



## RO JEWELS LIMITED

(CIN: U74999GJ2018PLC105540)

Our Company was originally incorporated as RO Jewels Private Limited under the Companies Act, 2013 vide certificate of incorporation dated December 11, 2018 issued by the Registrar of Companies, Central Registration Centre, Manesar. Subsequently, Our Company was converted in to a public company pursuant to a special resolution passed by our shareholders at the EGM held on September 20, 2019 and consequently name was changed to "RO Jewels Limited" (ROJL) vide fresh certificate of incorporation dated October 01, 2019 issued by Registrar of Companies, Gujarat, Dadra and Nagar Haveli. Subsequently, our Company has acquired the business of Proprietorship Concern of one of our Promoter-Mr. Bharat Rasiklal Shah viz, M/s Ravi Ornaments through the Business Succession Agreement dated December 18, 2019. Consequently, the business of the proprietorship firm was merged into RO Jewels Limited. For details pertaining to the changes of name of our company and change in the registered office, please refer to the chapter titled 'History and Certain Corporate Matters' beginning on page no. 87 of this Draft Prospectus.

**Registered Office:** 202, Shri Virkala Complex, M.G. Haveli R, Manekchowk Co. Op Bank, Manekchowk, Ahmedabad, Gujarat, India, 380001;

**Tel. No.:** +91 79 22144429/ 22153329; **Email:** [compliance@rojewels.in](mailto:compliance@rojewels.in); **Website:** [www.rojewels.in](http://www.rojewels.in)

**Contact Person:** [●], Company Secretary & Compliance Officer

### PROMOTERS OF OUR COMPANY: MR. BHARAT RASIKLAL SHAH, MRS. PRAVINABEN SHAH AND MR. SHUBHAM BHARATBHAI SHAH

**INITIAL PUBLIC ISSUE OF 13,65,000 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH ("EQUITY SHARES") OF RO JEWELS LIMITED ("OUR COMPANY" OR "THE ISSUER COMPANY") FOR CASH AT A PRICE ₹ 36/- PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹ 26/- PER EQUITY SHARE) ("ISSUE PRICE") AGGREGATING TO ₹ 491.40 LAKHS ("THE ISSUE"), OF WHICH 69,000 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH FOR A CASH PRICE OF ₹ 36/- PER EQUITY SHARE, AGGREGATING TO ₹ 24.84 LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER ("MARKET MAKER RESERVATION PORTION"). THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION I.E. ISSUE OF 12,96,000 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH AT AN ISSUE PRICE OF ₹ 36.00 PER EQUITY SHARE AGGREGATING TO ₹ 466.56 LAKHS (IS HEREINAFTER REFERRED TO AS THE "NET ISSUE"). THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 48.20 % AND 45.76 %, RESPECTIVELY OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY. FOR FURTHER DETAILS, PLEASE REFER TO SECTION TITLED "TERMS OF THE ISSUE" BEGINNING ON PAGE NO. 164 OF THIS DRAFT PROSPECTUS.**

### THE FACE VALUE OF THE EQUITY SHARES IS ₹10/- EACH AND THE ISSUE PRICE OF ₹ 36/- I.E. 3.6 TIMES OF THE FACE VALUE.

In terms of Rule 19(2)(b)(i) of the SCRR this Offer is being made for at least 25% of the post-Offer paid-up Equity Share capital of our Company. This Offer is being made through Fixed Price process in accordance and compliance with Chapter IX and other applicable provisions of SEBI ICDR Regulations wherein a minimum 50% of the Net Offer is allocated for Retail Individual Applicants and the balance shall be offered to individual applicants other than Retail Individual Applicants and other investors including corporate bodies or institutions, QIBs and Non-Institutional Applicants. However, if the aggregate demand from the Retail Individual Applicants is less than 50%, then the balance Equity Shares in that portion will be added to the non-retail portion offered to the remaining investors including QIBs and NIIs and vice-versa subject to valid Applications being received from them at or above the Offer Price. Additionally, if the Retail Individual Applicants category is entitled to more than fifty per cent on proportionate basis, the Retail Individual Applicants shall be allocated that higher percentage. For further details please refer the section titled "Issue Related Information" beginning on page no. 164 of this Draft Prospectus.

All potential investors shall participate in this Offer only through an Application Supported by Blocked Amount ("ASBA") process including through UPI mode (as applicable) by providing details about the bank account and/ or UPI IDs, in case of RIIs, if applicable, which will be blocked by the Self Certified Syndicate Banks ("SCSBs") for the same. For details in this regard, specific attention is invited to "Issue Procedure" on page no. 173 of this Draft Prospectus.

### RISKS IN RELATION TO FIRST ISSUE

This being the first public issue of our Company, there has been no formal market for our Equity Shares of our Company. The Issue Price (as determined and justified by our Company in consultation with the Lead Manager, as stated under the chapter 'Basis for Issue Price' beginning on page no. 66 of this Draft Prospectus) should not be taken to be indicative of the market price of the Equity Shares after such Equity Shares are listed. No assurance can be given regarding an active and/ or sustained trading in the Equity Shares or 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 the Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Public Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue, including the risks involved. The Equity Shares have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Prospectus. **Specific attention of the investors is invited to the section titled 'Risk Factors' beginning on page 19 of this Draft Prospectus.**

### ISSUER'S ABSOLUTE RESPONSIBILITY

Our Company 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 the SME Platform of BSE Limited ("BSE SME Platform"). In terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time. Our Company has received an approval letter dated [●] from BSE Limited ("BSE") for using its name in the offer document for listing of our shares on the SME Platform of BSE. For the purpose of the Issue, the Designated Stock Exchange will be BSE Limited ("BSE"). A copy of prospectus will be delivered for registration to the Registrar of Companies as required under Section 26 of Companies Act, 2013.

### LEAD MANAGER TO THE ISSUE

### REGISTRAR TO THE ISSUE



#### FIRST OVERSEAS CAPITAL LIMITED

1-2 Bhupen Chambers, Ground Floor, Dalal Street,  
Mumbai-400 001  
Tel. No.: +91 22 40509999

Email: [rushabh@focl.in](mailto:rushabh@focl.in)/ [satish@focl.in](mailto:satish@focl.in)/ [mala@focl.in](mailto:mala@focl.in)

Investor Grievance Email: [investorcomplaints@focl.in](mailto:investorcomplaints@focl.in)

Website: [www.focl.in](http://www.focl.in)

Contact Person: Mr. Rushabh Shroff/ Mr. Satish Sheth/ Ms. Mala Soneji

SEBI Registration No.: INM000003671

#### KFIN TECHNOLOGIES PRIVATE LIMITED

Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500 032  
Tel. No.: +91 40 6716 2222

Fax No.: +91 40 2343 1551

E-mail: [einward.ris@kfinotech.com](mailto:einward.ris@kfinotech.com)

Investor Grievance Email: [rojewels.ipo@karvy.com](mailto:rojewels.ipo@karvy.com)

Website: [www.kfinotech.com](http://www.kfinotech.com)

Contact Person: Mr. M Murali Krishna

SEBI Registration No.: INR000000221

### ISSUE PROGRAMME

ISSUE OPENS ON: [●]

ISSUE CLOSES ON: [●]

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## SECTION I – DEFINITIONS AND ABBREVIATIONS

This Draft Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies or unless otherwise specified, shall have the meaning as provided below. References to any legislation, act, regulations, rules, guidelines or policies shall be to such legislation, act, regulations, rules, guidelines or policies as amended, supplemented, or re-enacted from time to time and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision.

The words and expressions used in this Draft Prospectus, but not defined herein shall have the meaning ascribed to such terms under SEBI ICDR Regulations, the Companies Act, the SCRA, the Depositories Act, and the rules and regulations made thereunder.

Notwithstanding the foregoing, the terms not defined but used in the chapters titled “*Statement of Tax Benefits*”, “*Restated Financial Statements*”, “*Outstanding Litigation and Material Developments*” and section titled “*Main Provisions of Articles of Association*” beginning on page nos. 68, 115, 146 and 200 respectively, shall have the meanings ascribed to such terms in the respective sections.

### I. CONVENTIONAL / GENERAL TERMS

RO Jewels Limited/ROJL / The Company/ Company/ We/ Us/ Our/ our Company/ the Issuer Company	Unless the context otherwise indicates or implies refers to RO Jewels Limited, a public limited company incorporated under the provisions of the Companies Act, 2013 with its registered office at 202, Shri Virkala Complex, M.G. Haveli R, Manekchowk Co. Op Bank, Manekchowk, Ahmedabad, Gujarat, India, 380001
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TERM	DESCRIPTION
Act/ Companies Act	The Companies Act, 2013 and Companies Act, 1956 to the extent applicable.
Depositories Act	The Depositories Act, 1996 and amendments thereto.
Depository / Depositories	A Depository registered with SEBI under the SEBI (Depositories and Participants) Regulations, 1996, as amended from time to time, in this case being Central Depository Services Limited (CDSL) and National Securities Depository Limited (NSDL)
ROC / Registrar of Companies	The Registrar of Companies, Ahmedabad
SEBI	Securities and Exchange Board of India constituted under the SEBI Act, 1992 and subsequent amendments thereto.
SEBI Act	Securities and Exchange Board of India Act, 1992 and amendments thereto
SEBI Regulations/ SEBI ICDR Regulations	SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and subsequent amendments thereto.
SEBI (LODR) Regulations, 2015	SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 and subsequent amendments thereto.
SEBI Insider Trading Regulations	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and subsequent amendments thereto.
SEBI Takeover Regulations / Takeover Code/ Takeover Regulations/ SEBI (SAST) Regulations	The SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto.
Securities Act	United States Securities Act of 1933, as amended.
Securities Law	In accordance with Regulation 2(1)(ccc), the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 and the rules and regulations made there under and the general or special orders, guidelines or circulars made or issued by the Board there under and the provisions of the Companies Act, 2013 or any previous company law and any subordinate legislation framed there under, which are administered by the Board.

### II. COMPANY RELATED

TERMS	DESCRIPTION
AGM	Annual General Meeting
AS	Accounting Standards as issued by the Institute of Chartered Accountants of India

TERMS	DESCRIPTION
Articles / Articles of Association /AoA	Unless the context otherwise requires, refers to the Articles of Association of RO Jewels Limited, as amended from time to time.
Auditors/ Statutory Auditors of the Company	The Statutory & Tax Auditors of our Company, being M/s. Bhagat & Co., Chartered Accountants.
Audit Committee	The committee of the Board of Directors constituted as the Company's Audit Committee in accordance with Section 177 of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015
Board of Directors / Board / Director(s) / Our Board	The Board of Directors of our Company, including all duly constituted Committee(s) thereof.
Company Secretary & Compliance Officer	Company Secretary & Compliance Officer of our Company in this case being, [●]
Director(s)	Director(s) of our Company unless otherwise specified
Equity Shares/ Shares	Equity Shares of our Company having a face value of Rs. 10/- each, fully paid-up, unless otherwise specified in the context thereof.
Equity Shareholders	Persons holding Equity shares of our Company unless otherwise specified in the context otherwise.
ESOP	Employee Stock Option
FV	Value of paid-up Equity Capital per Equity Share, in this case Rs. 10/- each.
Group Companies	Such entities as are included in the Chapter in ' <i>Our Promoter Group And Group Companies / Entities</i> ' beginning on page 111 of this Draft Prospectus.
Independent Director	An Independent Director as defined under Section 2(47) of the Companies Act, 2013 and as defined under the Listing Regulations. For details of our Independent Directors, see " <i>Our Management</i> " on page 90 of this Draft Red Herring Prospectus.
Key Managerial Personnel / KMP	The personnel are listed as Key Managerial Personnel our Company as per Section 2(51) of the Companies Act, 2013 and Regulation 2(bb) of the SEBI (ICDR), Regulation, 2018 and as identified in the chapter titled ' <i>Our Management</i> ' beginning on page 90 of this Draft Prospectus.
Material Policy	The policy adopted by our Board for identification of Group Companies, material outstanding litigation and material dues outstanding to creditors in respect of our Company, pursuant to the disclosure requirements under the SEBI ICDR Regulations.
MOA / Memorandum / Memorandum of Association	Memorandum of Association of our Company, as amended from time to time.
Non-Executive Director	A Director not being an Executive Director.
Non- Resident	A person resident outside India, as defined under FEMA Regulations.
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 Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000.
Peer Review Auditor	The Peer Review Auditors of our Company, being M/s. Bhagat & Co., Chartered Accountants.
Promoter/ Promoters of our Company	Promoter of our Company is Mr. Bharat Rasiklal Shah, Mrs. Pravinaben Shah and Mr. Shubham Bharatbhai Shah
Promoter Companies/ Promoter Group	Unless the context otherwise requires, refers to such persons and entities constituting the Promoter Companies/ Promoter Group of our Company in terms of Regulation 2(1)(pp) of the SEBI (ICDR) Regulations, 2018 and as disclosed in ' <i>Our Promoter Group And Group Companies / Entities</i> ' beginning on page 111 of this Draft Prospectus.
Registered Office	The Registered Office of our Company which is located at 202, Shri Virkala Complex, M.G. Haveli R, Manekchowk Co. Op Bank, Manekchowk, Ahmedabad, Gujarat, India, 380001
SME Exchange	Unless the context otherwise requires, refer to the SME Platform of BSE
Stock Exchange	Unless the context otherwise requires, refers to the SME Platform of BSE

### III. ISSUE RELATED TERMS

TERM	DESCRIPTION
Acknowledgement Slip	The slip or document issued by the Designated Intermediary to an Applicant as proof of registration of the Application
Allot / Allotment / Allotment of Equity Shares	Unless the context otherwise requires, the allotment of the Equity Shares pursuant to the Fresh Issue and transfer of the Equity Shares pursuant to the issue to the successful Applicants.
Allocation / Allocation of Equity Shares	Unless the Context otherwise requires, the allocation of Equity Shares pursuant to this Issue to successful Applicants.
Allotment Advice	Note, advice or intimation of Allotment sent to the Applicants who have been or are to be Allotted the Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange
Allottee`s	The successful applicant to whom the Equity Shares are/ have been allotted.
Applicant(s)	Any prospective investor who makes an application for Equity Shares in terms of this Draft Prospectus.
Application Amount	The amount at which the Applicant makes an application for Equity Shares of our Company in terms of this Draft Prospectus.
Application Intermediary Collecting	In relation to ASBA Forms submitted by RIIs, Designated Intermediaries shall mean 1) an SCSB, with whom the bank account to be blocked, is maintained. In relation to ASBA Forms submitted by RIIs where the Application Amount will be blocked upon acceptance of UPI Mandate Request by such RII using the UPI Mechanism, Designated Intermediaries shall mean 2) a syndicate member (or sub-syndicate member), 3) a stock broker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) ("broker"), 4) a depository participant ('DP') (and whose name is mentioned on the website of the stock exchange as eligible for this activity), 5) a registrar to an issue and share transfer agent('RTA') (and whose name is mentioned on the website of the stock exchange as eligible for this activity) In relation to ASBA Forms submitted by QIBs and NIBs, Designated Intermediaries shall mean SCSBs, syndicate members, sub-syndicate members, Registered Brokers, CDPs and RTAs.
Application Form	The form in terms of which the prospective Applicants shall apply for the Equity Shares of our Company.
Application Supported by Blocked Amount/ASBA	An application, whether physical or electronic, used by ASBA Applicant to make an Application authorizing an SCSB to block the Application Amount in the specified Bank Account maintained with such SCSB and will include amounts blocked by RIIs using the UPI mechanism.
ASBA Account	A bank account maintained with an SCSB and specified in the Application Form submitted by the Applicants or the account of the RII Applicants blocked upon acceptance of UPI Mandate Request by RIIs using the UPI mechanism, to the extent of the Application Amount specified by the Applicant.
ASBA Applicant(s)	Any prospective investor who makes an Application pursuant to the terms of the Prospectus and the Application Form.
ASBA Application	An application form (with and without the use of UPI, as may be applicable), whether physical or electronic, used by ASBA Bidders which will be considered as the application for Allotment in terms of the Prospectus
Banker(s) to the Company	Such banks which are disclosed as bankers to our Company in the chapter titled " <b>General Information</b> " on page 40.
Banker(s) to the Issue/ Escrow Collection Bank(s)/Public Issue Bank/ Refund Banker	The banks which are clearing members and registered with SEBI as Banker to an Issue with whom Escrow Account will be opened and in this case being [●].
Basis of Allotment	The basis on which the Equity Shares will be Allotted to successful Applicants under the Issue in consultation with the Stock Exchange which is described in

TERM	DESCRIPTION
	the Chapter titled ' <i>Issue Procedure</i> ' beginning on page 173 of this Draft Prospectus.
Broker Centres	Broker centres notified by the Stock Exchanges, where the Applicants can submit the Application forms to a Registered Broker. the details of such broker centres, along with the names and contact details of the Registered Brokers, are available on the website of the BSE on the following link: <a href="http://www.bseindia.com/Static/Markets/PublicIssues/brokercentres.aspx?expandable=3">http://www.bseindia.com/Static/Markets/PublicIssues/brokercentres.aspx?expandable=3</a>
Business Day	Monday to Friday (except public holidays)
BSE	Bombay Stock Exchange Limited
CAN / Confirmation of Allocation Note	The note or advice or intimation sent to each successful Applicant indicating the Equity Shares which will be Allotted, after approval of Basis of Allotment by the Designated Stock Exchange.
Client ID	Client identification number maintained with one of the Depositories in relation to demat account
Collecting Depository Participant(s) or CDP(s)	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Applications at the Designated CDP Locations in terms of circular No. GR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Collecting Registrar and Share Transfer Agent	Registrar to an offer and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Controlling Branch	Such Branches of the SCSBs which co-ordinate Applications by the Applicants with the Registrar to the Offer and the Stock Exchanges and a list of which is available at <a href="http://www.sebi.gov.in">http://www.sebi.gov.in</a> or at such other website as may be prescribed by SEBI from time to time.
Demographic Details	The demographic details of the Applicants such as their Name, Address, Pan, Occupation, Applicant Status and Bank Account details etc.
Depository/Depositories	A Depository registered with SEBI under the SEBI (Depositories and Participants) Regulations, 1996, as amended from time to time.
Depository Participant/DP	A Depository Participant as defined under the Depositories Act, 1996, as amended from time to time.
Designated Branches	Such branches of the SCSBs which shall collect the ASBA Forms from the ASBA Applicants and a list of which is available on <a href="http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35">http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35</a> , or at such other website as may be prescribed by SEBI from time to time.
Designated Date	The date on which relevant amounts are transferred from the ASBA Accounts to the Public Issue Account or the Refund Account, as the case may be, and the instructions are issued to the SCSBs (in case of RIIs using UPI Mechanism, instruction issued through the Sponsor Bank) for the transfer of amounts blocked by the SCSBs in the ASBA Accounts to the Public Issue Account or the Refund Account, as the case may be, in terms of the Prospectus following which Equity Shares will be Allotted in the Issue.
Designated Stock Exchange/ SE	<b>SME Platform of the BSE Limited (BSE)</b>
Draft Prospectus	The Draft Prospectus dated December 23, 2019 issued in accordance with section 26 of the Companies Act, 2013 and filed with the BSE under SEBI (ICDR) Regulation, 2018 as amended from time to time.
Eligible NRIs	NRIs from such jurisdiction outside India where it is not unlawful for our Company to make this Issue or an invitation under this Issue and in relation to whom the Draft Prospectus constitutes an invitation to subscribe to the Equity Shares offered herein.
Escrow Agreement	Agreement dated [●] entered in to amongst our Company, Lead Manager and the Registrar, the Banker(s) to the Issue/ Escrow Collection Bank(s) for collection of the Application Amounts from the ASBA Applicants through the SCSBs Bank Account on the Designated Date in the Public Issue Account.

TERM	DESCRIPTION
Escrow Collection Bank(s)	The banks which are clearing members and registered with SEBI as Banker(s) to the Issue/ Escrow Collection Bank(s) at which bank(s) the Escrow Account of our Company will be opened, in this case being [●].
First/Sole Applicant	The Applicant whose name appears first in the Application Form or Revision Form and in case of joint bids, whose name shall also appear as the first holder of the beneficiary account held in joint names.
Issue / Issue Size/ IPO/Initial Public Offering/Public Issue	Public Issue of 13,65,000 equity shares of Rs. 10/- each fully paid of RO Jewels Limited (“ <b>RO Jewels</b> ” Or “ <b>ROJL</b> ” or “ <b>the Company</b> ” or “ <b>the Issuer</b> ”) for cash at a price of Rs. 36/- Per Equity Share aggregating to Rs. 491.40 Lakhs. The Net Issue will constitute 45.76% of the post issue paid up capital of the Company
Issue Period	The Issue period shall be [●], being the Issue Opening Date, to [●], being the Issue Closing Date.
Issue Closing Date	[●], The Date on which Issue closes for subscription
Issue Opening Date	[●], The Date on which Issue opens for subscription
Issue Price	The price at which the Equity Shares are being issued by our Company under this Draft Prospectus being Rs. 36/- per equity share.
Issue Proceeds	The proceeds to be raised by our Company through Fresh Issue is Rs. 491.40 Lakhs.
General Information Document/ GID	The General Information Document for investing in public issues prepared and issued in accordance with the circular (CIR/CFD/DIL/12/2013) dated October 23, 2013, notified by SEBI and updated pursuant to the circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015 and (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016 and (SEBI/HO/CFD/DIL2/CIR/P/2018/22) dated February 15, 2018 notified by SEBI.
LM / Lead Manager	Lead Manager to the Issue, in this case being First Overseas Capital Limited, SEBI Registered Category I Merchant Bankers.
Listing Agreement with BSE - SME PLATFORM of BSE	Unless the context specifies otherwise, this means the Equity Listing Agreement to be signed between our Company and the SME Platform of BSE.
Market Making Agreement	Market Making Agreement dated [●] between our Company, Lead Manager and Market Maker.
Market Maker/MM	[●] will act as the Market Maker and has agreed to receive or deliver the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for any other period as may be notified by SEBI from time to time.
Market Maker Reservation Portion	The Reserved portion of 69,000 Equity Shares of Rs. 10/- each at Rs. 36/- Per Equity Shares aggregating to Rs. 36.84/- Lakhs for Market Maker in the Initial Public Issue of RO Jewels Limited.
Memorandum of Understanding	The agreement dated December 21, 2019 between our Company and the Lead Manager, pursuant to which certain arrangements are agreed to in relation to the Issue.
Mutual Fund(s)/ MF	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended from time to time.
Net Issue	The Issue (excluding the Market Maker Reservation Portion) of 12,96,000 Equity Shares of Rs. 10/- each of RO Jewels Limited at Rs. 36/- Per Equity Share aggregating to Rs. 466.56 Lakhs.
NIF	National Investment Fund set up by resolution F. No. 2/3/2005-DD-II dated November 23, 2005 of Government of India published in the Gazette of India
Non-Institutional Investors/ Applicants/NIIs	All Applicants(including Category III FPIs which are foreign corporate or foreign individuals but not including NRIs, other than eligible NRIs) that are not Qualified Institutional Buyers(QIBs)(including Anchor Investors or Retail Individual Applicants/Investors and who have applied for Equity Shares for an amount more than Rs. 2,00,000.
Non-Indian Resident/ NRI	A person resident outside India, who is a citizen of India or a Person of Indian Origin as defined under FEMA Regulation, as amended from time to time
OCB/Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or

TERM	DESCRIPTION
	indirectly to the extent of at least 60% by NRIs, including overseas trust in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly as defined under Foreign Exchange Management (Deposit) Regulations, 2000. OCBs are not allowed to invest in this Issue.
Payment through electronic transfer of funds	Payment through UPI, NECS, Direct Credit, RTGS or NEFT, as applicable.
Person/Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, company, partnership, limited liability company, joint venture, or trust or any other entity or organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires.
Prospectus	The Prospectus to be filed with the ROC in accordance with Section 26 of the Companies Act, 2013 and SEBI (ICDR), Regulations containing inter alia, the Issue opening and Issue closing dates and other certain information
Public Issue Account	Account opened with Banker to the Issue, i.e. [●] under Section 40 of the Companies Act, 2013 to receive monies from the SCSBs from the bank accounts of the ASBA Applicants on the Designated Date.
Qualified Institutional Buyers / QIBs	A Qualified Institutional Buyers as defined under Regulation 2(1)(ss) of SEBI (ICDR), Regulations, 2018
Refund Bank(s)	The Banker(s) to the Issue with whom the Refund Account(s) will be opened, in this case being [●]
Registrar Agreement	The agreement dated October 04, 2019 between our Company and the Registrar to the Issue in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to the Issue.
Registrar and Share Transfer Agents or RTAs	Registrar and Share Transfer Agents registered with SEBI and eligible to procure Applications at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issue by SEBI
Registrar/ Registrar to the Issue	Registrar to this Issue being KFin Technologies Private Limited having an registered office Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500 032,India.
Retail Individual Investors	Individual investors, or minors applying through their natural guardians (including HUFs, in the name of Karta and Eligible NRIs) who apply for the Equity Shares of a value of not more than or equal to Rs. 2,00,000/-.
Revision Form	The form used by the Applicants to modify the quantity of Equity Shares in any of their Application Forms or any previous Revision Form(s).
Self-Certified Syndicate Banks/ SCSB	The banks registered with SEBI, offering services (i) in relation to ASBA (other than through UPI Mechanism), a list of which is available on the website of SEBI at <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=34">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=34</a> or <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35</a> , as applicable, or such other website as updated from time to time, and (ii) in relation to ASBA (through UPI Mechanism), a list of which is available on the website of SEBI at <a href="https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40">https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40</a> or such other website as updated from time to time .
SCSB Agreement	The deemed agreement between the SCSBs, the Lead Manager, the Registrar to the Issue and our Company, in relation to the collection of Applications from the ASBA Applicants and payment of funds by the SCSBs to the Public Issue Account
SME Platform of BSE	The SME Platform of BSE, i.e., BSESME for listing of equity shares offered under Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time
Specified Securities	Equity Shares are being offered through this Draft Prospectus
Sponsor Banker	A Banker to the Issue which is registered with SEBI and is eligible to act as a Sponsor Bank in a public issue in terms of applicable SEBI requirements and has been appointed by the Company, in consultation with the LM to act as a



TERM	DESCRIPTION
	conduit between the Stock Exchanges and NPCI to push the UPI Mandate Request in respect of RIIs as per the UPI Mechanism, in this case being [●].
TRS / Transaction Registration Slip	The slip or document issued by a member of the Syndicate or an SCSB (only on demand), as the case may be, to the Applicant, as proof of registration of the Application.
Underwriters to the Issue	First Overseas Capital Limited
Underwriting Agreement	The Agreement dated December 21, 2019 entered into between the Underwriters and our Company.
Unified Payments Interface/ UPI	UPI is an instant payment system developed by the National Payments Corporation of India (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 NPCI.
UPI Mandate Request / Mandate Request	A request (intimating the RII by way of a notification on the UPI application and by way of a SMS directing the RII to such UPI application) to the RII initiated by the Sponsor Bank to authorize blocking of funds on the UPI application equivalent to Application Amount and subsequent debit of funds in case of Allotment.
UPI Mechanism	The bidding mechanism that may be used by an RII to make an Application in the Issue in accordance with SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 01, 2018 read with SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2019/50) dated April 3, 2019, SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2019/76) dated June 28, 2019 and SEBI Circular (SEBI/HO/CFD/DCR2/CIR/P/2019/133) dated November 8, 2019.
UPI PIN	Password to authenticate UPI transaction.
Willful Defaulter	Willful Defaulter is defined under Regulation 2(1)(III) of SEBI (ICDR) Regulations, 2018, means a person or an issuer who or which is categorized as a willful defaulter by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India.
Working Days	In accordance with Regulation 2(1)(mmm) of SEBI (ICDR), Regulations, 2018, working day means all days on which commercial banks in the city as specified in the offer document are open for business. <ul style="list-style-type: none"> <li>- However, till Application / Issue closing date: All days other than 2<sup>nd</sup> and 4<sup>th</sup> Saturday of the month, Sunday or a public holiday;</li> <li>- Post Application / Issue closing date and till the Listing of Equity Shares: Working days shall be 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).</li> </ul>

#### IV. ABBREVIATIONS

ABBREVIATIONS	FULL FORMS
A/c	Account
ACS	Associate Company Secretary
AGM	Annual General Meeting
AIF	Alternative Investment Funds as defined in and registered under SEBI AIF Regulations
AS	Accounting Standards as issued by the Institute of Chartered Accountants of India
ASBA	Applications Supported by Blocked Amount
AY	Assessment Year
Bn	Billion
CAGR	Compounded Annual Growth Rate
CAPEX	Capital Expenditure

<b>ABBREVIATIONS</b>	<b>FULL FORMS</b>
CDSL	Central Depository Services (India) Limited
CEO	Chief Executive Officer
CFO	Chief Financial Officer
CII	Confederation of Indian Industry
CIN	Company Identification Number
CST	Central Sales Tax
Contract Act	The Indian Contract Act, 1872 as amended from time to time
CSR	Corporate Social Responsibility
DIN	Director Identification Number
DP	Depository Participant
DP ID	Depository Participant's Identity
DB	Designated Branch
DTC	Direct Tax Code, 2013
EBIDTA	Earning/Revenues from operations (net) less total expenses (expenses other than finance cost, depreciation and amortization)
ECS	Electronic Clearing System
EGM	Extraordinary General Meeting
EOU	Export Oriented Unit
EPS	Earnings Per Share
ESOP	Employee Stock Option Plan
FCNR	Foreign Currency Non Resident Account
FDI	Foreign Direct Investment
FEMA	Foreign Exchange Management Act, 1999, as amended from time to time, and the regulations framed there under
FII	Foreign Institutional Investor, as defined under the Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 2014, as amended from time to time and registered with the SEBI under applicable laws in India
FIPB	Foreign Investment Promotion Board
FPI	Foreign Portfolio Investor as defined under the SEBI FPI Regulations and registered with SEBI under applicable laws in India
FTP	Foreign Trade Policy, 2009
FY/ Fiscal/ Financial Year	Period of twelve months ended March 31 of that particular year, unless otherwise stated
FVCI	Foreign Venture Capital Investors (as defined under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000) registered with SEBI under applicable laws in India.
GAAP	General Accepted Accounting Principles
GDP	Gross Domestic Product
GoI/ Government	Government of India
GST	The Central Goods and Services Tax Act, 2017
HNI	High Networth Individuals
HR	Human Resources
HUF	Hindu Undivided Family
Indian GAAP	Generally Accepted Accounting Principles in India
ICAI	Institute of Chartered Accountants of India
ICDR/ ICDR Regulations/ SEBI ICDR/ SEBI (ICDR) Regulations	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 issued by SEBI on September 11, 2018 as amended, including instructions and clarifications issued by SEBI from time to time.
ICSI	Institute of Company Secretaries Of India
IFRS	International Financial Reporting Standards
IFSC	Indian Financial System Code
IGST	Integrated GST
IMPS	Immediate Payment Service
IPR	Intellectual Property Rights

<b>ABBREVIATIONS</b>	<b>FULL FORMS</b>
IRDA	Insurance Regulatory and Development Authority
I.T. Act	Income Tax Act, 1961, as amended from time to time
INR/Rs./Rupees/ ₹	Indian Rupees, the legal currency of the Republic of India
JV	Joint Ventures
Km	Kilometres
KMP	Key Managerial Personnel
LM	Lead Manager
Ltd	Limited
MB	Merchant Banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended from time to time.
MD	Managing Director
MICR	Magnetic Ink Character Recognition
Mkt.	Market
Mn	Million
MOA	Memorandum of Association
MoF	Ministry of Finance, Government of India
MOU	Memorandum of Understanding
N.A./ n.a.	Not Applicable
NACH	National Automated Clearing House
NAV	Net Asset Value
NBFC	Non- Banking Finance Company
NECS	National Electronic Clearing System
NEFT	National Electronic Fund Transfer
NOC	No Objection Certificate
No.	Number
NPV	Net Present Value
NR	Non-Resident
NRE Account	Non Resident External Account
NRLL	RO Jewels Limited
NRIs	Non Resident Indians
NRO Account	Non Resident Ordinary Account
NSDL	National Securities Depository Limited
NTA	Net Tangible Assets
OCB	Overseas Corporate Bodies
p.a.	per annum
P/E Ratio	Price/ Earnings Ratio
PAC	Persons Acting in Concert
PAN	Permanent Account Number
PAT	Profit After Tax
PBT	Profit Before Tax
PE	Private Equity
PE Ratio	Price/ Earning Ratio
PIO	Persons of Indian Origin
POA	Power of Attorney
Pvt.	Private
Pvt. Ltd.	Private Limited
QFI	Qualified Foreign Investors
QIB	Qualified Institutional Buyers
RBI	The Reserve Bank of India
R & D	Research and Development
RoC	Registrar of Companies
ROE	Return on Equity
RONW	Return on Net Worth
RTGS	Real Time Gross Settlement
SCRA	Securities Contract (Regulation) Act, 1956, as amended from time to time

<b>ABBREVIATIONS</b>	<b>FULL FORMS</b>
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended from time to time.
Sec.	Section
Securities Act	The U.S. Securities Act as amended from time to time
SEZ	Special Economic Zone
SGST	State GST
SME	Small and Medium Enterprise
SSI Undertakings	Small Scale Industrial Undertakings
STT	Securities Transaction Tax
TIN	Tax Identification Number
TAN	Tax Deduction and Collection Account Number
TRS	Transaction Registration Slip
TNW	Total Net Worth
UIN	Unique Identification Number
u/s	Under Section
UPI	Unified Payments Interface
US/ United States	United States of America
USD/ US\$/ \$	United States Dollar, the official currency of the United States of America
Venture Capital Fund(s)/ VCF(s)	Venture Capital Funds as defined and registered with SEBI under Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996, as amended from time to time.
VAT	Value Added Tax
WDV	Written Down Value
w.e.f.	With Effect From
WTD	Whole Time Director
WTO	World Trade Organization
YoY	Year over year

#### **V. TECHNICAL/ INDUSTRY RELATED TERMS**

<b>TERM</b>	<b>DESCRIPTION</b>
BIS	Bureau of Indian Standards
CFCs	Common Facility Centres
GJEPC	Gems And Jewellery Export Promotion Council
MIDC	Maharashtra Industrial Development Corporation
WGC	World Gold Council

## PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

### Certain Conventions

In this Draft Prospectus, the terms “we”, “us”, “our”, the “Company”, “our Company”, “RO Jewels Limited” and/or “RO Jewels” and/or “ROJL”, unless the context otherwise indicates or implies, refers to RO Jewels Limited.

All references in this Draft Prospectus to “India” are to the Republic of India. All references in the Draft Prospectus to the “U.S.”, “USA” or “United States” are to the United States of America. Unless stated otherwise, all references to page numbers in this Draft Prospectus are to the page numbers of this Draft Prospectus.

### Financial Data

Unless stated otherwise, the financial data which is included in this Draft Prospectus is derived from our restated/ audited financial statements for the 6 months period ending on September 30, 2019 and financial years ending on March 31, 2019, 2018 and 2017 prepared in accordance with Indian GAAP, Accounting Standards, the Companies Act, 2013 (Such provisions of the Companies Act, 1956 which are in force as on date) and restated financial statements of our company prepared in accordance with the SEBI ICDR Regulations and the Indian GAAP which are included in this Draft Prospectus, and set out in the section titled ‘*Financial Statements*’ beginning on page 115 of this Draft Prospectus.

