, for withdrawn, rejected or unsuccessful or partially successful ASBA Applications within 6 Working Days of the Issue Closing Date.

INTEREST IN CASE OF DELAY IN ALLOTMENT OR REFUND:

The issuer shall allot securities offered to the public shall be made within the period prescribed by the Board. The issuer shall also pay interest at the rate of fifteen per cent. per annum if the allotment letters or refund orders have not been despatched to the applicants or if, in a case where the refund or portion thereof is made in electronic manner, the refund instructions have not been given to the clearing system in the disclosed manner within eight days from the date of the closure of the issue. However applications received after the closure of issue in fulfilment of underwriting obligations to meet the minimum subscription requirement, shall not be entitled for the said interest.

1. **Issuance of Allotment Advice:** Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Lead Manager or the Registrar to the Issue shall send to the Bankers to the Issue a list of their Applicants who have been allocated/Allotted Equity Shares in this Issue.
2. Pursuant to confirmation of corporate actions with respect to Allotment of Equity Shares, the Registrar to the Issue will dispatch Allotment Advice to the Applicants who have been Allotted Equity Shares in the Issue.
3. Approval of the Basis of Allotment by the Designated Stock Exchange. As described above shall be deemed a valid, binding and irrevocable contract for the Applicant.

GENERAL INSTRUCTIONS

Do's:

- Check if you are eligible to apply as per the terms of the Prospectus and under applicable law, rules, regulations, guidelines and approvals;
- Read all the instructions carefully and complete the Application Form in the prescribed form;
- Ensure that the details about the PAN, DP ID and Client ID, UPI ID are correct and the Applicants depository account is active, as Allotment of the Equity Shares will be in the dematerialized form only;

- Ensure that your Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre;
- If the first applicant is not the account holder, ensure that the Application Form is signed by the account holder.
- Ensure that you have mentioned the correct bank account number in the Application Form;
- Ensure that the signature of the First Applicants in case of joint Applications, is included in the Application Forms;
- QIBs, Non-Institutional Applicants and the Retail Applicants should submit their Applications through the ASBA process only. However, pursuant to SEBI circular dated November 01, 2018, RII may submit their Application by using UPI mechanism for payment.
- Ensure that the name(s) given in the Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Applications, the Application Form should contain only the name of the First Applicants whose name should also appear as the first holder of the beneficiary account held in joint names;
- Ensure that you request for and receive a stamped acknowledgement of the Application Form for all your Application;
- Ensure that you have funds equal to the Application Amount in the Bank Account maintained with the SCSB before submitting the Application Form under the ASBA process or application forms submitted by RIIs using UPI mechanism for payment, to the respective member of the Syndicate (in the Specified Locations), the SCSBs, the Registered Broker (at the Broker Centres), the RTA (at the Designated RTA Locations) or CDP (at the Designated CDP Locations);
- Submit revised Applications to the same Designated Intermediary, through whom the original Application was placed and obtain a revised acknowledgment;
- Except for Applications (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of a SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, and (ii) Applications by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Applicants 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;
- Ensure that the Demographic Details are updated, true and correct in all respects;
- 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;
- Ensure that the category and the investor status is indicated;
- Ensure that in case of Application under power of attorney or by limited companies, corporates, trust etc, relevant documents are submitted;
- Ensure that Application submitted by any person outside India should be in compliance with applicable foreign and Indian laws;
- Applicants should note that in case the DP ID, Client ID and the PAN mentioned in their Application Form and entered into the online IPO system of the Stock Exchange by the relevant Designated Intermediary, as the case may be, do not match with the DP ID, Client ID and PAN available in the Depository database, then such Applications are liable to be rejected. Where the Application Form is submitted in joint names, ensure that the beneficiary account is also held in the same joint names and such names are in the same sequence in which they appear in the Application Form;
- Ensure that the Application Forms are delivered by the Applicants within the time prescribed as per the Application Form and the Prospectus;
- Ensure that you have mentioned the correct ASBA Account number or UPI ID in the Application Form;
- Ensure that you have mentioned the details of your own bank account for blocking of fund or your own bank account linked UPI ID to make application in the Public Issue;
- Ensure that on receipt of the mandate request from sponsor bank, you have taken necessary step in timely manner for blocking of fund on your account through UPI ID using UPI application;
- Ensure that you have correctly signed the authorization/undertaking box in the Application Form, or have otherwise provided an authorization to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Amount mentioned in the Application Form at the time of submission of the Application;
- Ensure that you receive an acknowledgement from the concerned Designated Intermediary, for the submission of your Application Form; and
- The Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Don'ts:

- Do not apply for lower than the minimum Application size;

- Do not apply at a Price Different from the Price Mentioned herein or in the Application Form;
- Do not pay the Application Amount in cash, by money order, cheques or demand drafts or by postal order or by stock invest;
- Do not send Application Forms by post; instead submit the same to the Designated Intermediary only;
- Do not submit the Application Forms to any non-SCSB bank or our Company;
- Do not make Application on an Application Form that does not have the stamp of the relevant Designated Intermediary;
- Do not make Application at Cut-off Price (for Applications by QIBs and Non-Institutional Applicants);
- Do not instruct your respective Banks to release the funds blocked in the ASBA Account under the ASBA process;
- Do not make Application for Application Amount exceeding ₹ 2,00,000 (for Applications by Retail Individual Applicants);
- Do not fill up the Application Form such that the Equity Shares applied for exceeds the Net Issue Size and / or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations or under the terms of the Prospectus;
- Do not submit the General Index Register number instead of the PAN;
- Do not submit the Application without ensuring that funds equivalent to the entire Application Amount are blocked in the relevant ASBA Account;
- Do not submit Application on plain paper or on incomplete or illegible Application Forms or on Application Forms in a colour prescribed for another category of Applicants;
- Do not submit Application in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;
- Do not male Application 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);
- Do not submit Application by using details of the third party's bank account or UPI ID which is linked with bank account of the third party. Kindly note that Applications made using third party bank account or using third party linked bank account UPI ID are liable for rejection.

INSTRUCTIONS FOR COMPLETING THE APPLICATION FORM

The Applications should be submitted on the prescribed Application Form and in BLOCK LETTERS in ENGLISH only in accordance with the instructions contained herein and in the Application Form. Applications not so made are liable to be rejected. Application forms submitted to the SCSBs should bear the stamp of respective intermediaries to whom the application form submitted. Application form submitted directly to the SCSBs should bear the stamp of the SCSBs and/or the Designated Branch. Application forms submitted by Applicants whose beneficiary account is inactive shall be rejected. SEBI, vide Circular No. CIR/CFD/14/2012 dated October 4, 2012 has introduced an additional mechanism for investors to submit application forms in public issues using the stock broker ("broker") network of Stock Exchanges, who may not be syndicate members in an issue with effect from January 01, 2013. The list of Broker's Centre is available on the websites of BSE i.e. www.bseindia.com.

Applicants may note that forms not filled completely or correctly as per instructions provided in this Draft Prospectus, the General Information Document which shall be made available on the website of the Stock Exchange, the Issuer and the BRLM, are liable to be rejected. Instructions to fill each field of the Application Form can be found on the reverse side of the Application Form. Specific instructions for filling various fields of the Resident Application Form and Non-Resident Application Form and samples are provided below;

A. INSTRUCTION FOR FILLING THE APPLICATION FORM

COMMON APPLICATION FORM

XYZ LIMITED - INITIAL PUBLIC ISSUE - R

Registered Office:
Toll No.: Fax No.: Email: Website:
Contact Person: CIN:

FOR RESIDENT INDIVIDUALS, INCLUDING RESIDENT QIBs, NON INSTITUTIONAL INVESTORS, RETAIL INDIVIDUAL INVESTORS AND ELIGIBLE SMEs APPLYING ON A NON-REGISTRATION BASIS

LOGO

TO,
THE BOARD OF DIRECTORS
XYZ LIMITED

FIXED PRICE SME ISSUE
ISIN : XXXXXXX

Application Form No. _____

SYNDICATE MEMBER'S STAMP & CODE	BROKER/SCSB/CDP/RTA STAMP & CODE	1. NAME & CONTACT DETAILS OF SOLE/FIRST APPLICANT Mr. / Ms. _____ _____ Address _____ _____ Email _____ Tel. No (with STD code) / Mobile _____
SUB-BROKER'S / SUB-AGENT'S STAMP & CODE	SCSB BRANCH STAMP & CODE	
BANK BRANCH SERIAL NO.	SCSB SERIAL NO.	
2. PAN OF SOLE/FIRST APPLICANT _____		

3. INVESTOR'S DEPOSITORY ACCOUNT DETAILS <input type="checkbox"/> NSDL <input type="checkbox"/> CDSL	6. INVESTOR STATUS
_____	<input type="checkbox"/> Individual <input type="checkbox"/> NR <input type="checkbox"/> Non-Resident Indian (Non-Resident Basic) <input type="checkbox"/> NR <input type="checkbox"/> Hindu Undivided Family* <input type="checkbox"/> HUF <input type="checkbox"/> Indian Corporate <input type="checkbox"/> CO <input type="checkbox"/> Banks & Financial Institutions <input type="checkbox"/> FI <input type="checkbox"/> Mutual Funds <input type="checkbox"/> MF <input type="checkbox"/> National Investment Funds <input type="checkbox"/> NIF <input type="checkbox"/> Insurance Funds <input type="checkbox"/> IF <input type="checkbox"/> Insurance Companies <input type="checkbox"/> IC <input type="checkbox"/> Venture Capital Funds <input type="checkbox"/> VCF <input type="checkbox"/> Alternative Investment Funds <input type="checkbox"/> AIF <input type="checkbox"/> Other (Please Specify) <input type="checkbox"/> OTH

For NSDL enter 8 Digit DP ID followed by 8 Digit Client ID / For CDSL enter 16 Digit Client ID.

4. APPLICATION DETAILS (Only Retail Individual Investor can apply at "Cut-Off")		5. CATEGORY
No. of Equity Shares of ₹ 10/- each applied at the Issue Price i.e. at ₹ []/- per share ¹ <input type="checkbox"/> "Cut-Off" Price	(In Figures)	<input type="checkbox"/> Retail Individual
(In Words)		<input type="checkbox"/> Non-Institutional
ALLOTMENT WILL BE IN DEMAT MODE ONLY ²		<input type="checkbox"/> QIB

¹ Please note that applications must be made in minimum of [] shares and further multiples of [] shares accordingly.
² Please note that the equity shares on allotment will be allotted only in the dematerialized mode on the SME Platform of BSE.

7. PAYMENT DETAILS	PAYMENT OPTION : Full Payment
Amount Blocked (₹ in Figures) _____ (₹ in words) _____	
ASBA Bank A/c No. _____	
Bank Name & Branch _____	
OR	
UPI ID _____	

(Maximum 45 character)

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY), HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS APPLICATION FORM AND THE ATTACHED ABRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN THE PUBLIC ISSUE ("GID") AND HEREBY AGREE AND CONFIRM THE "INVESTOR 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 APPLICATION FORM GIVEN OVERLEAF.

1.A. SIGNATURE OF SOLE / FIRST APPLICANT	B.B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS)	SYNDICATE MEMBER / REGISTERED BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Application in Stock Exchange System)
Date: _____, 2019	1) _____ 2) _____ 3) _____	

TEAR HERE

LOGO

XYZ LIMITED INITIAL PUBLIC ISSUE - R

Acknowledgement Slip for SYNDICATE MEMBER/REGISTERED BROKER / SCSB / DP / RTA

Application Form No. _____

GPID / CI-2D _____	PAN of Sole First Applicant _____
Amount Blocked (₹ in figures) _____ ASBA Bank & Branch _____	Stamp & Signature of SCSB Branch
ASBA Bank A/c No / UPI ID _____	
Received from Mr./Ms. _____	
Telephone / Mobile _____ Email _____	

TEAR HERE

XYZ LIMITED - INITIAL PUBLIC ISSUE - R	In Figures	In Words	Stamp & Signature of SYNDICATE MEMBER / REGISTERED BROKER / SCSB / DP / RTA	Name of Sole / First Applicant
	No. of Equity Shares			
	Amount Blocked (₹)			
	ASBA Bank A/c No. / UPI ID			
	Bank & Branch:			Acknowledgement Slip for Applicant
				Application Form No. _____

Important Note: Application made using third party UPI Id or ASBA Bank A/c are liable to be rejected.

COMMON APPLICATION FORM

XYZ LIMITED - INITIAL PUBLIC ISSUE - NR

FOR ELIGIBLE NRI, FII/FFPI, FVCI, ETC., APPLYING ON A REPATRIATION BASIS

Registered Office:
Tel. No.: Fax No.: Email: Website:
Contact Person: CIN:

LOGO

TO
THE BOARD OF DIRECTORS
XYZ LIMITED

FIXED PRICE SME ISSUE
ISIN : XXXXXXX

Application Form No.

SYNDICATE MEMBER'S STAMP & CODE		BROKER/SCSB/DP/RTA STAMP & CODE		1. NAME & CONTACT DETAILS OF SOLE/FIRST APPLICANT			
SUB-BROKER'S / SUB-AGENT'S STAMP & CODE		SCSB BRANCH STAMP & CODE		Mr. / Ms.			
RANK BRANCH SERIAL NO.		SCSB SERIAL NO.		Address			
				Email			
				Tel. No. (with STD code) / Mobile			
				2. PAN OF SOLE/FIRST APPLICANT			

3. INVESTOR'S DEPOSITORY ACCOUNT DETAILS				<input type="checkbox"/> NSDL <input type="checkbox"/> CDSL		6. INVESTOR STATUS	
For NSDL enter 8 Digit DP ID followed by 8 Digit Client ID / For CDSL enter 16 Digit Client ID.						<input type="checkbox"/> Non-Resident Indian - NRI (Repatriation basis) <input type="checkbox"/> Foreign Institutional Investor - FII <input type="checkbox"/> Foreign Portfolio Investor - FPI <input type="checkbox"/> Foreign Venture Capital Investor - FVCI <input type="checkbox"/> FII Sub-Account Corporate / Individual - FIISA <input type="checkbox"/> Others - OTH (please specify)	
4. APPLICATION DETAILS (Only Retail Individual Investor can apply at "Cut-Off")						5. CATEGORY	
No. of Equity Shares of ₹ 10/- each applied at the Issue Price i.e. at ₹ []/- per share ¹ <input type="checkbox"/> "Cut-Off" Price						<input type="checkbox"/> Retail Individual <input type="checkbox"/> Non-Institutional <input type="checkbox"/> QIB	
(In Figures)		(In Words)					
ALLOTMENT WILL BE IN DEMAT MODE ONLY ²							
¹ Please note that applications must be made in minimum of [] shares and further multiples of [] shares accordingly.							
² Please note that the equity shares on allotment will be allotted only in the dematerialized mode on the SME Platform of BSE.							

7. PAYMENT DETAILS				PAYMENT OPTION : Full Payment			
Amount Blocked (₹ in Figures)				(₹ in words)			
ASBA Bank A/c No.							
Bank Name & Branch							
UPI ID							
(Maximum 8 character)							

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY), HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS APPLICATION FORM AND THE ATTACHED ABBRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN THE PUBLIC ISSUE ("GID") AND HEREBY AGREE AND CONFIRM THE "INVESTOR 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 APPLICATION FORM GIVEN OVERLEAF.

8.A. SIGNATURE OF SOLE / FIRST APPLICANT		8.B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS)		SYNDICATE MEMBER / REGISTERED BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Application in Stock Exchange System)	
Date:, 2019		I/We authorize the SCSB to do all such as necessary to make the Application in the name:			
		1)			
		2)			
		3)			

TEAR HERE

LOGO	XYZ LIMITED INITIAL PUBLIC ISSUE - NR	Acknowledgement Slip for SYNDICATE MEMBER / REGISTERED BROKER / SCSB / DP / RTA	Application Form No.
DPID / CLID			PAN of Sole/First Applicant
Amount Blocked (₹ in Figures)	ASBA Bank & Branch		Stamp & Signature of SCSB Branch
ASBA Bank A/c No./UPI ID			
Received from Mr./Ms.			
Telephone / Mobile	Email		

TEAR HERE

XYZ LIMITED - INITIAL PUBLIC ISSUE - NR	In Figures	In Words	Stamp & Signature of SYNDICATE MEMBER / REGISTERED BROKER / SCSB / DP / RTA	Name of Sole / First Applicant
	No. of Equity Shares			
	Amount Blocked (₹)			
	ASBA Bank A/c No. / UPI ID			
	Bank & Branch			Acknowledgement Slip for Applicant
				Application Form No.

Important Note: Application made using third party UPI ID or ASBA Bank A/c are liable to be rejected.

1. FIELD NUMBER 1: NAME AND CONTACT DETAILS OF THE SOLE/ FIRST APPLICANT:

Applicants should ensure that the name provided in this field is exactly the same as the name in which the Depository Account is held.

- a.) **Mandatory Fields:** Applicants should note that the name and address fields are compulsory and e-mail and/or telephone number/ mobile number fields are optional. Applicants should note that the contact details mentioned in the Application Form may be used to dispatch communications (letters notifying the unblocking of the bank accounts of Applicants) in case the communication sent to the address available with the Depositories are returned undelivered or are not available. The contact details provided in the Application Form may be used by the Issuer, the members of the Syndicate the Registered Broker and the Registrar to the Issue only for correspondence(s) related to an Issue and for no other purposes.
- b.) **Joint Applicants:** In the case of Joint Applicants, the Application should be made in the name of the Applicant whose name appears first in the Depository account. The name so entered should be the same as it appears in the Depository records. The signature of only such first Applicant would be required in the Application Form and such first Applicant would be deemed to have signed on behalf of the joint holders. All payments may be made out in favour of the Applicant whose name appears in the Application Form or the Revision Form and all communications may be addressed to such Applicant and may be dispatched to his or her address as per the Demographic Details received from the Depositories.

2. FIELD NUMBER 2: PAN NUMBER OF SOLE /FIRST APPLICANT:

- a.) PAN (of the sole/ first Applicant) provided in the Application Form should be exactly the same as the PAN of the person(s) in whose name the relevant beneficiary account is held as per the Depositories' records.
- b.) PAN is the sole identification number for participants transacting in the securities market irrespective of the amount of transaction except for Application on behalf of the Central or State Government, Application by officials appointed by the courts and Application by Applicant residing in Sikkim ("PAN Exempted Applicant"). Consequently, all Applicants, other than the PAN Exempted Applicant, are required to disclose their PAN in the Application Form, irrespective of the Application Amount. An Application Form without PAN, except in case of Exempted Applicants, is liable to be rejected. Application by the Applicant 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 Applicant is subject to (a) the Demographic Details received from the respective Depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same.
- d.) Application Forms which provide the General Index Register Number instead of PAN may be rejected.
- e.) Applications by Applicant 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.

3. FIELD NUMBER 3: APPLICANT'S DEPOSITORY ACCOUNT DETAILS

- a.) Applicants should ensure that DP ID and the Client ID are correctly filled in the Application Form. The DP ID and Client ID provided in the Application Form should match with the DP ID and Client ID available in the Depository database, otherwise, the Application Form is liable to be rejected.
- b.) Applicants should ensure that the beneficiary account provided in the Application Form is active.
- c.) Applicants should note that on the basis of DP ID and Client ID as provided in the Application Form, the Applicants may be deemed to have authorized the Depositories to provide to the Registrar to the Issue, any requested Demographic Details of the Applicants as available on the records of the depositories. These Demographic Details may be used, among other things, for sending allocation advice and for other correspondence(s) related to an Issue.
- d.) Applicants are, advised to update any changes to their Demographic Details as available in the records of the Depository Participant to ensure accuracy of records. Any delay resulting from failure to update the Demographic Details would be at the Applicants' sole risk.

4. FIELD NUMBER 4: APPLICATION OPTIONS

- a.) Since, this is the Fixed Price Issue and the Price has already been disclosed in the Draft Prospectus, the Applicants should make application at the Issue Price only. For the purpose of this Issue, the Price has been Determined as ₹ 30/- per equity shares (including premium of ₹ 20/- per equity share).
- b.) **Cut-Off Price:** Retail Individual Investors or Employees or Retail Individual Shareholders can make application at the Cut-off Price indicating their agreement to apply for and purchase the Equity Shares at the Issue Price as determined in terms of Draft Prospectus. Making Application at the Cut-off Price is prohibited for QIBs and NIIs and such Applications from QIBs and NIIs may be rejected.
- c.) **Minimum Application Value and Application Lot:** For Application made by Retail Individual Investors, minimum application of 4000 Equity Shares to ensure that the minimum Application value is not exceeding ₹ 2,00,000 and not less than ₹ 1,00,000. For Application made by QIBs and Non – Institutional Investors, minimum application of 8000 Equity Shares and in multiples of 4000 Equity Shares thereafter to ensure that the minimum Application value is exceeding ₹ 2,00,000.
- d.) **Allotment:** The Allotment of specified securities to each RII shall not be less than the minimum application Lot, subject to availability of shares in the RII category, and the remaining available shares, if any, shall be Allotted on a proportionate basis. Also, in case if the RII category is entitled to more than the allocated equity shares on proportionate basis, the RII category shall be allotted that higher percentage.

Maximum and Minimum Application Size

- e.) The Applicants may apply for the desired number of Equity Shares in multiple of 4000 equity shares at Issue Price. Applications by Retail Individual Investors and Retail Individual Shareholders must be for 4000 equity shares, so as to ensure that the Application Amount, payable by the Applicants does not exceed ₹ 200,000.

In case the Application Amount exceeds ₹ 200,000 due to revision of the Application or any other reason, the Application may be considered for allocation under the Non-Institutional Category or if it is at the Cut-off Price, then such Application may be rejected.

For NRIs, Application Amount of up to ₹ 200,000 may be considered under the Retail Category for the purposes of allocation and Application Amount exceeding ₹ 200,000 may be considered under the Non-Institutional Category for the purposes of allocation.

- f.) Application by QIBs and NIIs must be for 8000 equity shares such that the Application Amount exceeds ₹ 200,000 and in multiples of 4000 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. Non-Institutional Investors and QIBs are not allowed to make application at Cut off Price.
- g.) RII may revise or withdraw their application until Issue Closing Date. QIBs and NII's cannot withdraw or lower their Application (in terms of quantity of Equity Shares or the Application Amount) at any stage after making application and are required to pay the Application Amount upon submission of the Application.
- h.) In case the Application Amount reduces to ₹ 200,000 or less due to a revision of the Price, Application by the Non-Institutional Investors who are eligible for allocation in the Retail Category would be considered for allocation under the Retail Category.
- i.) An Application cannot be submitted for more than the net issue size.
- j.) The maximum application by any applicant including QIB applicant should not exceed the investment limits prescribed for them under the applicable laws.

Multiple Applications

- k.) Applicant should submit only one Application Form. Submission of a second Application Form to either the same or to another member of the Syndicate, SCSB or Registered Broker and duplicate copies of Application Forms bearing the same application number shall be treated as multiple Applications and are liable to be rejected.
- l.) Applicants are requested to note the following procedures that 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 Application by Applicants and may be rejected.
- ii. For Application from Mutual Funds and FII sub-accounts, submitted under the same PAN, as well as Application on behalf of the PAN Exempted Applicants, the Application Forms may be checked for common DP ID and Client ID. Such Applications which have the same DP ID and Client ID may be treated as multiple applications and are liable to be rejected.

m.) **The following Applications may not be treated as multiple Applications:**

- i. Applications by Reserved Categories making application in their respective Reservation Portion as well as application 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 Application 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.

5. FIELD NUMBER 5: CATEGORY OF APPLICANTS

- a.) The categories of Applicants are identified as per the SEBI (ICDR) Regulations, 2018 for the purpose of Applications, allocation and allotment in the Issue are RIIs, NIIs and QIBs.
- b.) An Issuer can make reservation for certain categories of Applicants as permitted under the SEBI (ICDR) Regulations, 2018. For details of any reservations made in the Issue, Applicants may refer to the Draft Prospectus.
- c.) The SEBI (ICDR) Regulations, 2018, specify the allocation or allotment that may be made to various categories of Application in an issue depending upon compliance with the eligibility conditions. Details pertaining to allocation are disclosed on reverse side of the Revision Form.
- d.) For Issue specific details in relation to allocation, Applicants may refer to the Draft Prospectus.

6. FIELD NUMBER 6: INVESTOR STATUS

- a.) Each Applicants should check whether it is eligible to apply under applicable law and ensure that any prospective allotment to it in the Issue follows the investment restrictions under applicable law.
- b.) Certain categories of Applicants, such as NRIs, FPIs and FVCIs may not be allowed to apply in the Issue or hold Equity Shares exceeding certain limits specified under applicable law. Applicants are requested to refer to the Draft Prospectus for more details.
- c.) Applicants should check whether they are eligible to apply on non-repatriation basis or repatriation basis and should accordingly provide the investor status. Details regarding investor status are different in the Resident Application Form and Non-Resident Application Form.
- d.) Applicants should ensure that their investor status is updated in the Depository records.

7. FIELD NUMBER 7: PAYMENT DETAILS

- a.) Applicants are required to enter either the ASBA Bank account details or the UPI ID in this field. In case the Applicants doesn't provide any of the ASBA Bank account details or the UPI ID then the application would be rejected. For application submitted to Designated Intermediaries (other than SCSBs), Applicants providing both the ASBA Bank account details as well as the UPI ID, the UPI ID will be considered for processing of the application.
- b.) The full Application Amount shall be blocked based on the authorization provided in the Application Form.
- c.) RIIs who make application at Cut-off price shall be blocked on the Cap Price.
- d.) All Applicants (other than Anchor Investors) can participate in the Issue only through the ASBA mechanism.

- e.) RIIs submitting their applications through Designated Intermediaries can participate in the Issue through the UPI mechanism, through their UPI ID linked with their bank account.
- f.) Application Amount cannot be paid in cash, cheque, and demand draft, through money order or through postal order.

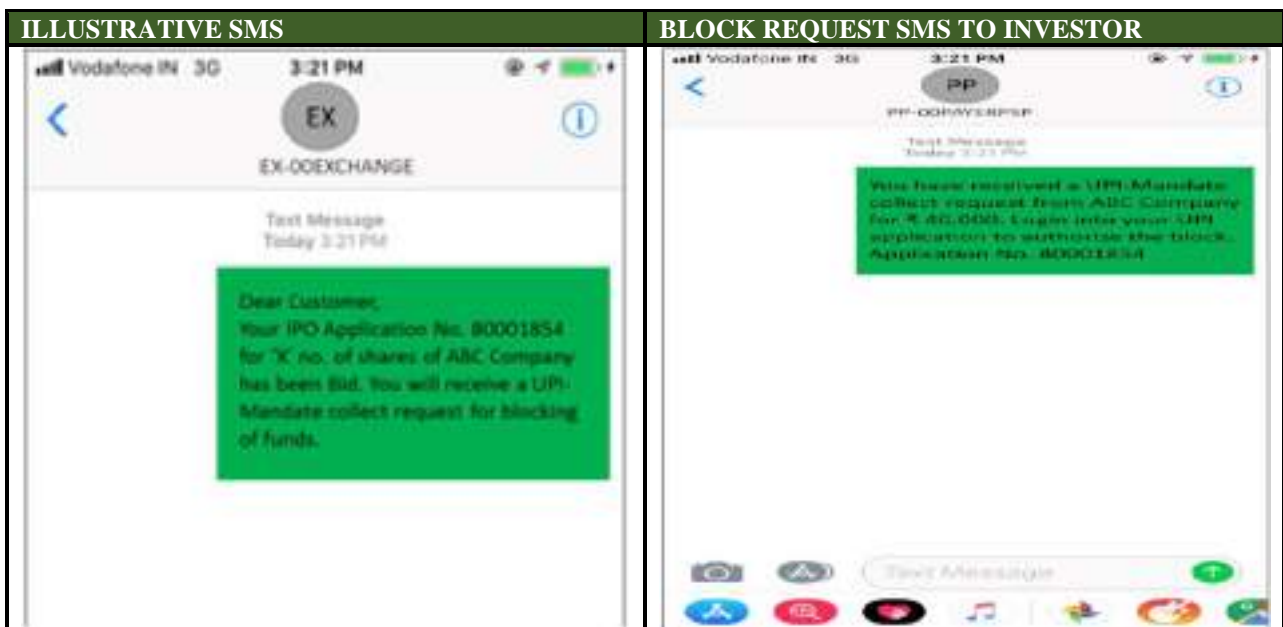
Payment instructions for Applicants (other than Anchor Investors)

- a.) RIIs making application through Designated Intermediaries should note that with the introduction of UPI as a payment mechanism, there are four channels of making applications in public issues available to them in Phase I (i.e. from January 1, 2019 for a period of three months or floating of five main board public issues, whichever is later). The four channels for making applications in public issues available to RIIs making application through Designated Intermediaries are as follows:

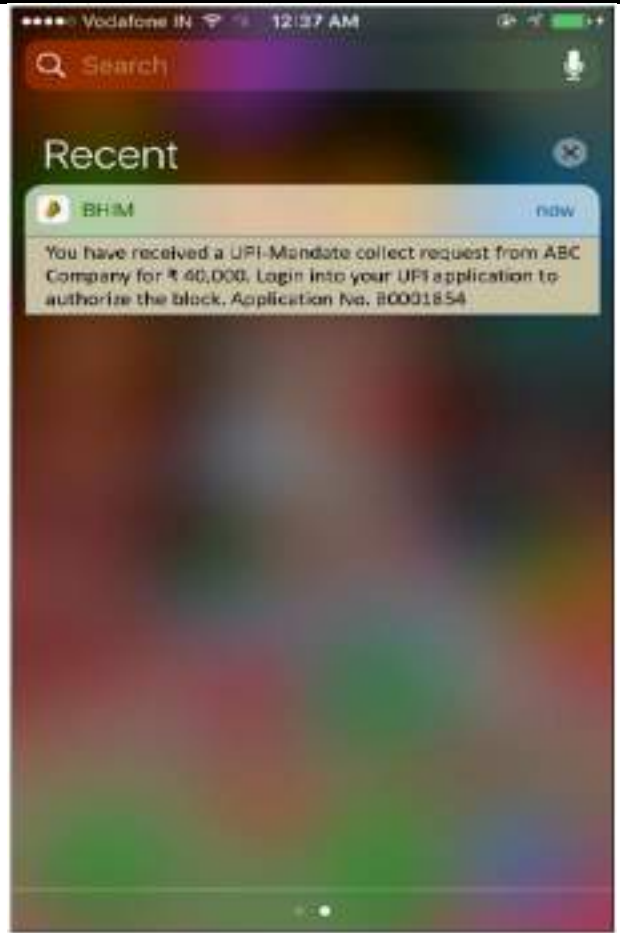
Category of Investor	Channel I	Channel II	Channel III	Channel IV
Retail Individual Investor (RII)	RIIs may submit the Application Form with ASBA as the sole mechanism for making payment either physically (at the branch of the SCSB) or online.	RIIs may submit the Application Form online using the facility of linked online trading, demat and bank account (3-in-1 type accounts) provided by Registered Brokers.	RIIs may submit the Application Form with any of the Designated Intermediaries, along with details of his/her ASBA Account for blocking of funds.	RIIs may submit the Application Form with any of the Designated Intermediaries and use his/her UPI ID for the purpose of blocking of funds.
Non- Institutional Investor (NII)	For such applications the existing process of uploading the Application and blocking of funds in the RIIs account by the SCSB would continue.		For such applications the Designated Intermediary will upload the Application in the stock exchange bidding platform and forward the application form to Designated Branch of the concerned SCSB for blocking of funds.	Not Applicable

For Phase II and Phase III, RIIs will have the option to use only Channel I, Channel II and Channel IV (as described above) for making applications in a public issue.

Please see below a graphical illustrative process of the investor receiving and approving the UPI mandate request:



BLOCK REQUEST INTIMATION THROUGH UPI APPLICATION



BLOCK REQUEST SMS TO INVESTOR



SAMPLE OF IPO DETAILS IN ATTACHMENT



POST VERIFICATION OF DETAILS ABOVE



PRE-CONFIRMATION PAGE

Please check the below details as the amount will be **blocked** for the validity period and will be debited as per the mandate inputs. In case of non-execution of the Mandate, the amount will be unblocked.

Mandate Details

To
 ABC Company
 xyzipo@bank

AMOUNT
 ₹ 0000.00

FREQUENCY
 ONETIME

VALIDITY
 20 JULY 2018 to 27 JULY 2018

REMARKS
 Application no 80001854

CANCEL **CONFIRM**

ENTERING OF UPI PIN

CANCEL

STATE BANK OF INDIA **UPI**

ABC Company ₹ 40000

ENTER UPI PIN

1	2	3
4	5	6
7	8	9
✕	0	SUBMIT

CONFIRMATION PAGE

Mandate Approved

UPI ID: xyzipo@bank
 Amount: Rs 40000.00
 Frequency: ONETIME
 UMN: 5473tsfeh735489jsbyw457isntea59jdkn@upi
 Validity: 20th July 2018 to 27th July 2018

VIEW DETAILS **HOME**

APPROVED MANDATES VISIBLE IN UPI APPLICATION

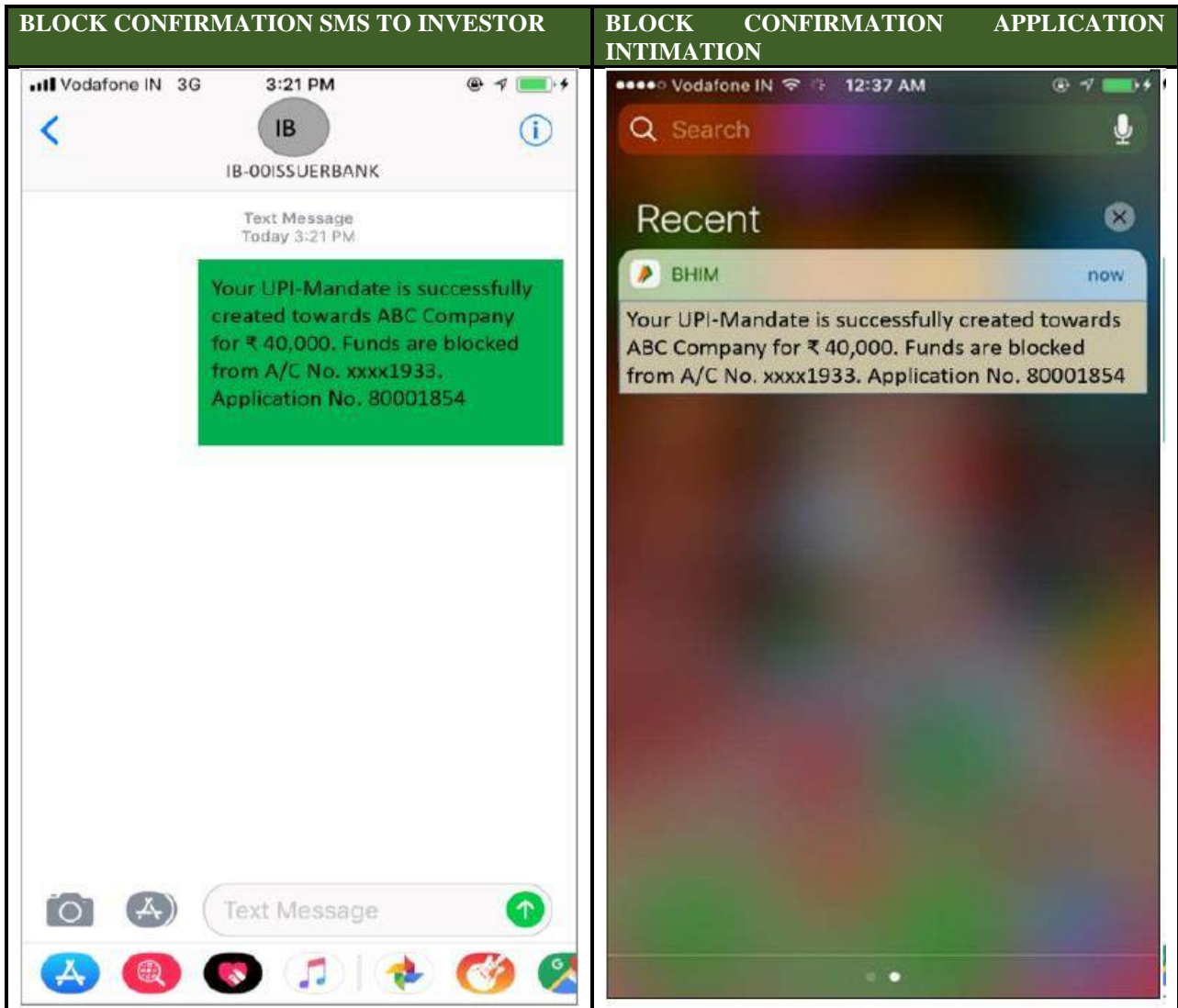
Active Mandate

Received From 18 July 2018 14:21

ABC Company ₹ 40000.00
 xyzipo@bank ONETIME
ACTIVE Application No 80001834

MANDATE DETAILS

START DATE: 20 July 2018
 END DATE: 27 July 2018
 FREQUENCY: One Time
 UMN: 5473tsfeh735489jsbyw457isntea59jdkn@upi
 REMARKS: Application No 80001834