Our Financial Year commences on April 1<sup>st</sup> of each year and ends on March 31<sup>st</sup> of the following year, so all references to a particular Financial Year are to the (12) twelve-month period ended March 31<sup>st</sup> of that year. In this 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, nor do we provide a reconciliation of our financial statements to those under U.S. GAAP or IFRS 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 this Draft Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices/ Indian GAAP, the Companies Act and the SEBI Regulations. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Draft Prospectus should accordingly be limited.

Any percentage amounts, as set forth in the chapters titled ‘*Risk Factors*’, ‘*Business Overview*’ and ‘*Management's Discussion and Analysis of Financial Conditions and Results of Operations*’ beginning on page 19, 77 and 137, respectively, of this Draft Prospectus and elsewhere in this 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 SEBI ICDR Regulations.

### Currency and Units of presentation

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

- ‘Rupees’ or ‘Rs.’ or ‘INR’ or ‘₹’ 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.

All references to the word “Lakh/Lakhs or Lac” means “One Hundred Thousand”, the word “Crore/Crores” means “Hundred Lakhs”, the word “Million (million) or Mn” means “Ten Lakhs”, the word “Crores” means “Ten Million” and the word “Billion (bn)” means “One Hundred Crores”.

### Industry and Market Data

Unless stated otherwise, industry data used throughout this 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 this 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.

## FORWARD LOOKING STATEMENT

All statements contained in this 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 this Draft Prospectus regarding matters that are not historical facts. These forward looking statements and any other projections contained in this 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.

These forward looking statements can generally be identified by words or phrases such as "will", "may", "aim", "is likely to result", "will likely result", "believe", "expect", "will continue", "anticipate", "estimate", "intend", "plan", "contemplate", "seek to", "future", "objective", "goal", "project", "should", "will pursue" and similar expressions or variations of such expressions. Similarly, statements that describe our objectives, strategies, plans or goals are also forward looking statements.

These forward-looking statements are subject to a number of risks, uncertainties and assumptions that could significantly affect our current plans and expectations and our future financial condition and results of operations. Important factors that could cause actual results to differ materially from our expectations include but are not limited to the followings:

- General economic and business conditions in the markets in which we operate and in the local, regional and national and international economies;
- Our ability to successfully implement our growth strategy and expansion plans, technological initiatives, and to launch and implement various projects and business plans for which funds are being raised through this Issue;
- Our ability to respond to technological changes;
- Our ability to attract and retain qualified personnel;
- Our ability to meet our capital expenditure requirements;
- Fluctuations in operating costs and impact on the financial results;
- The effect of wage pressures, seasonal hiring patterns and the time required to train and productively utilize new employees;
- General social and political conditions in India which have an impact on our business activities or investments;
- Potential mergers, acquisitions restructurings and increased competition;
- Occurrences of natural disasters or calamities affecting the areas in which we have operations;
- Market fluctuations and industry dynamics beyond our control;
- Changes in the competition landscape;
- Our ability to finance our business growth and obtain financing on favorable terms;
- Our ability to manage our growth effectively;
- Our ability to compete effectively, particularly in new markets and businesses;
- Changes in government policies and regulatory actions that apply to or affect our business;
- Developments affecting the Indian economy; and
- Inability to meet our obligations, including repayment, financial and other covenants under our debt financing arrangements.

For a further discussion of factors that could cause our current plans and expectations and actual results to differ, please refer to the chapters titled '*Risk Factors*', '*Business Overview*' and '*Management's Discussion and Analysis of Financial Conditions and Results of Operations*' beginning on page 19, 77 and 137, respectively of this Draft Prospectus.

Forward looking statements reflects views as of the date of this Draft Prospectus and not a guarantee of future performance. By their nature, certain risk disclosures are only estimates and could be materially different from what occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated. Neither our Company, our Directors nor the Lead Managers, nor any of their respective affiliates or associates have any obligation to, and do not intend to, update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with SEBI requirements, our Company and the Lead Manager will ensure that investors in India are informed of material developments until the listing and trading permission is granted by the Stock Exchange(s).

## SECTION III – SUMMARY OF THE ISSUE DOCUMENT

### Overview of the Industry

The Gems and Jewellery sector plays a significant role in the Indian economy, contributing around 7 per cent of the country's GDP and 15 per cent to India's total merchandise exports. It also employs over 4.64 million workers and is expected to employ 8.23 million by 2022. One of the fastest growing sectors, it is extremely export oriented and labour intensive.

Based on its potential for growth and value addition, the Government of India has declared the Gems and Jewellery sector as a focus area for export promotion. The Government has recently undertaken various measures to promote investments and to upgrade technology and skills to promote 'Brand India' in the international market.

India is deemed to be the hub of the global jewellery market because of its low costs and availability of high-skilled labour. India is the world's largest cutting and polishing centre for diamonds, with the cutting and polishing industry being well supported by government policies. Moreover, India exports 75 per cent of the world's polished diamonds, as per statistics from the Gems and Jewellery Export promotion Council (GJEPC). India's Gems and Jewellery sector has been contributing in a big way to the country's foreign exchange earnings (FEEs). The Government of India has viewed the sector as a thrust area for export promotion. The Indian government presently allows 100 per cent Foreign Direct Investment (FDI) in the sector through the automatic route.

For detailed information on the industry, please refer to chapter titled "**Industry Overview**" beginning on page no. 71 of this Draft Prospectus.

### Overview of the Business

Our Company was originally incorporated RO Jewels Private Limited under the Companies Act, 2013 vide certificate of incorporation dated December 11, 2018 issued by the Registrar of Companies, Central Registration Centre, Manesar. Subsequently, Our Company was converted in to a public company pursuant to a special resolution passed by our shareholders at the EGM held on September 20, 2019 and consequently name was changed to "RO Jewels Limited" (ROJL) vide fresh certificate of incorporation dated October 01, 2019 issued by Registrar of Companies, Gujarat, Dadra and Nagar Havelli. Subsequently, our Company has acquired the business of Proprietorship Concern of one of our Promoter- Mr. Bharat Rasiklal Shah viz, M/s Ravi Ornaments through the Business Succession Agreement dated December 18, 2019. Consequently, the business of the proprietorship firm was merged into RO Jewels Limited. The CIN of the Company is U74999GJ2018PLC105540.

We are engaged in the wholesale business of gold and Silver chains. Our registered office and business of operation is based in Ahmedabad. We essentially sell gold based chains, bracelets, gold/silver bars and necklaces. We procure gold & silver majorly through the bullion market and partially from the local markets in Ahmedabad. We purchase only readymade Chains and other jewelries from the jewellery manufacturers or independent jewellery wholesalers located in Ahmedabad and Mumbai. These are then sold through our showroom situated at Manek Chowk, Ahmedabad and by our marketing and sales team directly to other jewellery stores. Our jewellery is widely sold throughout Gujarat only through B2B marketing and/ or Direct/Outbound marketing strategy.

We have a diversified portfolio for chains and jewelries that cater to our customers taste, preference, choice and the ever changing trends in the chain and jewellery designs. Our portfolio offers our customers a wide variety of traditional, Indo-western, & modern chain and jewellery. We procure chains and jewelries that are hallmarked from BIS recognized Assaying and Hallmarking Centre for our customers. The BIS hallmark, is a mark of conformity widely accepted by the consumer bestow the additional confidence to the consumer on the purity of our gold jewellery. Our promoters together have an approximate 40 years of experience in gems and jewellery industry.

For detailed information on our business, please refer to chapter titled "**Business Overview**" beginning on page no. 77 of this Draft Prospectus.

### Names of the Promoters

As on date of this Draft Prospectus, our Promoters are Mr. Bharat Rasiklal Shah, Mrs. Pravinaben Shah and Mr. Shubham Bharatbhai Shah.

## Size of the Issue

Initial Public Issue Of 13,65,000 equity shares Of Face Value Of ₹ 10/- Each (“Equity Shares”) Of RO Jewels Limited (“Our Company” Or “The Issuer Company”) For Cash At A Price ₹ 36/- Per Equity Share (Including A Share Premium Of ₹ 26/- Per Equity Share) (“Issue Price”) Aggregating To ₹ 491.40 Lakhs (“The Issue”), Of Which 69,000 Equity Shares Of Face Value Of ₹ 10/- Each For A Cash Price Of ₹ 36/- Per Equity Share, Aggregating To ₹ 24.84 Lakhs Will Be Reserved For Subscription By Market Maker (“Market Maker Reservation Portion”). The Issue Less The Market Maker Reservation Portion I.E. Issue Of 12,96,000 Equity Shares Of Face Value Of ₹ 10/- Each At An Issue Price Of ₹ 36.00 Per Equity Share Aggregating To ₹ 466.56 Lakhs (Is Hereinafter Referred To As The “Net Issue”). The Issue And The Net Issue Will Constitute 48.20 % And 45.76 %, Respectively Of The Post Issue Paid Up Equity Share Capital Of Our Company. For Further Details, Please Refer To Section Titled “Terms Of The Issue” Beginning On Page 164 Of This Draft Prospectus.

## Objects of the Issue

**Fresh Issue-** Our Company intends to make a Fresh Initial Public Offer/ Issue of 13,65,000 equity shares of our Company at an Issue Price of Rs. 36/- Per Equity Share. The Net Proceeds from the Fresh Issue are proposed to be utilized by our Company for the following objects:

Particulars	Amount (Rs. In Lakhs)
Gross Proceeds from the Issue	491.40
Less: Issue related expenses	(25.00)
<b>Net Proceeds</b>	<b>466.40</b>

We intend to utilize the above proposed net proceeds in the manner set forth below:

Particulars	Amount (Rs. In Lakhs)	% of the Gross Issue size
Additional Working Capital	460.00	93.61
General Corporate Expenses	6.40	1.30

**Offer For Sale-** There is no Offer for Sale as Our Company is making only a Fresh Initial Public Offer/Issue.

For detailed information on the “Objects of the Issue”, please refer to chapter titled “Objects of the Issue” beginning on page no. 61 of this Draft Prospectus.

## Pre-Issue Shareholding of the Promoter and Promoter Group

The aggregate shareholding of Our Promoters and Promoter Group before the Issue is set forth below:

Sr. No.	Name of the Shareholders	Pre-Issue		Post-Issue	
		No. of equity shares	As a % of Pre-Issued Capital	No. of equity shares	As a % of Post-Issue Capital
<b>A</b>	<b>Promoters</b>				
1.	Mr. Bharat Rasiklal Shah	10,96,599	74.75	10,96,599	38.72
2.	Mrs. Pravinaben Shah	3,500	0.24	3,500	0.12
3.	Mr. Shubham Bharatbhai Shah	1,81,729	12.39	1,81,729	6.42
	<b>Total (A)</b>	<b>12,81,828</b>	<b>87.38</b>	<b>12,81,828</b>	<b>45.26</b>
<b>B</b>	<b>Promoter Group &amp; Relatives</b>				
1.	Mr. Sandeep R. Mehta	12	0.00	12	0.00
2.	Mrs. Namita Rajnibhai	12	0.00	12	0.00
3.	Mr. Harshad Rasiklal Mehta	12	0.00	12	0.00
4.	Mrs. Neepa Harshad Mehta	11	0.00	11	0.00
	<b>Total (B)</b>	<b>47</b>	<b>0.00</b>	<b>47</b>	<b>0.00</b>
<b>C</b>	<b>Other Associates Acting in Concert</b>				
	<b>Total (C)</b>	-	-	-	-



Sr. No.	Name of the Shareholders	Pre-Issue		Post-Issue	
		No. of equity shares	As a % of Pre-Issued Capital	No. of equity shares	As a % of Post-Issue Capital
D	TOTAL (A+B+C)	12,81,875	87.38	12,81,875	45.26

For further details relating to the allotment of Equity Shares to our Promoters and Promoter Group members, please refer to the chapter titled 'Capital Structure' beginning on page no. 49 of this Draft Prospectus.

### Financial Information

The following tables set forth details the financial information as per the Restated Audited Financial Statements for the 6 months ending on September 30, 2019 and financial year ended on March 31, 2019, 2018, and 2017.

For detail information, please refer to the chapters and notes mentioned therein titled '*Restated Financial Statement*' and '*Management's Discussion and Analysis of Financial Conditions and Results of Operations*' beginning on page no. 115 and 137, respectively of this Draft Prospectus.

(Rs. in Lakhs)

Particulars	As on Sep. 30, 2019	As at March 31,		
		2019	2018 #	2017 #
Share Capital	146.71	44.84	N.A.	N.A.
Net Worth	516.55	177.84	N.A.	N.A.
Total Revenue from operations	1,047.22	424.34	N.A.	N.A.
Profit after Tax	15.05	1.49	N.A.	N.A.
EPS (in Rs.)- Basis & Diluted	1.20	0.33	N.A.	N.A.
NAV per equity share (in Rs.)	35.21	39.66	N.A.	N.A.
Total borrowings (as per restated balance sheet)*	-	-	N.A.	N.A.

\* Total Borrowings includes installment amounts of term loans repayable within 12 months grouped under "Long Term Borrowings".

# Please note the financial data for FY 2017-18, 2016-17 is for the Erstwhile Proprietary Firm- Ravi Ornaments and financial data for September 30, 2019 and FY 2018-19 is for the Company- RO Jewels Limited. For details on combined financial data for the Erstwhile Proprietary Firm- M/s Ravi Ornaments and for our Company- RO Jewels Limited, please refer to "*Our Results of Operation*" in the chapter titled "*Management's Discussion and Analysis Of Financial Conditions And Results Of Operations*" beginning on page no. 137 of this Draft Prospectus.

### Auditors' Qualifications which have not been given effect to in the Restated Financial Statements

Independent Auditor's Report on Restated Financial Statements is issued by M/s Bhagat & Co., Chartered Accountants, Ahmedabad.

The Restated Financial Statements do not contain any qualification requiring adjustments by the Auditors.

### Summary of the Outstanding Litigations

As on the date of Draft Prospectus, there are no outstanding litigations against our Company, Promoters and Directors and/ or there are no outstanding litigations filed by our Company, Promoters and Directors.

Name	Nature of Litigation	No. of Cases	Amt. (₹ in Lakhs)
Litigations filed by Company	NIL	NIL	NIL
Litigations against Company	NIL	NIL	NIL
Litigations filed by Promoters & Directors	NIL	NIL	NIL
Litigations against Promoters & Directors	NIL	NIL	NIL
Litigations filed by Promoter Group & Group Companies	NIL	NIL	NIL
Litigations against Promoter Group & Group Companies	NIL	NIL	NIL

Name	Nature of Litigation	No. of Cases	Amt. (₹ in Lakhs)
<b>Total</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

For further details in relation to legal proceedings involving our Company, Promoters, Directors and Group Companies, please refer chapters titled “*Outstanding Litigation and Material Developments*” and “*Risk Factors*” on page no. 146 and 19, respectively, of this Draft Prospectus.

### Risk Factors

An investment in the Equity Shares involves a high degree of risk. Potential Investors should carefully consider all the information in this Draft Prospectus and are advised to read the section titled “Risk Factors” beginning on page no. 19 of this Draft Prospectus, including the risks and uncertainties, before making/taking an investment decision in our Equity Shares.

In making an investment decision prospective investors must rely on their own examination of our Company and the terms of this issue including the merits and risks involved. The risks described in the said chapter are relevant to the industries our Company is engaged in, our Company and our Equity Shares. Any potential investor in, and subscriber of, the Equity Shares should also pay particular attention to the fact that we are governed in India by a legal and regulatory environment in which some material respects may be different from that which prevails in other countries.

For further details, please refer to the Section titled “Risk Factors” beginning from page no. 19 of this Draft Prospectus.

### Summary of Contingent Liabilities

The details of restated summary Statement of Contingent Liabilities is as follows:

Particulars	As on Sept. 30, 2019	As on March 31, (Rs. in Lakhs)		
		2019	2018	2017
Claim against company not acknowledge as debts	-	-	-	-
in respect of Income Tax (TDS)	-	-	-	-
in respect of Commercial Tax	-	-	-	-
<b>Total</b>	-	-	-	-

#### Note:

- 1) The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
- 2) The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexure’s 01, 02, 03 and 04.

For detailed information on the Contingent Liabilities on our Company, please refer “*Annexure 31: Statement of Contingent Liabilities*” appearing on page 135 of this Draft Prospectus under Chapter titled “*Restated Financial Information*” beginning on Page no. 115 of this Draft Prospectus.

### Summary of Related Party Transactions

The details of restated summary Statement of Related Party Transaction is as follows:

Sr. No.	Particulars	As at September 30, 2019	As on March 31, (Rs. In Lakhs)		
			2019	2018	2017
<b>1</b>	<b>Loan given/(Received) during the Year to Related Parties</b>				
	<b>Name of Related Parties</b>				
A	Mrs. Bhavna Rajeshkumar Shah	-	-	10.95	10.95
B	Mr. Prakash Rasikbhai	-	-	0.50	0.50
C	Mr. Shankarlal Rasiklal Shah	-	-	1.48	2.39

Sr. No.	Particulars	As at September 30, 2019	As on March 31,		
			2019	2018	2017
D	Mrs. Pravinaben B Shah	-	-	-	11.34
E	Ms. Saloni Shah	-	-	2.13	0.20
F	Mr. Shubham Bharatbhai Shah	-	-	3.61	2.85
<b>2</b>	<b>Purchase</b>				
A	M/s Goyam Gold	257.91	-	-	-
	<b>Total</b>	<b>257.91</b>	<b>-</b>	<b>18.67</b>	<b>28.23</b>

**Note:**

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexure's 01, 02, 03 and 04.

For detailed information on the Contingent Liabilities on our Company, please refer "**Annexure 32: Statement of details of Related Party Transactions**" appearing on page 135 of this Draft Prospectus under Chapter titled "**Restated Financial Information**" beginning on Page no. 115 of this Draft Prospectus.

**Details of Financing Arrangements**

The Promoters, member of Promoter Group, the Directors of the Company which a Promoter of the Issuer, the Director of our company 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 filing of this Draft Prospectus.

**Weighted average price at which specified security was acquired by each of the promoters in the last one year preceding the date of this Draft Prospectus.**

The weighted average price of the equity shares acquired by our Promoters within last one (1) year from the date of filing of this Draft Prospectus are set forth below:-

Name of Promoters	No. of equity share acquired	Weighted Average Price Of The Shares Acquired (in Rs.)# *
Mr. Bharat Rasiklal Shah	10,96,599	34.20
Mrs. Pravinaben Shah	3,500	8.57
Mr. Shubham Bharatbhai Shah	1,81,729	33.63

# The Weighted Average Price for Equity Shares acquired during last one year has been calculated by taking into account the fresh issuance and allotment of equity shares. The net cost of acquisition has been divided by total number of shares acquired during last one year.

During the preceding one year from the date of this Draft Prospectus, our Promoters have been allotted equity shares pursuant to bonus issue of Equity Shares made by the Company on August 30, 2019. Since the bonus allotment did not involve any consideration, the weighted average price of such Equity Shares is Nil.

*\*As certified by our Statutory Auditor vide their certificate dated December 18, 2019.*

**Average Cost of Acquisition of Shares**

The average cost of acquisition of Equity Shares by our Promoters is set forth in the table below:

Name of Promoters	No. of equity share held	Average cost of acquisition (in Rs.)# *
Mr. Bharat Rasiklal Shah	10,96,599	34.20
Mrs. Pravinaben Shah	3,500	8.57
Mr. Shubham Bharatbhai Shah	1,81,729	33.63

#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 filing this Draft Prospectus.

\*As certified by our Statutory Auditor vide their certificate dated December 18, 2019.

For further details relating to the allotment/acquisition/transfer of Equity Shares to our Promoter, please refer to the chapter titled 'Capital Structure' beginning on page no. 49 of this Draft Prospectus.

### **Pre-IPO Placement**

Our Company has not placed any Pre-IPO Placement as on date of filing this Draft Prospectus.

### **Equity Shares issued for Consideration Other Than Cash**

Except as mentioned below and in the notes to capital structure under point numbers from 2 (2.2) to 2(2.5) of 'Share Capital History of the Company', our Company has not issued any other equity shares for consideration other than cash during last one year preceding the date of filing this Draft Prospectus.

<b>Date of Allotment of Equity Shares</b>	<b>No. of shares Allotted</b>	<b>Cumulative No. of Equity Shares</b>	<b>Face Value (Rs.)</b>	<b>Issue Price (Rs.)</b>	<b>Consideration (Cash, Bonus, Consideration other than cash)</b>	<b>Cumulative Share Capital (Rs.)</b>
03-01-2019	11,500	21,500	10.00	40.00	Other than Cash: Conversion of unsecured loan	2,15,000
31-03-2019	4,26,875	4,48,375	10.00	40.00	Other than Cash: Conversion of Assets, Outstanding Payments & Unsecured Loan	44,83,750
18-05-19	8,09,125	1,257,500	10.00	40.00	Other than Cash: Conversion of Outstanding Payments	1,25,75,000
30-08-19	2,09,583	1,467,083	10.00	-	Bonus Allotment	1,46,70,830

For details on the same, please refer to point number 2 of '*Share Capital History of the Company*', beginning on page no. 50 this Draft Prospectus.

### **Split / Consolidation of Equity Shares**

Our Company has not done any split or consolidation of Equity Shares during the last one year from the date of filing this Draft Prospectus.

### SECTION III – RISK FACTORS

*An investment in the Equity Shares involves a high degree of risk. You should carefully consider all the information in this Draft Prospectus, including the risks and uncertainties summarized below, before making an investment in our Equity Shares. In making an investment decision prospective investor must rely on their own examination of our Company and the terms of this issue including the merits and risks involved. The risks described below are relevant to the industries our Company is engaged in, our Company and our Equity Shares. Any potential investor in, and subscriber of, the Equity Shares should also pay particular attention to the fact that we are governed in India by a legal and regulatory environment in which some material respects may be different from that which prevails in other countries. The risks and uncertainties described in this section are not the only risks and uncertainties we currently face. Additional risks and uncertainties not known to us or that we currently deem immaterial may also have an adverse effect on our business. If any of the following risks, or other risks that are not currently known or are now deemed immaterial, actually occur, our business, results of operations and financial condition could suffer, the price of our Equity Shares could decline, and you may lose all or part of your investment. Additionally, our business operations could also be affected by additional factors that are not presently known to us or that we currently consider as immaterial to our operations.*

*This 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 this Draft Prospectus. These risks are not the only ones that our Company faces. Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify financial or other implication of any risks mentioned herein.*

*To obtain a complete understanding of our Company, you should read this section in conjunction with the chapters titled '**Business Overview**' and '**Management's Discussion and Analysis of Financial Conditions and Results of Operations**' beginning on page 77 and 137 respectively, of this Draft Prospectus as well as the other financial and statistical information contained in this Draft Prospectus. Prior to making an investment decision, prospective investors should carefully consider all of the information contained in the section titled '**Financial Statements**' beginning on page 115 of this Draft Prospectus. Unless otherwise stated, the financial information of our Company used in this section is derived from our restated financial statements prepared in accordance with Indian GAAP and the Companies Act and restated in accordance with the SEBI ICDR Regulations.*

#### **Materiality**

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

- 1. Some events may not be material individually but may be material when considered collectively.*
- 2. Some events may have material impact quantitatively.*
- 3. Some events may have an impact which is qualitative though not quantitative.*
- 4. Some events may not be material at present but may have a material impact in the future.*

#### **Note:**

*The risk factors are as envisaged by the management along with the proposals to address the risk, if any. The financial and other related implications of risks concerned, wherever quantifiable, have been disclosed in the risk factors mentioned below. However, there are risk factors where the impact may not be quantifiable and hence the same has not been disclosed in such risk factors. Unless otherwise stated, we are not in a position to specify or quantify the financial or other risks mentioned herein. For capitalized terms used but not defined in this chapter, refer to the chapter titled "Definitions and Abbreviation" beginning on page 1 of this Draft Prospectus. The numbering of the risk factors has been done to facilitate ease of reading and reference and does not in any manner indicate the importance of one risk factor over another.*

*In this Draft Prospectus, any discrepancies in any table between total and 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.*

#### **INTERNAL RISK FACTORS**

## **Risks relating to Our Company and Business**

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

Our success is dependent on our management team whose loss could seriously impair the ability to continue to manage and expand business efficiently. Our success largely depends on the continued services and performance of our management and other key personnel. The loss of service of the Key Managerial Personnel and other senior management could seriously impair the ability to continue to manage and expand the business efficiently. Further, the loss of any of the senior management or other key personnel may adversely affect the operations, finances and profitability of our Company. Any failure or inability of our Company to efficiently retain and manage its human resources would adversely affect our ability to expand our business.

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

Our Promoter, Directors, senior management and key managerial personnel collectively have many years of experience in the industry and are difficult to replace. They provide expertise which enables us to make well informed decisions in relation to our business and our future prospects. For further details of our Directors and key managerial personnel, please refer to Section “***Our Management***” on page 90 of this Draft Prospectus. Our success largely depends on the continued services and performance of our management and other key personnel. The loss of service of the Promoters and other senior management could seriously impair the ability to continue to manage and expand the business efficiently.

Further, the loss of any of the senior management or other key personnel may adversely affect the operations, finances and profitability of our Company. Any failure or inability of our Company to efficiently retain and manage its human resources would adversely affect our ability to implement new projects and expand our business.

- 3. Our Company doesn't own the premises where its registered and corporate office is situated, and leave & license agreement have been executed for the same. Any termination or dispute in relation to this lease/rental agreement may have an adverse effect on our business operations and results thereof.***

Our Registered office is situated at 202, Shri Virkala Complex, M.G. Haveli R, Manekchowk Co. Op Bank, Manekchowk, Ahmedabad, Gujarat, India, 380001, is a leased premises which we have been taken for 11 months on lease beginning from April 01, 2019 which is owned by Mr. Bharat Rasiklal Shah, who is one of the Promoters of our Company and Whole-Time Director of our Company. Our company has entered into a rent agreement dated 18-11-2019 with Mr. Bharat Rasiklal Shah for using the said premises as its registered office and corporate office. Our business operations are also conducted from the said premises. As per the leave & license agreement the lease is for a period of 11 months and any non-compliance by us in relation to any term of lease may result in the termination of the leave & license agreement and consequently we have to vacate the said premises. We also cannot assure you that lessor will not terminate the leave & license agreement, which would require us to locate to another premise and may have an adverse effect on our conducting our business operations.

- 4. Our company has not registered name and logo of our Company with the Trade Marks Registry of Ahmedabad. The company in future may register it depending on the future requirements. Any delay in making an application and/or granting registration or in obtaining registration could result in loss of brand equity and the company's right to use the said brand.***

The company is required to make an application to the Trade Mark Registry, Ahmedabad to register the company name and logo. The company depending on the future requirements may make an application to the Trade Mark Registry, Ahmedabad to register the company name/logo. While filing application for registration if the same is not accepted or if there are oppositions filed against the trademark application if any, are successful, our company may lose the statutory protection available to it under the Trade Marks Act, 1999 for such trademarks. For further details please refer to the chapter titled ‘***Government and Other Approvals***’ beginning on page no.149 of the Draft Prospectus.

5. ***Certain agreements may be inadequately stamped or may not have been registered or may not have necessary disclosure as a result of which our operations may be adversely affected.***

Few of our agreements may not be stamped adequately or registered or may not have not the necessary disclosures. The effect of inadequate stamping is that the document is not admissible as evidence in legal proceedings and parties to that agreement may not be able to legally enforce the same, except after paying a penalty for inadequate stamping. The effect of non-registration, in certain cases, is to make the document inadmissible in legal proceedings. Any potential dispute due to non-compliance of local laws relating to stamp duty and registration may adversely impact the operations of our Company. Further, effect of non-disclosure of certain necessary points as required under the Contract Act, 1872 (as amended from time to time) and/ or under any other law, rules, regulations, in certain cases, is to make the document inadmissible in legal proceedings. Any potential dispute due to non- disclosure of necessary points/ rules/regulations/ law relating to Contract Act, 1872 (as amended from time to time) and/ or under any other law, rules, regulations may adversely impact the operations of our Company.

6. ***We do not register our jewellery designs under the Designs Act, 2000 and we may lose income if our designs are duplicated by competitors.***

Our jewellery is designed by our job workers. Due to the competitive nature of the jewellery markets in which we operate, jewellery designs change on a frequent basis and hence we do not register designs under the Designs Act, 2000. Our designs therefore are not protected under the Designs Act, 2000 and if competitors copy our designs it could lead to loss of income, which could adversely affect our reputation and our results of operations.

7. ***Any change in our consumer's likes, preferences or a change in their perception regarding the quality of our products may negatively affect the image and our reputation and in turn affect our revenues and profitability.***

The industry in which we operate is highly competitive and where goodwill and reputation are of huge significance. Although we have been in the business of dealing in gold chains, bracelets and necklace; any change in consumer's likes, preferences or a change in their demands regarding the design & quality of our products, may negatively affect the image and reputation of our products and consequently that our Company. Further, such incidences may expose our Company to liabilities and claims, adversely affect our reputation, growth and profitability.

8. ***Any deficiency in our products & services could make our Company liable for client claims, which in turn could affect our Company's results of operations.***

Our Company is bound by the terms and conditions as placed before its clients. There are no specific regulations governing the supply of the same, other than the general law of contracts. Any claims made by these clients for deficiency in our products and services, would be subject to these terms and conditions, which are in the nature of normal contractual obligations in India. Any violation of these obligations could impact our Company's results of operations.

9. ***Orders placed by customers may be delayed, modified, cancelled or not fully paid for, which may have an adverse effect on our business, financial condition and thereby on our results of operations.***

We may encounter predicaments in executing the orders placed by our customer or executing it on a timely basis. Moreover, there are factors which may be beyond our control or in the control of our customers, including delays or failure to obtain necessary permits, authorizations, permissions and other types of difficulties or obstructions, which may result in the postponement of executing or delivering of the necessary product(s) or cause its cancellation. Further, even though we execute orders as placed by our customers, the order could be cancelled or there could be any changes in delivery of the products. Accordingly, it is difficult to predict with certainty if, when and to what extent the delivery of the orders placed will be made. Failure to deliver our orders on time could lead to customers delaying or refusing to pay the amount, in part or full, which may adversely affect our revenue, cost of operation and thereby our business functioning.

10. ***Our business experiences an increase in sales during the festive, wedding season and other significant seasons. Any substantial decrease in our sales during such periods and our inability cope up with our service***

***during this time, then our revenues and profitability will be affected and have a negative effect on our image and brand.***

Our business is experience significant increase in our sales during the festive, wedding season and other significant seasons like Christmas, Diwali season, Gudi Padwa, Guru Pushya Nakshatra etc and during wedding seasons. Any significant shortfall in sales or our inability to cope up with the growing demands during this periods during these periods, would affect our profitability and we would experience adverse effect on our results of operations.

- 11. If we are unable to introduce new designs of our products in line with the changing consumer preferences and market trends, we may face decline in demand for our products.***

Jewellery business is subject to changing consumer patterns and preferences, which is difficult to predict. We are required to constantly improvise our product designs, understand consumer tastes and preferences focus on innovative designing and introduce new designs and patterns to meet the changing consumer needs. If we are unable to meet consumer expectations, it may adversely affect our competitiveness, reduce our market share, lead to higher inventory costs and decrease our sales.

- 12. Strong competition in the jewellery sector could decrease the market share and compel the company to either reduce the cost charged or increase the payments made to the job workers. This may have an adverse impact on the enrolments, revenues and profitability.***

The jewellery sector is highly fragmented and competitive. The Company would not only compete with organized players but also a high percentage of unorganized entities such as individual jeweler's, retailer stores, jewellery showrooms and galleries and small scale companies. Some of them may offer better designs and patterns to the clients and may be capable of providing more personalized services to each client due to the smaller number of orders placed with them. Further, these unorganized entities offer their services at highly competitive prices having well established presence in their local markets. Aggressive discounting by competitors, including liquidating excess inventory, may also adversely impact our performance in the short term. This is particularly the case for easily comparable pieces of jewellery, of similar quality, sold through stores that closely resemble to those that we operate. In addition, there are minimal entry barriers in this sector and hence we may also face competition from new entrants.

- 13. We have not entered into any long-term contracts with any of our customers and orders are not backed-up by a letter of credit facility.***

We do not have any long-term contracts with our customers and any change in the buying pattern of the customers could adversely affect the business of our Company. Although we have satisfactory business relations with our customers and have received continued business from them in the past, there is no certainty that the same will continue in the years to come and may affect our profitability.

- 14. Any fluctuation in price and supply of gold and silver, which is a major raw material for the manufacture of our products, could adversely impact our income.***

Gold and silver is the primary raw materials for our products. Price of gold and silver is volatile in nature and is linked to the international commodity indices such as Rogers International Commodity Index. Although we source gold and silver wherein we sell our products on an unfixed basis, any increase in the prices of gold and silver shall result in the consequent increase in the price of our products. Such increase in price of our products may adversely affect their demand. However, particularly sharp increases and volatility in commodity costs usually result in a time lag before increased commodity costs are fully reflected in retail prices. Further, any increase in commodity cost is likely to impact demand for our products during high price periods. There is no certainty that such price increase will be sustainable and downward pressure on gross margins and income may occur.

- 15. We are dependent upon key suppliers for selling us quality gold and silver chains and other jewellery. Any disruption in their supply could disrupt our business and adversely affect our financial results.***



We purchase finished Chains and other jewelries from various jewellery manufacturers or independent jewellery wholesalers located in Ahmedabad and Mumbai pre-agreed rates or flexible spot-rates linked to the prevailing market benchmark. However, we do not enter into any long-term agreements with our suppliers and our arrangements with them are on short-term and spot basis. Hence, there is no assurance that in future also we will be able to source our products on timely basis and execute our orders on time or find alternative resources to source our products. Further, if we are unable to source our products at commercially acceptable prices, or at all, it may affect our ability to fulfill our supply commitments, or to fulfill them in an economical manner, which will have an adverse effect on our business, financial condition and results of operations.

***16. Our business is partly dependent on factors affecting consumer spending that are out of our control.***

Jewellery purchases are discretionary and are often perceived to be an exercise in luxury. As a result, our business is sensitive to a number of factors that influence consumer spending. The price of jewellery relative to other products, everyday household as well as luxury items, influences the conditions, consumer confidence in future economic and political conditions, economic slowdown or fears of economic slowdown, consumer debt, disposable consumer income, conditions in the housing market, consumer perceptions of personal well-being and security, fuel prices, inclement weather, interest rates, sales tax rate increases, inflation, and war or fears of war. In addition, we compete with other retail categories, for example electronics, travel, etc. for consumers' discretionary expenditure. Therefore, the price of jewellery relative to other products influences the proportion of consumers' expenditure that is spent on jewellery.

***17. Significant portion of our revenues is dependent upon our few customers. The loss of any one or more of our major customers would have a material adverse effect on our business operations and profitability.***

For 6 months period ending September 30, 2019 and financial year ending March 31, 2019, our Top 5 customers have accounted approximately 94.06% and 100.00% of our total revenue from operations, respectively. We have maintained good and longstanding relationships with our major customers; however, we do not have any long-term contract with either of them. Further, we sell to a large number of customers in Ahmedabad and are dependent on our significant customer(s) for our growth in revenues and thereby in our business. The loss of either of significant customer(s) or a significant reduction in their orders would have a materially adverse effect on our income. For further details of sales to our significant customer(s), see section titled “**Financial Statements**” and chapter titled “**Management's Discussion and Analysis of Financial Conditions and Results of Operations**” beginning on page no. 115 and page no. 137 respectively, of this Draft Prospectus.