- b.) QIB and NII Applicants may submit the Application Form either;
- i. to SCSB in physical or 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 Application Form, or
 - ii. in physical mode to any Designated Intermediary.
- c.) Applicants must specify the Bank Account number, or the UPI ID, as applicable, in the Application Form. The Application Form submitted by Applicants 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, may not be accepted.
- d.) Applicants should note that application made using third party UPI ID or ASBA Bank account are liable to be rejected.
- e.) Applicants shall note that for the purpose of blocking funds under ASBA facility clearly demarcated funds shall be available in the ASBA Account.
- f.) Applicants should submit the 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 Centers, the RTA at the Designated CRTA Locations or CDP at the Designated CDP Locations.
- g.) **Applicants making application through Designated Intermediaries** 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 Application Form, is maintained has not named at least one branch at that location for such Designated Intermediary, to deposit ASBA Forms.

- h.) **Applicants making application directly through the SCSBs** should ensure that the Application Form is submitted to a Designated Branch of a SCSB where the ASBA Account is maintained.
- i.) Upon receipt of the Application Form, the Designated Branch of the SCSB may verify if sufficient funds equal to the Application Amount are available in the ASBA Account, as mentioned in the Application Form.
- j.) If sufficient funds are available in the ASBA Account, the SCSB may block an amount equivalent to the Application Amount mentioned in the Application Form and for application directly submitted to SCSB by investor, may enter each application details into the electronic bidding system as a separate application.
- k.) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB may not upload such Application on the Stock Exchange platform and such Applications are liable to be rejected.
- l.) Upon submission of a completed Application Form each Applicants (not being a RII who has opted for the UPI payment mechanism and provided a UPI ID with the Application Form) may be deemed to have agreed to block the entire Application Amount and authorized the Designated Branch of the SCSB to block the Application Amount specified in the Application Form in the ASBA Account maintained with the SCSBs. For details regarding blocking of Application Amount for RIIs who have provided a UPI ID with the Application Form, please refer to graphical illustrative process of the investor receiving and approving the UPI mandate request provided in clause (a).
- m.) The Application Amount may remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment and consequent transfer of the Application Amount against the Allotted Equity Shares to the Public Issue Account, or until withdrawal or failure of the Issue, or until withdrawal or rejection of the Application, as the case may be.
- n.) SCSBs making application in the Issue must apply through an Account maintained with any other SCSB; else their Applications are liable to be rejected.

8. FIELD NUMBER 8: UNBLOCKING OF ASBA ACCOUNT

- a.) Once the Basis of Allotment is approved by the Designated Stock Exchange, the Registrar to the Issue may provide the following details to the controlling branches of each SCSB or the Sponsor Bank, as the case may be, along with instructions to unblock the relevant ASBA 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 Application, (ii) the amount to be transferred from the relevant ASBA Account to the Public Issue Account, for each Application, (iii) the date by which funds referred to in (ii) above may be transferred to the Public Issue Account, (iv) the amount to be unblocked, if any in case of partial allotments and (v) details of rejected ASBA Application, if any, along with reasons for rejection and details of withdrawn or unsuccessful Application, if any, to enable the SCSBs or the Sponsor Bank, as the case may be, to unblock the respective ASBA Accounts.
- b.) On the basis of instructions from the Registrar to the Issue, the SCSBs or the Sponsor Bank, as the case may be, may transfer the requisite amount against each successful Applicants 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 Application Form and for unsuccessful Applications, the Registrar to the Issue may give instructions to the SCSB or to the Sponsor Bank to revoke the mandate and, as the case may be, to unblock the Application Amount in the Relevant Account within four Working Days of the Issue Closing Date.

Additional Payment Instructions for RIIs applying through Designated Intermediaries using the UPI mechanism

- d.) Before submission of the application form with the Designated Intermediary, an RII shall download the mobile app for UPI and create a UPI ID (xyz@bankname) of not more than 45 characters with its bank and link it to his/ her bank account where the funds equivalent to the application amount is available.
- e.) RIIs shall ensure that the bank, with which it has its bank account, where the funds equivalent to the application amount is available for blocking has been notified as Issuer Banks for UPI. A list of such banks is available at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>
- f.) RIIs shall mention his / her UPI ID along with the application details in the Application Form in capital letters and submit the Application Form to any of the Designated Intermediaries.

- g.) The Designated Intermediary upon receipt of the Application Form will upload the application details along with UPI ID in the stock exchange bidding platform.
- h.) Once the application has been entered into the Stock Exchange bidding platform, the stock exchange will validate the PAN and Demat Account details of the RII with the Depository. The Depository will validate the aforesaid details on a real time basis and send a response to the stock exchange which will be shared by the stock exchange with the Designated Intermediary through its bidding platform, for corrections, if any.
- i.) Once the application details have been validated by the Depository, the stock exchange will, on a continuous basis, electronically share the application details along with the UPI ID of the concerned RII with the Sponsor Bank appointed by the Issuer.
- j.) The Sponsor Bank will validate the UPI ID of the RII before initiating the Mandate request.
- k.) The Sponsor Bank after validating the UPI ID will initiate a UPI Mandate Request for valid UPI ID on the RII which will be electronically received by the RII as an SMS / intimation on his / her mobile number / mobile app associated with the UPI ID linked account. The RII shall ensure that the details of the application are correct by opening the attachment in the UPI Mandate Request and then proceed to authorise the UPI Mandate Request using his/her UPI PIN. Upon the authorization of the mandate using his/her UPI PIN, an RII may be deemed to have verified the attachment containing the application details of the RII in the UPI Mandate Request and have agreed to block the entire application Amount and authorized the Sponsor Bank to block the application Amount mentioned in the Application Form and subsequent debit in case of allotment.
- l.) Upon successful validation of the block request by the RII, the said information would be electronically received by the RII's bank, where the funds, equivalent to the application amount would get blocked in the ASBA Account of the RII. Intimation regarding confirmation of such blocking of funds in the ASBA Account of the RII would also be received by the RII. Information on the block status request would be shared with the Sponsor Bank which in turn would share it with the stock exchange which in turn would share it with the Registrar in the form of a file for the purpose of reconciliation and display it on the stock exchange bidding platform for the information of the Designated Intermediary.
- m.) RIIs may continue to modify or withdraw the application till the closure of the Issue Period. For each modification of the application, the RII will submit a revised application and will receive a new UPI Mandate Request from the Sponsor Bank to be validated as per the process indicated above.
- n.) RIIs to check the correctness of the details on the mandate received before approving the Mandate Request.
- o.) Post closure of the Issue, the stock exchange will share the application details with the Registrar along with the final file received from the Sponsor Bank containing status of blocked funds or otherwise, along with the ASBA Account details with respect to applications made by RIIs using UPI ID.

Discount: NOT APPLICABLE

Additional Payment Instruction for NRIs

The Non-Resident Indians who intend to block funds through Non-Resident Ordinary (NRO) accounts shall use the form meant for Resident Indians (non-repatriation basis). In the case of applications by NRIs applying on a repatriation basis, payment shall not be accepted out of NRO Account.

9. FIELD NUMBER 9: SIGNATURES AND OTHER AUTHORISATIONS

- a.) Only the First Applicant is required to sign the Application Form. Applicants should ensure that signatures are in one of the languages specified in the Eighth Schedule to the Constitution of India.
- b.) In relation to the Applications, signature has to be correctly affixed in the authorization/undertaking box in the 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 application amount mentioned in the Application Form.
- c.) Applicants must note that Application Form without signature of Applicants and /or ASBA Account holder is liable to be rejected.

10. FIELD NUMBER 10: ACKNOWLEDGEMENT AND FUTURE COMMUNICATION

- a.) Applicant should ensure that they receive the acknowledgment duly signed and stamped by Application Collecting Intermediary or SCSB, as applicable, for submission of the Application Form.
- b.) All communications in connection with Application made in the Issue should be addressed as under:
 - i. In case of queries related to Allotment, non-receipt of Allotment Advice, credit of allotted equity shares, the Applicant should contact the Registrar to the Issue.
 - ii. In case of ASBA Application submitted to the Designated Branches of the SCSBs, the Applicant should contact the relevant Designated Branch of the SCSB.
 - iii. Applicants may contact the Company Secretary and Compliance Officer or Lead Manager in case of any other complaints in relation to the Issue.
 - iv. In case of queries relating to uploading of Application by a Syndicate Member, the Applicant should contact the relevant Syndicate Member.
 - v. In case of queries relating to uploading of Application by a Registered Broker, the Applicant should contact the relevant Registered Broker
 - vi. In case of Application submitted to the RTA, the Applicant should contact the relevant RTA.
 - vii. In case of Application submitted to the DP, the Applicant should contact the relevant DP.
 - viii. In case of queries relating to uploading of Application through the UPI Mechanism, the Applicant should contact the Sponsor Bank;
- c.) The following details (as applicable) should be quoted while making any queries –
 - i. Full name of the sole or First Applicant, Application Form number, Applicants' DP ID, Client ID, PAN, number of Equity Shares applied for, amount paid on Application.
 - ii. name and address of the Designated Intermediary, where the Application was submitted; or
 - iii. Applications, ASBA Account number or the UPI ID (for RIIs who make the payment of Application Amount through the UPI mechanism) linked to the ASBA Account where the Application Amount was blocked in which the amount equivalent to the Application Amount was blocked.
 - iv. For further details, Applicants may refer to the Draft Prospectus and the Application Form.

B. INSTRUCTIONS FOR FILLING THE REVISION FORM

- a.) During the Issue Period, any Applicants (other than QIBs and NIIs, who can only revise their Application amount upwards) who has registered his or her interest in the Equity Shares for a particular number of shares is free to revise number of shares applied using revision forms available separately.
- b.) RII may revise / withdraw their Application till closure of the Issue period.
- c.) Revisions can be made only in the desired number of Equity Shares by using the Revision Form.
- d.) The Applicant can make this revision any number of times during the Issue Period. However, for any revision(s) in the Application, the Applicants will have to use the services of the SCSB through which such Applicant had made the original Application. It is clarified that RIIs whose original Application is made using the UPI mechanism, can make revision(s) to their Application using the UPI mechanism only, whereby each time the Sponsor Bank will initiate a new UPI Mandate Request. Applicants are advised to retain copies of the blank Revision Form and the Application(s) must be made only in such Revision Form or copies thereof.

A sample Revision form is reproduced below:

LOGO

TO,
THE BOARD OF DIRECTORS
XYZ LIMITED

FIXED PRICE SME ISSUE
ISIN : XXXXXXX

Application Form No.

SYNDICATE MEMBER'S STAMP & CODE		BROKER/SCSB/DP/RTA STAMP & CODE		1. NAME & CONTACT DETAILS OF SOLE/FIRST APPLICANT			
				Mr./Ms.			
				Address			
				Tel. No.(with STD code) / Mobile			
SUB-BROKER'S / SUB-AGENT'S STAMP & CODE		SCSB BRANCH STAMP & CODE		2. PAN OF SOLE/FIRST APPLICANT			
BANK BRANCH SERIAL NO.		SCSB SERIAL NO.		3. INVESTOR'S DEPOSITORY ACCOUNT DETAILS: NSDL <input type="checkbox"/> CDSL <input type="checkbox"/>			
				For NSDL enter 8 digit DP ID followed by 4 digit Client ID. For CDSL enter 18 digit Client ID			

PLEASE CHANGE MY APPLICATION PHYSICAL

4. FROM (as per last Application or Revision)		No. of Equity Shares Application (Application must be in multiples of (a) Equity Shares)		Price per Equity Share (₹) (a)			
Option		On Figures		Issue Price	Discount, if any	Net Price	*Cut-off (Place ✓ tick)
Option 1		ORIGINAL APPLICATION		ORIGINAL APPLICATION			
(OR) Option 2							
(OR) Option 3							

5. TO (Revised Application) (Only Retail Individual Investor can apply at "Cut-off")		No. of Equity Shares Application (Application must be in multiples of (a) Equity Shares)		Price per Equity Share (₹) (a)			
Option		On Figures		Issue Price	Discount, if any	Net Price	*Cut-off (Place ✓ tick)
Option 1		REVISED APPLICATION		REVISED APPLICATION			
(OR) Option 2							
(OR) Option 3							

6. PAYMENT DETAILS		PAYMENT OPTION : Full Payment	
Additional Amount Blocked (₹ in Figures)		(₹ in words)	
ASBA Bank A/c No.			
Bank Name & Branch			
UPI ID			
<small>(Minimum: 45 characters)</small>			

I/WE (ON BEHALF OF BEST APPLICANTS, IF ANY), HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS REVISION FORM AND THE ATTACHED ABBREVED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN THE PUBLIC ISSUE ("GII") AND HEREBY AGREE AND CONFIRM THE "INVESTOR UNDERTAKING" AS GIVEN OVERLEAF I/WE (ON BEHALF OF BEST APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE REVISION FORM GIVEN OVERLEAF.

VA. SIGNATURE OF SOLE / FIRST APPLICANT Date: _____, 2019	VII. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS) (We authorize the SCSB to do all acts as are necessary to make the Application in the name)	SYNDICATE MEMBER / REGISTERED BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Application in Stock Exchange System)
	1)	
	2)	
	3)	

TEAR HERE

LOGO	XYZ LIMITED REVISION FORM - INITIAL PUBLIC ISSUE - R	Acknowledgment Slip for SYNDICATE MEMBER / REGISTERED BROKER / SCSB / DP / RTA	Application Form No.
DPID / CLID		PAN	
Additional Amount Blocked (₹ in Figures)		ASBA Bank & Branch	Stamp & Signature of SCSB Branch
ASBA Bank A/c No./UPI ID			
Received from Mr./Ms.			
Telephone / Mobile		Email	

TEAR HERE

XYZ LIMITED REVISION FORM - INITIAL PUBLIC ISSUE - R	Option 1	Option 2	Option 3	Stamp & Signature of SYNDICATE MEMBER / REGISTERED BROKER / SCSB / DP / RTA	Name of Sole / First Applicant
	No. of Equity Shares				
	Issue Price				Acknowledgment Slip for Applicant
	Additional Amount Blocked (₹)				
	ASBA Bank A/c No. / UPI ID				
Bank & Branch					

Important Note: Application made using third party UPI ID as ASBA Bank A/c are liable to be rejected.

COMMON APPLICATION REVISION FORM

XYZ LIMITED - INITIAL PUBLIC ISSUE - NR

FOR ELIGIBLE NRIs, FII/FFPs, PVCI, ETC., APPLYING ON A REPATRIATION BASIS

Registered Office:
Tel. No.: _____ Fax No.: _____ Email: _____ Website: _____
Cantonment _____ CID: _____

LOGO **TO THE BOARD OF DIRECTORS XYZ LIMITED** **FIXED PRICE SME ISSUE ISIN : XXXXXXX** Application Form No. _____

SYNDICATE MEMBER'S STAMP & CODE	BROKER/NCB/CDP/RTA STAMP & CODE	1. NAME & CONTACT DETAILS OF SOLE/FIRST APPLICANT
		Mr./Ms. _____ Address _____ _____
SUB-BROKER'S / SUB-AGENT'S STAMP & CODE	SCSB BRANCH STAMP & CODE	Tel. No./Mob. STD code / Mobile _____
BANK BRANCH SERIAL NO.	SCSB SERIAL NO.	2. PAN OF SOLE/FIRST APPLICANT _____
		3. INVESTOR'S DEPOSITORY ACCOUNT DETAILS NSDL <input type="checkbox"/> CDSL <input type="checkbox"/> For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 10 digit Client ID

PLEASE CHANGE MY APPLICATION PHYSICAL

4. FROM (as per last Application or Revision)

Options	No. of Equity Shares Application (Application must be in multiples of 2) Equity Shares		Price per Equity Share (₹) (In Figures)				*Cut-off (Place ✓/X)
	(In Figures)	(In Figures)	Issue Price	Discount, if any	Net Price		
Option 1		ORIGINAL APPLICATION					
(OR) Option 2							
(OR) Option 3							

5. TO (Revised Application) (Only Retail Individual Investor can apply at "Cut-Off")

Options	No. of Equity Shares Application (Application must be in multiples of 2) Equity Shares		Price per Equity Share (₹) (In Figures)				*Cut-off (Place ✓/X)
	(In Figures)	(In Figures)	Issue Price	Discount, if any	Net Price		
Option 1		REVISED APPLICATION					
(OR) Option 2							
(OR) Option 3							

6. PAYMENT DETAILS PAYMENT OPTION : Full Payment

Additional Amount Blocked (₹ in Figures) _____ (₹ in words) _____

ASBA Bank A/c No. _____
Bank Name & Branch _____
OR
UPI ID _____
(Maximum 30 character)

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS REVISION FORM AND THE ATTACHED ABRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN THE PUBLIC ISSUE ("GID") AND HEREBY AGREE AND CONFIRM THE "INVIS FOR UNDERTAKING" AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILING UP THE REVISION FORM GIVEN OVERLEAF.

7A. SIGNATURE OF SOLE / FIRST APPLICANT	7B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS)	SYNDICATE MEMBER / REGISTERED BROKER / NCB / DP / RTA STAMP (Acknowledging upload of Application in Stock Exchange System)
Date: _____, 2019	(We undertake the KYC to do of our account holder(s) to make the App. holder in the name) 1) _____ 2) _____ 3) _____	

TEAR HERE

LOGO **XYZ LIMITED REVISION FORM - INITIAL PUBLIC ISSUE - NR** Acknowledgment Slip for SYNDICATE MEMBER / REGISTERED BROKER / NCB / DP / RTA Application Form No. _____

DPID / CLID: _____ PAN: _____

Additional Amount Blocked (₹ in Figures) _____ ASBA Bank & Branch _____ Stamp & Signature of SCSB Branch _____

ASBA Bank A/c No./UPI ID _____
Received from Mr./Ms. _____
Telephone / Mobile _____ Email _____

TEAR HERE

XYZ LIMITED REVISION FORM - INITIAL PUBLIC ISSUE - NR	Option 1	Option 2	Option 3	Stamp & Signature of SYNDICATE MEMBER / REGISTERED BROKER / NCB / DP / RTA	Name of Sole / First Applicant
	No. of Equity Shares				
	Issue Price				
	Additional Amount Blocked (₹)				
ASBA Bank A/c No. / UPI ID _____				Acknowledgment Slip for Applicant	
Bank & Branch _____				Application Form No. _____	

Important Note: Application made using third party UPI ID or ASBA Bank A/c are liable to be rejected.

11. FIELDS 1, 2 AND 3: NAME AND CONTACT DETAILS OF SOLE/FIRST APPLICANT, PAN OF SOLE/FIRST APPLICANT & DEPOSITORY ACCOUNT DETAILS OF THE APPLICANT

Applicants should refer to instructions contained in paragraphs 1, 2 and 3 above under the heading “Instructions for Filling the Application Form”.

12. FIELDS 4 AND 5: APPLICATION OPTIONS REVISION ‘FROM’ AND ‘TO’

- a.) Apart from mentioning the revised number of shares in the Revision Form, the Applicants must also mention the details of shares applied for given in his or her Application Form or earlier Revision Form. For example, if Applicant has applied for 4000 equity shares in the Application Form and such applicant is changing number of shares applied for in the Revision Form, the applicant must fill the details of 4000 equity shares, in the Revision Form. The members of the Syndicate, the Registered Brokers and the Designated Branches of the SCSBs may not accept incomplete or inaccurate Revision Form.
- b.) In case of revision, applicants’ options should be provided by applicants in the same order as provided in the Application Form.
- c.) In case of revision of Applicants by Retail Individual Investors and Retail Individual Shareholders, such Applicants should ensure that the Application Amount, subsequent to revision, does not exceed ₹ 200,000. In case the Application Amount exceeds ₹ 200,000 due to revision of the Application or for any other reason, the Application may be considered, subject to eligibility, for allocation under the Non-Institutional Category or if it is at the Cut-off Price, then such Application may be rejected. The Cut-off Price option is given only to the Retail Individual Investors and Retail Individual Shareholders indicating their agreement to apply for and purchase the Equity Shares at the Issue Price.
- d.) In case the total amount (i.e., original Application Amount plus additional payment) exceeds ₹ 200,000, the Application will be considered for allocation under the Non-Institutional Category in terms of the Draft Prospectus. If, however, the RII does not either revise the Application or make additional payment and the Issue Price is higher than the price disclosed in the Draft Prospectus, the number of Equity Shares applied for shall be adjusted downwards for the purpose of allocation, such that no additional payment would be required from the RII and the RII is deemed to have approved such revised application at Cut-off Price.
- e.) In case of a downward revision in the Price, RIIs who have applied at the Cut-off Price could either revise their application or the excess amount paid at the time of application may be unblocked in case of applicants.

13. PAYMENT DETAILS

- a.) All Applicants are required to make payment of the full Application Amount along with the Application Revision Form.
- b.) Applicant may Issue instructions to block the revised amount based on the revised Price in the ASBA Account of the UPI Linked Bank Account, to the same Designated Intermediary through whom such applicant had placed the original application to enable the relevant SCSB to block the additional Application Amount, if any.
- c.) In case the total amount (i.e., original Application Amount plus additional payment) exceeds ₹ 200,000, the Application may be considered for allocation under the Non-Institutional Category in terms of the Draft Prospectus. If, however, the Applicant does not either revise the application or make additional payment and the Price is higher than Issue price disclosed in the Draft Prospectus prior to the revision, the number of Equity Shares applied for may be adjusted downwards for the purpose of Allotment, such that additional amount is required blocked and the applicant is deemed to have approved such revised application at the Cut-off Price.
- d.) In case of a downward revision in the Price, RIIs and Retail Individual Shareholders, who have applied at the Cut-off Price, could either revise their application or the excess amount paid at the time of application may be unblocked.

14. FIELD NUMBER 7: SIGNATURES AND ACKNOWLEDGEMENTS

Applicants may refer to instructions contained at paragraphs 9 above under the heading “Instructions for Filling the Application Form” for this purpose.

APPLICANT’S DEPOSITORY ACCOUNT AND BANK DETAILS

Please note that, providing bank account details or UPI ID in the space provided in the Application Form is mandatory and applications that do not contain such details are liable to be rejected.

Please note that, furnishing the details of depository account is mandatory and applications without depository account shall be treated as incomplete and rejected.

Applicants should note that on the basis of name of the Applicants, Depository Participant's name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Application Form, the Registrar to the Issue will obtain from the Depository the demographic details including address, Applicants bank account details, MICR code, occupation (hereinafter referred to as 'Demographic Details') or UPI ID (in case of Retail Individual Investors). These Bank Account or UPI ID details would be used for giving refunds to the Applicants. Hence, Applicants are advised to immediately update their Bank Account details as appearing on the records of the depository participant. Please note that failure to do so could result in delays in dispatch/ credit of refunds to Applicants at the Applicants' sole risk and neither the Lead Manager nor the Registrar to the Issue or the Escrow Collection Banks or the SCSB nor the Company shall have any responsibility and undertake any liability for the same. Hence, Applicants should carefully fill in their Depository Account details in the Application Form. These Demographic Details would be used for all correspondence with the Applicants including mailing of the CANs / Allocation Advice and printing of Bank particulars on the refund orders or for refunds through electronic transfer of funds, as applicable. The Demographic Details given by Applicants in the Application Form would not be used for any other purpose by the Registrar to the Issue. By signing the Application Form, the Applicant would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Issue, the required Demographic Details as available on its records.

PAYMENT BY STOCK INVEST

In terms of the Reserve Bank of India Circular No. DBOD No. FSC BC 42/ 24.47.00/ 2003-04 dated November 5, 2003; the option to use the stock invest instrument in lieu of cheques or bank drafts for payment of Application money has been withdrawn. Hence, payment through stock invest would not be accepted in this Issue.

OTHER INSTRUCTIONS

JOINT APPLICATIONS IN THE CASE OF INDIVIDUALS

Applications may be made in single or joint names (not more than three). In the case of joint Applications, all payments will be made out in favour of the Applicant whose name appears first in the Application Form or Revision Form. All communications will be addressed to the First Applicant and will be dispatched to his or her address as per the Demographic Details received from the Depository.

MULTIPLE APPLICATIONS

An Applicant should submit only one Application (and not more than one). Two or more Applications will be deemed to be multiple Applications if the sole or First Applicant is one and the same.

In this regard, the procedures which would be followed by the Registrar to the Issue to detect multiple applications are given below:

- I. All applications are electronically strung on first name, address (1st line) and applicant's status. Further, these applications are electronically matched for common first name and address and if matched, these are checked manually for age, signature and father/ husband's name to determine if they are multiple applications
- II. Applications which do not qualify as multiple applications as per above procedure are further checked for common DP ID/ beneficiary ID. In case of applications with common DP ID/ beneficiary ID, are manually checked to eliminate possibility of data entry error to determine if they are multiple applications.
- III. Applications which do not qualify as multiple applications as per above procedure are further checked for common PAN. All such matched applications with common PAN are manually checked to eliminate possibility of data capture error to determine if they are multiple applications.

In case of a mutual fund, a separate Application can be made in respect of each scheme of the mutual fund registered with SEBI and such Applications in respect of more than one scheme of the mutual fund will not be treated as multiple Applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

In cases where there are more than 20 (Twenty) valid applications having a common address, such shares will be kept in abeyance, post allotment and released on confirmation of “know your client” norms by the depositories. The Company reserves the right to reject, in its absolute discretion, all or any multiple Applications in any or all categories.

After submitting an ASBA Application or Application through UPI Mechanism either in physical or electronic mode, an Applicant cannot apply (either in physical or electronic mode) to either the same or another Designated Branch of the SCSB. Submission of a second Application in such manner will be deemed a multiple Application and would be rejected.

An investor making application using any of channels under UPI Payments Mechanism, shall use only his / her own bank account or only his / her own bank account linked UPI ID to make an application in public issues. Applications made using third party bank account or using third party linked bank account UPI ID are liable for rejection. Sponsor Bank shall provide the investors UPI linked bank account details to RTA for purpose of reconciliation. RTA shall undertake technical rejection of all applications to reject applications made using third party bank account.

Duplicate copies of Application Forms downloaded and printed from the website of the Stock Exchange bearing the same application number shall be treated as multiple applications and are liable to be rejected. The Company, in consultation with the Lead Manager reserves the right to reject, in its absolute discretion, all or any multiple applications in any or all categories. In this regard, the procedure which would be followed by the Registrar to the Issue to detect multiple applications is given below:

1. All Applications will be checked for common PAN. For Applicants other than Mutual Funds and FII sub-accounts, Applications bearing the same PAN will be treated as multiple Applications and will be rejected.
2. For Applications from Mutual Funds and FII sub-accounts, submitted under the same PAN, as well as Applications on behalf of the Applicants for whom submission of PAN is not mandatory such as the Central or State Government, an official liquidator or receiver appointed by a court and residents of Sikkim, the Application Forms will be checked for common DP ID and Client ID.

PERMANENT ACCOUNT NUMBER OR PAN

Pursuant to the circular MRD/DoP/Circ 05/2007 dated April 27, 2007, SEBI has mandated Permanent Account Number (“PAN”) to be the sole identification number for all participants transacting in the securities market, irrespective of the amount of the transaction w.e.f. July 2, 2007. Each of the Applicants should mention his/her PAN allotted under the Income Tax Act, 1961. Applications without the PAN will be considered incomplete and are liable to be rejected. It is to be specifically noted that Applicants should not submit the General Index Registration (“GIR”) number instead of the PAN, as the Application is liable to be rejected on this ground.

Our Company/ Registrar to the Issue/ Lead Manager can, however, accept the Application(s) in which PAN is wrongly entered into by ASBA SCSB’s in the ASBA system, without any fault on the part of Applicant.

RIGHT TO REJECT APPLICATIONS

In case of QIB Applicants, the Company in consultation with the Lead Manager may reject Applications provided that the reasons for rejecting the same shall be provided to such Applicant in writing. In case of Non Institutional Applicants, Retail Individual Applicants who applied, the Company has a right to reject Applications based on technical grounds.

GROUND FOR REJECTIONS

Applicants are advised to note that Applications are liable to be rejected inter alia on the following technical grounds:

- Amount paid does not tally with the amount payable for the highest value of Equity Shares applied for;
- In case of partnership firms, Equity Shares may be registered in the names of the individual partners and no firm as such shall be entitled to apply;
- Application by persons not competent to contract under the Indian Contract Act, 1872 including minors, insane persons;
- PAN not mentioned in the Application Form;
- GIR number furnished instead of PAN;
- Applications for lower number of Equity Shares than specified for that category of investors;
- Applications at a price other than the Fixed Price of the Issue;
- Applications for number of Equity Shares which are not in multiples of 4000;
- Category not ticked;
- Multiple Applications as defined in the Draft Prospectus;
- In case of Application under power of attorney or by limited companies, corporate, trust etc., where relevant

- documents are not submitted;
- Applications accompanied by Stock invest/ money order/ postal order/ cash;
- Signature of sole Applicant is missing;
- Application Forms are not delivered by the Applicant within the time prescribed as per the Application Forms, Issue Opening Date advertisement and the Draft Prospectus and as per the instructions in the Draft Prospectus and the Application Forms;
- In case no corresponding record is available with the Depositories that matches three parameters namely, names of the Applicants (including the order of names of joint holders), the Depository Participant's identity (DP ID) and the beneficiary's account number;
- Applications for amounts greater than the maximum permissible amounts prescribed by the regulations;
- Applications by OCBs;
- Applications by US persons other than in reliance on Regulations or "qualified institutional buyers" as defined in Rule 144A under the Securities Act;
- Applications not duly signed;
- Applications by any persons outside India if not in compliance with applicable foreign and Indian laws;
- Applications by any person that do not comply with the securities laws of their respective jurisdictions are liable to be rejected;
- Applications by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
- Applications by persons who are not eligible to acquire Equity Shares of the Company in terms of all applicable laws, rules, regulations, guidelines, and approvals;
- Applications or revisions thereof by QIB Applicants, Non Institutional Applicants where the Application Amount is in excess of ₹ 2,00,000, received after 3.00 pm on the Issue Closing Date;
- Applications not containing the details of Bank Account, UPI ID and/or Depositories Account;
- Inadequate funds in the bank account to block the Application Amount specified in the Application Form/Application Form at the time of blocking such Application Amount in the bank account;
- Where no confirmation is received from SCSB for blocking of funds;
- Applications by Applicants not submitted through ASBA process;
- Applications not uploaded on the terminals of the Stock Exchanges;
- Applications by SCSBs wherein a separate account in its own name held with any other SCSB is not mentioned as the ASBA Account in the Application Form;
- ASBA Account number or UPI ID not mentioned or incorrectly mentioned in the Application Form;
- Submission of Application Form(s) using third party ASBA Bank Account;
- Submission of more than one Application Form per UPI ID by RIIs applying through Designated Intermediaries;
- In case of Applications by RIIs (applying through the UPI mechanism), the UPI ID mentioned in the Application Form is linked to a third party bank account;
- The UPI Mandate is not approved by Retail Individual Investor; and
- The original Application is made using the UPI mechanism and revision(s) to the Application is made using ASBA either physically or online through the SCSB, and *vice versa*.

EQUITY SHARES IN DEMATERIALIZED FORM WITH NSDL OR CDSL

To enable all shareholders of the Company to have their shareholding in electronic form, the Company had signed the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

- a. a tripartite agreement dated February 22, 2019 with NSDL, our Company and Registrar to the Issue;
- b. a tripartite agreement dated February 8, 2019 with CDSL, our Company and Registrar to the Issue;

The Company's shares bear an ISIN: INE05IY01011.

- a) An applicant applying for Equity Shares in demat form must have at least one beneficiary account with the Depository Participants of either NSDL or CDSL prior to making the application.
- b) The applicant must necessarily fill in the details (including the Beneficiary Account Number and Depository Participant's Identification number) appearing in the Application Form or Revision Form.
- c) Equity Shares allotted to a successful applicant will be credited in electronic form directly to the Applicant's beneficiary account (with the Depository Participant).
- d) Names in the Application Form or Revision Form should be identical to those appearing in the account details in the Depository. In case of joint holders, the names should necessarily be in the same sequence as they appear in the account details in the Depository.
- e) If incomplete or incorrect details are given under the heading 'Applicants Depository Account Details' in the Application Form or Revision Form, it is liable to be rejected.
- f) The Applicant is responsible for the correctness of his or her demographic details given in the Application Form vis-à-vis those with their Depository Participant.

- g) It may be noted that Equity Shares in electronic form can be traded only on the stock exchanges having electronic connectivity with NSDL and CDSL. The Stock Exchange platform where our Equity Shares are proposed to be listed has electronic connectivity with CDSL and NSDL.
- h) The trading of the Equity Shares of our Company would be only in dematerialized form.

COMMUNICATIONS

All future communications in connection with Applications made in this Issue should be addressed to the Registrar to the Issue quoting the full name of the sole or First Applicant, Application Form number, Applicants Depository Account Details, number of Equity Shares applied for, date of Application form, name and address of the Banker to the Issue where the Application was submitted and a copy of the acknowledgement slip.