***18. Our business is working capital requirements. If we are unable to generate sufficient cash flows to allow us to make required payments on our debt or fund working capital requirements, there may be an adverse effect on our results of operations.***

Our business requires significant amount of working capital including fund requirement for payment for bulk purchases of various raw materials and product. Hence, major portion of our working capital is utilized towards debtors and inventory. The results of operations of our business are dependent on our ability to effectively manage our inventory and trade receivables. However, if our management fails to manage our inventory or misjudges expected clients demand or shortage of materials/ products or an accumulation of excess inventory or accurately evaluate the credit worthiness of our clients, it may lead to bad debts, delays in recoveries and / or write-offs which could lead to a liquidity crunch, thereby adversely affecting our business and results of operations. A liquidity crunch may also result in increased working capital borrowings and, consequently, higher finance cost which will adversely impact our profitability.

***19. We are involved in high volume – low margin business. Any disruption in our turnover or failure to regularly grow the same may have a material adverse effect on our business, results of operations and financial condition.***

As on the date of filing this Draft Prospectus, our company having a year-on-year growth. However, our inability to maintain and regularly grow our turnover and effectively execute our key business processes could lead to lower profitability and hence adversely affect our operating results and financial conditions. Due to the nature and varied categories of the wedding and events services, we may not be able to charge higher margins for our services. Hence, our business model is heavily reliant on our ability to effectively increase sale of valuable services and business products and / or grow our turnover and manage our key processes including but

not limited to order procurement, timely execution of our services, effectively monitoring the deliverables and continuous cost control of non-core activities. The table below gives details of our operating margins and net profit margin based on restated financials.

(Rs. in Lakhs)

Particulars	As on Sept. 30, 2019	As on March 31		
		2019	2018	2017
Total Income	1,047.22	424.34	975.70	574.40
<b>PAT as a % of the Total Income</b>	<b>1.44%</b>	<b>0.35%</b>	<b>0.70%</b>	<b>1.02%</b>

Our growth strategy is subject to and involves risks and difficulties, many of which are beyond our control and, accordingly, there can be no assurance that we will be able to implement our strategy or growth plans, or complete them within the timelines. Further, we operate in a dynamic industry, and on account of changes in market conditions, industry dynamics or changes and any other relevant factors, our growth strategy and plans may undergo changes or modifications, and such changes or modifications may be substantial, and may even include limiting or foregoing growth opportunities if the situation so demands. For further details regarding the discussions and explanations of our results, please refer “*Management’s Discussions and Analysis of Financial Condition and Results of Operations*” on page no. 137 of this Draft Prospectus.

**20. We have issued Equity Shares during the past 1 year at a price below the proposed issue price prior to the date of filing the Draft Prospectus.**

Our Company has issued and allotted Equity Shares at a price which is below the issue price in the past 1 year prior to the date of filing the Draft Prospectus. The details of allotment are as follows:

Date of Allotment/ Transfer	No. of shares Allotted	FV (Rs.)	Issue Price/ Transfer Price/ Acquisition Price (Rs.)	Nature of Consideration/ Allotment/ Acquired/ Transfer	% of the Paid-up Capital	
					Pre-Issue	Post- Issue
30-08-19	2,09,583	10.00	-	Bonus Allotment	14.29	7.40

The price at which Equity Shares have been issued in the past 1 year is not indicative of the price at which Equity Shares may be offered in the Issue or at the price at which they will trade upon listing. For further details, please refer to Section titled “Capital Structure” on page no. 49 of this Draft Prospectus.

**21. Our Company had negative cash flow during certain fiscal years; details of which are given below. Sustained negative cash flow could adversely impact our business, financial condition and results of operations.**

(Rs. in Lakhs)

Particulars	As on Sept. 30, 2019	As on March 31		
		2019	2018	2017
Net cash from (used in) Operating activities	(290.82)	(86.87)	(32.70)	96.27
Net cash from (used in) Investing activities	-	28.97	4.66	(12.71)
Net cash from (used in) Financing activities	323.63	49.67	35.60	(80.34)
<b>Net Cash Flow</b>	<b>32.81</b>	<b>(8.23)</b>	<b>7.56</b>	<b>3.22</b>

Cash flow of a company is a key indicator to show the extent of cash generated from operations to meet its capital expenditure, pay dividends, repay loans and make new investments without raising finance from external resources. If we are not able to generate sufficient cash flow, it may adversely affect our business and financial operations. For further details please refer to the section titled “Financial Statements” and chapter titled “Management's Discussion and Analysis of Financial Conditions and Results of Operations” beginning on page no. 115 and page no. 137 respectively, of this Draft Prospectus.

**22. We have entered into certain related party transactions and may continue to do so.**

We have entered into related party transactions with our Promoters, its group members/ entities, Directors and other associates. While we believe that all such transactions have been conducted on the arms length basis, however it is difficult to ascertain whether more favorable terms would have been achieved had such transactions been entered with unrelated parties. Furthermore, it is likely that we will continue to enter into related party transactions in the near future. For further details regarding the related party transactions, see the disclosure on related party transactions contained in the financial statements included in this Draft Prospectus and, also see the section “Related Party Transactions” beginning on page no. 135 of this Draft Prospectus.

**23. *Our Group Entities operate in the similar line of business as us, which may lead to competition with such Group Entities.***

Our Group Entities, M/s Goyam Ornaments- proprietary firm is involved in line of business that may potentially compete with our Company or is authorized to carry out business, similar to that of our Company. We may hence have to compete with our Group Entities for business, which may impact our business, financial condition and results of operations. The interests of our Promoters or Promoter Groups may also conflict in material aspects with our interests or the interests of our shareholders. For further details, please refer “Our Group Entities” beginning on page no. 111 of this Draft Prospectus. Further, our Promoters may become involved in ventures that may potentially compete with our Company. The interests of our Promoters or Promoter Groups may conflict with the interests of our other Shareholders and our Promoters may, for business considerations or otherwise, cause our Company to take actions, or refrain from taking actions, in order to benefit themselves instead of our Company's interests or the interests of its other Shareholders and which may be harmful to our Company's interests or the interests of our other Shareholders, which may impact our business, financial condition and results of operations.

We have not entered into any non-compete agreement with our Promoters and/or Promoter Groups and/or our Group Entities. We cannot assure you that our Promoters and/or our Group Entities and/or members of the Promoter Group will not compete with our existing business or any future business that we may undertake or that their interests will not conflict with ours. Any such present and future conflicts could have a material adverse effect on our reputation, business, results of operations and financial condition.

**24. *Negative publicity with respect to our products or the industry in which we operate could adversely affect our business, financial condition and results of operations.***

Our business is dependent on the trust our customers have in the quality of our merchandize. Any negative publicity regarding our Company, our products or the jewellery industry generally could adversely affect our reputation and our results of operations. Customer preferences could be affected by a variety of issues including non-acceptance of diamonds from specific regions, non-promotion of jewellery by the fashion industry, and a decrease in the perceived value and customer satisfaction of the jewellery compared to its price.

**25. *The future operating results are difficult to predict and may fluctuate or adversely vary from the past performance.***

The company`s operating results may fluctuate or adversely vary from past performances in the future due to a number of factors, many of which are beyond the company`s control. The results of operations during any financial year or from period to period may differ from one another or from the expected results operation. Its business, results of operations and financial condition may be adversely affected by, inter alia, a decrease in the growth and demand for the jewellery offer by the company or decrease in the demand gold and silver, and any strategic alliances which may subsequently become a liability or non-profitable. Due to various reasons including the above, the future performance may fluctuate or adversely vary from our past performances and may not be predictable.

**26. *Our failure to keep up with industry trends may affect our results of operations.***

New products, such as machine made Italian jewellery, have been contributed to the jewellery industry over the last few years. Although our job workers has allowed us to maintain a high portfolio of our products designs on that we shall be able to consistently keep up with industry trends which may adversely affect our results of operations. Introduction of any new designs may affect our current business. Further, we have not entered into

any confidentiality or non-disclosure agreement with any of our job workers and consequently, our jewellery designs may be shared openly in the market which may damage our results of operations.

**27. *Any changes in regulations or applicable government incentives would adversely affect the Company's operations and growth prospects.***

Our Company is also subject to various regulations. Our Company's business and prospects could be 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 its operations or that compliance issues will not be raised in respect of its operations, either of which would have a material adverse effect on the Company's operations and financial results.

Our operations currently benefit from certain direct tax incentives. In the event we are unable to continue to benefit from such tax benefits, or other taxes applicable to us increase, our financial condition and results of operations may be adversely affected. Taxes and other levies imposed by the GoI or State Governments that affect 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. Imposition of any other charges by the Central and the State Governments or increases in existing charges may adversely affect our results of operations. Further, the central and state tax scheme in India is subject to change from time to time. Any adverse change in Indian tax rules and regulations or policy may have an adverse effect on our business, financial condition and results of operations.

**28. *Our Company operates under several statutory and regulatory permits, licenses and approvals. Our failure to obtain and/or renew any approvals or licenses in future may have an adverse impact on our business operations.***

Our Company requires several statutory and regulatory permits, licenses and approvals to operate the business. Many of these approvals are granted for fixed periods of time and need renewal from time to time. There can be no assurance that the relevant authorities will issue any of such permits or approvals in time or at all. Further, these permits, licenses and approvals are subject to several conditions, and our Company cannot assure that it shall be able to continuously meet such conditions or be able to prove compliance with such conditions to statutory authorities, and this may lead to cancellation, revocation or suspension of relevant permits/ licenses/ approvals. Failure by our Company to renew, maintain or obtain the required permits, licenses or approvals, or cancellation, suspension or revocation of any of the permits, licenses or approvals which may result in the interruption of our Company's operations and may have a material adverse effect on the business. For details please refer to Chapter titled "**Government and Other Statutory Approvals**" beginning on page no. 149 of the Draft Prospectus.

**29. *Our insurance coverage may not be sufficient or adequate in protecting us against all or certain operating hazards and from all or certain losses and this may have an adverse impact on the financial conditions of the business.***

As on the date of this Draft Prospectus, our Company has availed of Jewellery Block insurance coverage and Fidelity Guarantee Policy insurance coverage amounting to Rs. 525.00 Lakhs from The National Insurance Company Limited. We believe that the insurance coverage taken by us will protect our products/ business and from any damages or losses that we may suffer in the future. Further, our insurance coverage would be reasonably adequate to cover the normal risks associated with the operation of our businesses. However, we cannot assure you that any claim under the insurance policies maintained by us will be honoured fully, in part or on time, or that we have taken out sufficient insurance to cover all our losses. In addition, our insurance coverage expires from time to time. We apply for the renewal of our insurance coverage in the normal course of our business, but we cannot assure you that such renewals will be granted in a timely manner, at acceptable cost or at all. To the extent that we suffer loss or damage, or successful assertion of one or more large claims against us for events for which we are not insured, or for which we did not obtain or maintain insurance, or which is not covered by insurance, exceeds our insurance coverage or where our insurance claims are rejected, the loss would have to be borne by us and our results of operations, financial performance and cash flows could be adversely affected. For further details on our insurance cover, please refer "**Our Business – Insurance Policies**" beginning on page no. 77 of this Draft Prospectus.

**30. *Ineffective execution of marketing programs and reduced marketing expenditure could have an adverse effect on our sales.***

Being a wholesaler in jewellery, our primary factors in determining retailers buying decisions in the wholesale business includes customer confidence, price points for our products, timely delivery of our products, designs together with the level and quality of customer service. The ability to differentiate our products from competitors by its branding, marketing and advertising programs is an important factor in attracting retailers and consumers. As a result, from time to time we will be undertaking brand building exercise and marketing programs like to take part in various domestic trade fairs and jewellery exhibitions to enhance our brand visibility. If these programs are ineffectively executed or the level of support for them is reduced, it could affect our ability to attract customers. Further, we cannot assure you that we will be able to accurately estimate our marketing expenditure for wholesale trading operations. In case our marketing expenses are lesser than market standards, our marketing programs may be perceived ineffective. However, if our marketing expenses are higher than the market standards, it may adversely affect our income and results of operations.

**31. *Failure to manage our inventory could have an adverse effect on our net sales, profitability, cash flow and liquidity.***

For our business operations, our results of operations are dependent on our ability to effectively manage our inventory, timely delivery of our finished products from our job workers. To effectively manage our inventory, we must be able to accurately estimate customer demand and supply requirements, approximately delivery time of our finished goods and purchase new raw material/ inventory accordingly. If our management has misjudged the expected customer demand it could adversely impact the results by causing either a shortage of merchandise or an accumulation of excess inventory. Further, if we fail to sell the inventory we manufacture through our job workers or purchase, we may be required to recycle our inventory, which would have an adverse impact on our income and cash flows.

**32. *We have not entered into any non-disclosure or confidentiality agreements with our employees or other intermediaries.***

We operate in a highly competitive industry our ability to succeed depends largely on the ability and skill of the workers to create new and creative designs. Although, we have good terms with our employees, we cannot assure that we will have continued relation with them. Although, we believe that our designs may not be compromised, we cannot assure the same as we have not entered any non-disclosure or other confidentiality agreements with them.

**33. *If we are unable to collect our receivables from our clients, our results of operations and cash flows could be adversely affected.***

Recovery of our receivables and timely collection of client balances depends on our ability to complete our commitments and bill and collect our contracted revenues. If we are unable to meet our requirements, we might experience delays in collection of and/or be unable to collect our client balances, and if this occurs, our results of operations and cash flows could be adversely affected. In addition, if we experience an increase in the time to bill and collect for our services, our cash flows could be adversely affected.

**34. *Employee misconduct, errors or fraud could expose us to business risks or losses that could adversely affect our business prospects, results of operations and financial condition.***

Employee misconduct, errors or frauds could expose us to business risks or losses, including regulatory sanctions, penalties and serious harm to our reputation. Such employee misconduct includes breach in security requirements, misappropriation of funds, hiding unauthorized activities, failure to observe our stringent operational standards and processes, and improper use of confidential information. It is not always possible to detect or deter such misconduct, and the precautions we take to prevent and detect such misconduct may not be effective. In addition, losses caused on account of employee misconduct or misappropriation of petty cash expenses and advances may not be recoverable, which we may result in write-off of such amounts and thereby adversely affecting our results of operations. Our employees may also commit errors that could subject us to claims and proceedings for alleged negligence, as well as regulatory actions in which case, our reputation, business prospects, results of operations and financial condition could be adversely affected.

**35. *Our Company may require additional capital resources to achieve our expansion plans.***

The rate of our expansion will depend to an extent on the availability of adequate debt and equity capital. Further, the actual expenditure incurred may be higher than current estimates owing to but not limited to, implementation delays or cost overruns. We may, therefore, primarily try to meet such cost overruns through our internal generations and in case if the same is not adequate, we may have to raise additional funds by way of additional term debt from banks/ financial institutions and unsecured loans, which may have an adverse effect on our business and results of operations.

**36. *We may not be successful in implementing our business strategies.***

The success of our business depends substantially on our ability to implement our business strategies effectively or at all. Even though we have successfully executed our business strategies in the past, there is no guarantee that we can implement the same on time and within the estimated budget going forward, or that we will be able to meet the expectations of our targeted customers. Changes in regulations applicable to us may also make it difficult to implement our business strategies. Failure to implement our business strategies would have a material adverse effect on our business and results of operations.

**37. *We are subject to foreign currency exchange rate fluctuations which could have a material and adverse effect on our results of operations and financial conditions.***

We have recently started exporting our products in some countries and receive sale proceeds against such export sales in foreign currency. Changes in value of currencies with respect to the Rupee may cause fluctuations in our operating results expressed in Rupees. The exchange rate between the Rupee and other currencies is variable and may continue to fluctuate in future. Fluctuations in the exchange rates may affect our Company to the extent of cost of sales in foreign currency terms. Any adverse or unforeseen fluctuations with respect to the unhedged exchange rate of any foreign currency for Indian Rupees may affect our Company's results of operations.

**38. *Delay in raising funds from the IPO could adversely impact the implementation schedule.***

The proposed expansion, as detailed in the section titled "Objects of the Issue" is to be mainly funded from the proceeds of this IPO. We have not identified any alternate source of funding and hence any failure or delay on our part to mobilize the required resources or any shortfall in the Issue proceeds may delay the implementation schedule. We therefore, cannot assure that we would be able to execute the expansion process within the given timeframe, or within the costs as originally estimated by us. Any time overrun, or cost overrun may adversely affect our growth plans and profitability.

**39. *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(s) which require us to file unaudited financial results on a half yearly basis. 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.

**40. *The Company has not appointed any independent agency for the appraisal of the proposed Project.***

The Project, for which we intend to use our Issue proceeds as mentioned in the objects of the Issue, has not been appraised by any bank or financial institution. The total cost of Project is our own estimates based on current conditions and are subject to changes in external circumstances or costs. Our estimates for total cost of Project

has been based on various quotations received by us from different suppliers and our internal estimates and which may exceed which may require us to reschedule our Project

**41. *Our Board of Directors and management may change our operating policies and strategies without prior notice or shareholder approval.***

Our Board of Directors and management has the authority to modify certain of our operating policies and strategies without prior notice (except as required by law) and without shareholder approval. We cannot predict the effect that any changes to our current operating policies or strategies would have on our business, operating results and the price of our Equity Shares.

**42. *In addition to normal remuneration or benefits and reimbursement of expenses, some of our Directors and key managerial personnel are interested in our Company to the extent of their shareholding in our Company.***

Our Directors and Key Managerial Personnel are interested in our Company to the extent of remuneration paid to them for services rendered and reimbursement of expenses payable to them. In addition, some of our Directors and Key Managerial Personnel may also be interested to the extent of their shareholding in our Company. For further information, see “*Capital Structure*” and “*Our Management*” on page nos. 49 and 90, respectively, of this Draft Prospectus.

**43. *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 the Audit Committee.***

As per SEBI (ICDR) Regulations, 2018, as amended from time to time, appointment of monitoring agency is required only for Issue size above Rs. 10,000 Lakhs. Since this Issue Size is less than Rs. 10,000 Lakhs, our Company has not appointed any monitoring agency for this Issue. Hence, we have not appointed a monitoring agency to monitor the utilization of Issue proceeds. However, the audit committee of our Board will monitor the utilization of Issue proceeds.

Further, our Company shall inform about material deviations in the utilization of Issue proceeds to the NSE and shall also simultaneously make the material deviations / adverse comments of the audit committee public.

**44. *We propose to utilize the Net Proceeds for purposes identified in the section titled “Objects of the Issue” in this Draft Prospectus. Any variation in the utilization of the Net Proceeds as disclosed in this Prospectus shall be subject to certain compliance requirements, including prior Shareholders’ approval.***

We propose to utilize the Net Proceeds for purposes identified in the section titled “*Objects of the Issue*” beginning on page no. 61 of this Draft Prospectus. The manner deployment and allocation of such funds is entirely at the discretion of our management and our Board, subject to compliance with the necessary provisions of the Companies Act.

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 shareholder’s 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 Shareholder’s approval in a timely manner, or at all. Any delay or inability in obtaining such Shareholder’s approval may adversely affect our business or operations. Further, our Promoter 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, 2018, as amended from time to time. If our Shareholder’s 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.

## **RISKS RELATED TO OUR EQUITY SHARES AND EQUITY SHARE HOLDERS**

**45. *Our Promoters, together with our Promoter Group, will continue to retain majority shareholding in our Company after the proposed Initial Public Issue, which will allow them to exercise significant control over us. We cannot assure you that our Promoters and Promoter Group members will always act in the best interests of the Company.***

After the completion of our Initial Public Issue, our Promoters, along with our Promoter Group members, will hold, approximately 45.26% of our post issue paid up equity capital of our Company. As a result, our Promoters

will continue to exercise significant control over us, including being able to control the composition of our Board and determine matters requiring shareholder approval or approval of our Board. Our Promoters may take or block actions with respect to our business, which may conflict with our interests or the interests of our minority shareholder. By exercising their control, our Promoters could delay, defer or cause a change of our control or a change in our capital structure, delay, defer or cause a merger, consolidation, takeover or other business combination involving us, discourage or encourage a potential acquirer from making a tender offer or otherwise attempting to obtain control of our Company. We cannot assure you that our Promoters and Promoter Group members will always act in our Company's or your best interests. For further details, please refer to the chapters titled "*Capital Structure*" and "*Our Promoter, Promoter Group and Group Companies*", beginning on page no. 49, 104 and 111 respectively, of this Draft Prospectus.

***46. Sale of Equity Shares by our Promoter or other significant shareholder(s) may adversely affect the trading price of the Equity Shares.***

Any instance of disinvestments of equity shares by our Promoters or by other significant shareholder(s) may significantly affect the trading price of our Equity Shares. Further, our market price may also be adversely affected even if there is a perception or belief that such sales of Equity Shares might occur.

***47. Any future issuance of Equity Shares may dilute your shareholdings, and sales of the Equity Shares by our major shareholders may adversely affect the trading price of our Equity Shares.***

Any future equity issuances by our Company may lead to the dilution of investors' shareholdings in our Company. In addition, any sale of substantial Equity Shares in the public market after the completion of this Issue, including by our major shareholders, or the perception that such sales could occur, could adversely affect the market price of the Equity Shares and could significantly impair our future ability to raise capital through offerings of the Equity Shares. We cannot predict what effect, if any, market sales of the Equity Shares held by the major shareholders of our Company or the availability of these Equity Shares for future sale will have on the market price of our Equity Shares.

***48. We cannot assure you that we will pay dividend in future.***

We have not paid any dividends on our Equity Shares since inception and there can be no assurance that dividends will be paid in future. The declaration of dividends in the future will be recommended by our Board, at its sole discretion, and will depend upon our future earnings, financial condition, cash flows, working capital requirements and capital expenditures. There can be no assurance that we will be able to pay dividend in the future. Further, we may be restricted by the terms of our debt financing from making dividend payments, in the event we default in any of the debt repayment installments.

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

Under current Indian tax laws, unless specifically exempted, capital gains arising from the sale of equity shares in an Indian company are generally taxable in India. Any gain realized on the sale of listed equity shares on a stock exchange held for more than 12 months will not be subject to capital gains tax in India if STT has been paid on the transaction. STT will be levied on and collected by a domestic stock exchange on which the equity shares are sold. It is pertinent to note that pursuant to the Finance Bill, 2017, it has been proposed, that with effect from April 1, 2017, this exemption would only be available if the original acquisition of equity shares was chargeable to STT. The Central Government is expected to, however notify the transactions which would be exempt from the application of this new amendment. Any gain realized on the sale of equity shares held for more than 12 months, which are sold other than on a recognized stock exchange and on which no STT has been paid, will be subject to long term capital gains tax in India. Further, any gain realized on the sale of listed equity shares held for a period of 12 months or less will be subject to applicable short-term capital gains tax in India. Capital gains arising from the sale of the equity shares will be exempt from taxation in India in cases where the exemption is provided under a treaty between India and the country of which the seller is resident, subject to the availability of certain documents. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdiction on a gain upon the sale of the Equity Shares. For more details, please refer to "Statement of Tax Benefits" on page no. 68 of this Draft Prospectus.



**50. *We cannot assure you that our Equity Shares will be listed on the SME Platform of BSE in a timely manner or at all, which may restrict your ability to dispose of the Equity Shares.***

In terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time, we are not required to obtain any in-principle approval from SEBI for listing of our Equity Shares. We have only applied to BSE to use its name as the Stock Exchange in this Offer Document for listing our Equity Shares on the SME Platform of BSE. Permission for listing of the Equity Shares will be granted only after the Equity Shares offered in this Issue have been allotted. Approval from BSE will require all relevant documents authorizing the issuing of the Equity Shares to be submitted to it. There could be a failure or delay in listing the Equity Shares on the SME Platform of BSE. Further, certain procedural and regulatory requirements of SEBI and the Stock Exchanges are required to be completed before the Equity Shares are listed and trading commences. Trading in the Equity Shares is expected to commence within 6 Working Days from the Issue Closing Date. However, we cannot assure you that the trading in the Equity Shares will commence in a timely manner or at all. Any failure or delay in obtaining the approvals would restrict your ability to dispose off your Equity Shares.

**51. *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. [●] is acting as 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, changes in the estimates of our performance or recommendations by financial analysts and announcements by us or others regarding contracts, acquisitions, strategic partnerships, joint ventures, or capital commitments. In addition, if the stock markets experience a loss of investor confidence, the trading price of our Equity Shares could decline for reasons unrelated to our business, financial condition or operating results. The trading price of our Equity Shares might also decline in reaction to events that affect other companies in our industry even if these events do not directly affect us. Each of these factors, among others, could materially affect the price of our Equity Shares. There can be no assurance that an active trading market for our Equity Shares will develop or be sustained after this Issue, or that the price at which our Equity Shares are initially offered will correspond to the prices at which they will trade in the market subsequent to this Issue. For further details of the obligations and limitations of Market Makers, please refer to the section titled "**General Information – Details of the Market Making Arrangement for this Issue**" on page no. 46 of this Draft Prospectus.

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

Subsequent to listing, our Company may be subject to a daily circuit breaker imposed on listed companies by all stock exchanges in India, which does not allow transactions having crossed certain volatility limit in the price of its Equity Shares. This circuit breaker operates independently of the index-based market-wide circuit breakers generally imposed by SEBI on Indian stock exchanges. The percentage limit on our Company's circuit breaker is set by the stock exchanges based on certain factors such as the historical volatility in the price and trading volume of the Equity Shares. The stock exchange is not required to inform us of the percentage limit of the circuit breaker from time to time and may change it without our knowledge. This circuit breaker, if imposed, would effectively limit the upward and downward movements in the price of the Equity Shares. As a result of this circuit breaker, we cannot assure that the shareholders will be able to sell the Equity Shares at desired prices at any particular time.

## **EXTERNAL RISK FACTORS**

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

The company is subject to various regulations and policies. For details see section titled "**Key Industry Regulations**" beginning on page no. 81 of this Draft Prospectus. The company's current businesses 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 it will succeed in obtaining all requisite

regulatory approvals in the future for its operations or that compliance issues will not be raised in respect of its operations, either of which could have a material adverse effect on the business, financial condition and results of operations.

**54. *Our business is subject to a significant number of tax regimes and changes in legislation governing the rules implementing them or the regulator enforcing them in any one of those jurisdictions could negatively and adversely affect our results of operations.***

The revenues recorded, and income earned is taxed on differing bases, including net income actually earned, net income deemed earned and revenue-based tax withholding. The final determination of the tax liabilities involves the interpretation of local tax laws as well as the significant use of estimates and assumptions regarding the scope of future operations and results achieved and the timing and nature of income earned, and expenditures incurred. Changes in the operating environment, including changes in tax laws, could impact the determination of the tax liabilities of our Company for any year.

**55. *The nationalized Goods and Services Tax (GST) regimes proposed by the Government of India may have material impact on our operations.***

The Government of India has proposed a comprehensive national goods and service tax (GST) regime that will combine taxes and levies by the Central and State Governments into a unified rate structure. Given the limited liability of information in the public domain covering the GST we are unable to provide/ measure the impact this tax regime may have on our operations.

**56. *Significant differences exist between Indian GAAP and other accounting principles, such as US GAAP and IFRS, which may be material to investors' assessments of our Company's financial condition. Our failure to successfully adopt IFRS may have an adverse effect on the price of our Equity Shares. The proposed adoption of IFRS could result in our financial condition and results of operations appearing materially different than under Indian GAAP.***

Our financial statements, including the financial statements provided in this Draft Prospectus, are prepared in accordance with Indian GAAP. We have not attempted to quantify the impact of IFRS or U.S. GAAP on the financial data included in this Draft Prospectus, nor do we provide a reconciliation of our financial statements to those of U.S. GAAP or IFRS. U.S. GAAP and IFRS differ in significant respects from Indian GAAP. For details, see “**Presentation of Financial, Industry and Market Data**” on page no. 11 of this Draft Prospectus. Accordingly, the degree to which the Indian GAAP financial statements included in this Draft Red Herring 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 this Draft Red Herring Prospectus should accordingly be limited.

India has decided to adopt the “Convergence of its existing standards with IFRS” and not the “International Financial Reporting Standards” (“IFRS”), which was announced by the MCA, through the press note dated January 22, 2010. These “IFRS based / synchronized Accounting Standards” are referred to in India as IND (AS). Public companies in India, including our Company, may be required to prepare annual and interim financial statements under IND (AS). The MCA, through a press release dated February 25, 2011, announced that it will implement the converged accounting standards in a phased manner after various issues, including tax related issues, are resolved. Further, MCA Notification dated February 16, 2015, has provided an exemption to the Companies proposing to list their shares on the SME Exchange as per Chapter IX of the SEBI ICDR Regulations and hence the adoption of IND (AS) by a SME exchange listed company is voluntary. Accordingly, we have made no attempt to quantify or identify the impact of the differences between Indian GAAP and IFRS or to quantify the impact of the difference between Indian GAAP and IFRS as applied to its financial statements. There can be no assurance that the adoption of IND-AS will not affect our reported results of operations or financial condition. Any failure to successfully adopt IND-AS may have an adverse effect on the trading price of our Equity Shares. Currently, it is not possible to quantify whether our financial results will vary significantly due to the convergence to IND (AS), given that the accounting principles laid down in the IND (AS) are to be applied to transactions and balances carried in books of accounts as on the date of the applicability of the converged standards (i.e., IND (AS) and for future periods.

Moreover, if we volunteer for transition to IND (AS) reporting, the same may be hampered by increasing competition and increased costs for the relatively small number of IND (AS)-experienced accounting personnel available as more Indian companies begin to prepare IND (AS) financial statements. Any of these factors relating to the use of converged Indian Accounting Standards may adversely affect our financial condition.

**57. *Foreign investors are subject to foreign investment restrictions under Indian law that limits our ability to attract foreign investors, which may adversely impact the market price of the Equity Shares.***

Under the foreign exchange regulations currently in force in India, transfers of shares between non-residents and residents are freely permitted (subject to certain exceptions) if they comply with the pricing guidelines and reporting requirements specified by the RBI. If the transfer of shares, which are sought to be transferred, is not in compliance with such pricing guidelines or reporting requirements or fall under any of the exceptions referred to above, then the prior approval of the RBI will be required. Additionally, shareholders who seek to convert the Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India will require a no objection / tax clearance certificate from the income tax authority. There can be no assurance that any approval required from the RBI or any other government agency can be obtained on any particular terms or at all.

**58. *Instability in financial markets could materially and adversely affect our results of operations and financial condition.***

The Indian economy and financial markets are significantly influenced by worldwide economic, financial and market conditions. Any financial turmoil, especially in the United States of America or Europe, may have a negative impact on the Indian economy. Although economic conditions differ in each country, investors' reactions to any significant developments in one country can have adverse effects on the financial and market conditions in other countries. A loss in investor confidence in the financial systems, particularly in other emerging markets, may cause increased volatility in Indian financial markets.

The global financial turmoil, an outcome of the sub-prime mortgage crisis which originated in the United States of America, led to a loss of investor confidence in worldwide financial markets. Indian financial markets have also experienced the contagion effect of the global financial turmoil, evident from the sharp decline in SENSEX, BSE's benchmark index. Any prolonged financial crisis may have an adverse impact on the Indian economy and us, thereby resulting in a material and adverse effect on our business, operations, financial condition, profitability and price of our Equity Shares.

**59. *Conditions in the Indian securities market and stock exchanges may affect the price and liquidity of our Equity Shares.***

Indian stock exchanges, which are smaller and more volatile than stock markets in developed economies, have in the past, experienced problems which have affected the prices and liquidity of listed securities of Indian companies. These problems include temporary exchange closures to manage extreme market volatility, broker defaults, settlement delays and strikes by brokers. In addition, the governing bodies of the Indian stock exchanges have from time to time restricted securities from trading, limited price movements and restricted margin requirements. Further, disputes have occurred on occasion between listed companies and the Indian stock exchanges and other regulatory bodies that, in some cases, have had a negative effect on market sentiment. If similar problems occur in the future, the market price and liquidity of the Equity Shares could be adversely affected. Further, a closure of, or trading stoppage on, either of the Stock Exchanges could adversely affect the trading price of our Equity Shares.

**60. *Any downgrading of India's debt rating by a domestic or international rating agency could adversely affect our Company's business.***

Any adverse revisions to India's credit ratings for domestic and international debt by domestic or international rating agencies may adversely affect our Company's ability to raise additional financing, and the interest rates and other commercial terms at which such additional financing is available. This could harm our Company's business and financial performance and ability to obtain financing for capital expenditures.

**61. *Natural calamities and force majeure events may have a negative impact on the Indian economy and cause our business to suffer.***

India has experienced natural calamities such as earthquakes, a tsunami, floods and drought in the past few years. These natural disasters may cause significant interruption to our operations, and damage to the environment that could have a material adverse impact on us. The extent and severity of these natural disasters determines their impact on the Indian economy. Further prolonged spells of deficient or abnormal rainfall or other natural calamities in the future could have a negative impact on the Indian economy, adversely affecting our business and the price of the Equity Shares.

**62. *Terrorist attacks, civil unrests and other acts of violence in India and around the region could adversely affect the markets, resulting in loss of consumer confidence and adversely affect the business, results of operations, financial condition and cash flows.***

Terrorist attacks, civil unrests and other acts of violence or war in India and around the region may adversely affect worldwide financial markets and result in a loss of consumer confidence and ultimately adversely affect the business, results of operations, financial condition and cash flows. Political tensions could create a perception that an investment in Indian companies involves higher degrees of risk and on the business and price of the Equity Shares.

**63. *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 the company's control such as earthquake, fire, floods and similar natural calamities may cause interruptions in the business operations. The operations and financial results and the market price and liquidity of the 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. In addition, any political instability in India may adversely affect the Indian economy and the Indian securities markets in general, which could also affect the trading price of our Equity Shares.

**64. *In future the company may depend on banks and financial institutions and other sources for meeting its short and medium term financial requirements.***

Any delay in the disbursement of funds from these bodies can act as a bottleneck to the project execution capabilities and thereby its results of operations. The company cannot assure that it will be able to do so on commercially reasonable terms. Any increase in interest expense may have a material adverse effect on its business prospects, financial condition and results of operations.

**65. *Increases in interest rates may affect the results of operations.***

Currently, the company does not have any debt, but it cannot be assured that it will not incur indebtedness with a floating rate of interest in the future. As such, increases in interest rates may adversely affect the cost of future borrowings.

The company has not entered into any interest rate hedging or swaps transactions. It cannot be assured to the prospective investor that the company, if it does not enter into any interest rate hedging or swap transactions, will be able to do so on commercially reasonable terms, or that any of such agreements will protect the company fully against interest rate risk. Any increase in interest expense may have an adverse impact on its business, prospects, financial condition and results of operations.

**66. *We cannot guarantee the accuracy or completeness of facts and other statistics with respect to India, the Indian economy and trading industry contained in the Draft Prospectus.***

While facts and other statistics in this Draft Prospectus relating to India, the Indian economy and the Trading and Distribution industry has been based on various publications and reports from agencies that we believe are reliable, we cannot guarantee the quality or reliability of such materials. While we have taken reasonable care in the reproduction of such information, industry facts and other statistics have not been prepared or independently verified by us or any of our respective affiliates or advisors and, therefore we make no representation as to their accuracy or completeness. These facts and other statistics include the facts and statistics included in the chapter titled '*Industry Overview*' beginning on page no. 71 of this Draft Prospectus. Due to possibly flawed or ineffective data or discrepancies between published information and market practice and other problems, the statistics herein may be inaccurate or may not be comparable to statistics produced elsewhere and we have placed our reliance on the report as published by the respective agencies/ authorities. Further, there is no assurance that they are stated or compiled on the same basis or with the same degree of accuracy, as the case may be, elsewhere.