Investors can contact the Compliance Officer or the Registrar to the Issue in case of any pre Issue or post Issue related problems such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary accounts, etc. at below mentioned addresses;

<p>To Ms. Asha Jain The Compliance Officer Kaneri Agro Industries Limited, Survey No.155/P Village: Lodariyal, Bavla Sanand Road, Ahmedabad – 382 220, Gujarat Tel No.: +91 9925117042, Email: cs@kaneriagro.in Web: www.kaneriagro.in</p>	<p>To the Registrar to the Issue Ms. Shanti Gopalkrishnan LINK INTIME INDIA PRIVATE LIMITED Address: C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai – 400 083, Maharashtra Tel. Number: +91 22 4918 6200 Fax Number: +91 22 4918 6195 Email Id: kaneri.ipo@linkintime.co.in Investors Grievance Id: kaneri.ipo@linkintime.co.in Website: www.linkintime.co.in</p>
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DISPOSAL OF APPLICATIONS AND APPLICATION MONEYS AND INTEREST IN CASE OF DELAY

The Company shall ensure the dispatch of Allotment advice, instructions to SCSBs and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchange within one working day of the date of Allotment of Equity Shares.

The Company shall make best efforts that all steps for completion of the necessary formalities for listing and commencement of trading at SME Platform of BSE where the Equity Shares are proposed to be listed are taken within 6 (six) working days of closure of the issue.

IMPERSONATION

Attention of the applicants is specifically drawn to the provisions of section 38(1) of the Companies Act, 2013 which is reproduced below:

- a) **‘Any person who: makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or**
- 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 of Companies Act, 2013 and shall be treated as Fraud.**

Section 447 of the Companies Act, 2013, is reproduced as below:

Without prejudice to any liability including repayment of any debt under this Act or any other law for the time being in force, any person who is found to be guilty of fraud involving an amount of at least ten lakh rupees or one per cent. of the turnover of the company, whichever is lower shall be punishable with imprisonment for a term which shall not be less than six months but which may extend to ten years and shall also be liable to fine which shall not be less than the amount involved in the fraud, but which may extend to three times the amount involved in the fraud:

Provided that where the fraud in question involves public interest, the term of imprisonment shall not be less than three years.

Provided further that where the fraud involves an amount less than ten lakh rupees or one per cent. of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to twenty lakh rupees or with both.

BASIS OF ALLOTMENT

Allotment will be made in consultation with BSE (The Designated Stock Exchange). In the event of oversubscription, the allotment will be made on a proportionate basis in marketable lots as set forth here:

1. The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e. the total number of Shares applied for in that category multiplied by the inverse of the over subscription ratio (number of applicants in the category x number of Shares applied for).
2. The number of Shares to be allocated to the successful applicants will be arrived at on a proportionate basis in marketable lots (i.e. Total number of Shares applied for into the inverse of the over subscription ratio).
3. For applications where the proportionate allotment works out to less than 4000 equity shares the allotment will be made as follows:
 - a) Each successful applicant shall be allotted 4000 equity shares; and
 - b) The successful applicants out of the total applicants for that category shall be determined by the drawal of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (2) above.
4. If the proportionate allotment to an applicant works out to a number that is not a multiple of 4000 equity shares, the applicant would be allotted Shares by rounding off to the lower nearest multiple of 4000 equity shares.
5. If the Shares allocated on a proportionate basis to any category is more than the Shares allotted to the applicants in that category, the balance available Shares for allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful applicants in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising of applicants applying for the minimum number of Shares.
6. Since present issue is a fixed price issue, the allocation in the net Issue to the public category in terms of Regulation 253(2) of the SEBI (ICDR) (Amendment) Regulations, 2018 shall be made as follows;
 - (a). minimum fifty per cent. to retail individual investors; and
 - (b). remaining to:
 - i) individual applicants other than retail individual investors; and
 - ii) other investors including corporate bodies or institutions, irrespective of the number of Equity Shares applied for;

Provided that the unsubscribed portion in either of the categories specified in clauses (a) or (b) may be allocated to applicants in the other category.

Explanation: If the retail individual investor category is entitled to more than fifty per cent of the net issue size on a proportionate basis, the retail individual investors shall be allocated that higher percentage.

Please note that the Allotment to each Retail Individual Investor shall not be less than the minimum application lot, subject to availability of Equity Shares in the Retail portion. The remaining available Equity Shares, if any in Retail portion shall be allotted on a proportionate basis to Retail individual Investor in the manner in this para titled "BASIS OF ALLOTMENT".

"Retail Individual Investor" means an investor who applies for shares of value of not more than ₹ 2,00,000/-. Investors may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with the SME Platform of BSE.

BASIS OF ALLOTMENT IN THE EVENT OF UNDER SUBSCRIPTION

In the event of under subscription in the Issue, the obligations of the Underwriters shall get triggered in terms of the Underwriting Agreement. The Minimum subscription of 100% of the Issue size as specified in Page no. 228 shall be achieved before our company proceeds to get the basis of allotment approved by the Designated Stock Exchange.

The Executive Director/Managing Director of the SME Platform of BSE – the Designated Stock Exchange in addition to Lead Manager and Registrar to the Public Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations, 2018.

UNDERTAKING BY OUR COMPANY

Our Company undertakes the following:

1. that the complaints received in respect of this Issue shall be attended to by our Company expeditiously and satisfactorily;
2. That all steps will be taken for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchange where the Equity Shares are proposed to be listed within 6 (Six) working days of closure of the Issue;
3. that funds required for making refunds/unblocking to unsuccessful applicants as per the mode(s) disclosed shall be made available to the Registrar to the Issue by us;
4. that the instruction for electronic credit of Equity Shares/ refund orders/intimation about the refund to non-resident Indians shall be completed within specified time; and
5. that no further issue of Equity Shares shall be made till the Equity Shares offered through the Draft Prospectus are listed or till the application monies are refunded on account of non-listing, under subscription etc.
6. that Company shall not have recourse to the Issue proceeds until the approval for trading of the Equity Shares from the Stock Exchange where listing is sought has been received.
7. Adequate arrangements shall be made to collect all Application forms.

UTILIZATION OF ISSUE PROCEEDS

The Board of Directors certifies that:

- 1) All monies received out of the Issue shall be credited/ transferred to a separate bank account other than the bank account referred to in sub section (3) of Section 40 of the Companies Act 2013;
- 2) Details of all monies utilized out of the Issue shall be disclosed and continue to be disclosed till any part of the issue proceeds remains unutilized under an appropriate separate head in the Company's balance sheet indicating the purpose for which such monies have been utilized;
- 3) Details of all unutilized monies out of the Issue, if any shall be disclosed under an appropriate head in the balance sheet indicating the form in which such unutilized monies have been invested;
- 4) Our Company shall comply with the requirements of section SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to section 177 of the Company's Act, 2013 in relation to the disclosure and monitoring of the utilization of the proceeds of the Issue respectively;
- 5) Our Company shall not have recourse to utilize the Issue Proceeds until the approval for listing and trading of the Equity Shares from the Stock Exchange where listing is sought has been received.

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and Foreign Exchange Management Act, 1999 (“FEMA”). While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The government bodies responsible for granting foreign investment approvals are the Reserve Bank of India (“RBI”) and Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India (“DIPP”).

The Government of India, from time to time, has made policy pronouncements on Foreign Direct Investment (“FDI”) through press notes and press releases. The Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India (“DIPP”), has issued consolidated FDI Policy Circular of 2017 (“FDI Policy 2017”), which is effective from August 28, 2017, consolidates and supersedes all previous press notes, press releases and clarifications on FDI Policy issued by the DIPP that were in force. 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 Reserve Bank of India (“RBI”) also issues Master Circular on Foreign Investment in India every year. Presently, FDI in India is being governed by Master Circular on Foreign Investment dated January 4, 2018 as updated from time to time by RBI. In terms of the Master Circular, an Indian company may issue fresh shares to people resident outside India (who is 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. 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.

Under the current FDI Policy of 2017, foreign direct investment in micro and small enterprises is subject to sectoral caps, entry routes and other sectoral regulations. At present 100% foreign direct investment through automatic route is permitted in the sector in which our Company operates. Therefore applicable foreign investment up to 100% is permitted in our company under automatic route.

In case of investment in sectors through Government Route, approval from competent authority as mentioned in Chapter 4 of the FDI Policy 2017 has to be obtained by the Company.

The transfer of shares between an Indian resident to a non-resident does not require the prior approval of the RBI, subject to fulfilment of certain conditions as specified by DIPP/RBI, from time to time. Such conditions include: (i) where the transfer of shares requires the prior approval of the Government as per the extant FDI policy provided that: a) the requisite approval of the Government has been obtained; and b) the transfer of shares adheres with the pricing guidelines and documentation requirements as specified by the Reserve Bank of India from time to time.; (ii) where the transfer of shares attract SEBI (SAST) Regulations subject to the adherence with the pricing guidelines and documentation requirements as specified by Reserve Bank of India from time to time.; (iii) where the transfer of shares does not meet the pricing guidelines under the FEMA, 1999 provided that: a) The resultant FDI is in compliance with the extant FDI policy and FEMA regulations in terms of sectoral caps, conditionalities (such as minimum capitalization, etc.), reporting requirements, documentation etc.; b) The pricing for the transaction is compliant with the specific/explicit, extant and relevant SEBI regulations/guidelines (such as IPO, Book building, block deals, delisting, exit, open offer/substantial acquisition/SEBI SAST); and Chartered Accountants Certificate to the effect that compliance with the relevant SEBI regulations/guidelines as indicated above is attached to the form FC-TRS to be filed with the AD bank and iv) where the investee company is in the financial sector provided that: a) Any ‘fit and proper/due diligence’ requirements as regards the non-resident investor as stipulated by the respective financial sector regulator, from time to time, have been complied with; and b) The FDI policy and FEMA regulations in terms of sectoral caps, conditionalities (such as minimum capitalization, pricing, etc.), reporting requirements, documentation etc., are complied with. As per the existing policy of the Government of India, OCBs cannot participate in this Issue and in accordance with the extant FDI guidelines on sectoral caps, pricing guidelines etc. as amended by Reserve bank of India, from time to time. Investors are advised to confirm their eligibility under the relevant laws before investing and / or subsequent purchase or sale transaction in the Equity Shares of Our Company. Investors will not offer, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines. Our Company, the Underwriters and their respective directors, officers, agents, affiliates and representatives, as applicable, accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares of our Company.

INVESTMENT CONDITIONS/RESTRICTIONS FOR OVERSEAS ENTITIES

Under the current FDI Policy 2017, the maximum amount of Investment (sectoral cap) by foreign investor in an issuing entity is composite unless it is explicitly provided otherwise including all types of foreign investments, direct and indirect, regardless of whether it has been made for FDI, FPI, NRI/OCI, LLPs, FVCI, Investment Vehicles and DRs under Schedule 1, 2, 3, 6, 7, 8, 9, and 11 of FEMA (Transfer or Issue of Security by Persons Resident outside India) Regulations, 2017. Any equity holding by a person resident outside India resulting from conversion of any debt instrument under any arrangement shall be reckoned as foreign investment under the composite cap.

Portfolio Investment up to aggregate foreign investment level of 49% or sectoral/statutory cap, whichever is lower, will not be subject to either Government approval or compliance of sectoral conditions, if such investment does not result in transfer of ownership and/or control of Indian entities from resident Indian citizens to non-resident entities. Other foreign investments will be subject to conditions of Government approval and compliance of sectoral conditions as per FDI Policy. The total foreign investment, direct and indirect, in the issuing entity will not exceed the sectoral/statutory cap.

I. Investment by FPIs under Portfolio Investment Scheme (PIS):

With regards to purchase/sale of capital instruments of an Indian company by an FPI under PIS the total holding by each FPI or an investor group as referred in SEBI (FPI) Regulations, 2014 shall not exceed 10 % of the total paid-up equity capital on a fully diluted basis or less than 10% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all FPIs put together shall not exceed 24 % of paid-up equity capital on fully diluted basis or paid-up value of each series of debentures or preference shares or share warrants. The said limit of 10 percent and 24 percent will be called the individual and aggregate limit, respectively. However, this limit of 24 % may be increased up to sectoral cap/statutory ceiling, as applicable, by the Indian company concerned by passing a resolution by its Board of Directors followed by passing of a special resolution to that effect by its general body.

II. Investment by NRI or OCI on repatriation basis:

The purchase/sale of equity shares, debentures, preference shares and share warrants issued by an Indian company (hereinafter referred to as “Capital Instruments”) of a listed Indian company on a recognised stock exchange in India by Non-Resident Indian (NRI) or Overseas Citizen of India (OCI) on repatriation basis is allowed subject to certain conditions under Schedule 3 of the FEMA (Transfer or Issue of security by a person resident outside India) Regulations, 2017 i.e. the total holding by any individual NRI or OCI shall not exceed 5 percent of the total paid-up equity capital on a fully diluted basis or should not exceed 5 percent of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10 percent of the total paid-up equity capital on a fully diluted basis or shall not exceed 10 percent of the paid-up value of each series of debentures or preference shares or share warrants; provided that the aggregate ceiling of 10 percent may be raised to 24 percent if a special resolution to that effect is passed by the general body of the Indian company.

III. Investment by NRI or OCI on non-repatriation basis

As per current FDI Policy 2017, schedule 4 of FEMA (Transfer or Issue of Security by Persons Resident outside India) Regulations – Purchase/ sale of Capital Instruments or convertible notes or units or contribution to the capital of an LLP by a NRI or OCI on non-repatriation basis – will be deemed to be domestic investment at par with the investment made by residents. This is further subject to remittance channel restrictions.

The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (“US Securities Act”) or any other state securities laws in the United States of America and may not be sold or offered within the United States of America, or to, or for the account or benefit of “US Persons” as defined in Regulation S of the U.S. Securities Act, except pursuant to exemption from, or in a transaction not subject to, the registration requirements of US Securities Act and applicable state securities laws.

Accordingly, the equity shares are being offered and sold only outside the United States of America in an offshore transaction in reliance upon Regulation S under the US Securities Act and the applicable laws of the jurisdiction where those offers and sale occur.

Further, no Issue to the public (as defined under Directive 2003/71/EC, together with any amendments) and implementing measures thereto, (the “Prospectus Directive”) has been or will be made in respect of the Issue in any member State of the European Economic Area which has implemented the Prospectus Directive except for any such Issue made under exemptions available under the Prospectus Directive, provided that no such Issue shall result in a requirement to publish or supplement a prospectus pursuant to the Prospectus Directive, in respect of the Issue.

Any forwarding, distribution or reproduction of this document in whole or in part may be unauthorised. Failure to comply with this directive may result in a violation of the Securities Act or the applicable laws of other jurisdictions. Any investment decision should be made on the basis of the final terms and conditions and the information contained in this Draft Prospectus.

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 Application may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Applicants. Our Company and the Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and ensure that the Applications are not in violation of laws or regulations applicable to them and do not exceed the applicable limits under the laws and regulations.

DESCRIPTION OF EQUITY SHARES AND TERMS OF THE ARTICLES OF ASSOCIATION

PROVISIONS OF ARTICLES OF ASSOCIATION

Title of Articles	Article Number	Content
INTERPRETATION	1.	<p>In these Articles –</p> <p>(a) “Act” means the Companies Act, 2013 or any statutory modification or re-enactment thereof for the time being in force and if the context so requires may also include the Companies Act, 1956.</p> <p>(b) “Articles” means these articles of association of the Company or as altered from time to time.</p> <p>(c) “Board of Directors” or “Board” means collective body of Directors of the Company,</p> <p>(d) “Beneficial Owner” shall mean the beneficial owners defined in clause (a) of sub-section (I) of section 2 of Depositories Act, 1996.</p> <p>(e) “Company” means Kaneri Agro Industries Limited or any other name as reflected on the latest Certificate of Incorporation issued by the Registrar of Companies.</p> <p>(f) “Depositories Act” means the Depositories Act, 1996 and includes any statutory modification(s) or re-enactment thereof for the time being in force.</p> <p>(g) “Depository” means a Depository as defined under clause (e) of sub section (I) of section 2 of the Depositories Act 1996.</p> <p>(h) “Rules” means the applicable rules for the time being in force as prescribed under relevant sections of the Act.</p> <p>(i) “Seal” means the common seal to be kept by the Company, if so decided by the Board of Directors.</p> <p>(j) “Secretary” means any person appointed to perform the duties which may be performed by a secretary under the Act and any other purely ministerial or administrative duties and includes any person appointed to perform the duties of a secretary temporarily.</p> <p>(k) “The Office” means the Registered Office for the time being of the Company.</p>
	2.	Words importing the singular number shall include the plural number and words importing the masculine gender shall, where the context admits, include the feminine and neuter gender.
	3.	Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act and Rules made thereunder and any statutory modification thereof in force at the date at which these regulations become binding on the company.
	4.	<p>Table ‘F’ not to apply</p> <p>The regulations contained in the Table marked ‘F’ in Schedule I to the Companies Act, 2013 shall not apply to the Company, except in so far as the same are repeated, contained or expressly made applicable in these Articles or by the said Act.</p>
	5.	<p>General Power</p> <p>Wherever in the Companies Act, 2013 or Rules made thereunder, it has been provided that the Company shall have any right, privilege or authority or that Company cannot carry out any transaction unless the Company is so authorised by its Articles, then in that case, Articles hereby authorise and empower the</p>

Title of Articles	Article Number	Content
		Company to have such rights, privileges or Authority and to carry out such transaction as have been permitted by the Companies Act, 2013.
SHARE CAPITAL AND VARIATION OF RIGHTS		
	6.	<p>Amount of Capital The Authorised Share Capital of the Company shall be as per Paragraph V of the Memorandum of Association of the Company, with such rights, privileges and conditions attaching thereto as may be determined by the Company, with power to increase and reduce the capital of the company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively, subject to the provisions of the Act, such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the regulations of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the Company.</p>
	7.	<p>Shares under control of Board Subject to the provisions of the Act and these Articles, the shares in the capital of the company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.</p>
	8.	<p>Directors may allot shares for consideration other than cash The Board may issue and allot shares in the Capital of the company as payment or part payment for any property sold or transferred, goods or machinery supplied or for service rendered to the Company in or about the conduct of the company's business and shares to be allotted may be issued as fully paid up shares and if so issued, shall be deemed to be fully paid up shares.</p>
	9.	<p>Kinds of Share Capital The Company may issue the following kinds of shares in accordance with these Articles, the Act, the Rules and other applicable laws: (a). Equity Share Capital: i. with voting rights; and / or ii. with differential rights as to dividend, voting or otherwise in accordance with the Rules; and (b). Preference Share Capital</p>
	10.	<p>Issue of Certificate i. Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided,— (a). one certificate for all his shares without payment of any charges; or (b). several certificates, each for one or more of his shares, upon payment of such charges as may be fixed by the Board for each certificate after the first. Certificate to bear seal ii. Every certificate shall be under the seal, if any, and shall specify the shares to which it relates and the amount paid-up thereon. One certificate for shares held jointly iii. In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.</p>
	11.	<p>Issue of new certificate in place of one defaced, lost or destroyed i. If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon</p>

Title of Articles	Article Number	Content
		<p>proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.</p> <p>Provisions as to issue of certificates to apply mutatis mutandis to debentures, etc.</p> <p>ii. Unless otherwise repugnant to the context, the provisions of this Articles of Association pertaining to shares shall mutatis mutandis apply to debentures and other securities of the company.</p>
	12.	<p>Trust not to be recognized</p> <p>Except as required by law, no person shall be recognized by the company as holding any share upon any trust, and the company shall not be bound by or be compelled in any way to recognize (even when having notice thereof) any equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.</p>
	13.	<p>Option to receive share certificate or hold shares with depository</p> <p>A person subscribing to shares offered by the Company shall have the option either to receive certificates for such shares or hold the shares in a dematerialised state with a depository. Where a person opts to hold any share with the depository, the Company shall intimate such depository the details of allotment of the share to enable the depository to enter in its records the name of such person as the beneficial owner of that share.</p>
	14.	<p>Power to pay Commission in connection with securities issued</p> <p>i. The company may exercise the powers of paying commissions conferred by the Act, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made there under.</p> <p>Rate of commission in accordance with Rules</p> <p>ii. The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under the relevant provisions of the Act.</p> <p>Mode of payment of commission</p> <p>iii. The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.</p> <p>Brokerage</p> <p>iv. The Company may on any issue of securities pay such brokerage as may be reasonable and lawful.</p>
	15.	<p>Variation of Members' rights</p> <p>i. If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of the Act, and whether or not the company is being wound up, be varied after complying with the requisite procedures.</p> <p>Provisions as to general meetings to apply mutatis mutandis to each meeting</p> <p>ii. To every such separate meeting, the provisions of these regulations relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.</p>
	16.	<p>Issue of further shares not to affect rights of existing members</p> <p>The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking paripassu therewith.</p>

Title of Articles	Article Number	Content
	17.	<p>Power to Issue Redeemable Preference Shares Subject to the provisions of the Act, the Board shall have the power to issue or re-issue preference shares of one or more classes which are liable to be redeemed or converted to equity shares, on such terms and conditions and in such manner as determined by the Board in accordance with the Act.</p>
	18.	<p>Further issue of Share Capital i. The Board or the Company, as the case may be, may, in accordance with the Act and the Rules, issue further shares to – (a). persons who, at the date of offer, are holders of equity shares of the Company; such offer 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; or (b). employees under any scheme of employees' stock option; or (c). any persons, whether or not those persons include the persons referred to in clause (a) or clause (b) above.</p> <p>Mode of further issue of Shares ii. A further issue of shares may be made in any manner whatsoever as the Board may determine including by way of preferential offer or private placement, subject to and in accordance with the Act and the Rules.</p>
	19.	<p>Issue of warrants or other instruments Subject to the applicable statutory provisions, rules, regulations and guidelines and necessary approvals, the Company shall have power to issue warrant or other instrument, whether independent or attached with some other instrument or detachable and whether bearing any face value or not and with or without any right or entitlement or option to subscribe to or exchange with the equity shares or any kind of securities or not. The terms and conditions of such warrant or instrument may be decided by either under any applicable statutory provisions, rules, regulations, guidelines or by a special resolution of the members of the Company passed at a general meeting authorizing issue of such warrant or instrument or by the Board of Directors of the Company.</p>
	20.	<p>Beneficial owner of shares will be absolute owner Save as herein otherwise provided, the Company shall be entitled to treat the person whose name appears as the beneficial owner of the shares in the record of Depository as the absolute owner thereof as regards receipt of dividends or bonus or service of notices and all or any other matters connected with the Company and accordingly the Company shall not (except as ordered by a court of competent jurisdiction or as by law required) be bound to recognise any benami, trust, or equity or equitable, contingent or other claim to or interest in such share(s) on the part of any other person(s), whether or not it shall have express or implied notice thereof.</p>
	21.	<p>Dematerialization of Shares Notwithstanding anything contained in these Articles, the Company shall be entitled in accordance with the provisions of the Depositories Act, 1996, to dematerialise any or all of its shares, debentures and other marketable securities and to offer the same for subscription in dematerialized form and on the same being done, the Company shall further be entitled to maintain a Register of Members with the details of Members holding shares both in material and dematerialized form in any media as permitted by law including any form of electronic media, either In respect of the existing shares or any future issue.</p>
LIEN		
	22.	<p>Company's lien on shares i. The company shall have a first and paramount lien— (a). on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and</p>

Title of Articles	Article Number	Content
		<p>(b). on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company: Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.</p> <p>Lien to extend to dividends, etc. ii. The company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.</p> <p>Waiver of Lien in case of registration iii. Unless otherwise agreed by the Board, the registration of a transfer of shares shall operate as a waiver of the Company's lien.</p>
	23.	<p>As to enforcing lien by sale The company may sell, in such manner as the Board thinks fit, any shares on which the company has a lien: Provided that no sale shall be made—</p> <p>(a). unless a sum in respect of which the lien exists is presently payable; or (b). until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.</p>
	24.	<p>Validity of Sale i. To give effect to any such sale, the Board may authorize some person to transfer the shares sold to the purchaser thereof.</p> <p>Purchaser to be registered holder ii. The purchaser shall be registered as the holder of the shares comprised in any such transfer.</p> <p>Validity of Company's receipt iii. The receipt of the Company for the consideration (if any) given for the share on the sale thereof shall (subject, if necessary, to execution of an instrument of transfer or a transfer by relevant system, as the case may be) constitute a good title to the share and the purchaser shall be registered as the holder of the share.</p> <p>Purchaser not affected iv. The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.</p>
	25.	<p>Application of proceeds of sale i. The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.</p> <p>Payment of residual money ii. The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.</p>
	26.	<p>Outsider's lien not to affect Company's lien i. In exercising its lien, the Company shall be entitled to treat the registered holder of any share as the absolute owner thereof and accordingly shall not (except as ordered by a court of competent jurisdiction or unless required by any statute) be bound to recognize any equitable or other claim to or interest in, such share on the part of any other person, whether a creditor of the registered holder or otherwise. The Company's lien shall prevail notwithstanding that it has received notice of any such claim.</p>

Title of Articles	Article Number	Content
		<p>Provisions as to lien apply mutatis mutandis to debentures, etc. ii. The provisions of this Articles relating to lien shall mutatis mutandis apply to any other securities including debentures of the Company.</p>
CALLS ON SHARES		
	27.	<p>Board may make calls i. The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times.</p> <p>Notice of call ii. Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares.</p> <p>Revocation or postponement of call iii. A call may be revoked or postponed at the discretion of the Board.</p> <p>Board may extend time for payment iv. The Board may, from time to time, at its discretion, extend the time fixed for the payment of any call in respect of one or more members as the Board may deem appropriate in any circumstances.</p>
	28.	<p>Call to take effect from date of resolution A call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to be paid by installments.</p>
	29.	<p>Liability of joint holders of shares The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.</p>
	30.	<p>When interest on call or installment payable i. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at such rate as may be fixed by the Board.</p> <p>Board may waive interest ii. The Board shall be at liberty to waive payment of any such interest wholly or in part.</p>
	31.	<p>Sums deemed to be calls i. Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these Articles, be deemed to be a call duly made and payable on the date on which by the terms of issue of such sum becomes payable.</p> <p>Effect of non-payment of sums ii. In case of non-payment of such sum, all the relevant provisions of these Articles as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.</p>
	32.	<p>Payment in anticipation of calls may carry interest The Board— (a). may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and (b). upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate as may be decided by the Board and as may be agreed upon between the Board and the member paying the sum in advance. Provided that such calls</p>

Title of Articles	Article Number	Content
		in advance shall not confer any additional dividend or additional voting right upon such member.
	33.	Installments on shares to be duly paid If by the conditions of allotment of any shares, the whole or part of the amount of issue price thereof shall be payable by installments, then every such installment shall, when due, be paid to the Company by the person who, for the time being and from time to time, is or shall be the registered holder of the share or the legal representative of a deceased registered holder.
	34.	Calls on shares of same class to be on uniform basis All calls shall be made on a uniform basis on all shares falling under the same class. Explanation: Shares of the same nominal value on which different amounts have been paid- up shall not be deemed to fall under the same class.
	35.	Partial payment not to preclude forfeiture Neither a judgment nor a decree in favour of the Company for calls or other moneys due in respect of any shares nor any part payment or satisfaction thereof 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 shares either by way of principal or interest nor any indulgence granted by the Company in respect of payment of any such money shall preclude the forfeiture of such shares as herein provided.
	36.	Evidence in action for call On the trial or hearing of any action for the recovery of any amount due for any call it shall be sufficient to prove that the name of the member sued is entered in the Register as the holder or one of the holders of the shares in respect of which such debt accrued; that the resolution making a call is duly recorded in the minute book; and that notice of such call was duly given to the member sued in pursuance of these presents; and it shall not be necessary to prove the appointment of the directors who made such call nor any other matter whatsoever but the proof of the matter as aforesaid shall be conclusive evidence of the debt.
	37.	Provisions as to calls to apply <i>mutatis mutandis</i> to debentures, etc. The provisions of these Articles relating to calls shall <i>mutatis mutandis</i> apply to any other securities including debentures of the Company.
TRANSFER OF SHARES		
	38.	Instrument of transfer to be executed by transferor and transferee i. The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee. ii. The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.
	39.	Board may refuse to register transfer The Board may, subject to the right of appeal conferred by the Act decline to register— (a). the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or (b). any transfer of shares on which the company has a lien. (c). any transfer of shares on sufficient cause.
	40.	Board may decline to recognize instrument of transfer In case of shares held in physical form, the Board may decline to recognize any instrument of transfer unless— (a). the instrument of transfer is in the form as prescribed in rules made under the Act; (b). the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and (c). the instrument of transfer is in respect of only one class of shares.
	41.	Transfer of Share Suspended

Title of Articles	Article Number	Content
		On giving not less than seven days' previous notice in accordance with the Act and rules made there under, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine: Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.
	42.	<p>Refusal Odd Lots</p> <p>Without in any way derogating from the powers conferred on the Board by Article 39 and 40, the Board shall be entitled to refuse an application for transfer of shares less than the market trading unit of shares of the Company subject, however, to the following exceptions.</p> <ul style="list-style-type: none"> i. transfer of shares made in pursuance of any provision of law or statutory regulation or order, or an order of a competent Court of Law, or ii. transfer of the entire holding of shares by a shareholder holding less than the market trading unit of the Company's Shares by a single transfer to a single or joint names, or iii. transfer of share <ul style="list-style-type: none"> (a). by a transferor whose shareholding after the transfer will result in his holding the market trading unit of the Company's shares or a multiple of such unit or (b). to one or more transferees, whose shareholding after the transfer (in case of transfer from more than one transferor all transfers being presented to the Company for approval simultaneously) together with the shares already held by him will result in a holding of the market trading unit of the Company's shares or a multiple of such unit, or iv. transmission of shares under a will, and v. transfer of shares of less than the market trading unit held by a shareholder, where the Board/Committee of Directors may at its discretion and in exceptional circumstances or in cases of genuine hardship or for any other just and sufficient cause (the decision of the Board/ Committee being final and conclusive) accept such application.
	43.	<p>Power to refuse sub-division and/or consolidation</p> <p>Notwithstanding anything contained hereinabove, the Directors/Committee of Transfer of the Company, may in their absolute discretion refuse sub-division and/or consolidation of Share Certificates or Debenture Certificates into denominations of less or more than marketable lots except where such sub-division and/or consolidation is required to be made to comply with a statutory provision or an order of a competent court of law.</p>
	44.	<p>The Company not liable for disregard of notice prohibiting registration of transfer</p> <p>The Company shall incur no liability or responsibility whatever in consequence of its 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 said shares, notwithstanding that the company may have notice of such equitable right, title or interest or notice prohibiting registration of such transfer and, may have entered such notice, or referred thereto, in any book of the Company, and the Company shall not be bound or required to regard or attend or give effect to any notice which may be given to it or 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 some book of the Company, but the Company shall nevertheless, be at liberty to regard and attend to any such notice and give effect thereto if the Board of Directors shall so think fit.</p>
	45.	<p>Custody of Transfer documents</p> <p>The instrument of transfer shall after, registration be retained by the Company and shall remain in its custody. All the instruments of transfer which the directors may decline to register shall on demand be returned to the person depositing the same. The directors may cause to be destroyed all transfer deeds lying with the Company after such period as they may determine.</p>
	46.	Provisions to apply to debentures

Title of Articles	Article Number	Content
		The provisions of these Articles for transfer and transmission of shares, shall mutatis mutandis apply to the transfer or transmission of any debentures of the Company.
TRANSMISSION OF SHARES		
	47.	<p>Title to shares on death of a member</p> <p>i. The executors or administrators of a deceased member or a holder of a Succession Certificate or other legal representation in respect of shares of a deceased member, where he was a sole or only surviving holder, shall be the only person whom the Company will be bound to recognise as having any title to the shares registered in the name of such member and the Company shall not be bound to recognise such executors, administrators or holders unless such executors or administrators shall have first obtained Probate or Letter of Administration or such holder is the holder of a Succession Certificate or other legal representation, as the case may be, from a duly constituted Court in India, provided that In any case where the directors in their absolute discretion think fit, the directors may dispense with production of Probate or Letters of Administration or Succession Certificate or other legal representation, and, under the next Article, register the name of any person, who claims to be absolutely entitled to the shares standing in the name of a deceased member, as a member.</p> <p>Estate of deceased member liable</p> <p>ii. Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.</p>
	48.	<p>Transmission Clause</p> <p>i. Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either—</p> <p>(a). to be registered himself as holder of the share; or</p> <p>(b). to make such transfer of the share as the deceased or insolvent member could have made</p> <p>Board's right unaffected</p> <p>ii. The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.</p> <p>Indemnity to the Company</p> <p>iii. The Company shall be fully indemnified by such person from all liability, if any, by actions taken by the Board to give effect to such registration or transfer.</p>
	49.	<p>Board may require evidence of transmission</p> <p>Every transmission of a share shall be verified in such manner as the directors may require and the Company may refuse to register any transmission until the same be so verified or until or unless an indemnity be given to the Company with regard to such registration which the directors at their discretion shall consider sufficient, provided nevertheless that there shall not be any obligation on the Company or the directors to accept any indemnity.</p>
	50.	<p>Right to election of holder of share</p> <p>i. If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects.</p> <p>Manner of testifying election</p> <p>ii. If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.</p>

Title of Articles	Article Number	Content
		<p>Limitations applicable to notice iii. All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.</p>
	51.	<p>Claimant to be entitled to same advantage A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company. Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.</p>
	52.	<p>Provisions as to transmission to apply <i>mutatis mutandis</i> to debentures, etc. The provisions of these Articles relating to transmission by operation of law shall <i>mutatis mutandis</i> apply to any other securities including debentures of the Company.</p>
FORFEITURE OF SHARES		
	53.	<p>If call or installment not paid notice must be given If a member fails to pay any call, or installment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or 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 and all expenses that may have been incurred by the Company by reason of non-payment.</p>
	54.	<p>Form of Notice The notice aforesaid shall— (a). name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and (b). state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.</p>
	55.	<p>In default of payment shares to be forfeited If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.</p>
	56.	<p>Receipt of part amount or grant of indulgence not to affect forfeiture Neither the receipt by the Company for a portion of any money which may from time to time be due from any member in respect of his shares, nor any indulgence that may be granted by the Company in respect of payment of any such money, shall preclude the Company from thereafter proceeding to enforce a forfeiture in respect of such shares as herein provided. Such forfeiture shall include all dividends declared or any other moneys payable in respect of the forfeited shares and not actually paid before the forfeiture.</p>
	57.	<p>Entry of forfeiture in register of members When any share shall have been so forfeited, notice of the forfeiture shall be given to the defaulting member and an entry of the forfeiture with the date thereof, shall forthwith be made in the register of members but no forfeiture shall be invalidated by any omission or neglect or any failure to give such notice or make such entry as aforesaid.</p>
	58.	<p>Extinction of Interest and Claim against the Company upon forfeiture</p>