## SECTION IV - INTRODUCTION

### THE ISSUE

Present Issue in terms of this Draft Prospectus:

Particulars	No. of Equity Shares
Equity Shares offered	<b>13,65,000</b> equity shares of face value of Rs. 10/- each fully paid of the Company for cash at price of Rs. 36/- Per Equity Share aggregating Rs. <b>4,91,40,000/-</b> .
<i>Of Which:</i>	
Reserved for Market Makers	<b>69,000</b> Equity Shares of face value of Rs. 10/- each fully paid of the Company for cash at price of Rs. 36/- Per Equity Share aggregating Rs. <b>24,84,000/-</b> .
Net Issue to the Public*	<b>12,96,000</b> Equity Shares of face value of Rs. 10/- each fully paid of the Company for cash at price of Rs. 36/- Per Equity Share aggregating Rs. <b>4,66,56,000/-</b> .
<i>Of which:</i>	
Retail Individual Investors Portion	6,48,000 Equity Shares of face value of Rs. 10/- each fully paid of the Company for cash at price of Rs. 36/- Per Equity Share aggregating Rs. 2,33,28,000/-.
Non-Retail Investors/Other than Retail Individual Investors Portion	6,48,000 Equity Shares of face value of Rs. 10/- each fully paid of the Company for cash at price of Rs. 36/- Per Equity Share aggregating Rs. 2,33,28,000/-.
<b><i>Pre and Post Issue Share Capital of our Company:</i></b>	
Equity Shares outstanding prior to the Issue	14,67,083 Equity Shares
Equity Shares outstanding after the Issue	28,32,083 Equity Shares
Use of Issue Proceeds	For details please refer chapter titled ' <b>Objects of the Issue</b> ' beginning on page no. 61 of this Draft Prospectus.

\* As per Regulation 253(2) of the SEBI (ICDR) Regulations, as amended, as present issue is a fixed price issue 'the Allocation' is the net issue to the public category shall be made as follows:

- a. Minimum fifty percent (50%) 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 specified securities applied for
- c. The unsubscribed portion in either of the categories specified in (a) or (b) above may be allocated to the applicants in the other category.

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

#### **Notes:**

This Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time for at least 25% of post issue paid-up equity share capital of our Company, pursuant to Rule 19(2)(b)(i) of the Securities Contracts (Regulations) Rules, 1957 as amended.

1. This Issue of Equity Shares has been authorized by the Board of Directors of our Company at their meeting held on November 25, 2019 and was approved by the Shareholders of the Company by passing a Special Resolution at the Extra Ordinary General Meeting held with a shorter notice on December 02, 2019 in accordance with the provisions of Section 62 (1) (C) of the Companies Act, 2013.
2. The Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. For further details please refer to chapters titled '**Other Regulatory and Statutory Disclosures**' and "**Issue Structure**" beginning on page no. 151 and 170 of this Draft Prospectus.

## SUMMARY OF FINANCIAL INFORMATION

The following tables set forth summary financial information is derived from Restated Audited Financial Statements for 6 months ending on September 30, 2019 and the financial year ended on March 31, 2019, 2018 and 2017. These financial statements have been prepared in accordance with the Indian GAAP, the Companies Act and the SEBI (ICDR) Regulations, 2018.

The summary financial information presented below should be read in conjunction with the chapters and notes mentioned therein titled '*Management's Discussion and Analysis of Financial Conditions and Results of Operations*' and '*Restated Financial Statement*' beginning on page no. 137 and 115, respectively of this Draft Prospectus.

Please note the financial data for FY 2017-18, 2016-17 is for the Erstwhile Proprietary Firm- Ravi Ornaments and financial data for September 30, 2019 and FY 2018-19 is for the Company- RO Jewels Limited. For details on combined financial data for the Erstwhile Proprietary Firm- M/s Ravi Ornaments and for our Company- RO Jewels Limited, please refer to "*Our Results of Operation*" in the chapter titled "*Management's Discussion And Analysis Of Financial Conditions And Results Of Operations*" beginning on page no. 137 of this Draft Prospectus.

### STATEMENT OF ASSETS AND LIABILITIES, AS RESTATED

(Rs. in Lakhs)

Particulars	As on Sept. 30, 2019	As on March 31,		
		2019	2018	2017
<b>Equity &amp; Liabilities</b>				
<b>Shareholders' Funds</b>				
Share Capital	146.71	44.84	14.34	17.45
Share Application Money	-	-	-	-
Reserve & Surplus	369.84	133.00	7.06	6.03
<b>Total (A)</b>	<b>516.55</b>	<b>177.84</b>	<b>21.40</b>	<b>23.48</b>
<b>Non-Current Liabilities</b>				
Long Term Borrowings	-	-	103.50	46.34
Deferred Tax Liabilities (Net)	-	-	-	-
Long Term Provisions	-	-	-	-
<b>Total (B)</b>	<b>-</b>	<b>-</b>	<b>103.50</b>	<b>46.34</b>
<b>Current Liabilities</b>				
Short Term Borrowings	-	-	103.95	84.37
Trade Payables	53.03	-	1.64	1.94
Other Current Liabilities	3.00	-	-	-
Short Term Provisions	7.67	1.22	-	-
<b>Total (C)</b>	<b>63.70</b>	<b>1.22</b>	<b>105.59</b>	<b>86.31</b>
<b>Total (D=A+B+C) - TOTAL LIABILITIES</b>	<b>580.25</b>	<b>179.06</b>	<b>230.49</b>	<b>156.13</b>
<b>Fixed Assets</b>				
Tangible Asset	10.32	11.13	37.44	37.83
Intangible Asset	-	-	-	-
Non-Current Investments	-	-	1.77	4.63
Long Term Loans & Advances	-	-	-	-
Other Non-Current Assets	-	-	-	-
Deferred Tax Assets	-	-	-	-
<b>Total (E)</b>	<b>10.32</b>	<b>11.13</b>	<b>39.21</b>	<b>42.46</b>
<b>Current Assets</b>				

Particulars	As on Sept. 30, 2019	As on March 31,		
		2019	2018	2017
Current Investments	-	-	-	-
Inventories	504.23	145.67	115.95	69.81
Trade Receivables	32.15	0.00	5.62	23.13
Cash & Bank Balances	33.38	0.57	8.80	5.37
Short Term Loans & Advances	0.17	0.03	60.91	15.37
Other Current Assets	-	21.67	-	-
<b>Total (F)</b>	<b>569.93</b>	<b>167.94</b>	<b>191.28</b>	<b>113.68</b>
<b>Total (G=E+F) - TOTAL ASSETS</b>	<b>580.25</b>	<b>179.06</b>	<b>230.49</b>	<b>156.13</b>

Note: The above statement should be read with the, Significant Accounting Policies and Notes to Accounts appearing in Annexure 04.

### STATEMENT OF PROFITS AND LOSSES, AS RESTATED

(Rs. in Lakhs)

Particulars	As on Sept. 30, 2019	As on March 31,		
		2019	2018	2017
<b>Revenue</b>				
<b>I. Revenue From Operation</b>				
Sale of Products	1047.22	424.34	975.68	573.56
Other Income	-	-	0.02	0.84
<b>Total Revenue (I+II)</b>	<b>1,047.22</b>	<b>424.34</b>	<b>975.70</b>	<b>574.40</b>
<b>Expenses</b>				
Cost of Material Consumed	-	-	-	-
Purchase of Stock in Trade	1375.28	566.32	992.77	534.78
Changes in Inventories	(358.56)	(145.67)	(46.14)	14.24
Employee Benefit Expenses	5.04	0.66	2.68	4.98
Finance Cost	0.01	-	13.93	10.79
Depreciation and Amortization Expenses	0.82	0.89	1.41	1.58
Other Expenses	3.13	0.65	3.99	2.00
<b>Total Expenses</b>	<b>1,025.72</b>	<b>422.85</b>	<b>968.64</b>	<b>568.37</b>
<b>Profit before extraordinary items and tax</b>	<b>21.50</b>	<b>1.49</b>	<b>7.06</b>	<b>6.03</b>
<b>Prior period items (Net)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Net profit before Tax - Operating Income</b>	<b>21.50</b>	<b>1.49</b>	<b>7.06</b>	<b>6.03</b>
<b>Provision for Taxes</b>				
1. Current taxes	6.45	-	0.21	0.16
2. Tax adjustment of earlier years	-	-	-	-
3. MAT Credit Entitlements	-	-	-	-
4. Deferred tax (Assets)\ Liabilities	-	-	-	-
<b>Profit after tax and before extraordinary items</b>	<b>15.05</b>	<b>1.49</b>	<b>6.85</b>	<b>5.87</b>
Extraordinary items	-	-	-	-
<b>Net Profit after extraordinary items available for appropriation</b>	<b>15.05</b>	<b>1.49</b>	<b>6.85</b>	<b>5.87</b>
Proposed Dividend	-	-	-	-
Dividend distribution tax	-	-	-	-

Particulars	As on Sept. 30, 2019	As on March 31,		
		2019	2018	2017
<b>Net profit carried to Balance Sheet</b>	<b>15.05</b>	<b>1.49</b>	<b>6.85</b>	<b>5.87</b>

*Note: The above statement should be read with the, Significant Accounting Policies and Notes to Accounts appearing in Annexure 04.*

### **STATEMENT OF CASH FLOWS, AS RESTATED**

**(Rs. in Lakhs)**

Particulars	As on Sept. 30, 2019	As on March 31,		
		2019	2018	2017
<b>A. Cash Flows From Operating Activities</b>				
Net Profit before Tax	21.50	1.49	7.06	6.03
<b>Adjustments for:</b>				
Depreciation	0.82	0.89	1.41	1.58
Share Issue Expenses	-	-	-	-
Interest & Finance charges	0.01	0.01	13.93	10.79
Interest Income	-	-	-	-
Sundry Balances Written Off (Net)	-	-	-	-
Unrealized Loss on Investment	-	-	-	-
Loss on sale of Assets	-	-	-	-
Operating Cash Generated Before Working Capital Changes	<b>22.33</b>	<b>2.39</b>	<b>22.40</b>	<b>18.40</b>
Decrease (Increase) in Current Investments	-	-	-	-
(Increase) / Decrease in Inventory	(358.56)	(29.72)	(46.14)	14.24
(Increase)/ Decrease in Receivables	(32.15)	5.62	17.51	(15.82)
(Increase) / Decrease in Loans and Advances	(0.14)	60.88	(45.54)	(5.75)
(Increase)/Decrease in Other current assets	21.67	(21.67)	-	-
Increase/(Decrease) in Short term borrowing	-	(103.95)	19.58	84.37
Increase/(Decrease) in Trade Payable	53.03	(1.64)	(0.30)	0.99
Increase/(Decrease) in Other Liabilities	3.00	-	-	-
Increase / (Decrease) in Short Term Provisions	6.45	1.22	-	-
Increase / (Decrease) in Long Term Provisions	-	-	-	-
Cash generated from operations	<b>(284.37)</b>	<b>(86.87)</b>	<b>(32.49)</b>	<b>96.43</b>
Less : Direct taxes (paid) / refund	6.45	-	0.21	0.16
<b>Net cash from before Extra-ordinary items</b>	<b>(290.82)</b>	<b>(86.87)</b>	<b>(32.70)</b>	<b>96.27</b>
Extra-ordinary items	-	-	-	-
<b>Net Cash Flow from Operating Activities (A)</b>	<b>(290.82)</b>	<b>(86.87)</b>	<b>(32.70)</b>	<b>96.27</b>
<b>B. Cash Flows From Investing Activities</b>				
Sale / (Purchase) of Fixed Assets (Net)	-	27.20	1.80	(9.19)
Sale / (Purchase) of Non-Investments (Net)	-	1.77	2.86	(3.52)
Interest Received	-	-	-	-
Long term Loans & Advances	-	-	-	-
Sale of Investment	-	-	-	-
<b>Net Cash Generated From Investing Activities (B)</b>	<b>-</b>	<b>28.97</b>	<b>4.66</b>	<b>(12.71)</b>
<b>C. Cash Flow From Financing Activities</b>				



Particulars	As on Sept. 30, 2019	As on March 31,		
		2019	2018	2017
Net Increase/(Decrease) in Short Term Borrowings	-	(106.78)	23.75	(83.90)
Share Application Money Received	-	-	-	-
Proceeds / (Repayment) of Borrowings	-	-	-	-
Increase/(Decrease) in Unsecured Loans	-	-	-	-
Proceeds of Share Capital	101.86	30.50	(3.11)	2.55
Other Income	-	-	-	-
Adjustments in Reserves and Surplus(Issue of bonus Shares)	221.75	125.94	1.03	1.01
Interest Expenses	0.01	0.01	13.93	
Dividend Paid (including Dividend Tax)	-	-	-	-
<b>Net Cash from Financing Activities [C]</b>	<b>323.63</b>	<b>49.67</b>	<b>35.60</b>	<b>(80.34)</b>
<b>Net Increase / (Decrease) in Cash and Cash Equivalents (A + B + C)</b>	<b>32.81</b>	<b>(8.23)</b>	<b>7.56</b>	<b>3.22</b>
<b>Opening Balance of Cash and Cash Equivalents</b>	<b>0.57</b>	<b>8.80</b>	<b>1.24</b>	<b>2.15</b>
<b>Closing Balance of Cash and Cash Equivalents</b>	<b>33.38</b>	<b>0.57</b>	<b>8.80</b>	<b>5.37</b>

*Note: The above statement should be read with the, Significant Accounting Policies and Notes to Accounts appearing in Annexure 04.*

## SECTION V- GENERAL INFORMATION

Our Company was originally incorporated RO Jewels Private Limited under the Companies Act, 2013 vide certificate of incorporation dated December 11, 2018 issued by the Registrar of Companies, Central Registration Centre, Manesar. Subsequently, Our Company was converted in to a public company pursuant to a special resolution passed by our shareholders at the EGM held on September 20, 2019 and consequently name was changed to “RO Jewels Limited” (ROJL) vide fresh certificate of incorporation dated October 01, 2019 issued by Registrar of Companies, Gujarat, Dadra and Nagar Havelli. Subsequently, our Company has acquired the business of Proprietorship Concern of one of our Promoter- Mr. Bharat Rasiklal Shah viz, M/s Ravi Ornaments through the Business Succession Agreement dated December 18, 2019. Consequently, the business of the proprietorship firm was merged into RO Jewels Limited. For details of the changes in our name and registered office, please refer to the chapter titled ‘*History and Certain Corporate Matters*’ beginning on page no. 87 of this Draft Prospectus.

### Registered Office of our Company

**CIN** : U74999GJ2018PLC105540  
**Address** : 202, Shri Virkala Complex, M.G. Haveli R, Manekchowk Co. Op Bank, Manekchowk, Ahmedabad, Gujarat, India, 380001  
**Tel No.** : +91 79 22144429/ 22153329  
**Email Id** : [compliancerojewels@gmail.com](mailto:compliancerojewels@gmail.com)  
**Website** : [www.rojewels.in](http://www.rojewels.in)  
**Contact Person** : [●]

### Corporate Office of our Company

The Company does not have any separate Corporate Office. The Registered Office address of the Company is itself the Corporate Office of the Company.

### Address of the Registrar of Companies

**Address** : ROC Bhavan , Opp Rupalben Park Society, Behind Ankur Bus Stop, Naranpura, Ahmedabad-380013  
**Tel No.** : +91 79 27437597  
**Fax No.** : +91 79 27438371  
**Email Id** : [roc.ahmedabad@mca.gov.in](mailto:roc.ahmedabad@mca.gov.in)

### DESIGNATED STOCK EXCHANGE

Our Company proposed to list its Equity Shares on the **SME Platform of BSE** located at P. J. Towers, Dalal Street, Fort, Mumbai 400 001, Maharashtra, India

### ISSUE PROGRAMME

<b>Issue Opening Date</b>	[●]
<b>Issue Closing Date</b>	[●]
<b>Finalization of Basis of Allotment with the Designated Stock Exchange</b>	[●]
<b>Initiation of Allotment / Refunds / Unblocking of Funds</b>	[●]
<b>Credit of Equity Shares to demat accounts of Allottee’s</b>	[●]
<b>Commencement of trading of the Equity Shares on the Stock Exchange</b>	[●]

### OUR BOARD OF DIRECTORS

The following table sets out details regarding our Board as on the date of this Draft Prospectus:

Sr. No.	Name and Designation	Age	DIN	PAN Card No.	Address
1.	<b>Mr. Shubham Bharatbhai Shah;</b> Managing Director	24 Yrs	08300065	FKWPS2457A	405 Aarshviraj Confert, B/H Maniratnam Bunglows, New Vasna, Ahmedabad 380007
2.	<b>Mr. Bharat Rasiklal Shah;</b> Whole-Time Director	53 Yrs	08300063	AFSPS5429Q	405 Aarshviraj Confert, B/H Maniratnam Bunglows, New Vasna, Ahmedabad 380007
3.	<b>Mrs. Pravinaben Shah;</b> Non-Executive Director	47 Yrs	08300064	AWJPS0653G	405 Aarshviraj Confert, B/H Maniratnam Bunglows, New Vasna, Ahmedabad 380007
4.	<b>Mr. Yashesh Vasant Patel;</b> Independent Non-Executive Director	24 Yrs	08568623	COMPP9924E	124, Uma Nagar, BhujMirzapur Highway, Kachchh, Bhuj, Gujarat, India 370001
5.	<b>Mr. Parshva Mukeshkumar Shah;</b> Independent Non-Executive Director	24 Yrs	08638715	FKCPS5291C	J-502 Swaminarayan Park-3, Opp Bhattha Gam, Vasna, Ahmedabad-380007, Gujarat, India

For detailed profile of our Board of Directors, refer to chapter titled '*Our Management*' on page no. 90 of this Draft Prospectus.

#### COMPANY SECRETARY & COMPLIANCE OFFICER

**Name** : [●]  
**Address** : 202, Shri Virkala Complex, M.G. Haveli R, Manekchowk Co. Op Bank, Manekchowk, Ahmedabad, Gujarat, India, 380001  
**Tel No.** : +91 79 22144429/ 22153329  
**Email Id** : [compliancerojewels@gmail.com](mailto:compliancerojewels@gmail.com)

#### CHIEF FINANCIAL OFFICER

**Name** : **MR. SHUBHAM BHARATBHAI SHAH**  
**Address** : 202, Shri Virkala Complex, M.G. Haveli R, Manekchowk Co. Op Bank, Manekchowk, Ahmedabad, Gujarat, India, 380001  
**Tel No.** : +91 79 22144429/ 22153329  
**Email Id** : [sshubhamshah@gmail.com](mailto:sshubhamshah@gmail.com)

#### Note:

**Investors may contact the Company and/or the Registrar to the Issue, i.e. KFin Technologies Private Limited and/ or the Lead Manager, i.e. First Overseas Capital Limited, in case of any pre-issue or post-issue related problems, such as non-receipt of letters of Allotment, non-credit of allotted Equity Shares in the respective beneficiary account, or/and non-receipt of funds by electronic mode etc.**

All grievances relating to the ASBA and UPI Mechanism may be addressed to the Registrar to the Issue, with a copy to the relevant Designated Intermediaries to whom the Application was submitted (at ASBA Bidding Locations), giving full details such as name of the sole or first Applicant, address of the applicant, number of Equity Shares applied for, Application Amount blocked, ASBA Account number and the Designated Branch of the relevant SCSBs to whom the ASBA Application Form was submitted.

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

#### LEAD MANAGER FOR THE COMPANY

**Name** : **FIRST OVERSEAS CAPITAL LIMITED**  
**Registered Office** : 1-2 Bhupen Chambers, Ground Floor, Dalal Street, Mumbai-400 001

**Tel No.** : +91 22 40509999  
**Email Id** : [rushabh@focl.in](mailto:rushabh@focl.in) / [satish@focl.in](mailto:satish@focl.in) / [mala@focl.in](mailto:mala@focl.in)  
**Contact Person** : Mr. Rushabh Shroff/ Mr. Satish Sheth/ Ms. Mala Soneji  
**Website** : [www.focl.in](http://www.focl.in)  
**SEBI Registration No.** : INM000003671  
**CIN** : U67120MH1998PLC114103

#### REGISTRAR TO THE ISSUE

**Name** : **KFIN TECHNOLOGIES PRIVATE LIMITED**  
**Address** : Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500 032,India  
**Tel No.** : + 91 40 6716 2222  
**Fax No.** : +91 40 2343 1551  
**Email Id** : [rojewels.ipa@karvy.com](mailto:rojewels.ipa@karvy.com)/ [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com)  
**Contact Person** : Mr. M Murali Krishna  
**Website** : [www.kfintech.com](http://www.kfintech.com)  
**SEBI Registration No.** : INR000000221  
**CIN** : U74140TG2003PTC041636

#### LEGAL ADVISOR TO THE COMPANY

**Name** : **MOH. SALIM M. MANSURI**  
**Address** : 4568, Khamasa Chakla , Khatkiwad, Gollimada, Jamalpur, Ahmedabad 380001, Gujarat, India  
**Tel No.** : +91 9898936825  
**Email Id** : [mansurisalim50@gmail.com](mailto:mansurisalim50@gmail.com)

#### STATUTORY AUDITOR OF THE COMPANY

**Name** : **BHAGAT & CO.,CHARTERED ACCOUNTANTS**  
**Address** : 24, Laxmi Chambers, Navjeevan Press Road, Nr. Old High Court, Income Tax, Ahmedabad 380014  
**Tel No.** : +91 79 27541551/ 9998040610  
**Email Id** : [bhagatco2015@gmail.com](mailto:bhagatco2015@gmail.com)  
**Contact Person** : Mr. Sandeep H. Mulchandani  
**Membership No.** : 144241  
**Firm Registration No.** : 127250W

#### PEER REVIEW/ INDEPENDENT AUDITOR OF THE COMPANY

**Name** : **BHAGAT & CO.,CHARTERED ACCOUNTANTS**  
**Address** : 24, Laxmi Chambers, Navjeevan Press Road, Nr. Old High Court, Income Tax, Ahmedabad 380014  
**Tel No.** : +91 79 27541551/ 9998040610  
**Email Id** : [bhagatco2015@gmail.com](mailto:bhagatco2015@gmail.com)  
**Contact Person** : Mr. Sandeep H. Mulchandani  
**Membership No.** : 144241  
**Firm Registration No.** : 127250W  
M/s **BHAGAT & CO., CA**, holds valid Peer Review Certificate Number 009446 dated 11<sup>th</sup> January, 2017 issued by Peer Review of the Institute of Chartered Accountants of India.

#### BANKER(S) TO THE COMPANY

**Name** : **YES BANK LIMITED**  
**Address** : 201, 1<sup>st</sup> Floor, Silver Plaza, Bavla, Dist-Ahmedabad, Gujarat-382220  
**Tel No.** : +91 2714-232230  
**Fax No.** : +91 2714-232230  
**Email Id** : [hitesh.bhavsar@yesbank.in](mailto:hitesh.bhavsar@yesbank.in)  
**Contact Person** : Mr. Hitesh Bhavsar

## UNDERWRITER (S) TO THE ISSUE

**Name** : **FIRST OVERSEAS CAPITAL LIMITED**  
**Address** : 1-2 Bhupen Chambers, Ground Floor, Dalal Street, Mumbai-400 001  
**Tel No.** : +91 22 40509999  
**Email Id** : [rushabh@focl.in](mailto:rushabh@focl.in)/ [satish@focl.in](mailto:satish@focl.in)/ [mala@focl.in](mailto:mala@focl.in)  
**Contact Person** : Mr. Rushabh Shroff/ Mr. Satish Sheth/ Ms. Mala Soneji  
**Website** : [www.focl.in](http://www.focl.in)  
**SEBI Registration No.** : INM000003671  
**CIN** : U67120MH1998PLC114103

## MARKET MARKER(S) TO THE ISSUE

**Name** : [●]  
**Address** : [●]  
**Tel No.** : [●]  
**Email Id** : [●]  
**Contact Person** : [●]  
**Website** : [●]  
**SEBI Registration No.** : [●]  
**CIN** : [●]

## BANKER(S) TO THE ISSUE/ ESCROW COLLECTION BANK/REFUND BANK

**Name** : [●]  
**Address** : [●]  
**Tel No.** : [●]  
**Fax No.** : [●]  
**Email Id** : [●]  
**Contact Person** : [●]  
**Website** : [●]  
**SEBI Registration No.** : [●]

## Self-Certified Syndicate Banks (SCSBs)

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

## Investors Bank 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 provided 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.

## Registered Brokers

Investors can submit Application Forms in the Issue using the stock brokers network of the Stock Exchanges, i.e., through the Registered Brokers at the Broker Centres. The list of the Registered Brokers, including details such as postal address, telephone number and email address, is provided on the websites of the SEBI ([www.sebi.gov.in](http://www.sebi.gov.in)) and updated from time to time. For details on Registered Brokers, please refer <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>.

## Registrar to Issue and Share Transfer Agents

The list of the 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 SEBI on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>, as updated from time to time.

### **Collecting Depository Participants**

In terms of SEBI circular no. CIR/CFD/ POLICYCELL/11/2015 dated November 10, 2015, Applicants can submit Bid cum Application Forms through CDPs who are depository participants registered with SEBI and have furnished their details to Stock Exchanges for acting in such capacity.

The list of the CDPs eligible to accept Bid cum application forms at the Designated CDP Locations, including details such as name and contact details, are provided on the websites of Stock Exchange at [www.bseindia.com](http://www.bseindia.com), as updated from time to time.

The list of branches of the SCSBs named by the respective SCSBs to receive deposits of the Bid cum application forms from the Designated Intermediaries will be available on the website of the SEBI ([www.sebi.gov.in](http://www.sebi.gov.in)) on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes> and updated from time to time and updated from time to time.

### **Credit Rating**

This being an Issue of Equity Shares, there is no requirement of credit rating.

### **Trustees**

This is being an Issue of Equity Shares; the appointment of trustee is not mandatory.

### **IPO Grading**

Since the Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time, there is no requirement of appointing an IPO Grading agency.

### **Inter-Se Allocation of Responsibilities**

Since, First Overseas Capital Ltd. is the sole Lead Manager to this Issue, a statement of inter se allocation of responsibilities among Lead Managers is not applicable.

### **Statement of Responsibility of the Lead Manager/ Statement of inter se allocation of responsibilities**

Since, First Overseas Capital Limited is the sole Lead Manager to the Issue, a statement of inter se allocation of responsibilities amongst Lead Managers is not required.

### **Appraisal and Monitoring Agency**

As per Regulation 262(1) of SEBI (ICDR) Regulations, the requirement of Monitoring Agency is not mandatory if the issue size is below Rs. 10,000 Lakhs. Since this Issue Size is less than Rs. 10,000 Lakhs, our Company has not appointed any monitoring agency for this Issue. However, as per the Section 177 of the Companies Act, 2013, the Audit Committee of our Company would be monitoring the utilization of the proceeds of the Issue.

### **Expert Opinion**

Except the report of the Auditor on statement of special tax benefits and report on restated financials for period ending on September 30, 2019 and for the financial year ended March 31, 2019, 2018 and 2017 as included in this Draft Prospectus, our Company has not obtained any expert opinion.

### **Filing of Draft Prospectus and Prospectus**

The Draft Prospectus shall not be filed with SEBI, nor shall SEBI issue any observation on the Offer Document in terms of Regulation 246(2) of SEBI (ICDR), 2018. However, pursuant to Regulation 246(5), the soft copy of Draft

Prospectus shall be submitted to SEBI. Pursuant to SEBI Circular Number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, a copy of the Draft Prospectus and Prospectus will be filed online through SEBI Intermediary Portal at <https://siportal.sebi.gov.in>.

Further, pursuant to SEBI Circular Number CFD/DIL1/CIR/P/2019/0000000154 dated December 11, 2019, a copy of the Draft Prospectus and Prospectus along with the with due diligence certificate including additional confirmations required to be filed under Section 26 of the Companies Act, 2013 will be filed with SEBI at Panchavati Society, Gulbai Tekra, Ahmedabad, Gujarat 380006.

A copy of the Draft Prospectus and Prospectus along with the with due diligence certificate including additional confirmations required to be filed under Section 26 of the Companies Act, 2013 will be delivered to the Registrar of Company situated at ROC Bhavan , Opp Rupalben Park Society, Behind Ankur Bus Stop, Naranpura, Ahmedabad-380013.

### Changes in Auditors during the last Three Financial Years

Except as mentioned below, there have been no changes in the Auditors in last three financial years preceding the date of filing this Draft Prospectus:

Particulars of previous Auditor	Particulars of new Auditor	Effective Date	Reason
<b>Rajiv Ahuja &amp; Associates, Chartered Accountants</b> <b>Address:</b> 7th Floor, Shree Krishna Centre, Nr. Mitha Khali Six Roads, Navrangpura, Ahmedabad 380009 <b>Contact No.:</b> +91 9727241514 <b>Email:</b> <a href="mailto:ca.rajivahuja@yahoo.com">ca.rajivahuja@yahoo.com</a> <b>Contact Person:</b> Mr. Rajiv Ahuja <b>Membership No.:</b> 134435 <b>Firm Registration No.:</b> 138011W <b>Peer Review Number:</b> NA	<b>Bhagat &amp; Co., Chartered Accountants</b> <b>Address:</b> 24, Laxmi Chambers, Navjeevan Press Road, Nr. Old High Court, Income Tax, Ahmedabad 380014 <b>Contact No.:</b> +91 79 27541551/9998040610 <b>Email Id:</b> <a href="mailto:bhagatco2015@gmail.com">bhagatco2015@gmail.com</a> <b>Contact Person:</b> Mr. Sandeep H. Mulchandani <b>Membership No.:</b> 144241 <b>Firm Registration No.:</b> 127250W <b>Peer Review Certificate No.:</b> 009446	Bhagat & Co. was appointed for 1 year w.e.f. 10-12-2019.	Resignation w.e.f 10-12-2019 due to Pre-Occupation

### Underwriting Agreement

This Issue is 100% Underwritten. The Underwriting agreement is dated December 21, 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 Underwriters	No. of Equity Shares underwritten *	Amount Underwritten (In Rs.)	% of the total Issue Size Underwritten
<b>First Overseas Capital Limited</b> 1-2 Bhupen Chambers, Ground Floor, Dalal Street, Mumbai-400 001 Tel No.; +91 22 40509999 Fax No.: N.A. Email Id: <a href="mailto:rushabh@focl.in">rushabh@focl.in</a> / <a href="mailto:satish@focl.in">satish@focl.in</a> / <a href="mailto:mala@focl.in">mala@focl.in</a> Contact Person: Mr. Rushabh Shroff/ Mr. Satish Sheth/ Ms. Mala Soneji Website: <a href="http://www.focl.in">www.focl.in</a> SEBI Registration No.:	13,65,000	4,91,40,000	100.00

Details of the Underwriters	No. of Equity Shares underwritten *	Amount Underwritten (In Rs.)	% of the total Issue Size Underwritten
INM000003671 CIN No: U67120MH1998PLC114103			
<b>Total</b>	<b>13,65,000</b>	<b>4,91,40,000</b>	<b>100.00</b>

\*Includes 69,000 Equity shares of the Market Maker Reservation Portion which are to be subscribed by the Market Maker in order to claim compliance with the requirements of Regulation 261 of the SEBI (ICDR) Regulations, 2018, as amended.

As per Regulation 260(2) of SEBI (ICDR) Regulations, 2018, the Lead Manager has agreed to underwrite to a minimum extent of 15% of the Issue out of its own account.

In the opinion of our Board of Directors (based on a certificate given by the Underwriter, the resources of the above-mentioned Underwriters are sufficient to enable them to discharge the underwriting obligations in full. The above-mentioned Underwriters are registered with SEBI under Section 12(1) of the SEBI Act or registered as brokers with the Stock Exchanges.

#### Details of the Market Making Arrangement for the Issue

Our Company and the Lead Manager have entered into an agreement dated [●], with the following Market Maker, duly registered with SME Platform of BSE to fulfill the obligations of Market Making:

**Name** : [●]  
**Address** : [●]  
**Tel No.** : [●]  
**Email Id** : [●]  
**Contact Person** : [●]  
**Website** : [●]  
**SEBI Registration No.** : [●]  
**CIN** : [●]

[●], registered with SME segment of BSE will act as the Market Maker and has agreed to receive or deliver the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for a period as may be notified by amendment to SEBI (ICDR) Regulations.

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

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

1. The Market Maker(s) (individually or jointly) shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by Stock Exchange. Further, the Market Maker shall inform Stock Exchange in advance for each and every black out period when the quotes are not being offered by the Market Maker.
2. The minimum depth of the quote shall be Rs.1,00,000/-. However, the investors with holdings of value less than Rs. 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. After completion of the first (3) three months of market making period, the market maker would be exempted to provide quote if the Shares of Market Maker in our Company reaches to 20% of Issue Size (Including the 69,000 Equity Shares out to be allotted under this Issue.) Any Equity Shares allotted to Market Maker under this Issue over and above 69,000 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.



4. There shall be no exemption/threshold on downside. However, in the event the Market Maker exhausts its inventory through market making process, the concerned Stock Exchange may intimate the same to SEBI after due verification.
5. The Inventory Management and Buying/Selling Quotations and its mechanism shall be as per the relevant circulars issued by SEBI and SME Platform of BSE from time to time.
6. Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker(s), for the quotes given by them.
7. The Market Maker shall not sell in lots less than the minimum contract size allowed for trading on the SME Platform of BSE (in this case currently the minimum trading lot size is 3,000 Equity Shares; however, the same may be changed by the SME Platform of BSE from time to time).
8. The prices quoted by the Market Maker shall be in compliance with the Market Maker Spread requirements and other particulars as specified or as per the requirements of the SME Platform of BSE and SEBI from time to time.
9. The Market Maker shall not be responsible to maintain the price of the Equity Shares of the Issuer Company at any particular level and is purely supposed to facilitate liquidity on the counter of the Issuer Company via its 2-way quotes. The price of the Equity Shares shall be determined and be subject to market forces.
10. There would not be more than (5) five Market Makers for the Company's Equity Shares at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors. At this stage, [●] is acting as the sole Market Maker.
11. The Market Maker shall start providing quotes from the day of the listing / the day when designated as the Market Maker for the respective scrip and shall be subject to the guidelines laid down for market making by the SME Platform of BSE.
12. 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.
13. The Market Maker may also be present in the opening call auction, but there is no obligation on him to do so.
14. The securities of the company will be placed in SPOS and would remain in Trade for Trade settlement for 10 days from the date of listing of Equity share on the Stock Exchange.
15. The shares of the company will be traded in continuous trading session from the time and day the company gets listed on SME Platform of BSE Limited and market maker will remain present as per the guidelines mentioned under BSE Limited and SEBI circulars.
16. The Market Maker has to act in that capacity for a period of three years.
17. 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.
18. The Market Maker(s) shall have the right to terminate said arrangement by giving three or one month notice or on mutually acceptable terms to the Lead Manager/Merchant Banker, who shall then be responsible to appoint a replacement Market Maker(s).
19. In case of termination of the above mentioned Market Making agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Lead Manager/Merchant Banker to arrange for another Market Maker(s) 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. Further the Company and the Lead Manager/Merchant Banker reserve the right to appoint other Market Maker(s) 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 5 (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.

20. Risk containment measures and monitoring for Market Makers: BSE SME will have all margins which are applicable on the BSE Main Board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. BSE can impose any other margins as deemed necessary from time-to-time.
21. 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.
22. 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.
23. 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 Rs. 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.

The following spread will be applicable on the SME Exchange Platform.

Sr. No.	Market Price Slab (in Rs.)	Proposed spread (in % to sale price)
1.	Up to 50	9
2.	50 to 75	8
3.	75 to 100	6
4.	Above 100	5

24. 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 Offer 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 Rs.20 Crores	25%	24%
Rs.20 to Rs.50 Crores	20%	19%
Rs.50 to Rs.80 Crores	15%	14%
Above Rs.80 Crores	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 from time to time.

25. All the above mentioned conditions and systems regarding the Market Making Arrangement are subject to change based on changes or additional regulations and guidelines from SEBI and Stock Exchange from time to time.

## SECTION VI- CAPITAL STRUCTURE

The Equity Share capital of our Company, as on the date of this Draft Prospectus is set forth below:

(Amt in Rs.)			
Sr. No.	Particulars	Aggregate Value at Nominal Value	Aggregate Value at Issue price
<b>A.</b>	<b>Authorized Share Capital</b>		
	28,50,000 Equity Shares of Rs. 10/- each	2,85,00,000	-
<b>B.</b>	<b>Issued, Subscribed and Paid-Up Share Capital before the Issue</b>		
	14,67,083 Equity Shares of Rs. 10/- each	1,46,70,830	-
<b>C.</b>	<b>Present Issue in terms of this Draft Prospectus</b>		
	Issue of 13,65,000 equity shares of face value of Rs. 10/- each at an Issue price of Rs. 36/- per Equity Share	<b>1,36,50,000</b>	<b>4,91,40,000</b>
	<i>Which comprises:</i>		
	(a) <b>Reservation for Market Maker(s)</b> 69,000 Equity Shares of face value of Rs. 10/- each reserved as Market Maker portion at a price of Rs. 36/- per Equity Share	6,90,000	24,84,000
	(b) <b>Net Issue to the Public</b> of 12,96,000 Equity Shares of face value of Rs. 10/- each at a price of Rs. 36/- per Equity Share	<b>1,29,60,000</b>	<b>4,66,56,000</b>
#	<b>Of the Net Issue to the Public</b>		
	6,48,000 Equity Shares of face value of Rs. 10/- each at a price of Rs. 36/- Per Equity Share shall be available for allocation for Investors applying for a value of upto Rs. <b>2.00 Lakhs (Retail Individual Investors)</b>	64,80,000	2,33,28,000
	6,48,000 Equity Shares of face value of Rs. 10/- each at a price of Rs. 36/- Per Equity Share shall be available for allocation for Investors applying for a value of upto Rs. <b>2.00 Lakhs (Other Than Retail Individual Investors)</b>	64,80,000	2,33,28,000
<b>D.</b>	<b>Issued, Subscribed and Paid-up Share Capital after the Issue</b>		
	28,32,083 Equity Shares of Rs. 10/- each	2,83,20,830	10,19,54,988
<b>E.</b>	<b>Securities Premium Account</b>		
	Before the Issue		3,53,29,170
	After the Issue		7,08,19,170

# Allocation to all categories shall be made on a proportionate basis subject to valid Applications received at or above the Issue Price. Under subscription, if any, in any of the categories, would be allowed to be met with spill-over from any of the other categories or a combination of categories at the discretion of our Company in consultation with the Lead Manager and Designated Stock Exchange. Such inter-se spill over, if any, would be affected in accordance with applicable laws, rules, regulations and guidelines. For detailed information on the Net Issue and its allocation various categories, please refer chapter titled “**The Issue**” on page no. 35 of this Draft Prospectus.

The Present Issue has been authorized pursuant to a resolution of our Board dated November 25, 2019 and by Special Resolution passed under Section 62(1)(c) of the Companies Act, 2013 at the Extra-Ordinary General Meeting of our shareholders held on December 02, 2019.

### Class of Shares

The company has only one class of shares i.e. Equity shares of Rs. 10.00/- 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 does not have any outstanding convertible instruments as on the date of the Draft Prospectus.

## NOTES TO THE CAPITAL STRUCTURE

### 1. Details of change in Authorized Share Capital of our Company:

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

Sr. No.	Date of the Meeting	Particulars (No. of Equity Shares)		Type of Meeting
		From	To	
1.	11-12-2018	---	10,000 Equity Shares of Rs. 10 each	On Incorporation
2.	15-12-2018	10,001 Equity Shares of Rs. 10 each	50,000 Equity Shares of Rs. 10 each	EGM
3.	15-03-2019	50,001 Equity Shares of Rs. 10 each	5,00,000 Equity Shares of Rs. 10 each	EGM
4.	15-05-2019	5,00,001 Equity Shares of Rs. 10 each	13,00,000 Equity Shares of Rs. 10 each	EGM
5.	21-08-2019	13,00,001 Equity Shares of Rs. 10 each	15,00,000 Equity Shares of Rs. 10 each	EGM
6.	15-11-2019	15,00,001 Equity Shares of Rs. 10 each	28,50,000 Equity Shares of Rs. 10 each	EGM

### 2. Paid-up Share Capital History of our Company

Sr. no.	Date of Allotment of Equity Shares	No. of shares Allotted	Cumulative No. of Equity Shares	Face Value (Rs.)	Issue Price (Rs.)	Consideration (Cash, Bonus, Consideration other than cash)	Cumulative Share Capital (Rs.)	Nature of / Reasons for Allotment
1.	11-12-2018	10,000	10,000	10.00	10.00	Cash	1,00,000	Subscription to MOA On Incorporation
2.	03-01-2019	11,500	21,500	10.00	40.00	Other than Cash #	2,15,000	Conversion of unsecured loan
3.	31-03-2019	4,26,875	4,48,375	10.00	40.00	Other than Cash #	44,83,750	Conversion of Assets, outstanding payments & Unsecured Loan
4.	18-05-19	8,09,125	12,57,500	10.00	40.00	Other Than Cash #	1,25,75,000	Conversion of outstanding payments
5.	30-08-19	2,09,583	14,67,083	10.00	-	Bonus	1,46,70,830	Further Allotment

# The Issue Price for allotment of the said equity shares is based on the Fair Valuation of Equity Shares Report as certified and confirmed by M/s Rajiv Ahuja & Associates, Chartered Accountants (F.R.N: 138011W) having their office at Ahmedabad, Gujarat; Tel. No. +91 9727241514; Email: [ca.rajivahuja@yahoo.com](mailto:ca.rajivahuja@yahoo.com). Further, the Fairness option certificate on the same is obtained from an Independent Merchant Banker named Navigant Corporate Advisors Ltd, SEBI Registration No.: INM000012243 having their office at 423, A Wing, Bonanza, Sahar Plaza Complex, J B Nagar, Andheri Kurla Road, Andheri East, Mumbai-400 059; Tel. No. +91 22 6560 5550; Email: [navigant@navigantcorp.com](mailto:navigant@navigantcorp.com).

#### 2.1 Initial Subscribers to Memorandum of Association are:

Sr. No.	Name of the Allottee`s	No. of shares Allotted
1.	Mr. Bharat Rasiklal Shah	3,000
2.	Mrs. Pravinaben Shah	3,000
3.	Mr. Shubham Bharatbhai Shah	4,000
	<b>Total</b>	<b>10,000</b>

- 2.2 Further Allotment of 11,500 Equity Shares has been allotted to Mr. Shubham Bharatbhai Shah at Rs. 40 per equity share (including a premium of Rs. 30 per share) on January 03, 2019. This allotment was done by converting the unsecured loan to equity shares as per the Conversion Agreement dated January 01, 2019, as approved by the shareholders at their meeting held on January 01, 2019 and pursuant to the board resolution passed by the directors of our Company for allotment of shares at their meeting held on January 03, 2019.
- 2.3 Further Allotment of 4,26,875 Equity Shares has been allotted to the following allottee's at Rs. 40 per equity share (including a premium of Rs. 30 per share) on March 31, 2019. This allotment was done by converting the assets, outstanding payment and unsecured loan to equity shares as per the Asset Transfer Agreement dated March 30, 2019, as approved by the shareholders at their meeting held on March 30, 2019 and pursuant to the board resolution passed by the directors of our Company for allotment of shares at their meeting held on March 31, 2019:

Sr. No.	Name of the Allottee`s	No. of shares Allotted
1.	Mr. Bharat Rasiklal Shah	2,86,607
2.	Mr. Shubham Bharatbhai Shah	1,40,268
	<b>Total</b>	<b>4,26,875</b>

- 2.4 Further allotment of 8,09,125 Equity Shares has been allotted to Mr. Bharat Rasiklal Shah at Rs. 40 per equity share (including a premium of Rs. 30 per share) on May 18, 2019. This allotment was done by converting the outstanding payment to equity shares as per the Asset Transfer Agreement dated May 15, 2019, as approved by the shareholders at their meeting held on May 15, 2019 and pursuant to the board resolution passed by the directors of our Company for allotment of shares at their meeting held on May 18, 2019.
- 2.5 Further Allotment of 2,09,583 Equity Shares by way of Bonus Issue to the existing shareholders on August 30, 2019 in the ratio of 1 equity shares for every 6 equity shares held by capitalizing Rs. 20,95,830 out of the free reserves of our Company and pursuant to the approval of the Directors at their Board meeting held on August 30, 2019. The details of the allotment are as follows:

Sr. No.	Name of the Allottee`s	No. of shares Allotted
1.	Mr. Bharat Rasiklal Shah	1,56,657
2.	Mrs. Pravinaben Shah	500
3.	Mr. Shubham Bharatbhai Shah	25,961
4.	Mr. Sandeep R. Mehta	2
5.	Mrs. Namita Rajnibhai	2
6.	Mr. Harshad Rasiklal Mehta	2
7.	Mrs. Neepa Harshad Mehta	1
8.	Mr. Sagar Dinesh Kumar Mehta	1,250
9.	Mrs. Sonalben Manishkumar Shah	1,250
10.	M/s Vivid Merchantile Limited	8,750
11.	M/s Abhishek Finlease Limited	8,958
12.	Mr. Mukeshkumar Sevantilal Surani	6,250
	<b>Total</b>	<b>2,09,583</b>

### 3. Equity Shares issued for consideration other than cash by Our Company:

Except for as mentioned above in the notes to capital structure under point numbers from 2 (2.2) to 2(2.5) of 'Share Capital History of the Company', our Company has not issued any other equity shares for consideration other than cash.

### 4. Equity Shares issued in the preceding two(2) years:

Except for as mentioned above in the notes to capital structure under point number 2- 'Share Capital History of the Company, our Company has not issued any equity shares during a period of two (2) year preceding the date of the Draft Prospectus.

5. Our Company has not revalued its assets since inception. For details on revaluation of assets please refer to '*Annexure 12: Statement of Fixed Assets As Restated*' on page no. 129 of this Draft Prospectus.

6. Our Company has not issued any Equity Shares (including bonus shares) by capitalizing any revaluation of reserves.
7. Our Company has not made any allotment of Equity Shares pursuant to any scheme approved under Section Sections 391 to 394 of the Companies Act, 1956 or Section 230-240 of the Companies Act, 2013 as on the date of the Draft Prospectus.

**8. Equity Shares issued at a price lower than the Issue Price during a period of one year preceding the date of the Draft Prospectus:**

Our Company has not issued Equity Shares at a price lower than the Issue Price during a period of one year preceding the date of the Draft Prospectus.

9. Our Company does not have any Employee Stock Option Scheme / Employee Stock Purchase Plan for our employees and we do not intend to allot any shares to our employees under Employee Stock Option Scheme / Employee Stock Purchase Plan from the proposed issue. As and when, options are granted to our employees under the Employee Stock Option Scheme, our Company shall comply with the SEBI (Share Based Employee Benefits) Regulations, 2014.
10. As on the date of filing of this Draft Prospectus, there are no partly paid-up shares, outstanding convertible securities, warrants or outstanding warrants, options or rights to convert debentures in our Company or loans or other financial instruments into our equity shares.
11. There are no equity shares against which depository receipts have been issued.
12. Other than the equity shares, there are no other class of securities issued by our Company.
13. All the equity shares of our Company are fully paid up as on the date of this Draft Prospectus. Further, since the entire application money in respect of the Issue is being called on application, all the successful applicants will be allotted fully paid-up equity shares only.
14. Our Company undertakes that at any given time, there shall be only one denomination for our Equity Shares, unless otherwise permitted by law.

**15. Capital Buildup of our Promoter`s shareholding in the Company**

As on the date of this Draft Prospectus, our Promoters- Mr. Bharat Rasiklal Shah, Mrs. Pravinaben Shah and Mr. Shubham Bharatbhai Shah together hold 12,81,828 Equity Shares of our Company which is 87.37% of our Pre-Issue Paid-Up Capital.

Name of the Allottee`s	Date of Allotment/ Transfer	No. of Equity Shares Allotted	FV (Rs.)	Issue Price/ Transfer Price/ Acquisition Price (Rs.)	Nature of Consideration/ Allotment/ Acquired/ Transfer	% of the Paid-up Capital	
						Pre-Issue	Post-Issue
<b>Mr. Bharat Rasiklal Shah</b>	14-12-18	3,000	10.00	10.00	Subscription to MoA	0.20	0.11
	31-03-19	2,86,607	10.00	40.00	Other than Cash	19.54	10.12
	18-05-19	8,09,125	10.00	40.00	Other than Cash	55.15	28.57
	28-08-19	(1,58,790)	10.00	40.00	# Transfers to Various Allottee`s	(10.82)	(5.61)
	30-08-19	1,56,657	10.00	-	Bonus Allotment	10.68	5.53
	<b>Total</b>	<b>10,96,599</b>				<b>74.75</b>	<b>38.72</b>
<b>Mrs. Pravinaben Shah</b>	14-12-18	3,000	10.00	10.00	Subscription to MoA	0.20	0.11
	30-08-19	500	10.00	-	Bonus Allotment	0.03	0.02
	<b>Total</b>	<b>3,500</b>				<b>0.24</b>	<b>0.12</b>
<b>Mr. Shubham</b>	14-12-18	4,000	10.00	10.00	Subscription to MoA	0.27	0.14

Name of the Allottee's	Date of Allotment/ Transfer	No. of Equity Shares Allotted	FV (Rs.)	Issue Price/ Transfer Price/ Acquisition Price (Rs.)	Nature of Consideration/ Allotment/ Acquired/ Transfer	% of the Paid-up Capital	
						Pre-Issue	Post-Issue
<b>Bharatbhai Shah</b>	03-01-19	11,500	10.00	40.00	Other than Cash	0.78	0.41
	31-03-19	1,40,268	10.00	40.00	Other than Cash	9.56	4.95
	30-08-19	25,961	10.00	-	Bonus Allotment	1.77	0.92
	<b>Total</b>	<b>1,81,729</b>				<b>12.39</b>	<b>6.42</b>
<b>Total Promoter Holding</b>		<b>12,81,828</b>				<b>87.38</b>	<b>45.26</b>

#Transfer to Mr. Sagar Dinesh Kumar Mehta, Mrs. Sonalben Manishkumar Shah, M/s Vivid Mercantile Limited, M/s Abhishek Finlease Ltd, Mr. Mukeshkumar Secantilal Surani, Mr. Sandeep R Mehta, Mrs. Namita Rajni Bhai, Mr. Harshad Rasiklal Mehta, Mrs. Neepa Harshad Mehta

All the Equity Shares held by our Promoter were and is fully paid-up on the respective dates of acquisition and/or transfers and/or allotment of such Equity Shares. As on the date of this Draft Prospectus, none of the Equity Shares held by our Promoters is pledged.

Further, Our Promoters confirm that the acquisition and/or transfers and/or allotment of the Equity Shares forming part of the Promoter's Contribution has been financed from personal funds/internal accruals and no loans or financial assistance from any banks or financial institution has been availed by our Promoters for this purpose.

#### 16. Capital Buildup of the Promoter Group shareholding in the Company

As on the date of this Draft Prospectus, our Promoter Group members together hold 47 Equity Shares of our Company which is 0.003% of our Pre-Issue Paid-Up Capital.

Name of the Allottee's	Date of Allotment/ Transfer	No. of Equity Shares Allotted	FV (Rs.)	Issue Price/ Transfer Price/ Acquisition Price (Rs.)	Nature of Consideration/ Allotment/ Acquired/ Transfer	% of the Paid-up Capital	
						Pre-Issue	Post-Issue
<b>Mr. Sandeep R. Mehta</b>	28-08-2019	10	10.00	40.00	Transfer from Mr. Bharat Rasiklal Shah	0.00	0.00
	30-08-2019	2	10.00	-	Bonus Allotment	0.00	0.00
	<b>Total</b>	<b>12</b>				<b>0.00</b>	<b>0.00</b>
<b>Mrs. Namita Rajnibhai</b>	28-08-2019	10	10.00	40.00	Transfer from Mr. Bharat Rasiklal Shah	0.00	0.00
	30-08-2019	2	10.00	-	Bonus Allotment	0.00	0.00
	<b>Total</b>	<b>12</b>				0.00	0.00
<b>Mr. Harshad Rasiklal Mehta</b>	28-08-2019	10	10.00	40.00	Transfer from Mr. Bharat Rasiklal Shah	0.00	0.00
	30-08-2019	2	10.00	-	Bonus Allotment	0.00	0.00
	<b>Total</b>	<b>12</b>				0.00	0.00
<b>Mrs. Neepa Harshad Mehta</b>	28-08-2019	10	10.00	40.00	Transfer from Mr. Bharat Rasiklal Shah	0.00	0.00
	30-08-2019	1	10.00	-	Bonus Allotment	0.00	0.00
	<b>Total</b>	<b>11</b>				0.00	0.00
<b>Total Promoter Group Shareholding</b>		<b>47</b>				<b>0.00</b>	<b>0.00</b>

#### *Details of Promoters' contribution and Lock-in*

As per Regulation 236 and 238 of the SEBI (ICDR) Regulations, 2018, and in terms of the aforesaid table, an aggregate of 20% of the fully diluted post-issue equity share capital of our Company held by our Promoter shall be provided towards minimum promoters' contribution and locked in for a period of 3 (Three) years from the date of

Allotment ('Minimum Promoters' Contribution'). The lock-in of the Promoters Contribution would be created as per applicable law and procedure and details of the same shall also be provided to the Stock Exchange before listing of the Equity Shares. The Promoters' contribution has been brought in to the extent of not less than the specified minimum lot and has been contributed by the persons defined as Promoter under the SEBI (ICDR) Regulations, 2018.

Our Promoters have given written consent to include such number of Equity Shares held by them and subscribed by them as a part of Promoters' Contribution constituting 20.30% of the Post Issue Equity Shares of our Company and have agreed not to sell or transfer or pledge or otherwise dispose of in any manner, the Promoters Contribution, for a period of three years from the date of allotment in the public Issue.

The Equity Shares which are being locked in for three (3) years from the date of Allotment are as follows:

Name of the Promoter	Date of Allotment of Fully Paid-up Shares	No. of Equity Shares Locked-in	Nature of Issue/ Acquisition	FV (Rs.)	Issue Price (Rs.)	% of the Paid-up Capital	
						Pre-Issue	Post-Issue
Mr. Bharat Rasiklal Shah	14-12-18	3,000	Cash Allotment	10.00	10.00	0.20	0.11
	31-03-2019	2,30,000	Cash Allotment	10.00	40.00	15.68	8.12
	28-08-19	1,40,268	Cash Allotment	10.00	40.00	9.56	4.95
	30-08-19	156,657	Bonus Allotment	10.00	-	10.68	5.53
	<b>Total</b>	<b>5,29,925</b>					<b>36.12</b>
Mrs. Pravinaben Shah	14-12-18	3,000	Cash Allotment	10.00	10.00	0.204	0.11
	30-08-19	500	Bonus Allotment	10.00	-	0.034	0.02
	<b>Total</b>	<b>3,500</b>				<b>0.24</b>	<b>0.13</b>
Mr. Shubham Bharatbhai Shah	14-12-18	4,000	Cash Allotment	10.00	10.00	0.27	0.14
	3-01-19	11,500	Cash Allotment	10.00	40.00	0.78	0.41
	30-08-19	25,961	Bonus Allotment	10.00	-	1.77	0.92
	<b>Total</b>	<b>41,461</b>				<b>2.83</b>	<b>1.46</b>
<b>Total Lock-in</b>		<b>5,74,886</b>				<b>39.19</b>	<b>20.30</b>

The Minimum Promoters' contribution has been brought in to the extent of not less than the specified minimum lot and has been contributed by the persons defined as Promoter under the SEBI (ICDR) Regulations, 2018. The Equity Shares that are being locked-in are eligible for computation of Promoter Contribution under Regulation 237 of SEBI ICDR Regulations. In this connection, our Company hereby confirms that the Equity Shares locked-in do not consist of:

- Equity Shares acquired during the preceding three (3) years from the date of filing this Draft Prospectus for consideration other than cash and revaluation of assets or capitalization of intangible assets nor resulted from a bonus shares issued out of revaluations reserves or unrealized profits of the Company or bonus issue against equity shares which are otherwise ineligible for computation of Promoter's Contribution;
- Equity Shares acquired during the preceding one (1) year from the date of filing this Draft Prospectus, at a price lower than the price at which the Equity Shares are being offered to the public in the Issue;
- Equity Shares issued to the Promoters upon conversion of a partnership firm during the preceding one year at a price less than the Issue Price;
- Equity Shares held by the Promoters and offered for minimum Promoters' contribution are subject to any pledge;
- Equity Shares for which specific written consent has not been obtained from the respective Promoters for inclusion of their subscription in the Promoters' Contribution subject to lock-in; and
- All the Equity Shares of our Company held by the Promoter are in the process of being dematerialized.

#### ***Equity shares locked-in for one year***

Other than the Equity Shares mentioned above that would be locked-in for three (3) years, the entire pre-Issue capital of our Company would be locked-in for a period of one (1) year from the date of Allotment in the Issue pursuant to Regulation 238(b) and 239 of SEBI ICDR Regulations, 2018.



## **Other requirements in respect of 'Lock-In'**

### ***Inscription or Recording of non-transferability:***

In terms of Regulation 241 of the SEBI (ICDR) Regulations, 2018, the share certificates for the equity shares held in physical form, which are subject to lock-in, shall carry the inscription '**non-transferable**' and the non-transferability details shall be informed to the Depositories.

### ***Pledge of Locked in Equity Shares:***

In terms of Regulation 242 of the SEBI (ICDR) Regulations, 2018, the locked-in Equity Shares held by our Promoters, as specified above can be pledged with any scheduled commercial banks or public financial institutions as collateral security for loans granted by such scheduled commercial banks or financial institutions provided that the pledge of Equity Shares is one of the terms of the sanction of the loan. Provided that securities locked in as minimum promoter contribution for 3 years under Regulation 242(a) of the SEBI ICDR Regulations, may be pledged only if, in addition to fulfilling the above requirements, the loan has been granted by such bank or institution, for the purpose of financing one or more of the objects of the Issue.

Provided that such lock-in shall continue pursuant to the invocation of the pledge and such transferee shall not be eligible to transfer the specified securities till the lock-in period stipulated in these regulations has expired.

### ***Transferability of Locked in Equity Shares:***

In terms of Regulation 243 of the SEBI (ICDR) Regulations, 2018, the Equity Shares held by our Promoters which are locked in as per the provisions of Regulation 238 of the SEBI (ICDR) Regulations, 2018, may be transferred to and amongst Promoters or persons/ members of the Promoter Group or to a new promoter or persons in control of our Company, subject to continuation of lock-in in the hands of transferees for the remaining period and compliance of Takeover Code, as applicable.

In terms of Regulation 243 of the SEBI (ICDR) Regulations, 2018, the Equity Shares held by persons other than the Promoters and Promoter Group prior to the Issue may be transferred to any other person holding the Equity Shares which are locked-in as per Regulation 239 of the SEBI (ICDR) Regulations, 2018, subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with the Takeover Code, as applicable.

## 17. OUR SHAREHOLDING PATTERN

The table below represents the shareholding pattern of our Company in accordance with Regulation 31 of the SEBI (LODR) Regulations, 2015, as on the date of this:

Category	Category of Shareholders	No. of Shareholders	No. Of Fully Paid-up Equity Shares held	No. Of Partly Paid-up Equity Shares held	No. of Shares underlying Depository Receipts	Total No. Of Equity Shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	No. of Voting Rights held in each class of securities *		No. of Shares Underlying Outstanding Convertible Securities (including Warrants)	Shareholding as a % assuming full convertible securities (as a percentage of diluted share capital) As a % of (A+B+C2)	No. of Locked in shares **		Shares Pledged or otherwise encumbered		No. of equity shares held in dematerialized form
								No. of Voting Rights	Total as a % of (A+B+C)			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
I	II	III	IV	V	VI	VII=IV+V+VI	VIII	IX		X	XI=VII+X	XII		XIII		XIV
A	Promoter & Promoter Group	7	12,81,875	-	-	12,81,875	87.38				87.38	-	-	-	-	[●]
B	Public	5	1,85,208	-	-	1,85,208	12.62	-	-	-	12.62	-	-	-	-	[●]
C	Non Promoter-Non Public	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1	Shares underlying DRs	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2	Shares held by Employee Trusts	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	<b>Total</b>	<b>12</b>	<b>14,67,083</b>	<b>-</b>	<b>-</b>	<b>14,67,083</b>	<b>100.00</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>100.00</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>14,67,083</b>

Note:

- 1) As on the date of this Draft Prospectus 1 Equity Shares holds 1 vote.
- 2) PAN of all shareholders will be provided to the stock exchange by our Company prior to Listing of Equity Share on the Stock Exchange.
- 3) Our Company will file the shareholding pattern of our Company, in the form prescribed under SEBI (LODR) Regulations, 2015, as amended from time to time, one day prior to the listing of Equity Shares. The shareholding pattern will be uploaded on the website of Stock Exchanges before commencement of trading of such Equity Shares.
- 4) The term "Encumbrance" has the same meaning as assigned under regulation 28(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
- 5) All Pre-IPO Equity Shares of Our Company will be locked in prior to Listing of Shares on SME Platform of BSE.

18. Following is the details of the aggregate shareholding of Our Promoters and Promoter Group before and after the Issue is set forth below:

Sr. No.	Name of the Shareholders	Pre-Issue		Post-Issue	
		No. of equity shares	As a % of Pre-Issued Capital	No. of equity shares	As a % of Post- Issue Capital
<b>A</b>	<b>Promoters</b>				
1.	Mr. Bharat Rasiklal Shah	10,96,599	74.75	10,96,599	38.72
2.	Mrs. Pravinaben Shah	3,500	0.24	3,500	0.12
3.	Mr. Shubham Bharatbhai Shah	1,81,729	12.39	1,81,729	6.42
	<b>Total (A)</b>	<b>12,81,828</b>	<b>87.38</b>	<b>12,81,828</b>	<b>45.26</b>
<b>B</b>	<b>Promoter Group &amp; Relatives</b>				
1.	Mr. Sandeep R. Mehta	12	0.00	12	0.00
2.	Mrs. Namita Rajnibhai	12	0.00	12	0.00
3.	Mr. Harshad Rasiklal Mehta	12	0.00	12	0.00
4.	Mrs. Neepta Harshad Mehta	11	0.00	11	0.00
	<b>Total (B)</b>	<b>47</b>	<b>0.00</b>	<b>47</b>	<b>0.00</b>
<b>C</b>	<b>Other Associates Acting in Concert</b>	-	-	-	-
	<b>Total (C)</b>	-	-	-	-
<b>D</b>	<b>TOTAL (A+B+C)</b>	<b>12,81,875</b>	<b>87.38</b>	<b>12,81,875</b>	<b>45.26</b>

19. The average cost of acquisition of per Equity Share by our Promoter is set forth in the table below:

Name of the Promoter	No. of Shares held	Average cost of acquisition (In Rs.)
Mr. Bharat Rasiklal Shah	10,96,599	34.20
Mrs. Pravinaben Shah	3,500	8.57
Mr. Shubham Bharatbhai Shah	1,81,729	33.63

20. The members of the Promoter Group, our Directors or 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 6 (Six) months preceding the date of this Draft Prospectus.
21. Except as disclosed in the notes to capital structure under point numbers 2, 15 & 16 '*Share Capital History of the Company*' on beginning on page no. 50 of this Draft Prospectus and mentioned in the table below, none of the Promoters, members forming a part of Promoter Group, Promoter Group Companies/Entities, Directors and their immediate relatives have purchased or sold or transferred any Equity shares of our Company within the last 6 (Six) months immediately preceding the date of this Draft Prospectus.
22. For the details of transactions entered between our Company and members forming a part of the Promoter Group and/ or Group Companies/Entities during the for financial years ended on March 31, 2019, 2018 and 2017 and six months period ending on September 30, 2019 refer to '*Annexure 32: Statement of Related Parties' Transactions*' on page no. 135 of this Draft Prospectus under the chapter titled '*Restated Financial Statement*' beginning on page no. 115 of this Draft Prospectus.
23. Our Company shall ensure that transactions in the Equity Shares by the Promoters and members forming a part of the Promoter Group and/ or Group Companies/Entities between the date of filing this Draft Prospectus and the Issue Closing Date shall be reported to the Stock Exchanges within twenty-four hours of such transaction.
24. As on date of this Draft Prospectus, there are no outstanding financial instruments or any other rights that would entitle the existing Promoter or shareholders or any other person any option to receive Equity Shares after the Issue.

25. Particulars of top ten shareholders:

(a) As on the date of this Draft Prospectus:

Sr. No.	Name Of The Shareholders	Category of Shareholder	No. Of Shares	% of the Pre-Issue Capital
1.	Mr. Bharat Rasiklal Shah	Promoter	10,96,599	74.75
2.	Mr. Shubham Bharatbhai Shah	Promoter	1,81,729	12.39
3.	M/s Abhishek Finlease Limited	Public	62,708	4.27
4.	M/s Vivid Merchantile Limited	Public	61,250	4.17
5.	Mr. Mukeshkumar Sevantilal Surani	Public	43,750	2.98
6.	Mr. Sagar Dinesh Kumar Mehta	Public	8,750	0.60
7.	Mrs. Sonalben Manishkumar Shah	Public	8,750	0.60
8.	Mrs. Pravinaben Shah	Promoter	3,500	0.24
9.	Mr. Sandeep R. Mehta	Promoter Group	12	0.001
10.	Mrs. Namita Rajnibhai	Promoter Group	12	0.001
	<b>Total</b>		<b>14,67,060</b>	<b>99.998</b>

(b) 10 days prior to the date of this Draft Prospectus:

Sr. No.	Name Of The Shareholders	Category of Shareholder	No. Of Shares	% of the Pre-Issue Capital
1.	Mr. Bharat Rasiklal Shah	Promoter	10,96,599	74.75
2.	Mr. Shubham Bharatbhai Shah	Promoter	1,81,729	12.39
3.	M/s Abhishek Finlease Limited	Public	62,708	4.27
4.	M/s Vivid Merchantile Limited	Public	61,250	4.17
5.	Mr. Mukeshkumar Sevantilal Surani	Public	43,750	2.98
6.	Mr. Sagar Dinesh Kumar Mehta	Public	8,750	0.60
7.	Mrs. Sonalben Manishkumar Shah	Public	8,750	0.60
8.	Mrs. Pravinaben Shah	Promoter	3,500	0.24
9.	Mr. Sandeep R. Mehta	Promoter Group	12	0.001
10.	Mrs. Namita Rajnibhai	Promoter Group	12	0.001
	<b>Total</b>		<b>14,67,060</b>	<b>99.998</b>

(c) 2 years prior to the date of filing this Draft Prospectus: Not Applicable as our Company was incorporated on December 11, 2018. However, the list our top shareholders as on FY 2018-19 is as follows:

Sr. No.	Name Of The Shareholders	Category of Shareholder	No. Of Shares	% of the Pre-Issue Capital
1.	Mr. Bharat Rasiklal Shah	Promoter	2,89,607	19.74
2.	Mr. Shubham Bharatbhai Shah	Promoter	155,768	10.62
3.	Mrs. Pravinaben Shah	Promoter	3,000	0.20
	<b>Total</b>		<b>4,48,375</b>	<b>30.56</b>

26. None of our Directors or Key Managerial Personnel holds Equity Shares in our Company, except as mentioned below and as stated in the chapter titled 'Our Management' beginning on page no. 90 of this Draft Prospectus.

Sr. No.	Name of the KMP's	Designation	No. of Shares held in our Company	% of pre-issue paid-up Equity Share Capital
1.	Mr. Shubham Bharatbhai Shah	MD & CFO	1,81,729	12.39
2.	Mr. Bharat Rasiklal Shah	WTD	10,96,599	74.75
3.	Mrs. Pravinaben Shah	Non-Executive Director	3,500	0.24
	<b>Total</b>		<b>12,81,828</b>	<b>87.38</b>

27. There will be no further issue of capital, whether by way of issue of bonus shares, preferential allotment, and rights issue or in any other manner during the period commencing from the date of this Draft Prospectus until the Equity Shares have been listed. Further, our Company presently does not have any intention or proposal to alter our capital structure for a period of six months from the date of opening of the Issue, by way of split/consolidation of the denomination of Equity Shares or further issue of equity shares (including issue of securities convertible into exchangeable, directly or indirectly, for our equity shares) whether preferential or otherwise, except that if we enter into acquisition(s) or joint venture(s), we may consider additional capital to fund such activities or to use equity shares as a currency for acquisition or participation in such joint ventures or for regulatory compliance or such other scheme of arrangement or any other purpose as the Board may deem fit, if an opportunity of such nature is determined by its Board of Directors to be in the interest of our Company.
28. There are no other persons belonging to the category “Person Acting in Concert” who are holding the securities (including shares, warrants, convertible securities of our Company more than 5% of the total number of shares as on the date of this Draft Prospectus.
29. There are no other persons belonging to the category “Public” who are holding the securities (including shares, warrants, convertible securities of our Company more than 5% of the total number of shares as on the date of this Draft Prospectus.
30. Except as mentioned below, there are no persons belonging to the category “Public” who are holding the securities (including shares, warrants, convertible securities of our Company more than 1% of the total number of shares as on the date of this Draft Prospectus:

<b>Name Of The Shareholders</b>	<b>No. Of Shares</b>	<b>% of the Pre-Issue Capital</b>
M/s Abhishek Finlease Limited	62,708	4.27
M/s Vivid Merchantile Limited	61,250	4.17
Mr. Mukeshkumar Sevantilal Surani	43,750	2.98

31. Our Company, our Promoters, our Directors and the Lead Manager to the Issue have not entered into any buy-back, standby or similar arrangements with any person for purchase of our Equity Shares from any person.
32. There are no safety net arrangements for this Public Issue.
33. An oversubscription to the extent of 10% of the Net Issue can be retained for the purposes of rounding off to the minimum allotment lot, while finalizing the Basis of Allotment. Consequently, the actual Allotment may go up by a maximum of 10% of the Net Issue, as a result of which, the post-issue paid up capital after the Issue would also increase by the excess amount of Allotment so made. In such an event, the Equity Shares held by our Promoters and subject to lock-in shall be suitably increased; so as to ensure that a minimum of 20% of the post issue paid-up capital is locked in.
34. An investor cannot make an application for more than the number of Equity Shares offered in this Issue, subject to the maximum limit of investment prescribed under relevant laws applicable to each category of investor.
35. Investors may note that in case of over-subscription, allotment will be on proportionate basis as detailed under “**Basis of Allotment**” in the chapter titled “**Issue Procedure**” beginning on page no. 173 of this Draft Prospectus.
36. In case of over-subscription in all categories the allocation in the Issue shall be in accordance with the requirements of regulation 253(2) of SEBI (ICDR) Regulations, 2018 and its amendments from time to time.
37. Under-subscription in the net issue, 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 Lead Manager and the Designated Stock Exchange. Such inter-se spill over, if any, would be effected in accordance with applicable laws, rules, regulations and guidelines
38. The unsubscribed portion in any reserved category (if any) may be added to any other reserved category.