Title of Articles	Article Number	Content
		The forfeiture of a share shall involve extinction at the time of forfeiture of all interest in and all claims and demands against the Company, in respect of the share and all other rights incidental to the share.
	59.	<p>Forfeited shares may be sold, etc.</p> <p>i. A forfeited share shall be deemed to be the property of the Company and may be sold or re-allotted or otherwise disposed of either to the person who was before such forfeiture the holder thereof or entitled thereto or to any other person on such terms and in such manner as the Board thinks fit.</p> <p>Cancellation of forfeiture</p> <p>ii. At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.</p>
	60.	<p>Cessation of membership and other effects of forfeiture</p> <p>i. A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies which, at the date of forfeiture, were presently payable by him to the company in respect of the shares.</p> <p>Member still liable to pay money owing at time of forfeiture and interest</p> <p>ii. All such monies payable shall be paid together with interest thereon at such rate as the Board may determine, from the time of forfeiture until payment or realisation. The Board may, if it thinks fit, but without being under any obligation to do so, enforce the payment of the whole or any portion of the monies due, without any allowance for the value of the shares at the time of forfeiture or waive payment in whole or in part.</p> <p>Cesser of liability</p> <p>iii. The liability of such person shall cease, if and when the company shall have received payment in full of all such monies in respect of the shares.</p>
	61.	<p>Certificate of forfeiture</p> <p>i. A duly verified declaration in writing that the declarant is a director, the manager or the secretary of the company and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share;</p> <p>Title of purchaser and transferee of forfeited shares</p> <p>ii. The Company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of;</p> <p>Transferee to be registered as holder</p> <p>iii. The transferee shall thereupon be registered as the holder of the share; and</p> <p>Transferee not affected</p> <p>iv. The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.</p>
	62.	<p>Validity of sales</p> <p>Upon any sale after forfeiture or for enforcing a lien in exercise of the powers hereinabove given, the Board may, if necessary, appoint some person to execute an instrument for transfer of the shares sold and cause the purchaser's name to be entered in the register of members in respect of the shares sold and after his name has been entered in the register of members in respect of such shares the validity of the sale shall not be impeached by any person.</p>
	63.	<p>Cancellation of share certificate in respect of forfeited shares</p> <p>Upon any sale, re-allotment or other disposal under the provisions of the preceding Articles, the certificate(s), if any, originally issued in respect of the</p>

Title of Articles	Article Number	Content
		relative shares shall (unless the same shall on demand by the Company has been previously surrendered to it by the defaulting member) stand cancelled and become null and void and be of no effect, and the Board shall be entitled to issue a duplicate certificate(s) in respect of the said shares to the person(s) entitled thereto.
	64.	<p>Surrender of shares The Board may, subject to the provisions of the Act, accept a surrender of any share from or by any member desirous of surrendering them on such terms as they think fit.</p>
	65.	<p>Sums deemed to be calls The provisions of these regulations as to forfeiture shall apply in the case of nonpayment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.</p>
	66.	<p>Provisions as to forfeiture of shares to apply <i>mutatis mutandis</i> to debentures, etc. The provisions of these Articles relating to forfeiture of shares shall <i>mutatis mutandis</i> apply to any other securities including debentures of the Company.</p>
ALTERATION OF CAPITAL		
	67.	<p>Power to alter share capital Subject to the provisions of the Act, the company may, by ordinary resolution,— (a). increase its authorized share capital by such amount as it things expedient; (b). consolidate and divide all or any of its share capital into shares of larger amount than its existing shares; (c). convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination; (d). sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum; (e). cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.</p>
	68.	<p>Shares may be converted into stock Where shares are converted into stock,— (a). the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same Articles 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.</p> <p>Right of Stockholders (b). the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.</p> <p>(c). such of these Articles of the company as are applicable to paid-up shares shall apply to stock and the words “share” and “shareholder” in those regulations shall include “stock” and “stock-holder” respectively.</p>
	69.	<p>Reduction of capital The company may, by resolution prescribed in the Act, reduce, in any manner, with and subject to, any incident authorized and consent required by law— (a). its share capital;</p>

Title of Articles	Article Number	Content
		(b). any capital redemption reserve account; or (c). any securities premium account. (d). any other reserve in the nature of share capital
JOINT HOLDERS		
	70.	<p>Joint Holders Where two or more persons are registered as joint holders (not more than three) of any share, they shall be deemed (so far as the Company is concerned) to hold the same as joint tenants with benefits of survivorship, subject to the following and other provisions contained in these Articles:</p> <p>Provided that in respect of shares already held in joint names in the past, the words “not more than four” shall be substituted in place of “not more than three” hereinabove.</p> <p>Liability of Joint-holders (a). The joint-holders of any share shall be liable severally as well as jointly for and in respect of all calls or installments and other payments which ought to be made in respect of such share.</p> <p>Death of one or more joint- holders (b). On the death of any one or more of such joint- holders, the survivor or survivors shall be the only person or persons recognized by the Company as having any title to the share but the Directors may require such evidence of death as they may deem fit, and nothing herein contained shall be taken to release the estate of a deceased joint-holder from any liability on shares held by him jointly with any other person.</p> <p>Receipt of one sufficient (c). Any one of such joint holders may give effectual receipts of any dividends, interests or other moneys payable in respect of such share.</p> <p>Delivery of certificate and giving of notice to first named holder (d). Only the person whose name stands first in the register of members as one of the joint-holders of any share shall be entitled to the delivery of certificate, if any, relating to such share or to receive notice (which term shall be deemed to include all relevant documents) and any notice served on or sent to such person shall be deemed service on all the joint-holders.</p> <p>Vote of joint-holders (e). (i) Any one of two or more joint-holders may vote at any meeting either personally or by attorney or by proxy in respect of such shares as if he were solely entitled thereto and if more than one of such joint- holders be present at any meeting personally or by proxy or by attorney then that one of such persons so present whose name stands first or higher (as the case may be) on the register in respect of such shares shall alone be entitled to vote in respect thereof but the other or others of the joint-holders shall be entitled to vote in preference to a joint-holder present by attorney or by proxy although the name of such joint-holder present by any attorney or proxy stands first or higher (as the case may be) in the register in respect of such shares.</p> <p>Executors or administrators as joint holders (ii) Several executors or administrators of a deceased member in whose (deceased member) sole name any share stands, shall for the purpose of this clause be deemed joint-holders.</p> <p>Provisions as to joint holders as to shares to apply <i>mutatis mutandis</i> to debentures, etc.</p>

Title of Articles	Article Number	Content
		(f). The provisions of these Articles relating to joint holders of shares shall <i>mutatis mutandis</i> apply to any other securities including debentures of the Company registered in joint names.
CAPITALIZATION OF PROFITS		
	71.	<p>Capitalisation</p> <p>(i) The company in general meeting may, upon the recommendation of the Board, resolve—</p> <p>(a). that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and</p> <p>(b). that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.</p> <p>Sum how applied</p> <p>(ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards—</p> <p>(A) paying up any amounts for the time being unpaid on any shares held by such members respectively;</p> <p>(B) paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;</p> <p>(C) partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B);</p> <p>(iii) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares;</p> <p>(iv) The Board shall give effect to the resolution passed by the Company in pursuance of this regulation.</p>
	72.	<p>Powers of the Board for capitalisation</p> <p>(i) Whenever such a resolution as aforesaid shall have been passed, the Board shall—</p> <p>(a). make all appropriations and applications of the undivided profits resolved to be capitalized thereby, and all allotments and issues of fully paid shares if any; and</p> <p>(b). generally do all acts and things required to give effect thereto.</p> <p>Board's power to issue fractional certificate/coupon etc.</p> <p>(ii) The Board shall have power—</p> <p>(a). to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and</p> <p>(b). to authorize any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalization, or as the case may require, for the payment by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalized, of the amount or any part of the amounts remaining unpaid on their existing shares;</p> <p>Agreement binding on members</p> <p>(iii) Any agreement made under such authority shall be effective and binding on such members.</p>
	73.	Buy-back of shares and other specified securities

Title of Articles	Article Number	Content
		Notwithstanding anything contained in these articles but subject to all applicable provisions of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.
GENERAL MEETINGS		
	74.	Extraordinary general meeting All general meetings other than annual general meeting shall be called extraordinary general meeting.
	75.	Powers of Board to call extraordinary general meeting The Board may, whenever it thinks fit, call an extraordinary general meeting.
PROCEEDINGS AT GENERAL MEETINGS		
	76.	Presence of Quorum (i) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. (ii) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in the Act
	77.	Chairperson of the meetings (i) The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company. Business confined to election of Chairperson whilst chair vacant (ii) No business shall be discussed or transacted at any general meeting except election of Chairperson whilst the chair is vacant.
	78.	Directors to elect a Chairperson If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.
	79.	Members to elect a Chairperson If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.
	80.	Casting vote of Chairperson at general meeting On any business at any general meeting, in case of an equality of votes, whether on a show of hands or electronically or on a poll, the Chairperson shall have a second or casting vote.
	81.	Minutes of proceedings of meetings and resolutions passed by Postal Ballot (i) The Company shall cause minutes of the proceedings of every general meeting of any class of members or creditors and every resolution passed by postal ballot to be prepared and signed in such manner as may be prescribed by the Rules and kept by making within thirty days of the conclusion of every such meeting concerned or passing of resolution by postal ballot entries thereof in books kept for that purpose with their Pages consecutively numbered. Discretion of Chairperson in relation to Minutes (ii) The Chairperson shall exercise an absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the grounds specified in the aforesaid clause. Minutes to be evidence (iii) The minutes of the meeting kept in accordance with the provisions of the Act shall be evidence of the proceedings recorded therein.
	82.	Inspection of Minute-books of general meeting

Title of Articles	Article Number	Content
		<p>(i) The books containing the minutes of the proceedings of any general meeting of the Company or a resolution passed by postal ballot shall:</p> <p>(a). be kept at the registered office of the Company; and</p> <p>(b). be open to inspection of any member without charge, during 3.00 p.m. to 5.00 p.m. on all working days.</p> <p>Members may obtain copy of minutes</p> <p>(ii) Any member shall be entitled to be furnished, within the time prescribed by the Act, after he has made a request in writing in that behalf to the Company and on payment of such fees as may be fixed by the Board, with a copy of any minutes referred to in clause (i) above.</p>
	83.	<p>Powers to arrange security at meetings</p> <p>The Board, and also any person(s) authorised by it, may take any action before the commencement of any general meeting, or any meeting of a class of members in the Company, which they may think fit to ensure the security of the meeting, the safety of people attending the meeting, and the future orderly conduct of the meeting. Any decision made in good faith under this Article shall be final, and rights to attend and participate in the meeting concerned shall be subject to such decision.</p>
ADJOURNMENT OF MEETING		
	84.	<p>Chairperson may adjourn the meeting</p> <p>(i) The Chairperson may, suomotu, adjourn the meeting from time to time and from place to place.</p> <p>Business at adjourned meeting</p> <p>(ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.</p> <p>Notice of adjourned meeting</p> <p>(iii) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.</p> <p>Notice of adjourned meeting not required</p> <p>(iv) Save as aforesaid, and as provided in the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.</p>
VOTING RIGHTS		
	85.	<p>Entitlement to vote on show of hands and on poll</p> <p>Subject to any rights or restrictions for the time being attached to any class or classes of shares,—</p> <p>(a). on a show of hands, every member present in person shall have one vote; and</p> <p>(b). on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.</p>
	86.	<p>Voting through electronic means</p> <p>A member may exercise his vote at a meeting by electronic means in accordance with the Act and shall vote only once.</p>
	87.	<p>Vote of joint-holders</p> <p>(i) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.</p> <p>Seniority of names</p> <p>(ii) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.</p>
	88.	<p>How members <i>non compos mentis</i> and minor may vote</p>

Title of Articles	Article Number	Content
		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.
	89.	Votes in respect of shares of deceased or insolvent members etc. Subject to the provisions of the Act and other provisions of these Articles, any person entitled under the Transmission Clause to any shares may vote at any general meeting in respect thereof as if he was the registered holder of such shares, provided that at least 48 (forty eight) hours before the time of holding the meeting or adjourned meeting, as the case may be, at which he proposes to vote, he shall duly satisfy the Board of his right to such shares unless the Board shall have previously admitted his right to vote at such meeting in respect thereof.
	90.	Business may proceed pending poll Any business other than that upon which a poll has been demanded may be preceded with, pending the taking of the poll.
	91.	Restriction on voting rights No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid.
	92.	Equal rights of members Any member whose name is entered in the register of members of the Company shall enjoy the same rights and be subject to the same liabilities as all other members of the same class.
	93.	Restriction on objecting qualification of any voter (i) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. (ii) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.
PROXY		
	94.	Proxies when to be deposited The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarized copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.
	95.	Form of proxy An instrument appointing a proxy shall be in the form as prescribed in the rules made under the Act.
	96.	Proxy to be valid notwithstanding death of the Principal 1. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given. Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.
BOARD OF DIRECTORS		
	97.	Present Director* The present Directors of the Company are: (i) Mr. Ritesh Kaushikbhai Patel (ii) Mr. Nilesh Kaushikbhai Patel (iii) Mrs. Palak Ritesh Patel

Title of Articles	Article Number	Content
		<p>*Present Directors means the Board of Directors as on the date of Extra-ordinary General Meeting dated January 15, 2019 in which this Articles of Association of the Company has been adopted.</p> <p>Provided that the same individual may, at the same time, be appointed as the Chairperson of the Company as well as the Managing Director or Chief Executive Officer of the Company.</p>
	98.	<p>Number of Directors Unless otherwise determined in a general meeting of the Company and subject to the provisions of the Act and other applicable rules, the number of Directors of the Company shall not be less than 3 and not more than 15, atleast two thirds of whom shall be liable to retire by rotation.</p>
	99.	<p>Appointment of Chairperson and Vice-chairperson The Directors may from time to time elect one of their number to be chairperson and vice-chairperson of the Board of Directors and determine the period for which they are to hold office. If at any meeting of the Board of Directors, the Chairperson is not present at the time appointed for holding the same, the Vice-chairperson shall preside and failing him the Directors present shall choose one of their number to be Chairperson of such meeting.</p>
	100.	<p>Appointment of Managing Director and/or Whole-time Director Subject to the provisions of the Act, the Company shall be entitled from time to time to appoint and/or employ any Director of the Company as Managing Director or Managing Directors and/or Whole time Director or Whole Time Directors and/or as head of any department of the Company and/or in any other capacity and for such period and on such remuneration as may be decided upon and the Board of Directors shall from time to time confer upon such appointee such powers as they may think fit and from time to time to revoke and/or modify the same and to suspend and/or remove such appointee. Provided that the same individual may, at the same time, be appointed as the Chairperson of the Company as well as the Managing Director or Chief Executive Officer of the Company.</p>
	101.	<p>Remuneration of directors The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.</p>
	102.	<p>Remuneration to require members' consent (i) The remuneration payable to the directors, including any managing or whole - time director or manager, if any, shall be determined in accordance with and subject to the provisions of the Act by an ordinary resolution passed by the Company in general meeting or in the manner elsewhere provided in this Articles of Association.</p> <p>Travelling and other expenses (ii) In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them— (a). in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or (b). in connection with the business of the company.</p>
	103.	<p>Sitting Fee Every Director shall be paid out of the funds of the Company such sum as the Directors may from time to time determine for attending every meeting of the board or any committee of the Board, subject to the ceiling prescribed under the Act. The Directors shall also be paid travelling and other expenses for attending and returning from meeting of the Board and any other expenses properly incurred by them in connection with the business of the Company.</p>
	104.	<p>Nominee Director Subject to the provisions of the Act and to these Articles, whenever the Directors enter into a contract with any Government, Central, State or Local, any Bank/s</p>

Title of Articles	Article Number	Content
		<p>or Financial Institution/s or any person/s [hereinafter referred to as "the Appointer"] for borrowing any money or for providing any guarantee or security for any technical or financial collaboration or assistance or for entering into any other arrangement, whatsoever, the Directors shall have the power to agree that such appointer shall have the right to appoint or nominate by a notice in writing addressed to the Company one or more Directors on the Board for such period and upon such terms and conditions as may be mentioned in the agreement and that such Director or Directors may not liable to retire by rotation nor be required to hold any qualification shares. The Directors of Company may also agree that such Director may be removed from time to time by the appointer and the appointer may appoint another or others in his or their place and also fill in any vacancy, which may occur as a result of any such Director or Directors ceasing to hold that office for any reason whatsoever.</p>
	105.	<p>Debenture Directors Any trust deed for securing debentures or debenture stock may if so arranged provide for the appointment from time to time by the trustees thereof or by the holders of the debenture stock, of one or more persons to be the director (s) of the Company or may empower such trustees or holders of debentures or debenture stock from time to time to remove any such director (s) so appointed. A director appointed under this Article is hereby referred to as a "Debenture Director" and the terms "Debenture Director" means a director for the time being in office under this Article. A 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 that ancillary provisions as may be arranged between the Company and the Trustees and all such provisions shall have effect notwithstanding any of the other powers herein contained.</p>
	106.	<p>Limit on number of non-rotational Directors The provisions of Articles are subject to the provisions of the Act and the number of such Directors appointed under Articles excluding the Directors appointed by financial institutions for which special provisions have been made in the respective laws relating to such institutions shall not exceed in the aggregate one third of the total number of Directors for the time being in office. The remaining Directors shall be appointed by the Company in General Meeting.</p>
	107.	<p>Execution of negotiable instruments All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.</p>
	108.	<p>Special remuneration to Directors If any Director being willing, shall be called upon to perform extra services which expression shall include work done by the Director as a member of any committee formed by the Directors or to make any special exertions in going or residing abroad or otherwise for any of the purposes of the Company, the Board may resolve to remunerate such Director either by a fixed sum or by a percentage of profit or otherwise as may be determined by the Directors and such remuneration may be in addition to the remuneration above provided.</p>
	109.	<p>Appointment of Additional Director (i) Subject to the provisions of the Act, the Board shall have power at any time and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles.</p> <p>Duration of office of Additional Director (ii) Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.</p>

Title of Articles	Article Number	Content
	110.	<p>Appointment of Alternate Director (i) The Board may appoint an alternate director to act for a director (hereinafter in This Article called "the Original Director") during his absence for a period of not less than three months from India. No person shall be appointed as an alternate director for an independent director unless he is qualified to be appointed as an independent director under the provisions of the Act.</p> <p>Duration of office of Alternate Director (ii) An alternate director shall not hold office for a period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate the office if and when the Original Director returns to India.</p> <p>Re-appointment provisions applicable to Original Director (iii) If the term of office of the Original Director is determined before he returns to India the automatic reappointment of retiring directors in default of another appointment shall apply to the Original Director and not to the alternate director.</p>
	111.	<p>Appointment of director to fill a casual vacancy (i) If the office of any director appointed by the Company in general meeting is vacated before his term of office expires in the normal course, the resulting casual vacancy may, be filled by the Board of Directors at a meeting of the Board.</p> <p>Duration of office of Director appointed to fill casual vacancy (ii) The director so appointed shall hold office only upto the date upto which the director in whose place he is appointed would have held office if it had not been vacated.</p>
POWERS OF BOARD		
	112.	<p>General powers of the Company vested in Board Without prejudice to the specific powers conferred upon the Board by the provisions of the Act and Rules made thereunder and these Articles, the management of the business of the Company shall be vested in the Board and the Board may exercise all such powers, and do all such acts and things, as the Company is by the memorandum of association or otherwise authorized to exercise and do, and not hereby or by the statue or otherwise directed or required to be exercised or done by the Company in general meeting but subject nevertheless to the provisions of the Act and other laws and of the memorandum of association and these Articles and to any regulations, not being inconsistent with the memorandum of association and these Articles or the Act, from time to time made by the Company in general meeting provided that no such regulation shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.</p>
	113.	<p>Power and duties of Managing Director Subject to the superintendence, control and direction of the Board, the day to day management of the company shall be in the hands of the managing director(s). The Board may from time to time entrust to and confer upon the managing director(s) for the time being, save as hereafter in this Article provided, such of the powers exercisable under these presents by the Board as they may think fit, and may confer such powers for such time, and to be exercised for such objects and purposes, and upon such terms and conditions, and with such restrictions as they think expedient, and they may subject to the provisions of the Act and these presents confer such powers, either collaterally with or to the exclusion of, and in substitution for, all or any of the powers of the Board in that behalf; and may from time to time revoke, withdraw, alter or vary all or any of such powers. Provided however that the Board shall not entrust to and confer upon the managing director(s) and the managing director(s) shall not have or be entitled to exercise the power (1) to make calls upon the members</p>

Title of Articles	Article Number	Content
		of the Company in respect of moneys unpaid on the shares held by them respectively, (2) to borrow any sum or sums of money for the purposes of the Company or to make loans out of the funds of the Company except within such limits as may from time to time be previously fixed by the Board or (3) to invest any of the moneys of the Company, beyond the limits fixed by the Board.
PROCEEDINGS OF THE BOARD		
	114.	<p>When meeting to be convened</p> <p>(i) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.</p> <p>(ii) The Chairperson or any one Director with the previous consent of the Chairperson may, or the company secretary on the direction of the Chairperson shall, at any time, summon a meeting of the Board</p> <p>Participation at Board Meetings</p> <p>(iii) The participation of directors in a meeting of the Board may be either in person or through video conferencing or audio visual means or teleconferencing, as may be prescribed by the Rules or permitted under law.</p>
	115.	<p>Questions at Board meeting how decided</p> <p>(i) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.</p> <p>Casting vote of Chairperson at Board meeting</p> <p>(ii) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.</p>
	116.	<p>Directors not to act when number falls below minimum</p> <p>The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.</p>
	117.	<p>Who to preside at meetings of the Board</p> <p>(i) The Chairperson of the Company shall be the Chairperson at meetings of the Board.</p> <p>Directors to elect a Chairperson</p> <p>(ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within fifteen minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be Chairperson of the meeting.</p>
	118.	<p>Delegation of powers to Committee</p> <p>(i) The Board may, subject to the provisions of the Act, also delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.</p> <p>(ii) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.</p>
	119.	<p>Chairperson of Committee</p> <p>(i) A committee may elect a Chairperson of its meetings.</p> <p>Who to preside at meetings of Committee</p> <p>(ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.</p>
	120.	<p>Committee to meet</p> <p>(i) A committee may meet and adjourn as it thinks fit.</p>

Title of Articles	Article Number	Content
		<p>Questions at Committee meeting how decided (ii) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.</p> <p>Casting vote of Chairperson at Committee meeting (iii) In case of an equality of votes, the Chairperson of the Committee shall have a second or casting vote.</p>
	121.	<p>Acts of Board or Committee valid notwithstanding defect of appointment All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly pointed and was qualified to be a director.</p>
	122.	<p>Passing of resolution by written consent Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.</p>
	123.	<p>Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer</p> <p>Subject to the provisions of the Act,—</p> <p>Chief Executive Officer, etc. (i) A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;</p> <p>Director may be Chief Executive Officer, etc. (ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.</p>
	124.	<p>Dual position of Director A provision of the Act or these regulations requiring or authorizing a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.</p>
CONSULTANTS AND ADVISORS		
	125.	<p>Company may appoint consultants and/or advisors The Company may, subject to the provisions of the Act and these presents appoint anybody corporate, firm or individual as its consultant(s) and/or advisor(s) on technical, financial and management matters, on such terms and conditions and on such remuneration as the Board may deem fit.</p>
REGISTERS AND RECORDS		
	126.	<p>Statutory Registers and Records Subject to the provisions of the Act and Rules made there under, the Company shall keep and maintain at its registered office all statutory registers and records for such duration as the Board may, unless otherwise prescribed, decide, and in such manner and containing such particulars as prescribed by the Act and the Rules. The registers and records shall be open for inspection (wherever permissible) during 3.00 p.m. to 5.00 p.m. on all working days at the registered</p>

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		office of the Company by the persons entitled thereto on payment, where required, of such fees as may be fixed by the Board but not exceeding the limits prescribed by the Act and the Rules. The fees for obtaining extracts of the registers and records (wherever permissible) shall be also fixed by the Board but not exceeding the limits prescribed by the Act and the Rules.
	127.	<p>Foreign Register</p> <p>(i) The Company may exercise the powers conferred on it by the Act with regard to the keeping of a foreign register; and the Board may (subject to the provisions of the Act) make and vary such regulations as it may think fit respecting the keeping of any such register.</p> <p>(ii) The foreign register shall be open for inspection and may be closed, and extracts may be taken therefrom and copies thereof may be required, in the same manner, mutatis mutandis, as is applicable to the register of members.</p>
THE SEAL		
	128.	<p>The seal, its custody and use</p> <p>(i) The Board shall provide for the safe custody of the seal, if any.</p> <p>Affixation of seal</p> <p>(ii) The seal, if any, of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorized by it in that behalf, and except in the presence of one director at least who shall sign every instrument to which the Seal is affixed in his presence and countersigned by the Secretary or such other person as the Board may appoint for the purpose and such director or the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.</p>
DIVIDENDS AND RESERVE		
	129.	<p>Company in general meeting may declare dividends</p> <p>The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.</p>
	130.	<p>Interim dividends</p> <p>Subject to the provisions of the Act, 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.</p>
	131.	<p>Dividends only to be paid out of profits</p> <p>(i) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for 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>Carry forward of profits</p> <p>(ii) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.</p>
	132.	<p>Division of profits</p> <p>(i) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares.</p> <p>Payments in advance</p>

Title of Articles	Article Number	Content
		<p>(ii) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this Article as paid on the share.</p> <p>Dividends to be apportioned</p> <p>(iii) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.</p>
	133.	<p>No member to receive dividend whilst indebted to the Company and Company's right to reimbursement there from</p> <p>The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.</p>
	134.	<p>Retention of dividends</p> <p>The Board may retain dividends payable upon shares in respect of which any person is, under the transmission clause hereinabove contained, entitled to become a member, until such person shall become a member in respect of such shares.</p>
	135.	<p>Dividend how remitted</p> <p>(i) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.</p> <p>Instrument of payment</p> <p>(ii) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.</p> <p>Discharge to Company</p> <p>(iii) Payment in any way whatsoever shall be made at the risk of the person entitled to the money paid or to be paid. The Company will not be responsible for a payment which is lost or delayed. The Company will be deemed to having made a payment and received a good discharge for it if a payment using any of the foregoing permissible means is made.</p>
	136.	<p>Receipt of one holder sufficient</p> <p>Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.</p> <p>Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.</p>
	137.	<p>No interest on dividends</p> <p>No dividend shall bear interest against the company.</p>
	138.	<p>Waiver of dividends</p> <p>The waiver in whole or in part of any dividend on any share by any document (whether or not under seal, if any) shall be effective only if such document is signed by the member (or the person entitled to the share in consequence of the death or bankruptcy of the holder) and delivered to the Company and if or to the extent that the same is accepted as such or acted upon by the Board.</p>
ACCOUNTS		
	139.	<p>Inspection by Directors</p> <p>(i) The Board shall from time to time determine whether and to what extent and at What times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors.</p> <p>Restriction on inspection by members</p>

Title of Articles	Article Number	Content
		(ii) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorized by the Board or by the company in general meeting.
WINDING UP		
	140.	<p>Winding up of Company Subject to the provisions of the Act and rules made there under—</p> <p>(i) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.</p> <p>(ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.</p> <p>(iii) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.</p>
INDEMNITY AND INSURANCE		
	141.	<p>Directors and Officers right to indemnity</p> <p>(i) Subject to the provisions of the Act, every director, managing director, whole Time director, manager, company secretary and other officer of the Company shall be indemnified by the Company out of the funds of the Company, to pay all costs, losses and expenses (including travelling expense) which such director, manager, company secretary and officer may incur or become liable for by reason of any contract entered into or act or deed done by him in his capacity as such director, manager, company secretary or officer or in any way in the discharge of his duties in such capacity including expenses.</p> <p>(ii) Subject as aforesaid, every director, managing director, manager, company secretary or other officer of the Company shall be indemnified against any liability incurred by him in defending any proceedings, whether civil or criminal in which judgment is given in his favour or in which he is acquitted or discharged or in connection with any application under applicable provisions of the Act in which relief is given to him by the Court.</p>
	142.	<p>Insurance The Company may take and maintain any insurance as the Board may think fit on behalf of its present and/or former directors and key managerial personnel for indemnifying all or any of them against any liability for any acts in relation to the Company for which they may be liable but have acted honestly and reasonably.</p>
SECURITY CLAUSE		
	143.	<p>(i) Subject to the provisions of Companies Act, 2013 no member shall be entitled to visit or inspect any work of the company without the permission of the Directors, Managing Directors or Secretary or any discovery of any information or any detail of the Company's business or any other matter, which is or may be in the nature of a trade secret, mystery of secret process or which may relate to the conduct of the business of the company and which in the opinion of the Directors or the Managing Director will be inexpedient in the collective interests of the members of the company to communicate to the public or any member.</p> <p>(ii) Every Director, manager, secretary, auditor, trustee, member of committee, officer, servant, agent, accountant or other person employed in the business of the company will be upon entering his duties pledging himself not to</p>

Title of Articles	Article Number	Content
		<p>reveal any of the matters which may come to his knowledge in the discharge of his duties except when required so to do by the Directors or by any meeting or by a court of law and except so far as may be necessary in order to comply with any of the provisions in these presents contained.</p>

SECTION XIV – OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two (2) years before the date of filing of this Draft Prospectus) which are or may be deemed material have been entered or are to be entered into by our Company. These contracts, copies of which will be attached to the copy of the Prospectus, will be delivered to the ROC for registration of the Prospectus and also the documents for inspection referred to hereunder, may be inspected at the Registered Office of our Company located at Survey No.155/P Village: Lodariyal, Bavla Sanand Road, Ahmedabad - 382220; from date of filing the Prospectus with ROC to Issue Closing Date on working days from 10.00 a.m. to 5.00 p.m.

A. MATERIAL CONTRACTS

1. Memorandum of understanding dated January 16, 2019 between our Company and the Lead Manager.
2. Agreement dated January 16, 2019 between our Company and the Registrar to the Issue.
3. Underwriting Agreement dated January 16, 2019 between our Company, the Lead Manager, and Underwriter.
4. Market Making Agreement dated January 16, 2019 between our Company, Lead Manager and Market Maker.
5. Tripartite agreement among the NSDL, our Company and Registrar to the Issue dated February 22, 2019.
6. Tripartite agreement among the CDSL, our Company and Registrar to the Issue dated February 8, 2019.
7. Banker's to the Issue Agreement dated [●] between our Company, the Lead Manager, Bankers to the Issue and Refund Banker and the Registrar to the Issue.
8. Sponsor Bank's Agreement dated [●] between our Company, the Lead Manager, Sponsor Bankers to the Issue and the Registrar to the Issue.

B. MATERIAL DOCUMENTS

1. Certified true copy of the Memorandum and Articles of Association of our Company including certificates of incorporation.
2. Board Resolution dated January 11, 2019 and Special Resolution passed pursuant to Section 62(1)(C) of the Companies Act, 2013 at the EoGM by the shareholders of our Company held on January 15, 2019.
3. Statement of Tax Benefits dated January 31, 2019 issued by our Statutory Auditors M/s. Mukeshkumar Jain & Co., Chartered Accountants.
4. Copy of Restated Audit report from the peer review certified auditor – M/s. Mistry & Shah, Chartered Accountants dated January 25, 2019 included in the Draft Prospectus.
5. Copy of Certificate from M/s. Mukeshkumar Jain & Co., Chartered Accountants dated March 8, 2019, regarding the source and deployment of funds up to March 5, 2019 towards the objects of the offer.
6. Copy of Certificate from M/s. Mukeshkumar Jain & Co., Chartered Accountants dated February 11, 2019, regarding the Source of Minimum Capital Contribution by Promoters.
7. Copy of Financial Statement for the period ended on December 31, 2018 and September 30, 2018 and copies of Tax Audit Reports of the Company/erstwhile Partnership Firm for the financial years ended on March 31; 2018, 2017 and 2016.
8. Consent of Promoter, Consents of Directors, Company Secretary and Compliance Officer, Chief Financial Officer, Statutory Auditors, Peer review Auditor, Legal Advisor to the Issue, Bankers to our Company, [●], Lead Manager to the Issue and Underwriter, Registrar to the Issue, Market Maker to include their names in the Draft Prospectus to act in their respective capacities.
9. Due Diligence Certificate from Lead Manager dated March 14, 2019 addressing BSE.

10. Copy of Board Resolutions and Shareholders' Resolutions for appointment and fixing of remunerations of Mr. Ritesh Kaushikbhai Patel as Chairman & Managing Director and Mr. Nileshkumar Kaushikbhai Patel as Whole Time Director.
11. Copy of In-principle approval letter dated [●] from the BSE Limited.

Any of the contracts or documents mentioned in the Draft 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, with the consent of shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

DECLARATION

We, the undersigned, hereby certify and declare that all the relevant provisions of the Companies Act, 2013 and the guidelines issued by the Government of India or the regulations issued by Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made there under or regulations issued there under, as the case may be. We further certify that all statements in this Draft Prospectus are true and correct.

SIGNED BY THE DIRECTORS OF THE COMPANY:

Name	Designation	Signature
Mr. Ritesh Kaushikbhai Patel	Chairman & Managing Director	--- Sd ---
Mr. Nilesh Kaushikbhai Patel	Whole Time Director	--- Sd ---
Mrs. Palak Ritesh Patel	Non-Executive Director	--- Sd ---
Mr. Rameshbhai Sankaldas Patel	Independent Director	--- Sd ---
Mr. Hardikkumar Arvindbhai Gajera	Independent Director	--- Sd ---

SIGNED BY:

Name	Designation	Signature
Mrs. Nidhi Nilesh Patel	Chief Financial Officer	--- Sd ---
Ms. Asha Jain	Company Secretary & Compliance Officer	--- Sd ---

Place: Ahmedabad

Date: March 14, 2019

**FORMAT FOR DISCLOSURE OF PRICE INFORMATION OF PAST ISSUES HANDLED BY
BEELINE BROKING LIMITED SHALL BE READ AS UNDER:**

TABLE 1

Sr. No.	Issue Name	Issue Size (₹ in Cr.)	Issue Price (₹)	Listing Date	Opening Price on Listing Date (₹)	+/- % Change in Closing Price, (+/- % Change in Closing Benchmark) 30 th Calendar Days from Listing	+/- % Change in Closing Price, (+/- % Change in Closing Benchmark) 90 th Calendar Days from Listing	+/- % Change in Closing Price, (+/- % Change in Closing Benchmark) 180 th Calendar Days from Listing
1.	Ranjeet Mechatronics Limited	4.50	25.00	September 26, 2018	27.50	+42.40% (-7.81)	+ 27.60% (-1.68%)	N.A.
2.	Shubham Polyspin Limited	6.00	40.00	October 12, 2018	41.80	+6.25% (+1.45)	+2.50% (+3.21)	N.A.
3.	Axita Cotton Limited	10.51	60.00	January 10, 2019	61.00	+0.50% (+2.68%)	N.A.	N.A.

Note:

1. Price on BSE are considered for all above calculations.
2. The S&P BSE Sensex are considered as the Benchmark.
3. “Issue Price” is taken as “Base Price” for calculating % Change in Closing Price of the respective Issues on 30th / 90th Calendar days from listing.
4. “Closing Benchmark” on the listing day of respective scripts is taken as “Base Benchmark” for calculating % Change in Closing Benchmark on 30th / 90th Calendar days from listing. Although it shall be noted that for comparing the scripts with Benchmark, the +/- % Change in Closing Benchmark has been calculated based on the Closing Benchmark on the same day as that of calculated for respective script in the manner provided in Note No. 5 below.
5. In case 30th / 90th day is not a trading day, closing price on BSE of the previous trading day for the respective Scripts has been considered, however, if scripts are not traded on that previous trading day then last trading price has been considered.

SUMMARY STATEMENT OF DISCLOSURE

TABLE 2

Financial Year	Total No. of IPOs	Total Funds Raised (₹ in Cr.)	Nos. of IPO trading at discount as on 30 th calendar day from listing date			Nos. of IPO trading at premium as on 30 th calendar day from listing date			Nos. of IPO trading at discount as on 180 th calendar day from listing date			Nos. of IPO trading at premium as on 180 th calendar day from listing date		
			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	3	21.012	-	-	-	-	1	2	-	-	-	-	-	-
2017-18	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
2016-17	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.