39. The unsubscribed portion, if any, after such inter se adjustments among the reserved categories shall be added back to the net offer to the public portion.
40. As per RBI regulations, OCBs are not allowed to participate in the Issue.
41. The Issue is being made through Fixed Price method.
42. None of the other Promoters and members of our Promoter Group will participate in this Issue.
43. Our Company has not raised any bridge loan against the proceeds of the Issue.
44. Our Company undertakes that at any given time, there shall be only one denomination for our Equity Shares, unless otherwise permitted by law.
45. Our Company shall comply with such accounting and disclosure norms as specified by SEBI from time to time.
46. An Applicant cannot make an application for more than the number of Equity Shares being issued through the Issue, subject to the maximum limit of investment prescribed under relevant laws applicable to each category of investors.
47. No payment, direct or indirect in the nature of discount, commission and allowance or otherwise shall be made either by us or our Promoters to the persons who receive allotments, if any, in the Issue.
48. We have 12 shareholders as on the date of filing of this Draft Prospectus.
49. Our Company has not made any public issue (including any rights issue to the public) since its incorporation.
50. Neither the Lead Manager, nor their associates hold any Equity Shares of our Company either directly or indirectly as on the date of this Draft Prospectus.
51. There is no "Buyback", "Standby", or similar arrangement for the purchase of Equity Shares by our Company/Promoters/Directors/Lead Manager for purchase of Equity Shares offered through the Draft Prospectus.

## SECTION V – PARTICULARS OF THE ISSUE

### OBJECTS OF THE ISSUE

The Fresh Issue includes a public Issue of 13,65,000 equity shares of our Company at an Issue Price of Rs. 36/- per Equity Share.

This Issue is being undertaken to meet the objects, as set forth herein, and to realize the benefits of listing of our Equity Shares on Stock Exchanges, which in our opinion would enhance our Company's visibility, brand name and enable us to avail of future growth opportunities. The other Objects of the Issue also include creating a public trading market for the Equity Shares of our Company by listing them on BSE SME Platform.

The Net Proceeds from the Issue are proposed to be utilized by our Company for the following objects:

- 1) Additional Working Capital;
- 2) General Corporate Expenses and
- 3) To meet the expenses of the Issue.

Further, we believe that the listing of our Equity Shares will enhance our visibility and brand name among existing and potential customers.

The main objects of our Memorandum of Association permits us to undertake our existing activities and the activities for which the funds are being raised by us, through the present Issue.

#### Issue Proceeds

The details of the issue proceeds are summarized below:

Particulars	Amount(Rs. In Lakhs)
Gross Proceeds from the Issue	491.40
Less: Issue related expenses	(25.00)
<b>Net Proceeds</b>	<b>466.40</b>

#### Utilization of Net Proceeds:

We intend to utilize the proposed net proceeds in the manner set forth below:

(Rs. In Lakhs)			
Sr. No.	Particulars	Amount	% of the Gross Proceeds
1.	Additional Working Capital	460.00	93.61
2.	General Corporate Expenses	6.40	1.30

#### Means of Finance

We propose to meet the requirement of funds for the stated objects of the Issue from the Issue/IPO Proceeds only. Hence, no amount is required to be raised through means other than the Issue Proceeds.

(Rs. In Lakhs)				
Sr. No.	Objects of the Issue	IPO Proceeds	Internal Accruals	Working Capital Facility from the Bank
1.	Additional Working Capital	460.00	-	-
2.	General Corporate Expenses	6.40	-	-
3.	To meet the expenses of the Issue	25.00	4.00	-
	<b>Total</b>	<b>491.40</b>	<b>4.00</b>	<b>-</b>

Accordingly, 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 which requires our Company/ Issuer Company to make firm arrangements of finance through verifiable means for 75% of the stated means of finance, excluding the Issue Proceeds and existing identifiable internal accruals is not applicable to our Company.

## Fund Requirements

Our fund requirements and deployment are based on the estimates of our management. These are based on current plans and 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. Further, these estimates have not been appraised and/or verified by the Lead Merchant Banker or any bank or financial institution or any other external agency.

Our management, in response to the competitive and dynamic nature of the industry and specifically that of our business, will have the discretion to revise its business plan and expenditure from time to time and consequently our funding requirement and deployment of funds may also change. This may, subject to compliance with applicable laws and regulations also include rescheduling and/ or revising the proposed utilization of Proceeds and increasing or decreasing expenditures 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.

### Schedule of implementation and Deployment of Funds

(Rs. In Lakhs)

Sr. No.	Objects of the Issue	Amount to be funded from the Net Proceeds	Funds already deployed	Estimated Utilization of Net Proceeds (for FY 2019-20)
1.	Additional Working Capital	460.00	-	460.00
2.	General Corporate Expenses	6.40	-	6.40
3.	To meet the expenses of the Issue	25.00	4.00	21.00
	<b>Total</b>	<b>491.40</b>	<b>4.00</b>	<b>487.40</b>

The funds deployed up to December 18, 2019 pursuant to the object of the fresh Issue as certified by the Auditors of our Company, viz. M/s. Bhagat & Co., Chartered Accountants pursuant to their certificate dated December 18, 2019.

### Note:

As on the date of this Draft Prospectus, our Company has not deployed any funds towards the objects of the Fresh Issue except as stated above. The amount deployed so far toward issue expenses shall be recouped out of the Issue Proceeds.

While we intend to utilize the Fresh Issue Proceeds in the manner provided above, in the event of a surplus, we will use such surplus towards general corporate purposes including meeting future growth requirements. In case of variations in the actual utilization of funds earmarked for the purposes set forth above, increased fund requirements for a particular purpose may be financed by surplus funds, if any, available in respect of the other purposes for which funds are being raised in this Issue.

In the event of any shortfall in the Net Proceeds or in case of delay in raising funds through the IPO, our Company may deploy certain amounts towards any of the above mentioned Object of Issue through a combination of Internal Accruals and/ or seeking additional debt from existing and future lenders. However, we confirm that except as mentioned in "*Statement of Financial Indebtness*" on page no. 145 of this Draft Prospectus, no other secured/ unsecured / bridge financing/ etc has been availed as on date of filing this Draft Prospectus for the above mentioned objects, which shall be subject to being repaid from the Issue Proceeds.

We further confirm that no part of the Issue Proceed shall be utilized for repayment of any part of outstanding unsecured loan as on date of filing the Draft Prospectus.

## DETAILS OF THE OBJECTS OF THE ISSUE

### I. TO MEET INCREMENTAL WORKING CAPITAL REQUIREMENTS

Our company involved in the business of jewellery and same requires necessary working capital to ensure continuous progress and the smooth conduct of the business, making necessary payouts, meeting with the regular



business expenditures etc. In order to meet to with the continuous flow of capital, our company utilizes its internal accruals, short term loans, obtains unsecured loan from its Promoters, Directors and Relatives. As on March 31, 2019 and period ended September 30, 2019, the Company's net working capital consisted of Rs. 166.72 Lakhs and 506.23 Lakhs respectively.

Based on the internal workings by our Management and considering the existing and future growth of our Company, the total working capital needs of Rs. 603.06 Lakhs is expected to reach at the end of FY 2019-2020.

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

<b>(Rs. In Lakhs)</b>			
Particulars	2018-19 (Audited)	As on Sept. 30, 2019 (Audited)	2019-20 (Estimated)
<b><i>Current Assets</i></b>			
Inventories	145.67	504.23	605.08
Cash and Cash Equivalents	0.57	33.38	38.39
Trade Receivables	0	32.15	40.19
Short-term Loan and Advances	0.03	0.17	0.19
Other Current Asset	21.67	-	-
<b>TOTAL CURRENT ASSETS (A)</b>	<b>167.94</b>	<b>569.93</b>	<b>683.84</b>
<b><i>Current Liabilities</i></b>			
Other Current Liabilities	-	3.00	3.75
Trade Payables	-	53.03	66.28
Short-term Provisions	1.22	7.67	10.738
<b>TOTAL CURRENT LIABILITIES (B)</b>	<b>1.22</b>	<b>63.70</b>	<b>80.78</b>
<b>TOTAL WORKING CAPITAL REQUIREMENTS (A-B)</b>	<b>166.72</b>	<b>506.23</b>	<b>603.06</b>
<b><i>Funding Pattern:</i></b>			
Funding Through IPO	-	-	460.00
Balance funding already done	-	-	-
Working Capital Facilities from Banks &/or funded through internal accruals	166.72	506.23	143.06

***Assumptions for Working Capital Cycle***

Particulars	2018-19 (Audited)	As on Sept. 30, 2019 (Audited)	2019-20 (Estimated)
<b><i>Current Assets</i></b>			
<b><i>Inventories</i></b>			
Finished Goods	3	2	3
Trades Receivables	0	33	40
<b><i>Current Liabilities other than short-term borrowings</i></b>			
Trade Payables	0	26	21

Note: While the trade receivables, is in terms of number of days of 'Sales', the other parameters namely inventories and current liabilities other than short-term borrowings are in terms number of days of 'cost of sales'.

***Basis of estimation of working capital requirement***

Particulars	No. of Days	
Inventory: Finished Stock	2	The holding period for finished goods for period ended September, 2019 is 2 days and for FY 2019-20, it is estimated of 3 days.
Trades Receivables/ Debtor's	33	The company has been dealing in their products to clients on credit basis. In line with custom of the trade the holding period of trade receivables is 33 days for period ended on

Particulars	No. of Days	
		September, 2019 and estimated of 40 days for the FY 2019-20.
Trade Payables / Creditors	26	The company generally does business on credit basis. However, the Company will strive to adhere to stricter credit policy to achieve better and favourable pricing terms and ensure continued relationship with existing suppliers. It is 26 days for the period ended on September, 2019 and estimated at 21 days in FY 2019-20.

## II. GENERAL CORPORATE EXPENSES

Our management, in accordance with the policies of our Board, will deploy Rs. 6.40 Lakhs from Net Proceeds towards the general corporate expenses to drive our business growth.

In accordance with the policies set up by our Board, we have flexibility in utilizing the remaining Net Proceeds not exceeding 25% of the amount raised by our Company through this Issue, for general corporate purpose including but not restricted to, meeting operating expenses, branding, promotion, advertisements and meeting exigencies, which the Company in the ordinary course of business may not foresee or any other purposes as approved by our Board of Directors, subject to compliance with the necessary provisions of the Companies Act.

Further, our management confirms that

- any issue related expenses shall not be considered as a part of General Corporate Purpose; and
- the amount deployed towards general corporate expense, as mentioned above in this Draft Prospectus, shall not exceed 25% of the amount raised by our Company through this Issue.

## III. TO MEET THE EXPENSES OF THE ISSUE

The total expenses of the Issue are estimated to be approximately Rs. 25.00 Lakhs which is 5.09% of the Gross Proceeds. 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:

(Rs. In Lakhs)		
Sr. No.	Particulars	Amount
1.	Issue management fees including fees and reimbursements of Market Making fees and payment to other intermediaries such as Legal Advisors to the IPO, Registrars and other out of pocket expenses.	20.00
2.	Printing & Stationery, Advertisement, Distribution, Postage, etc	2.55
3.	Listing Fees, Market Regulatory & other expenses	2.45
	<b>Total</b>	<b>25.00</b>

@ please note that the cost mentioned is an estimate quotation as obtained from the respective parties and excludes GST, interest rate and inflation cost.

### Note:

1. Up to December 18, 2019, Our Company has deployed/incurred expense of Rs. 4.00 Lakhs towards Issue Expenses out of internal accruals duly certified by Statutory Auditor M/s. Bhagat & Co., Chartered Accountants vide its certificate dated December 18, 2019.
2. The amount deployed so far toward issue expenses shall be recouped out of the issue proceeds.

### Bridge Financing Facilities

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

### Appraisal by Appraising Agency

The fund requirements and deployment is based on internal management estimates and has not been appraised by any banks or financial institutions.

### **Interim Use of Funds**

Pending utilization of the Net Proceeds for the purposes described above, our Company will deposit the Net Proceeds with scheduled commercial banks included in schedule II of the RBI Act, 1934, as amended from time to time. Such deposits will be approved by our management from time to time.

In accordance with Section 27 of the Companies Act, 2013, our Company confirms that, pending utilization of the Net Proceeds of the Offer as described above, it shall not use the funds from the Net Proceeds for any investment in equity and/or real estate products and/or equity linked and/or real estate linked products.

### **Monitoring of Issue Proceeds**

As the size of the Fresh Issue does not exceed Rs. 10,000 Lakhs, in terms of Regulation 262 of the SEBI ICDR Regulations, our Company is not required to appoint a monitoring agency for the purposes of this Issue. Our Board and the management will monitor the utilization of the Net Proceeds through its audit committee.

Pursuant to 32 of the SEBI (LODR) Regulations, 2015, our Company shall on half-yearly basis disclose to the Audit Committee the applications of the proceeds of the Issue. On an annual basis, our Company shall prepare a statement of funds utilized for purposes other than stated in this Prospectus and place it before the Audit Committee. Such disclosures shall be made only until such time that all the proceeds of the Issue have been utilized in full. Until such time as any part of the Net Proceeds remains unutilized, our Company will disclose the utilization of the Net Proceeds under separate heads in our Company's balance sheet(s) clearly specifying the amount of and purpose for which Net Proceeds have been utilized so far, and details of amounts out of the Net Proceeds that have not been utilized so far, also indicating interim investments, if any, of such unutilized Net Proceeds. In the event that our Company is unable to utilize the entire amount that we have currently estimated for use out of the Net Proceeds in a fiscal, we will utilize such unutilized amount in the next fiscal.

Further, in accordance with Regulation 32(1)(a) of the SEBI (LODR) Regulations, 2015, our Company shall furnish to the Stock Exchanges on a half yearly basis, a statement indicating material deviations, if any, in the utilization of the Net Proceeds for the objects stated in this Draft Prospectus.

### **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. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution shall specify the prescribed details as required under the Companies Act and applicable rules. The notice in respect of such resolution to Shareholders shall simultaneously be published in the newspapers, one in English and one in vernacular language of the jurisdiction where our Registered Office is situated. The Shareholders who do not agree to the proposal to vary the objects, our Promoter or controlling Shareholders will be required to provide an exit opportunity to such Shareholders, at such a price as may be prescribed by SEBI, in this regard.

### **Other Confirmations**

No part of the Issue Proceeds will be paid by our Company as consideration to our Promoter, Promoter Group, our Directors, Associates, Key Management Personnel or Group Companies, except as may be required in the normal course of business and in compliance with the applicable law.

## BASIS FOR ISSUE PRICE

The Issue Price is determined by our Company in consultation with the Lead Manager on the basis of the following qualitative and quantitative factors. The face value of the Equity Share is Rs. 10 and Issue Price is Rs. 36.00/- per Equity Share and is 3.6 times the face value.

The financial data presented in this section are based on our Company's restated financial statements. Investors should also refer to the sections titled '**Risk Factors**', '**Our Business**' and '**Financial Statements**' on page nos. 19, 77 and 115, respectively, of this Draft Prospectus to get a more informed view before making the investment decision.

### QUALITATIVE FACTORS

Some of the qualitative factors, which form the basis for computing the price, are –

- Established Brand Name-“Ravi Ornaments”
- Smooth credit cycle with our debtors and creditors
- Long term strong business relationships with our key suppliers
- Experienced Promoters & Management

For details of Qualitative factors please refer to the paragraph '**Our Competitive Strengths**' in the chapter titled '**Business Overview**' beginning on page no. 77 of this Draft Prospectus.

### QUANTITATIVE FACTORS

Our Company was incorporated on December 11, 2018. Therefore, the information presented below relating to the Company is based on the restated financial statements of the Company for 6 months ending on September 30, 2019 and Financial Years ending March 31, 2019, 2018 and 2017 prepared in accordance with Indian GAAP.

Please note that the financial data for FY 2017-18, 2016-17 is for the Erstwhile Proprietary Firm- Ravi Ornaments and financial data for September 30, 2019 and FY 2018-19 is for the Company- RO Jewels Limited. For details on combined financial data for the Erstwhile Proprietary Firm- Ravi Ornaments and for the Company- RO Jewels Limited, please refer to "**Our Results of Operation**" in the chapter titled "**Management's Discussion And Analysis Of Financial Conditions And Results Of Operations**" beginning on page no. 137 of this Draft Prospectus.

Some of the quantitative factors, which form the basis for computing the price, are as follows:

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

Period	Basic and Diluted EPS (In Rs.)
Fiscal 2019	2.51
As on 30-09-2019 (Non-Annualized)	1.03

#### Notes:

- The figures disclosed for FY 2018-19 above are based on the restated financial statements of the Company and combined figures of our Company and Proprietary Firm as mentioned under "**Management's Discussion And Analysis Of Financial Conditions And Results Of Operations**" beginning on page no. 137 of this Draft Prospectus.
- The face value of each Equity Share is Rs. 10.00.
- Earnings per Share has been calculated in accordance with Accounting Standard 20 – "**Earnings per Share**" issued by the Institute of Chartered Accountants of India.
- The above statement should be read with Significant Accounting Policies and the Notes to the Restated Financial Statements as appearing in Annexure 04 on page no.122.
- Basic Earnings per share = Net profit/ (loss) after tax, as restated attributable to equity shareholders /Weighted average number of shares outstanding during the year/ period.
- Diluted Earnings per share = Net profit after tax, as restated / Weighted average number of diluted equity shares outstanding during the year/ period.
- Weighted average = Aggregate of year-wise weighted EPS divided by the aggregate of weights i.e. [(EPS x Weight) for each fiscal] / [Total of weights].

#### 2. Price to Earnings (P/E) ratio in relation to Issue Price of Rs. 36:

Particulars	P/E at the Issue Price of Rs. 36
Based on the combined EPS of Rs. 2.51 for the year ended	14.34

Particulars	P/E at the Issue Price of Rs. 36
March 31, 2019	
<b>Industry P/E</b>	
Highest (Titan Company Ltd)	73.20
Lowest (Goldiam International Ltd)	6.30
Average	39.75

Note:

(i) Source for industry P/E: [www.bseindia.com](http://www.bseindia.com)

(ii) P/E Ratio = Issue Price/ EPS

### 3. Average Return on Net Worth (RoNW):

Period	Return on Net Worth (%)
Fiscal 2019	1.38
As on 30-09-2019 (Non-Annualized)	2.91

Note:

(i) The RONW has been computed by dividing net profit after tax(excluding exceptional income, if any) as restated, by Net Worth (excluding revaluation reserve, if any) as at the end of the year/ period excluding miscellaneous expenditure to the extent not written off.

(ii) Weighted average = Aggregate of year-wise weighted RoNW divided by the aggregate of weights i.e. [(RoNW x Weight) for each fiscal] / [Total of weights].

(iii) The figures disclosed for FY 2018-19 above are based on the restated financial statements of the Company and combined figures of our Company and Proprietary Firm as mentioned under "Management's Discussion And Analysis Of Financial Conditions And Results Of Operations" beginning on page no. 137 of this Draft Prospectus.

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

Particulars	NAV (in Rs.)
As on March 31, 2019	43.68
As on 30-09-2019 (Non-Annualized)	35.21
NAV after the Issue	35.06
Issue Price	36.00

Note:

- NAV per Equity Share will be calculated as net worth divided by number of equity shares outstanding at the end of the year.

- The figures disclosed for FY 2018-19 above are based on the restated financial statements of the Company and combined figures of our Company and Proprietary Firm as mentioned under "Management's Discussion And Analysis Of Financial Conditions And Results Of Operations" beginning on page no. 137 of this Draft Prospectus.

### 5. Comparison of Accounting Ratios with Peer Group Companies:

Sr. No.	Particulars	Face Value (In Rs.)	EPS (In Rs.)	P/E Ratio	RONW (%)	NAV (In Rs.)
1.	<b>RO Jewels Limited <sup>1</sup></b>	<b>10.00</b>	<b>1.03</b>	<b>14.34 <sup>2</sup></b>	<b>2.91</b>	<b>35.21</b>
2.	Narbada Gems and Jewellery Ltd.	10.00	2.05	13.78	12.82	16.94
3.	Vaibhav Global Ltd	10.00	10.34	76.29	6.30	164.99

Notes:

(i) Source: [www.bseindia.com](http://www.bseindia.com)

(ii) <sup>1</sup> Based on September 30, 2019 restated financial statement .

(iii) <sup>2</sup> Price Earning (P/E) Ratio in relation to the Issue Price of Rs. 36/-.

(iv) The peer group identified is broadly based on the different product lines that we are into, but their scale of operations is not necessarily comparable to us.

(v) Considering the nature and size of business of the Company, the peer is not strictly comparable. However, the same has been included for broad comparison.

- The face value of Equity Shares of our Company is Rs. 10 per Equity Share and the Issue Price of Rs. 36/- Per Equity Share is 3.6 times the face value.
- The Issue Price of Rs. 36 per equity share is determined by our Company in consultation with the Lead Manager and 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 Statement' beginning on page no. 19, 76 and 115, respectively of this Prospectus.

## STATEMENT OF TAX BENEFITS

To,  
The Board of Directors,  
**RO Jewels Limited**  
202, Shri Virkala Complex,  
M.G. Haveli R,  
Manekchowk Co. Op Bank,  
Manekchowk, Ahmedabad,  
Gujarat, India, 380001

**Sub: Statement of possible special tax benefits (“the Statement”) available to RO Jewels Limited (“the Company”) and its shareholders is prepared in accordance with the requirements in Point No. 9 (L) of Part A of Schedule VI of the Securities Exchange Board of India (Issue of Capital Disclosure Requirements) Regulations 2018, as amended (“the Regulations”)**

**Ref.: Proposed Public Issue of 13,65,000 equity shares of face value of Rs. 10.00 each for cash at a price of Rs. 36.00 (Including Share Premium of Rs. 26.00/- per Equity Share) per Equity Share aggregating Rs. 491.40 Lakhs through the fixed price route**

Dear Sir/Madam,

We hereby report that this certificate along with the annexure (hereinafter referred to as “**The Statement**”) states the possible special tax benefits available to the Company and the shareholders of the Company under the Income Tax Act, 1961 (‘IT Act’) (read with Income Tax Rules, Circulars and Notifications) as amended by the Finance Act, 2019 (i.e. applicable to F.Y. 2019-20 relevant to A.Y. 2020-21) (hereinafter referred to as the “IT Regulations”) and under the Goods And Service Tax Act, 2017 (read with Goods And Service Tax[GST] Rules, Circulars and Notifications), presently in force in India. The Statement has been prepared by the management of the Company in connection with the proposed Public Issue, which we have initialed for identification purposes only.

Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the said relevant provisions of the tax laws and regulations applicable to the Company. 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 or may not choose to fulfill or face in the future.

The benefits discussed in the enclosed annexure cover only special tax benefits available to the Company and its shareholders and do not cover any general tax benefits available to the Company or its shareholders. Further, the preparation of enclosed statement and the contents stated therein is not exhaustive and is the responsibility of the Company’s management. This statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. 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 public issue, particularly in view of ever changing tax laws in India. Further, we give no assurance that the income tax authorities/ other indirect tax authorities/courts will concur with our views expressed herein.

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

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

The contents of this 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 and the provisions of the tax laws.

Our views are based on facts indicated to us, the existing provisions of tax law and its interpretations, which are subject to change or modification from time to time. Any such changes, which could also be retrospective, could have an effect on the validity of our views stated herein. We assume no obligation to update this statement on any such events subsequent, which may have a material effect on the discussions herein. Our views are exclusively for the limited use of the captioned Company in connection with its proposed public issue referred to herein above and shall not, without our prior written consent, be disclosed to any other person.

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 along with the annexure 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 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.

Yours faithfully,

**For M/s BHAGAT & CO.**

**Chartered Accountants**  
**Firm Registration No.: 127250W**  
**Sandip H. Mulchandani**  
**Membership No.144241**  
**Partner**

**Place: Ahmedabad**

**Date: December 18, 2019**

## ANNEXURE TO THE STATEMENT OF SPECIAL TAX BENEFITS

Outlined below are the possible special tax benefits available to the Company and its shareholders under the current direct tax laws in India for the financial year 2019-20. 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 SHAREHOLDERS**

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

#### **Notes:**

- 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.
- 3) The above statement of possible special tax benefits are as per the current direct tax laws relevant for the F.Y. 2019-20 relevant to A.Y. 2020-21.

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.

**For M/s BHAGAT & CO.**

**Chartered Accountants**  
**Firm Registration No.: 127250W**  
**Sandip H. Mulchandani**  
**Membership No.144241**  
**Partner**

**Place:** Ahmedabad  
**Date:** December 18, 2019



## SECTION VIII – ABOUT US

### INDUSTRY OVERVIEW

*The information in this section has not been independently verified by us or any other person connected with the Issue or by any of our or their respective affiliates or advisors. This section also includes extracts from publicly available information, data and statistics and has been derived from various government publications and industry sources. The data may have been re-classified by us for the purposes of presentation. The information may not be consistent with other information compiled by third parties within or outside India. Industry sources and publications generally state that the information contained therein has been obtained from sources it believes to be reliable, but their accuracy, completeness and underlying assumptions are not guaranteed, and their reliability cannot be assured. Industry and government publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry and government sources and publications may also base their information on estimates, forecasts and assumptions which may prove to be incorrect. Accordingly, investment decisions should not be based on such information. Further, the Investors should read the entire Draft Prospectus, including the information contained in the sections titled “Risk Factors” and “Financial Statements” and related notes beginning on page no. 19 and 115 respectively of this Draft Prospectus before deciding to invest in our Equity Shares.*

#### **Introduction**

The Gems and Jewellery sector plays a significant role in the Indian economy, contributing around 7 per cent of the country’s GDP and 15 per cent to India’s total merchandise exports. It also employs over 4.64 million workers and is expected to employ 8.23 million by 2022. One of the fastest growing sectors, it is extremely export oriented and labour intensive.

Based on its potential for growth and value addition, the Government of India has declared the Gems and Jewellery sector as a focus area for export promotion. The Government has recently undertaken various measures to promote investments and to upgrade technology and skills to promote ‘Brand India’ in the international market.

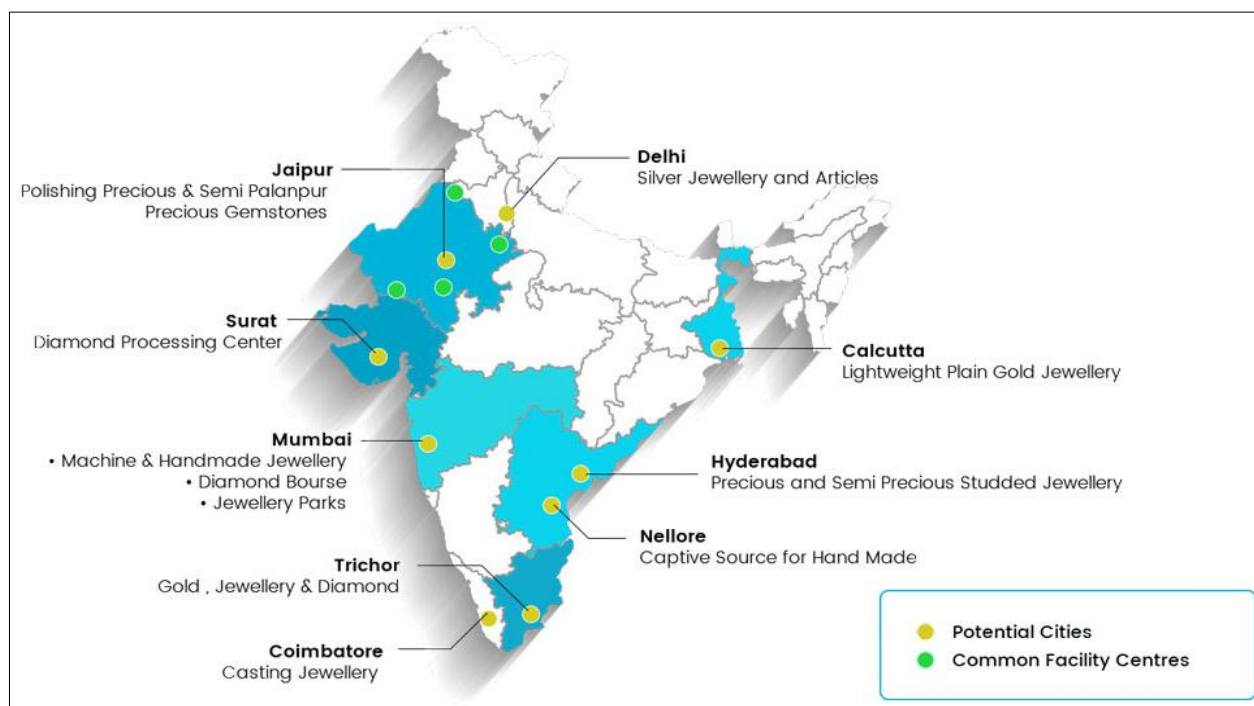
India is deemed to be the hub of the global jewellery market because of its low costs and availability of high-skilled labour. India is the world’s largest cutting and polishing centre for diamonds, with the cutting and polishing industry being well supported by government policies. Moreover, India exports 75 per cent of the world’s polished diamonds, as per statistics from the Gems and Jewellery Export promotion Council (GJEPC). India's Gems and Jewellery sector has been contributing in a big way to the country's foreign exchange earnings (FEEs). The Government of India has viewed the sector as a thrust area for export promotion. The Indian government presently allows 100 per cent Foreign Direct Investment (FDI) in the sector through the automatic route.

#### **Market size**

India is one of the largest exporters of gems and jewellery and the industry is considered to play a vital role in the Indian economy as it contributes a major chunk to the total foreign reserves of the country. The Goods and Services Tax (GST) and monsoon will steer India’s gold demand going forward.

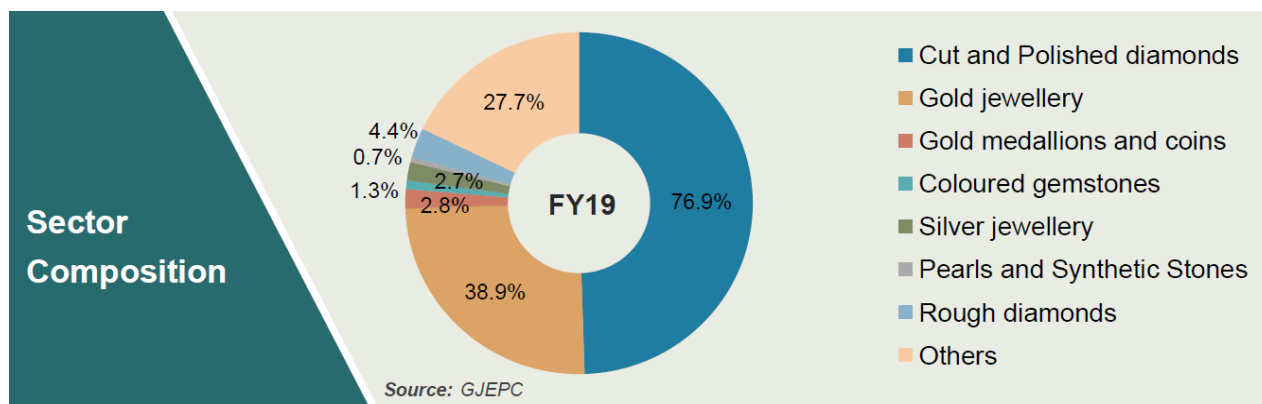
The gems and jewellery market in India is home to more than 300,000 players, with the majority being small players. Its market size is about US\$ 75 billion as of 2017 and is expected to reach US\$ 100 billion by 2025. It contributes 29 per cent to the global jewellery consumption.

Source: <https://www.ibef.org/industry/gems-jewellery-india.aspx#>



Source: <https://www.fdi.finance/sectors/gems-and-jewellery>

- India exports of gems and jewellery are composed of a variety of items like cut and polished diamonds, gold and silver jewellery, gold medallions and coins, coloured gemstones, pearls and synthetic stones, rough diamonds etc. Cut and polished diamonds account for the highest share of 76.93 per cent in total gems and jewellery exports as India exports 75 percent of the world’s polished diamonds.
- Gold jewellery accounts for the second highest share of 38.85 per cent followed by others with a share of 27.70 per cent and silver jewellery with a share of 2.71 per cent .
- Rough diamonds account for 4.37 per cent of the total gems and jewellery exports.
- India’s overall gross exports of gems and jewellery declined by 3.12 per cent to US 39.68 billion during FY 2018 2019 as compared to US 40.96 billion of FY( 2017 2018).



Source: <https://www.ibef.org/download/Gems-and-Jewellery-September-2019.pdf>

## Size



Market Size:  
US\$ **75** billion  
in 2017



More than **300,000**  
gems and  
jewellery players



Contributes about  
**7%** to India's  
Gross Domestic Product



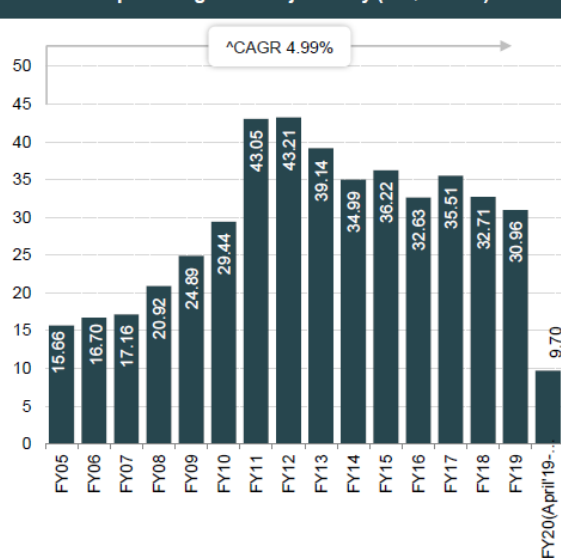
Employs over  
**4.64 million**  
employees

Source: <https://www.ibef.org/industry/gems-jewellery-india/infographic>

## Net Exports Of Gems And Jewellery

- Gems and jewellery industry plays a vital role as it is one of the largest exporters and contributes a major chunk to the total foreign reserves of the country. The net exports rose from US\$ 15.66 billion in FY2004-05 to US\$ 30.96 billion in FY 2018-19, at a CAGR of 4.99 per cent over FY05-19.
- In FY18, Hong Kong, UAE and US accounted for 33 per cent, 25 per cent and 23 per cent respectively, accounted as major export destinations of gems and jewellery.
- The net exports of gems and jewellery stood at US\$ 9.70 billion in FY20P (April'10-July'19, Provisional).
- Exports of gold coins and medallions stood at US\$ 686.51 million and silver jewellery exports stood at US\$ 765.98 million in FY19\*.
- Deals worth Rs 8,000 crore (US\$ 1.19 billion) were made at the Indian International Jewellery Show held in August 2018.

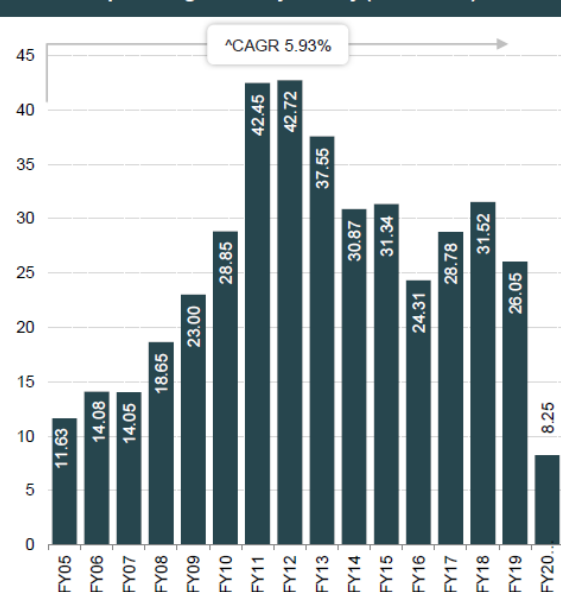
Net exports of gems and jewellery (US\$ billion)



## Imports Of Gems And Jewellery

- India is a major importer of gems and jewellery as well.
- India's total gems and jewellery imports rose from US\$ 11.63 billion in FY05 to US\$ 26.05 billion in FY19, thereby registering a compound annual growth rate (CAGR) of 5.93 per cent.
- India's imports of gems and jewellery stood at US\$ 8.25 billion in FY20 (April'19 to July'19 Provisional).

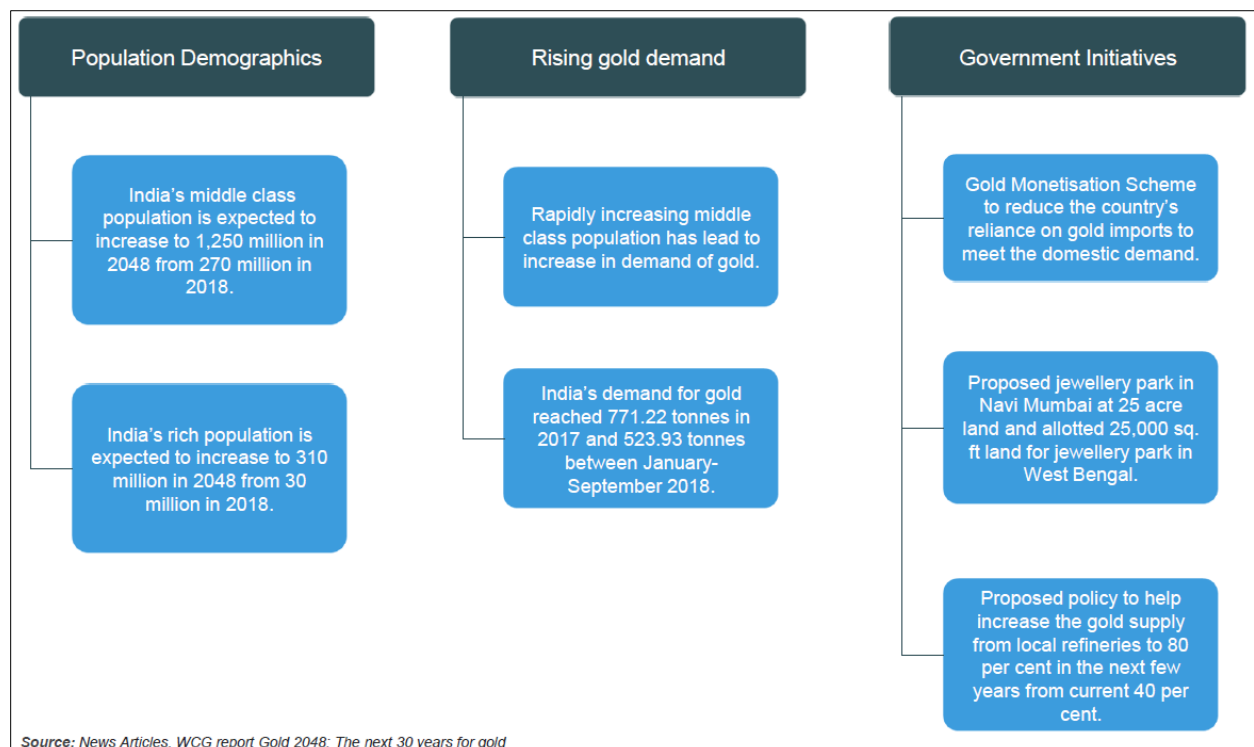
Imports of gems and jewellery (US\$ billion)



## Strategies Adopted

<b>Expansion and opening of exclusive showrooms</b>	<ul style="list-style-type: none"> <li>▪ Companies are indulging in expansion to more and more cities as well as expanding across the value chain. Retailers are focusing on opening exclusive showrooms especially in Tier I cities to attract the urban customers.</li> <li>▪ Kalyan Jewellers is planning to open three showrooms as a part of its expansion plans in Oman.</li> <li>▪ Malabar Gold &amp; Diamonds to create history by inaugurating 11 showrooms in a single day in 6 countries.</li> </ul>
<b>Online selling by gems and jewellery retailers</b>	<ul style="list-style-type: none"> <li>▪ Majority of the players in the Indian market have started selling jewellery online; for example Malabar Gold, Tanishq, Tribhovandas Bhimji Zaveri, PC Jewellers , etc.</li> <li>▪ The growth of online jewellery is driven by increasing internet penetration rates, growth in high net worth individuals' population and availability of low online jewellery prices.</li> <li>▪ Some companies have also tied up with e-commerce companies like Amazon India for selling their jewellery; for example Joyalukkas.</li> <li>▪ Online sales are expected to account for 1-2 per cent of the fine jewellery segment.</li> </ul>
<b>Buyback guarantee on gold jewellery</b>	<ul style="list-style-type: none"> <li>▪ Companies are also giving buy back option to customers on jewellery within certain days after the purchase and based on certain terms and conditions.</li> </ul>
<b>Finance facility</b>	<ul style="list-style-type: none"> <li>▪ Companies have also started providing financial facility to their customers who cannot afford to pay the whole amount at once.</li> <li>▪ EMI payments for jewellery; certain companies like Caratlane are providing EMI at zero interest.</li> </ul>
<b>Customised jewellery</b>	<ul style="list-style-type: none"> <li>▪ Companies have also started selling customised jewellery for customers who prefer to have their jewellery altered as per their own preference; for example Malabar Gold.</li> </ul>
<b>Virtual Reality</b>	<ul style="list-style-type: none"> <li>▪ Companies such as PC Jewellers, PNG Jewellers, Popley and Sons, are planning to introduce a virtual-reality (VR) experience for their customers. The customer will have to wear a VR headset, through which they can select any jewellery, see the jewellery from different angles and zoom on it to view intricate designs.</li> </ul>

## Growth Drivers Of Gems And Jewellery Sector In India



India has always been a major country with respect to gold demand. Gold accounts for a major part of India's total gems and jewellery imports. In 2017 India's gold demand reached 771.22 tonnes which averaged up to 840 tonnes over the last 10 years Gold demand was 760.40 tonnes between January to December 2018. Rural purchases are expected to boost India's gold demand in 2018 supported by growth in farmer's income. India's demand for gold

jewellery hit a four year high in Q 1 CY 19 at 125.4 tonnes. As per world Gold Council (WGC), India's gold demand expected to soften in September 2019.

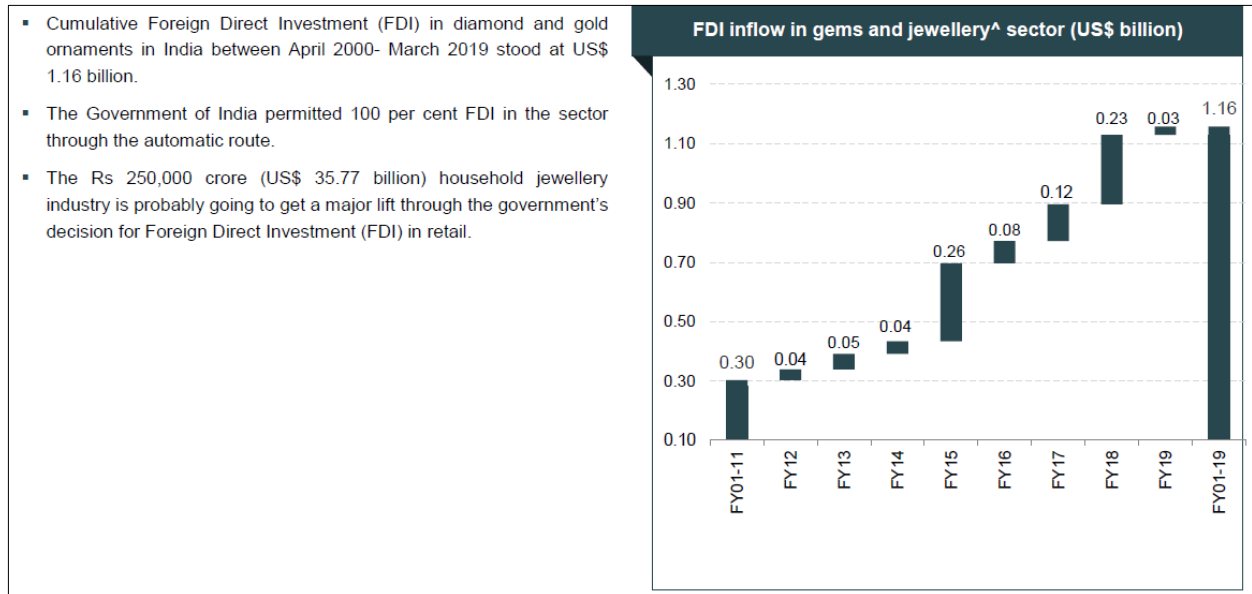
The Goods and Services Tax (GST)	<ul style="list-style-type: none"> <li>The Government of India has levied three per cent GST on gold, gold jewellery, silver jewellery and processed diamonds and 0.25 per cent on rough diamonds. Gems and Jewellery exporters are exempted from paying three per cent Integrated Goods and Services Tax (IGST) to banks from January 01, 2019.</li> <li>As per Union Budget 2019-20, the GST rate has been reduced from 18 per cent to 5 per cent (*5 per cent without Input Tax Credit (ITC)) for services by way of job work in relation to gems and jewellery, leather goods, textiles etc..</li> </ul>
Union Budget 2019-20	<ul style="list-style-type: none"> <li>Under Union Interim Budget 2019-20, the Government of India provided a tax rebate to the middle class and farmers, which is expected to boost demand for jewellery in the country..</li> </ul>
Corporate Tax Rate	<ul style="list-style-type: none"> <li>The Government of India's proposal to cut corporate tax rates to 25 per cent for micro, small and medium enterprises (MSMEs) having annual turnover up to Rs 50 crore (US\$ 7.5 million) will benefit many gems and jewellery exporters from MSME category.</li> </ul>
FDI Policy	<ul style="list-style-type: none"> <li>The Government of India has permitted 100 per cent Foreign Direct Investment (FDI) in the sector under the automatic route.</li> </ul>
Demonetisation	<ul style="list-style-type: none"> <li>The demonetisation move is encouraging people to use plastic money, debit/ credit cards for buying jewellery. This is good for the industry in the long run and will create more transparency.</li> <li>The government would notify a new limit for reporting about transactions in gold and other precious metals and stones to authorities, to avoid the parking of black money in bullion.</li> </ul>
Gold spot exchange	<ul style="list-style-type: none"> <li>The Government of India's announcement on establishing gold spot exchange could help in India's participation in determining gold price in the international markets.</li> </ul>
BIS Hallmarking Scheme	<ul style="list-style-type: none"> <li>The Bureau of Indian Standards (BIS) has revised the standard on gold hallmarking in India from January 2018. The gold jewellery hallmark will now carry a BIS mark, purity in carat and fitness as well as the unit's identification and the jeweller's identification mark. The move is aimed at ensuring a quality check on gold jewellery.</li> <li>The Government of India is considering to make hallmarking of gold jewellery sold mandatory.</li> </ul>

## Government Initiatives And Regulatory Framework

Gold Monetisation Scheme	<ul style="list-style-type: none"> <li>The Gold Monetisation Scheme was launched in November 2015. This scheme enables individuals, trusts and mutual funds to deposit gold with banks and earn interest on the same in return.</li> <li>As of January 2019, the Reserve Bank of India (RBI) has increased the scope of the gold-monetisation scheme by allowing charitable institutions and government entities to deposit gold, which is expected to boost deposits over the coming months.</li> </ul>
Sovereign Gold Bond Scheme	<ul style="list-style-type: none"> <li>The Government of India launched the Sovereign Gold Bond Scheme. This scheme enables the Reserve Bank of India (RBI) to issue gold bonds denominated in grams of gold individuals in consultation with Ministry of Finance.</li> <li>This scheme provides an alternative to owning physical gold. It is aimed at keeping a check on imports of gold.</li> </ul>
Jewellery Park	<ul style="list-style-type: none"> <li>A jewellery park worth Rs 50 crore (US\$ 7.8 million) is to be set up in Mumbai by the Government of India where local handmade workers and factories will be relocated to develop their trade, improve their work environment and standard of living.</li> <li>The Gems and Jewellery Export Promotion Council (GJEPC) signed a Memorandum of Understanding (MoU) with Maharashtra Industrial Development Corporation (MIDC) to build India's largest jewellery park in at Ghansoli in Navi-Mumbai on a 25 acres land with about more than 5000 jewellery units of various sizes ranging from 500-10,000 square feet. The overall investment of Rs 13,500 crore (US\$ 2.09 billion).</li> </ul>
Common Facility Centres (CFCs)	<ul style="list-style-type: none"> <li>The Government of India has inaugurated two Common Facility centres , one at Visnagar and second one at Palanpur. Gem Jewellery Export Promotion Council (GJEPC) has plans to open two more CFCs at Amreli and Ahmedabad. GJEPC also plans to set up a CFC at Thrissur, Kerala. Thrissur being a major jewellery cluster it would be suitable to set up a CFC to encourage in production and quality of manufacturing jewellery by creating awareness to modern machines to small units in and around Thrissur.</li> <li>A total of 200 small and medium manufacturers will receive access to the CFCs.</li> </ul>

## Increasing FDI Inflows Into The Sector

The Gems and Jewellery sector is witnessing changes in consumer preferences due to adoption of western lifestyle. Consumers are demanding new designs and varieties in jewellery, and branded jewellers are able to fulfil their changing demands better than the local unorganised players. Moreover, increase in per capita income has led to an increase in sales of jewellery, as jewellery is a status symbol in India.



Some of the key investments in this industry are listed below.

- Deals worth Rs 8,000 crore (US\$ 1.19 billion) were made at the Indian International Jewellery Show held in August 2018.
- Companies such as PC Jewellers, PNG Jewellers, Popley and Sons, are planning to introduce a virtual-reality (VR) experience for their customers. The customer will have to wear a VR headset, through which they can select any jewellery, see the jewellery from different angles and zoom on it to view intricate designs.

Source: <https://www.ibef.org/download/Gems-and-Jewellery-September-2019.pdf> and <https://www.ibef.org/industry/gems-jewellery-india.aspx>

### Road Ahead

In the coming years, growth in Gems and Jewellery sector would be largely contributed by the development of large retailers/brands. Established brands are guiding the organised market and are opening opportunities to grow. Increasing penetration of organised players provides variety in terms of products and designs. Online sales are expected to account for 1-2 per cent of the fine jewellery segment by 2021-22. Also, the relaxation of restrictions of gold import is likely to provide a fillip to the industry. The improvement in availability along with the reintroduction of low cost gold metal loans and likely stabilisation of gold prices at lower levels is expected to drive volume growth for jewellers over short to medium term. The demand for jewellery is expected to be significantly supported by the recent positive developments in the industry.

Source: <https://www.ibef.org/industry/gems-jewellery-india.aspx>

## BUSINESS OVERVIEW

*The following information is qualified in its entirety by, and should be read together with, the detailed financial and other information included in this Draft Prospectus, including the information contained in the section titled 'Risk Factors', beginning on page no.19 of this Draft Prospectus.*

*This section should be read in conjunction with, and is qualified in its entirety by, the detailed information about our Company and its financial statements, including the notes thereto, in the section titled 'Risk Factors', 'Financial Statement' beginning on page no. 19 and 115 respectively, of this Draft Prospectus.*

*Unless otherwise stated or the context otherwise requires, in relation to business operations, in this section of this Draft Prospectus, all references to "we", "us", "our" and "our Company" are to RO Jewels Limited. Unless otherwise stated or the context otherwise requires, the financial information used in this section is derived from our Restated Financial Statements.*

### Certain Conventions

In this Draft Prospectus, the terms “we”, “us”, “our”, the “Company”, “our Company”, “RO Jewels Limited” and/or “ROJL”, unless the context otherwise indicates or implies, refers to RO Jewels Limited.

All references in this Draft Prospectus to “India” are to the Republic of India. All references in the Draft Prospectus to the “U.S.”, “USA” or “United States” are to the United States of America. Unless stated otherwise, all references to page numbers in this Draft Prospectus are to the page numbers of this Draft Prospectus.

### OVERVIEW OF OUR BUSINESS

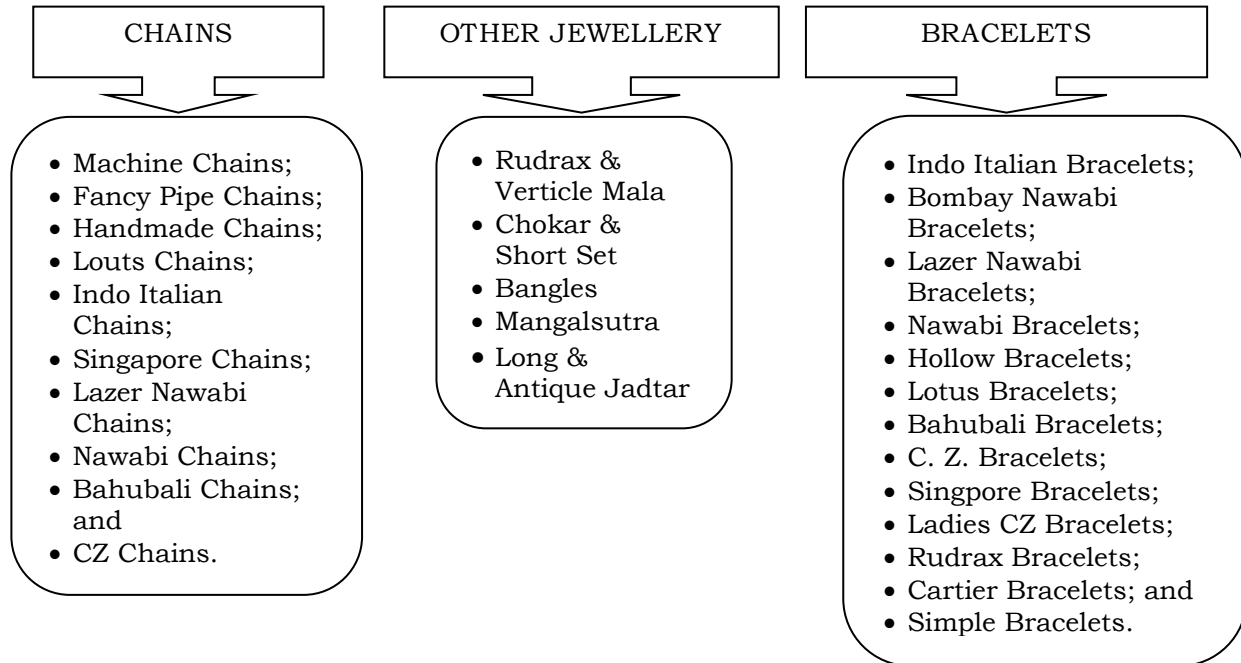
Our Company was originally incorporated RO Jewels Private Limited under the Companies Act, 2013 vide certificate of incorporation dated December 11, 2018 issued by the Registrar of Companies, Central Registration Centre, Manesar. Subsequently, Our Company was converted in to a public company pursuant to a special resolution passed by our shareholders at the EGM held on September 20, 2019 and consequently name was changed to “RO Jewels Limited” (ROJL) vide fresh certificate of incorporation dated October 01, 2019 issued by Registrar of Companies, Gujarat, Dadra and Nagar Havelli. Subsequently, our Company has acquired the business of Proprietorship Concern of one of our Promoter- Mr. Bharat Rasiklal Shah viz, M/s Ravi Ornaments through the Business Succession Agreement dated December 18, 2019. Consequently, the business of the proprietorship firm was merged into RO Jewels Limited. The CIN of the Company is U74999GJ2018PLC105540.

We are engaged in the wholesale business of gold and Silver chains. Our registered office and business of operation is based in Ahmedabad. We essentially sell gold based chains, bracelets, gold/silver bars and necklaces. We procure gold & silver majorly through the bullion market and partially from the local markets in Ahmedabad. We purchase only readymade Chains and other jewelries from the jewellery manufacturers or independent jewellery wholesalers located in Ahmedabad and Mumbai. These are then sold through our showroom situated at Manek Chowk, Ahmedabad and by our marketing and sales team directly to other jewellery stores. Our jewellery is widely sold throughout Gujarat only through B2B marketing and/ or Direct/Outbound marketing strategy.

We have a diversified portfolio for chains and jewelries that cater to our customers taste, preference, choice and the ever changing trends in the chain and jewellery designs. Our portfolio offers our customers a wide variety of traditional, Indo-western, & modern chain and jewellery. We procure chains and jewelries that are hallmarked from BIS recognized Assaying and Hallmarking Centre for our customers. The BIS hallmark, is a mark of conformity widely accepted by the consumer bestow the additional confidence to the consumer on the purity of our gold jewellery. Our promoters together have an approximate 40 years of experience in gems and jewellery industry.

Our revenue is Rs. 1,047.22 Lakhs in fiscal 6 months ending on September 30, 2019, Rs. 424.34 Lakhs in fiscal year 2019, Rs. 975.70 Lakhs in fiscal year 2018 and Rs. 574.40 Lakhs in fiscal year 2017. Our net profit after tax was Rs. 15.05 Lakhs in fiscal 6 months ending on September 30, 2019, Rs. 1.49 Lakhs in fiscal year 2019, Rs. 6.85 Lakhs in fiscal year 2018 and Rs. 5.87 Lakhs in fiscal year 2017. For further details pertaining to our financial performance, please see “**Financial Information**” beginning on page no. 115 of this Draft Prospectus.

## OUR PRODUCTS



## **OUR COMPETITIVE STRENGTHS**

- We sell under our established brand named “Ravi Ornaments” in the local jewellery market in Ahmedabad.
- We maintain long term strong business relationships with our key suppliers as we procure chains and jewelries in bulk.
- We have smooth credit cycle with our debtors and creditors. This gives us leverage over the others as there is flexibility in payment cycle.
- Our company has experienced Promoters & Management

## **OUR BUSINESS STRATEGY**

- Focus on increasing Market Share in the Domestic Market
- Grow sales in regulated markets through business arrangements
- Focus on increasing product visibility through various branding, advertising and marketing methods
- Active and regular participation in trade fairs and exhibitions

## **OUR SALES &MARKETING STRATEGY**

Currently, we sell our branded products only in Indian Markets-in Gujarat. The efficiency of the marketing and sales network is critical success factor of our Company. Our marketing team along with our promoters through their experience and good rapport with customers owing to timely and quality delivery of service plays an instrumental role in creating and expanding the sales network of our Company. The marketing channels adopted by our Company include participation in domestic trade fairs and jewellery exhibitions etc. Our marketing team maintains an ongoing relationship with our customers. They also regularly solicit prospective customers by providing them with the structured findings and updated catalogues. Further, we follow structured approach for our product development which involves market research, sales analysis and brand development. We share our findings with our existing and potential customers in securing new orders.

## **COMPETITION**

Jewellery retailing trade is a highly competitive industry. The location wherein company presently has its showroom, has national, local organized and unorganized players. The company carries the risk of establishing volumes in a highly competitive industry. The company sees an opportunity in the increased competition by way of attracting more and more people. Our Company believes that increase in competition is more likely to enlarge the collective pie resulting in overall growth of the organizing retailing of jewellery, which would counter balance, the impact of increased competition from advent of new large retailers.



## UTILITIES AND INFRASTRUCTURE

Our registered office and corporate office is well equipped with computer systems, internet connectivity, other communication equipment, security and other facilities, which are required for our business operations to function smoothly.

## PLANT & MACHINERY

Since we are into wholesaling and trading of gold and silver chains and other jewelries, we do not own any major plant and machinery.

## COLLABORATIONS

We have not entered into any technical or financial or any other collaboration agreement as on the date of filing the Draft Prospectus.

## IMPORTS-EXPORTS AND IMPORT-EXPORT OBLIGATIONS

There are no Import-Export Obligations as on date of filing this Draft Prospectus.

## HUMAN RESOURCES/ EMPLOYEES/ MANPOWER

We believe that our employees are key contributors to our business success. We focus on attracting and retaining the best possible talent. Our Company looks for specific skill-sets, interests and background that would be an asset for our business.

As of date of filing this Draft Prospectus, we had a total of 8 employees on the payroll of our Company. The table below shows the functional breakdown of our employees:

Function / Department	Number of Employees	Designation
Senior Management & KMP	2	Managing Director cum CFO & Whole-Time Director
	-	Company Secretary & Compliance Officer
Middle & Lower Management	6	Sr. Accountant, Sales & Marketing Team and Admin Staff
<b>Total</b>	<b>8</b>	

We have encountered no significant work disruptions to date and we believe that we have maintained good relations with our employees.

## OUR PROPERTIES

Our Registered office, corporate office and showroom is the same and is leased by our Company. The detail of our property is as follows:

Lease Date	Name of the Licensor/ Lessor/ Vendor	License/ Leased/ Owned	Location of the Property	License Fee/ Lease Fee/ Purchase Cost (in Rs.)	Security Deposit (in Rs.)	License Period/ Leased Period	Area	Purpose
18-11-2019	Mr. Bharat Rasiklal Shah	Leave & License	202, Shri Virkala Complex, M.G. Haveli R, Manekchowk Co. Op Bank, Manekchowk, Ahmedabad, Gujarat, India, 380001	15,000 p.m.	-	11 months w.e.f. 01-04-2019	120 sq. ft.	Used as Registered office & Corporate office

## INSURANCE POLICIES

Our Company maintains insurance against various risks inherent in our business activities. While we believe that the insurance coverage which we maintain is in keeping with industry standards and would be reasonably adequate to cover the normal risks associated with the operation of our businesses, we cannot assure you that any claim under the insurance policies maintained by us will be honoured fully, in part or on time, or that we have taken out sufficient insurance to cover all our losses. The following are the details of the insurance policies obtained by our Company:

<b>Name of the Insurance Policy</b>	<b>Type of Policy</b>	<b>Policy No.</b>	<b>Validity Period</b>	<b>Description of the cover under the policy</b>	<b>Sum Insured</b>	<b>Premium p.a.</b>
The New India Assurance Co. Ltd.	Jewellers Block Insurance	2104004619070000 0077	From 20-11-2019 To 19-11-2020	Cash and Currency notes	Rs. 5.25 Crs.	Rs. 25,666.00

Please note that the premium payable is inclusive of GST.

#### **INTELLECTUAL PROPERTY**

As on the date of this Draft Prospectus, Our Company has not registered its logo or company`s name with the Registrar of Trademarks. Further, the company does not hold any other kind of Intellectual Property Rights and has confirmed that no other applications have been made by our Company nor has it registered any other type of intellectual property including trademarks/copyrights/patents etc.

In the future the company may make an application with the Registrar of Trademarks to register its logo or company`s name.

#### **FINANCIAL INDEBTEDNESS OF THE COMPANY**

As on the date of this Draft Prospectus, our company does not have any outstanding borrowings either Secured or Unsecured or Any Other Borrowings from Promoters, Directors and Relatives. For further details, please refer to the section “**Statement of Financial Indebtness**” beginning on page no. 145 of this Draft Prospectus.

## KEY INDUSTRY REGULATIONS AND POLICIES

*The following description is a summary of the relevant sector-specific laws, regulations and policies as prescribed by the Government of India, and other regulatory bodies that are applicable to our business. The information detailed in this Chapter has been obtained from the various legislations, including rules and regulations promulgated by the regulatory bodies and the bye laws of the respective local authorities that are available in the public domain. The regulations and policies set out below may not be exhaustive and are only intended to provide general information to the investors and are neither designed nor intended to be a substitute for professional advice. The statements 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.*

*Under the provisions of various Central Government and State Government statutes and legislations, our Company is required to obtain and maintain applicable licenses or registrations and to seek statutory permissions to conduct our business and operations. For details of government approvals and other approvals obtained by us, see the chapter titled “**Government and Other Approvals**” beginning on page no. 149 of this Draft Prospectus.*

### **Business and/or Key Industry and/or Trade related Laws and Regulations**

#### ***Gem and Jewellery Export Promotion Council***

The GoI has designated the Gem and Jewellery Export Promotion Council (“**GJEPC**”) as the importing and exporting authority in India in keeping with its international obligations under Section IV(b) of the Kimberley Process Certification Scheme (“**KPCS**”). The GJEPC has been notified as the nodal agency for trade in rough diamonds. The KPCS is a joint government, international diamond and civil society initiative to stem the flow of conflict diamonds, which are rough diamonds used by rebel movements to finance wars against legitimate governments. The KPCS comprises participating governments that represent approximately 99.8% of the world trade in rough diamonds. The KPCS has been implemented in India from January 1, 2003 by the GoI through communication No. 12/13/2000-EP (GJ) dated November 13, 2002. However, under the Special Economic Zones Rules, 2006, the Development Commissioners have been delegated powers to issue Kimberley Process Certificates for units situated in the respective Special Economic Zone (the “**SEZ**”).

#### ***Gems and Jewellery Trade Council of India***

The Gems and Jewellery Trade Council of India (“**GJITC**”) was established with the main aim of boosting the gems and jewellery trade of India. It is a council formed to enhance & boost the jewellery trade of India by resolving various issues of the trade by escalating various to the relevant high authorities. It also indulges itself in disseminating latest information to its jeweller-members through a monthly newsletter, various educative & trade motivational events such as seminars, workshops, exhibitions, festivals etc.

#### ***Bureau of Indian Standards***

Government of India has identified BIS a sole agency in India to operate this scheme. BIS hallmarking Scheme is voluntary in nature and is operating under BIS Act, Rules and Regulations. It operates on the basis of trust and thus it is desirable that aspect of quality control are in built in the system responsible for managing quality.

The BIS Hallmarking Scheme has been aligned with International criteria on hallmarking (Vienna Convention 1972). As per this scheme, licence is granted to the jewellers by BIS under Hallmarking Scheme. The BIS certified jewellers can get their jewellery hallmarked from any of the BIS recognized Assaying and Hallmarking Centre. The recognition to an Assaying and Hallmarking Centre is given against BIS criteria Doc: HMS/RAHC/GO1 which is in line with International criteria on Marking and Control of Precious metals.

#### ***RBI Circulars regulating Gold Loans***

The RBI has permitted nominated banks to import gold for purposes of extending gold metal loans to domestic jewellery manufacturers subject to certain conditions, including that the tenor of the gold loans (which can be decided by the nominated banks) does not exceed 180 days from the date of procurement of gold and the interest charged to the borrowers is linked to the international gold rates.

The RBI has also permitted nominated agencies and approved banks to import gold on loan basis for on-lending to exporters of jewellery, subject to certain conditions, including that the maximum tenor of gold metal loans does not exceed 270 days from the date of procurement of gold by the exporter based on the foreign trade policy 2009-2014. Gems and jewellery export oriented units and specified units in SEZs are permitted to import gold on a loan basis directly or through nominating agencies, subject to specified conditions.

Pursuant to the Second Quarter Review of the Monetary Policy 2012-13, issued by the RBI on October 30, 2012, the RBI has prohibited the banks from granting any advance against gold bullion to gold dealers or traders, if, in the assessment of the banks, such advances are likely to be utilized for purposes of financing gold purchase at auctions and/or speculative holding of stocks and bullion. In addition, the RBI has also sought to impose a prohibition on the banks from financing the purchase of gold in any form, other than working capital facilities.

### ***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.

### ***The Micro, Small and Medium Enterprises Development Act, 2006***

In order to promote and enhance the competitiveness of Micro, Small and Medium Enterprise (MSME) the act is enacted. A National Board shall be appointed and established by the Central Government for MSME enterprise with its head office at Delhi in the case of the enterprises engaged in the manufacture or production of goods pertaining to any industry mentioned in first schedule to Industries (Development and regulation) Act, 1951 as “micro enterprise”, where the investment in plant and machinery does not exceed twenty-five Lakhs rupees; “Small enterprise”, where the investment in plant and machinery is more than twenty-five Lakhs rupees but does not exceed five Crores rupees; or a medium enterprise, where the investment in plant and machinery is more than five Crores but does not exceed ten Crores rupees and in the case of the enterprise engaged in the services, “Micro – enterprise”, where the investment in equipment does not exceed ten Lakhs rupees, “Small Enterprise” where the investment in equipment is more than ten Lakhs rupees but does not exceed two Crores rupees, or “Medium Enterprise” where the investment in equipment is more than two Crores rupees but does not exceed five Crores rupees.

### ***Gujarat Shops and Establishment Act, 1948***

The Gujarat Shops and Establishment Act, 1948 regulates the conditions of work and employment in shops and commercial establishments and generally prescribe obligations in respect of registration, opening and closing hours, daily and weekly working hours, holidays, leave, health and safety measures and wages for overtime work.

### ***Gujarat Value Added Tax Act, 2003 (GVAT)***

Gujarat Value Added Tax, 2003 (GVAT Act) is made effective in the state of Gujarat from 1st April, 2006. On its implementation following Acts are repealed.

- The Gujarat Sales Tax Act, 1969,
- The Bombay Sales of Motor Spirit Taxation Act, 1958,
- The Purchase Tax on Sugarcane Act, 1989.

However, provisions relating to pending assessment, appeals, recovery etc., under the above Acts will survive. The basic requirement of charging tax under GVAT Act is that where any sale in the course of business is affected, in the State of Gujarat, VAT is payable under GVAT Act. Transactions made in the course of business only are covered under the GVAT Act.

### ***Gujarat State Tax on Profession, Trades, Callings and Employment Act, 1976 and The Gujarat State Tax On Professions Traders, Callings and Employments Rules, 1976***

This Act is applicable to any person who is engaged in any profession, trade, callings and employment in the State of Gujarat and includes Hindu Undivided Family, firm, company, corporation or other corporate body, any society, club or association, so engaged but does not include any person who earns wages on a casual basis. It came into force on April 1, 1976. The tax shall be levied and collected on professions, trades, callings and employment by designated authority for the benefit of the Panchayats, Municipalities, Municipal Corporations or, as the case may be, the State. Every person engaged in any Profession, Trade, Calling or Employment and falling under one or the other of the classes mentioned in column 2 of Schedule I shall be liable to pay the tax to the Designated Authority at such rate fixed by it but not exceeding the amount mentioned against the class of such person in the said Schedule. Provided that the rates of tax for the class of persons mentioned in entry 1 of the said Schedule shall be fixed by the State Government by notification in the Official Gazette. Provided further that the tax so payable in respect of any one person shall not exceed two thousand and five hundred rupees in any year. Provided also that the State Government may, by notification in the Official Gazette, specify the minimum rate of tax for each of such class mentioned in column 2 of Schedule I, below which tax shall not be levied by the Designated Authority and different limits may be fixed for different Designated Authorities and the minimum rate so notified shall be levied till the Designated Authority fixes some other rate under the provisions of this Act. Provided also that the State Government may, by notification in the Official Gazette, specify the class of persons other than those mentioned in entries 1 to 9 in Schedule I, to whom entry 10 in that Schedule shall apply. Provided also that the tax shall not be levied from the persons mentioned below Schedule I.

Every employer not being an officer of Government liable to pay tax under Section-4 shall obtain a certificate of registration from the prescribed authority in the prescribed manner. Every person liable to pay tax under this act shall obtain Certificate of enrollment from the prescribed authority in the prescribed manner.

### ***Special Economic Zones Act, 2005***

The Special Economic Zones Act, 2005 (“SEZ Act”) and the Special Economic Zones Rules, 2006 (“SEZ Rules”) provide the procedure for development, operation and maintenance of SEZs. Incentives and facilities offered to SEZ units include

- duty-free import/domestic procurement of goods for development, operation and maintenance of SEZ units;
- exemption from custom duties, central excise duties, service tax, central sales taxes and securities transaction tax to both the developers and the units;
- 100% income tax exemption on export income for SEZ units under Section 10AA of the Income Tax Act, 1961 for the first five years, 50% for the next five years thereafter and 50% of ploughed back export profit for the next five years; and
- subject to certain conditions, external commercial borrowing by SEZ units up to USD 500 million in a year without maturity restriction through recognized banking channels.

For setting up a unit in an SEZ, a letter of approval has to be obtained from the Development Commissioner of such SEZ. The grant of a letter of approval is subject to the unit meeting certain terms and conditions, including, among other things, the achievement of positive net foreign exchange to be calculated cumulatively for a period of five years from the commencement of production, and the execution of a bond-cum-legal undertaking with regard to obligations pertaining to proper utilization and accounting of goods imported or procured duty-free and the achievement of positive net foreign exchange.

### ***Foreign Trade Policy 2015-2020***

In the Foreign Trade Policy for the years 2015-20 announced in April 2015, the Government spelt out a framework for increasing exports of goods and services as well as generation of employment and increasing value addition in the country, in line with the 'Make in India' and "Digital India" programme. The salient features of the policy are as follows:

- FTP 2015-20 provides a framework for increasing exports of goods and services as well as generation of employment and increasing value addition in the country, in line with the 'Make in India' programme.
- The Policy aims to enable India to respond to the challenges of the external environment, keeping in step with a rapidly evolving international trading architecture and make trade a major contributor to the country's economic growth and development.
- FTP 2015-20 introduces two new schemes, namely 'Merchandise Exports from India Scheme (MEIS)' for export of specified goods to specified markets and 'Services Exports from India Scheme (SEIS)' for increasing exports of notified services.
- Duty credit scrips issued under MEIS and SEIS and the goods imported against these scrips are fully transferable.
- For grant of rewards under MEIS, the countries have been categorized into 3 Groups, whereas the rates of rewards under MEIS range from 2 per cent to 5 per cent. Under SEIS the selected Services would be rewarded at the rates of 3 per cent and 5 per cent.
- Measures have been adopted to nudge procurement of capital goods from indigenous manufacturers under the EPCG scheme by reducing specific export obligation to 75 per cent of the normal export obligation.
- Measures have been taken to give a boost to exports of defense and hi-tech items.
- E-Commerce exports of handloom products, books/periodicals, leather footwear, toys and customised fashion garments through courier or foreign post office would also be able to get benefit of MEIS (for values up to INR 25,000).
- Manufacturers, who are also status holders, will now be able to self-certify their manufactured goods in phases, as originating from India with a view to qualifying for preferential treatment under various forms of bilateral and regional trade agreements. This 'Approved Exporter System' will help manufacturer exporters considerably in getting fast access to international markets.
- A number of steps have been taken for encouraging manufacturing and exports under 100 per cent EOU/EHTP/STPI/BTP Schemes. The steps include a fast track clearance facility for these units, permitting them to share infrastructure facilities, permitting inter unit transfer of goods and services, permitting them to set up warehouses near the port of export and to use duty free equipment for training purposes.
- 108 MSME clusters have been identified for focused interventions to boost exports. Accordingly, 'Niryat Bandhu Scheme' has been galvanised and repositioned to achieve the objectives of 'Skill India'.
- Trade facilitation and enhancing the ease of doing business are the other major focus areas in this new FTP. One of the major objective of new FTP is to move towards paperless working in 24x7 environment.

### ***Foreign Trade (Development and Regulation) Act, 1992 ("FTA")***

In India, the main legislation concerning foreign trade is the Foreign Trade (Development and Regulation) Act, 1992 ("FTA"). The FTA read along with relevant rules provides for the development and regulation of foreign trade by facilitating imports into, and augmenting exports from, India and for matters connected therewith or incidental thereto. As per the provisions of the Act, the Government:- (i) may make provisions for facilitating and controlling foreign trade; (ii) may prohibit, restrict and regulate exports and imports, in all or specified cases as well as subject them to exemptions; (iii) is authorized to formulate and announce an export and import policy and also amend the same from time to time, by notification in the Official Gazette; (iv) is also authorized to appoint a 'Director General of Foreign Trade' for the purpose of the Act, including formulation and implementation of the Export-Import ("EXIM") Policy. FTA read with the Indian Foreign Trade Policy provides that no export or import can be made by a company without an Importer-Exporter Code number unless such company is specifically exempt. An application

for an Importer-Exporter Code number has to be made to the office of the Joint Director General of Foreign Trade, Ministry of Commerce.

### ***Foreign Exchange Management Act, 1999***

Foreign investment in Indian companies is governed by the provisions of the Foreign Exchange Management Act, 1999 (“**FEMA**”) read with the applicable regulations. The Department of Industrial Policy and Promotion (“**DIPP**”), Ministry of Commerce and Industry has issued the Consolidated FDI Policy (the “**FDI Circular**”) which consolidates the policy framework on Foreign Direct Investment (“**FDI**”), with effect from June 7, 2016. The FDI Circular consolidates and subsumes all the press notes, press releases, and clarifications on FDI issued by DIPP till June 6, 2016. All the press notes, press releases, clarifications on FDI issued by DIPP till June 6, 2016 stand rescinded as on June 7, 2016. Foreign investment is permitted (except in the prohibited sectors) in Indian companies either through the automatic route or the approval route, depending upon the sector in which foreign investment is sought to be made. Under the approval route, prior approval of the Government of India through FIPB is required. FDI for the items or activities that cannot be brought in under the automatic route may be brought in through the approval route. Where FDI is allowed on an automatic basis without the approval of the FIPB, the RBI would continue to be the primary agency for the purposes of monitoring and regulating foreign investment. In cases where FIPB approval is obtained, no approval of the RBI is required except with respect to fixing the issuance price, although a declaration in the prescribed form, detailing the foreign investment, must be filed with the RBI once the foreign investment is made in the Indian company. The RBI, in exercise of its power under the FEMA, has also notified the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000 to prohibit, restrict or regulate, transfer by or issue security to a person resident outside India. The Consolidated FDI Circular dated June 7, 2016 issued by the DIPP does not prescribe any cap on the foreign investments in the sector in which the Company operates. Therefore, foreign investment up to 100% is permitted in the Company under the automatic route. No approvals of the FIPB or the RBI are required for such allotment of equity Shares under this Issue. The Company will be required to make certain filings with the RBI after the completion of the Issue. RBI has also issued Master Circular on Foreign Investment in India dated July 01, 2015. In terms of the Master Circular, an Indian company may issue fresh shares to persons resident outside India (who are eligible to make investments in India, for which eligibility criteria are as prescribed). Such fresh issue of shares shall be subject to inter-alia, the pricing guidelines prescribed under the Master Circular. As mentioned above, the Indian company making such fresh issue of shares would be subject to the reporting requirements, inter-alia with respect to consideration for issue of shares and also subject to making certain filings including filing of Form FC-GPR.

### ***FEMA Regulations***

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

### **Other STATUTORY, TAX and INTELLECTUAL PROPERTY RIGHTS related Laws, Rule, Regulations and Legislations that may be applicable to our company from time to time:**

- Competition Act, 2002
- Indian Contract Act, 1872
- The Specific Relief Act, 1963
- The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013
- The Companies Act, 2013 (To the extent notified)
- Industrial (Development and Regulation) Act, 1951
- Income Tax Act, 1961
- Goods and Services Tax Act, 2017 (the “GST Act”)
- The Central Excise Act, 1944
- Customs Act, 1962

- The Trade Marks Act, 1999
- The Patents Act, 1970
- The Designs Act, 2000
- Copyright Act, 1957

## **LABOUR AND ENVIRONMENTAL LEGISLATIONS**

Depending upon the nature of the activities undertaken by our Company, applicable labour and environmental laws and regulations include the following:

- Contract Labour (Regulation and Abolition) Act, 1970;
- Factories Act, 1948;
- Payment of Wages Act, 1936;
- Payment of Bonus Act, 1965;
- The Maternity Benefit Act, 1961
- Employees' State Insurance Act, 1948;
- Employees' Provident Funds and Miscellaneous Provisions Act, 1952;
- The Industrial Disputes Act, 1947
- Payment of Gratuity Act, 1972;
- Minimum Wages Act, 1948;
- Shops and Commercial Establishments Acts, where applicable;
- Environment Protection Act, 1986;
- Water (Prevention and Control of Pollution) Act, 1974; and
- Air (Prevention and Control of Pollution) Act, 1981.



## HISTORY AND CERTAIN CORPORATE MATTERS

### History of our Company

Our Company was originally incorporated under the Companies Act, 2013 vide certificate of incorporation dated December 11, 2018 issued by the Registrar of Companies, Central Registration Centre, Manesar. Subsequently, Our Company was converted in to a public company pursuant to a special resolution passed by our shareholders at the EGM held on September 20, 2019 and consequently name was changed to “RO Jewels Limited” (ROJL) vide fresh certificate of incorporation dated October 01, 2019 issued by Registrar of Companies, Gujarat, Dadra and Nagar Havelli. Subsequently, our Company has acquired the business of Proprietorship Concern of one of our Promoter-Mr. Bharat Rasiklal Shah viz, M/s Ravi Ornaments through the Business Succession Agreement dated December 18, 2019. Consequently, the business of the proprietorship firm was merged into RO Jewels Limited. The CIN of the Company is U74999GJ2018PLC105540.

We are engaged in the wholesale business of gold and Silver chains. Our registered office and business of operation is based in Ahmedabad. We essentially sell gold based chains, bracelets, gold/silver bars and necklaces. We procure gold & silver majorly through the bullion market and partially from the local markets in Ahmedabad. We purchase only readymade Chains and other jewelries from the jewellery manufacturers or independent jewellery wholesalers located in Ahmedabad and Mumbai. These are then sold through our showroom situated at Manek Chowk, Ahmedabad and by our marketing and sales team directly to other jewellery stores. Our jewellery is widely sold throughout Gujarat only through B2B marketing and/ or Direct/Outbound marketing strategy.

We have a diversified portfolio for chains and jewelries that cater to our customers taste, preference, choice and the ever changing trends in the chain and jewellery designs. Our portfolio offers our customers a wide variety of traditional, Indo-western, & modern chain and jewellery. We procure chains and jewelries that are hallmarked from BIS recognized Assaying and Hallmarking Centre for our customers. The BIS hallmark, is a mark of conformity widely accepted by the consumer bestow the additional confidence to the consumer on the purity of our gold jewellery. Our promoters together have an approximate 40 years of experience in gems and jewellery industry.

For details on the government approvals, please refer to the chapter titled “*Government and Other Approvals*” on page no.149 of this Draft Prospectus.

For further details of our Company's activities, services and the growth of our Company, please refer to the chapters titled ‘*Business Overview*’ and ‘*Management's Discussion and Analysis of Financial Conditions and Results of Operations*’ beginning on page no. 77 and 137 respectively of this Draft Prospectus.

The total number of members of our Company as on the date of filing of this Draft Prospectus is Twelve (12) Only. For further details, please refer the chapter titled ‘*Capital Structure*’ beginning on page no. 49 of this Draft Prospectus.

### Changes in our Registered Office

Our Company's Registered Office is currently situated at 202, Shri Virkala Complex, M.G. Haveli R, Manekchowk Co. Op Bank, Manekchowk, Ahmedabad, Gujarat, India, 380001.

Since, incorporation of our Company, the registered office address of our company has remained the same. There is no change in the registered office address as on the date of filing this Draft Prospectus. For further details of our Properties, please refer to the chapter titled ‘*Business Overview*’ beginning on page no. 77 of this Draft Prospectus.

### Main Objects of our Company

The object clauses of the Memorandum of Association of our Company enable us to undertake our present activities. The main objects of our Company are:

To carry on the business as buyers, sellers, importers, exporters, distributors, manufacturer’s representatives, suppliers, factors, agents, stockiest, dealers in all classes, kinds, types, nature and descriptions of precious and semi-precious metals including gold, silver and platinum, precious, semi-precious and imitation stones, including diamonds, pearls and gems, ornaments, articles and jewelries made of or containing gold, silver, platinum or any other precious or semi-precious metals, diamonds, pearls, gems or any other precious, semiprecious or imitation

stones, whether or not worked or sewer into any wearing apparel and whether or not set in any furniture, utensil or other article.

### **Amendments to the MoA of our Company since Incorporation**

Since incorporation, the following amendments have been made to the MoA of our Company:

<b>Sr. No.</b>	<b>Changes In M.O.A</b>	<b>Date &amp; Type of Meeting</b>
<b>A.</b>	<b>Alternation In MoA</b>	
1.	Increase in authorized capital from Rs. 1.00 Lakh to Rs. 5.00 Lakhs	15-12-2018; EGM
2.	Increase in authorized capital from Rs. 5.00 Lakh to 50.00 Lakhs	15-03-2019; EGM
3.	Increase in authorized capital from Rs. 50.00 Lakh to Rs. 1.30 Crores	15-05-2019; EGM
4.	Increase in authorized capital from Rs. 1.30 Crores to 1.50 Crores	21-08-2019; EGM
5.	Alteration of MoA due to adoption of new set of Memorandum of Association as per Companies Act, 2013	20-09-2019; EGM
6.	Increase in authorized capital from Rs. 1.50 Crores to 2.85 Crores	15-11-2019; EGM
<b>B.</b>	<b>Alternation In AoA</b>	
1.	Alteration of AoA due to adoption of new set of Articles of Association	20-09-2019; EGM

### **Key Events and Milestones:**

As on the date of filing this Draft Prospectus, apart from points mentioned under the “**Amendments to the MoA of our Company since Incorporation**” above and Business Succession Agreement dated 18<sup>th</sup> December, 2019 as entered between M/s Ravi Ornaments and our Company, there are no other key events and milestones in the history of our Company.

### **Subsidiaries and Holding Company**

Our Company is not a subsidiary of any company. Further, as on the date of this Draft Prospectus our Company does not have any subsidiary company.

Our Company has no holding company as on the date of filing of the Draft Prospectus.

### **Joint Ventures**

As on the date of this Draft Prospectus, there are no joint ventures of our Company.

### **Mergers and acquisitions in the history of Our Company**

There has been no merger or acquisition of businesses or undertakings in the history of our Company. However, our company has acquired business of Proprietary Firm of one of our Promoters named Mr. Bharat Rasiklal Shah viz, M/S Ravi Ornament pursuant to the Business Succession Agreement dated December 18, 2019.

### **Other declarations and disclosures**

Our Company is not a listed entity and its securities have not been refused listing at any time by any recognized stock exchange in India or abroad. Further, our Company has not made any Public Issue or Rights Issue (as defined in the SEBI (ICDR) Regulations) in the past. No action has been taken against our Company by any Stock Exchange or by SEBI. Our Company is not a sick company within the meaning of the term as defined in the Sick Industrial Companies (Special Provisions) Act, 1985. Our Company is not under winding up nor has it received a notice for striking off its name from the relevant Registrar of Companies.

### **Fund raising through equity or debt**

For details in relation to our fund-raising activities through equity and debt, please refer to the chapters titled '**Restated Financial Statement**' and '**Capital Structure**' beginning on page no. 115 and 49, respectively, of this Draft Prospectus.

### **Revaluation of Assets**

Our Company has not revalued its assets since its incorporation. For further details on our revalued assets, please refer to “*Annexure 12: Statement of Fixed Assets as Restated*” on page no 129 under chapter titled “**Financial Information**” beginning on page no. 115 of this Draft Prospectus.

### **Changes in the activities of Our Company having a material effect**

Other than as mentioned above in the chapters titled ‘*Business Overview*’ and ‘*History and Certain Corporate Matters*’ beginning on page no. 77 and 87, respectively, of this Draft Prospectus, there has been no change in the activities being carried out by our Company which may have a material effect on the profits/ loss of our Company, including discontinuance of the current lines of business, loss of projects or markets and similar factors in the last five years.

### **Injunctions or Restraining Orders**

There are no injunctions/ restraining orders that have been passed against the Company.

### **Defaults or Rescheduling of borrowings with financial institutions/banks**

There have been no Defaults or Rescheduling of borrowings with financial institutions/banks as on the date of this Draft Prospectus.

### **Divestment of Business or Undertaking**

Our company has not divested any of its business or undertaking since its incorporation till the date of filing this Draft Prospectus.

### **Strikes and lock-outs**

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

### **Time and cost overruns**

As on the date of this Draft Prospectus, there have been no time and cost overruns in any of the projects undertaken by our Company.

### **Number of Shareholder in the Company**

As on the date of this Prospectus, the total number of holders of our Equity Shares is 12. For further details of our shareholding pattern, please see ‘*Capital Structure*’ on page no. 49 of this Draft Prospectus.

### **Shareholders' agreement:**

Our Company does not have any subsisting shareholders' agreement as on the date of this Draft Prospectus.

### **Other Agreements:**

Our Company has not entered into any specific or special agreements and/or arrangements except that have been entered into in ordinary course of business as on the date of filing of the Draft Prospectus.

### **Strategic Partners:**

Our Company does not have any strategic partner(s) as on the date of this Draft Prospectus.

### **Financial Partners:**

Apart from the various arrangements with bankers and financial institutions which our Company undertakes in the ordinary course of business, our Company does not have any other financial partners as on the date of this Draft Prospectus.

### **Collaboration:**

As on the date of this Draft Prospectus, Our Company has not entered into any collaboration with any third party.

## OUR MANAGEMENT

As per the Articles of Association of our Company, we are required to have not less than three Directors and not more than fifteen Directors on its Board, subject to the applicable provisions of the Companies Act.

### The Board of Directors of our Company

As on date of this Draft Prospectus, our Board consists of 5 Director's. The following table sets forth certain details regarding the members of our Company's Board as on the date of this Draft Prospectus:

Name, Age, Designation, Address, Din No., Term of Office, Occupation & Nationality	Date Of Appointment	Other Directorships
<b>Mr. Shubham Bharatbhai Shah</b> S/o Mr. Bharat Rasiklal Shah Age: 24 years Designation: Managing Director Address: 405 Aarshviraj Confert, B/H Maniratnam Bunglows, New Vasna, Ahmedabad 380007 DIN: 08300065 Term: 5 years Occupation: Business Nationality: Indian	Appointed as Director w.e.f. 11-12-2018  Appointed as Managing Director w.e.f. 20-09-2019	■ Swarniyam Gold Private Limited
<b>Mr. Bharat Rasiklal Shah</b> S/o Mr. Rasiklal Amratlal Shah Age: 53 years Designation: Whole-Time Director Address: 405 Aarshviraj Confert, B/H Maniratnam Bunglows, New Vasna, Ahmedabad 380007 DIN: 08300063 Term: 5 years Occupation: Business Nationality: Indian	Appointed as Director w.e.f. 11-12-2019  Appointed as Whole-Time Director w.e.f. 20-09-2019	■ NIL
<b>Mrs. Pravinaben Shah</b> W/o Mr. Bharat Rasiklal Shah Age: 47 years Designation: Non-Executive Director Address: 405 Aarshviraj Confert, B/H Maniratnam Bunglows, New Vasna, Ahmedabad 380007 DIN: 08300064 Term: 5 years Occupation: Business Nationality: Indian	Appointed as Director w.e.f. 11-12-2019	■ NIL
<b>Mr. Yashesh Vasant Patel</b> S/o Mr. Vasant Premji Patel Designation: Non-Executive Independent Director Age: 24 years Address: 124, Uma Nagar, Bhuj Mirzapur Highway, Kachchh, Bhuj, Gujarat, India 370001 DIN: 08568623 Term: Retirement by Rotation Occupation: Business Nationality: Indian	Appointed as an Non-Executive Independent Director w.e.f 20-09-2019	■ NIL
<b>Mr. Parshva Mukeshkumar Shah</b>	Appointed as an Non-	■ NIL

Name, Age, Designation, Address, Din No., Term of Office, Occupation & Nationality	Date Of Appointment	Other Directorships
<p>S/o Mukeshkumar Shah  <b>Designation:</b> Non-Executive Independent Director  <b>Age:</b> 24 years  <b>Address:</b> J-502-Swaminarayan Park-3, Opp Bhattha Gam Vasna Ahmedabad 380007  <b>DIN:</b> 08638715  <b>Term</b> Retirement by Rotation  <b>Occupation:</b> Business  <b>Nationality:</b> Indian</p>	<p>Executive Independent  Director w.e.f 13-12-2019</p>	

Note: For further details on their qualification, experience etc., please see their respective biographies under the heading “**Brief Profile of the Directors of our Company**” as mentioned on page no. 91 of this Draft Prospectus.

**Confirmations as on the date of this Draft Prospectus:**

1. *None of the above mentioned Directors are on the RBI List of willful defaulters as on date of this Draft Prospectus.*
2. *None of the above mentioned Directors have been and/or are being declared as fugitive economic offenders as on date of this Draft Prospectus.*
3. *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 by SEBI from accessing the capital market.*
4. *None of the Promoters, Directors or persons in control of our Company, have been or are 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.*
5. *Further, none of our Directors are or were directors of any company whose shares were (a) suspended from trading by stock exchange(s) during the (5)five years prior to the date of filing the Draft Prospectus or (b) delisted from the stock exchanges.*
6. *There are no arrangements or understandings with major shareholders, customers, suppliers or any other entity, pursuant to which any of the Directors or Key Managerial Personnel were selected as a Director or member of the senior management.*
7. *The Directors of our Company have not entered into any service contracts with our Company which provide for benefits upon termination of employment.*
8. *No proceedings/ investigations have been initiated by SEBI against any Company, the board of directors of which also comprises any of the Directors of our Company. No consideration in cash or shares or otherwise has been paid or agreed to be paid to any of our Directors or to the firms of Companies in which they are interested by any person either to induce him to become or to help him qualify as a Director, or otherwise for services rendered by him or by the firm or Company in which he is interested, in connection with the promotion or formation of our Company.*

**Relationship between Directors**

Except for Mr. Bharat Rasiklal Shah and Mrs. Pravinaben Shah being spouse to each other and parents to Mr. Shubham Bharatbhai Shah; none of the other directors are related to each other and/ or have any family relationships as per section 2(77) of the Companies Act, 2013.

**Brief Profile of the Directors of our Company**

**Mr. Shubham Bharatbhai Shah – Managing Director**

**Mr. Shubham Bharatbhai Shah**, aged 24 years, is the Managing Director and Chief Financial Officer of our company. He studied 2 years in the field of Masters of Business Administration from L.J. Institute of Management, Ahmedabad. Then he joined his family business of jewellery in the year 2014. In 2018, he ventured out to start his jewellery business with parents and started this company under the name of 'RO Jewels Limited'. He has more than 5 years of experience in jewellery industry. As a MD, CFO and Promoter of our company, his responsibility is related to creating, researching and updating the stock of chains and other jewellery 's with traditional and western and indo western designs of chains and other jewellery 's.

**Mr. Bharat Rasiklal Shah – Whole-Time Director**

**Mr. Bharat Rasiklal Shah**, aged 57 years, is the Promoter and Whole Time Director of our company. After completion of matriculation, he has joined the jewellery business in the year 2005. For the expansion of business, he has started his own proprietary firm under the name of Ravi Ornaments. His in-depth knowledge of jewellery industry has contributed immensely towards the growth of our firm which is now merged into our company. Currently, he is looking after the marketing and accounts department of our Company. He is also responsible in strengthening the sales and marketing strategy of our company.

**Mrs. Pravinaben Shah –Non-Executive Director**

**Mrs. Pravinaben Shah**, aged 47 years, is the Promoter and Non- Executive Director of our Company. She has done her matriculation. She brings value addition to our Company.

**Mr. Yashesh Vasant Patel- Non-Executive Independent Director**

**Mr. Yashesh Vasant Patel**, aged 24 years, has completed Bachelors of Business Administration from L.J. Institute of Management, Ahmedabad and Masters of Business Administration from Jain University, Bangalore. He has experience in the field of strategic planning and expansion of various business models. As a Director of our Company with corporate acumen, he brings value addition to our Company.

**Mr. Parshva Mukeshkumar Shah- Non-Executive Independent Director**

**Mr. Parshva Mukeshkumar Shah** aged 24 years, studied 2 years in the field of Masters of Business Administration and has 4 years of experience in marketing and business expansion. His rich experience can bring the value addition to our company.

**Borrowing Powers of the Board**

Our Articles of Association, subject to applicable law, authorize our Board to raise or borrow money or secure the payment of any sum or sums of money for the purposes of our Company.

Pursuant to a special resolution passed on December 02, 2019, our shareholders in their Extra General Meeting authorized our Board to borrow from time to time such sums of money as may be required under Section 180(1)(c) of the Companies Act, 2013, provided that such amount shall not exceed Rs. 25.00 Crores.

For further details of the provisions of our Articles of Association regarding borrowing powers, please refer to the section titled '*Main Provisions of the Articles of Association*' beginning on page no. 200 of this Draft Prospectus.

**Remuneration/ Compensation paid to our Directors**

Except as mentioned below, no other current Directors have received remuneration/ compensation during the last financial year ended on March 31, 2019 and as on September 30, 2019:

Sr. No.	Name of Director	Designation	Amt. (Rs. In Lakhs)	
			As on March 31, 2019	As on Sept 30, 2019
1.	Mr. Shubham Bharatbhai Shah	Managing Director %	-	1.50
2.	Mr. Bharat Rasiklal Shah	Whole-Time Director %	-	1.50
3.	Mrs. Pravinaben Shah	Non-Executive Director	-	-

Sr. No.	Name of Director	Designation	Amt. (Rs. In Lakhs)	
			As on March 31, 2019	As on Sept 30, 2019
4.	Mr. Yashesh Vasant Patel	Non-Executive Independent Director	-	-
5.	Mr. Parshva Mukeshkumar Shah	Non-Executive Independent Director	-	-

% respective Director's designation has been changed w.e.f 20-09-2019. Hence, their remuneration's will be paid from 20-09-2019.

#### **Sitting Fees paid to our Non-Executive Independent Directors**

Our Non-Executive Independent Directors are entitled to sitting fees and/or commission and/or any other amounts as may be decided by our Board in accordance with the provisions of the Articles of Association, the Companies Act, 2013 and other applicable laws and regulations.

Further, Our Company confirms that no remuneration is being paid to our Non-Executive Independent Directors for the FY 2018-19 and September 30, 2019.

#### **Terms and conditions of employment of our Managing Director & Whole-Time Director**

##### **Mr. Shubham Bharatbhai Shah, Managing Director**

Mr. Shubham Bharatbhai Shah was designated as the Managing Director of the Company for a term of 5 years commencing, w.e.f. September 20, 2019 *vide* Board of Directors resolution dated 20-09-2019.

<b>Tenure of his re-appointment</b>	5 years, w.e.f. from 20-09-2019 to 19-09-2024
<b>Remuneration per annum</b>	Not exceeding Rs. 5.00 Lakhs
<b>Perquisite, Allowances and Commission</b>	As per Schedule V of the Companies Act, 2013

There is no definitive and /or service agreement that has been entered into between our Company and the Managing Director in relation to his appointment.

##### **Mr. Bharat Rasiklal Shah, Whole-Time Director**

Mr. Bharat Rasiklal Shah was designated as the Whole-Time Director of the Company for a term of 5 years commencing, w.e.f. September 20, 2019 *vide* Board of Directors resolution dated 20-09-2019.

<b>Tenure of his re-appointment</b>	5 years, w.e.f. from 20-09-2019 to 19-09-2024
<b>Remuneration per annum</b>	Not exceeding Rs. 5.00 Lakhs
<b>Perquisite, Allowances and Commission</b>	As per Schedule V of the Companies Act, 2013

There is no definitive and /or service agreement that has been entered into between our Company and the Whole-Time Director in relation to his appointment.

#### **Shareholding of Directors in our Company**

Our Articles of Association do not require our Directors to hold qualification shares.

As on date of filing of this Draft Prospectus, except the following, none of our Directors hold any Equity Shares of our Company:

Sr. No.	Name of Director	Designation	No. of Shares held in our Company	% of pre-issue paid-up Equity Share Capital
1.	Mr. Shubham Bharatbhai Shah	Managing Director	1,81,729	12.39
2.	Mr. Bharat Rasiklal Shah	Whole-Time Director	10,96,599	74.75

Sr. No.	Name of Director	Designation	No. of Shares held in our Company	% of pre-issue paid-up Equity Share Capital
3.	Mrs. Pravinaben Shah	Non-Executive Director	3,500	0.24
4.	Mr. Yashesh Vasant Patel	Non-Executive Independent Director	-	-
5.	Mr. Parshva Mukeshkumar Shah	Non-Executive Independent Director	-	-
	<b>TOTAL</b>		<b>12,81,828</b>	<b>87.38</b>

### Interest of Directors

All our Directors may also be deemed to be interested to the extent of equity shares, if any, already held by them or their relatives in our Company, or that may be subscribed for and allotted to our Non-Promoter Directors, out of the Issue and also to the extent of any dividend payable to them and other distribution in respect of the said equity shares.

The Directors may also be regarded as interested in the equity shares, if any, held or that may be subscribed by and allocated to the companies, firms and trusts, if any, in which they are interested as directors, members, partners, and/or trustees.

Our Directors may also be regarded interested to the extent of dividend payable to them and other distribution in respect of the equity shares, if any, held by them or by the companies/firms/ventures promoted by them or that may be subscribed by or allotted to them and the companies, firms, in which they are interested as directors, members, partners and promoters, pursuant to the Issue.

All our Directors may be deemed to be interested in the contracts, agreements/ arrangements entered into or to be entered into by the Company with either the Director himself or other company in which they hold directorship or any partnership firm in which they are partners, as declared in their respective declarations.

### Interest in promotion of Our Company

Except as stated in this chapter titled “*Our Management*” and the chapter titled “*Financial Statement- Annexure 32 - Related Party Transactions*” beginning on page nos. 90 and 135 of this Draft Prospectus respectively and to the extent to remuneration received/ to be received by our Directors, none of our Directors any interest in the promotion of our Company.

### Interest in the property of Our Company

Save and except as stated otherwise in “*Our Properties*” within the chapter titled “*Our Business*” on page no. 77 and in ‘*Annexure 32: Statement of Related Parties’ Transactions*’ in the chapter titled ‘*Restated Financial Statement*’ beginning on page no. 115 of this Draft Prospectus:

- Our Directors have no interest in any property acquired or proposed to be acquired by our Company in the preceding two years from the date of this Draft Prospectus;
- Our Directors do not have any interest in any transaction regarding the acquisition of land, construction of buildings and supply of machinery, etc. with respect to our Company as on the date of this Draft Prospectus;
- Our Directors have not entered into any contract, agreement or arrangements in relation to acquisition of property, since incorporation in which the Directors are interested directly or indirectly and no payments have been made to them in respect of these contracts, agreements or arrangements or are proposed to be made to them as on the date of this Draft Prospectus.

### Interest in the business of Our Company

Save and except as stated otherwise in ‘*Annexure 32: Statement of Related Parties’ Transactions*’ in the chapter titled ‘*Restated Financial Statement*’ beginning on page no. 115 of this Draft Prospectus:

- Our Directors do not have any other interests in our Company and/or our business as on the date of this Draft Prospectus except to the extent of their shareholding in our Company and/ or their relative shareholding in our



- Company and/ or any dividends paid/ payable to them and/ or their relatives and/or any other distributions in respect of the Equity Shares of our Company;
- Our Directors are not interested in the appointment of Underwriters, Market Markers, Registrar and Bankers to the Issue or any such intermediaries registered with SEBI as required to be appointed for the process of listing;
  - There is no arrangement or understanding with major shareholders, customers, suppliers or others, pursuant to which any of the directors was selected as a director or member of senior management;
  - Our company has not entered into any contract, agreements or arrangements during the preceding two years from the date of this Draft Prospectus in which the Directors are directly or indirectly interested and no payments have been made to them in respect of the contracts, agreements or arrangements which are proposed to be made with them including the properties purchased by our Company.

### **Interest as a creditor of Our Company**

Except as stated in the '*Annexure 32: Statement of Related Parties' Transactions*' on page no.135 and chapter titled "*Statement of Financial Indebtness*" on page no. 145 in the chapter titled '*Restated Financial Statement*' beginning on page no. 115 of this Draft Prospectus:

- Our Company has not availed any loans from our Directors of our Company as on the date of this Draft Prospectus;
- None of our sundry debtors or beneficiaries of loans and advances are related to our Directors.

### **Interest as Director of our Company**

Except as stated in the chapter titled '*Our Management, 'Capital Structure' and 'Annexure 32: Statement of Related Parties' Transactions*' beginning on page no. 90, 49 and 135 of this Draft Prospectus, our Directors, may be deemed to be interested to the extent of fees, if any, payable to them for attending meetings of our Board or Committees thereof as well as to the extent of remuneration and/or reimbursement of expenses payable to them for services rendered to us in accordance with the provisions of the Companies Act and in terms of agreements entered into with our Company, if any and in terms of our AoA.

### **Interest of Key Managerial Personnel**

None of the key managerial personnel has any interest in our Company other than to the extent of the remuneration or benefits to which they are entitled to as per their terms of appointment, reimbursement of expenses incurred by them during the ordinary course of business.

Our key managerial personnel may also be deemed to be interested to the extent of Equity Shares that may be subscribed for and allotted to them, pursuant to this Issue. Such key managerial personnel may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of the said Equity Shares.

None of our key managerial personnel has been paid any consideration of any nature, other than their remuneration except as stated in the chapter titled '*Our Management, 'Capital Structure' and 'Annexure 32: Statement of Related Parties' Transactions*' beginning on page no. 90, 49 and 135 of this Draft Prospectus.

### **Details of Service Contracts**

Except as stated in the '*Annexure 32: Statement of Related Parties' Transactions*' on page no. 135 and in the Chapter titled "*Statement of Financial Indebtness*" of our Company on page no. 145 of this Draft Prospectus, there is no service contracts entered into with any Directors for payments of any benefits or amount upon termination of employment. Further, since our Company does not have any subsidiaries or associate companies as on the date of filing of this Draft Prospectus, our Directors have received remuneration only from our Company.

### **Bonus or Profit Sharing Plan for the Directors**

There is no bonus or profit sharing plan for the Directors of our Company.

### **Contingent and Deferred Compensation payable to Directors**

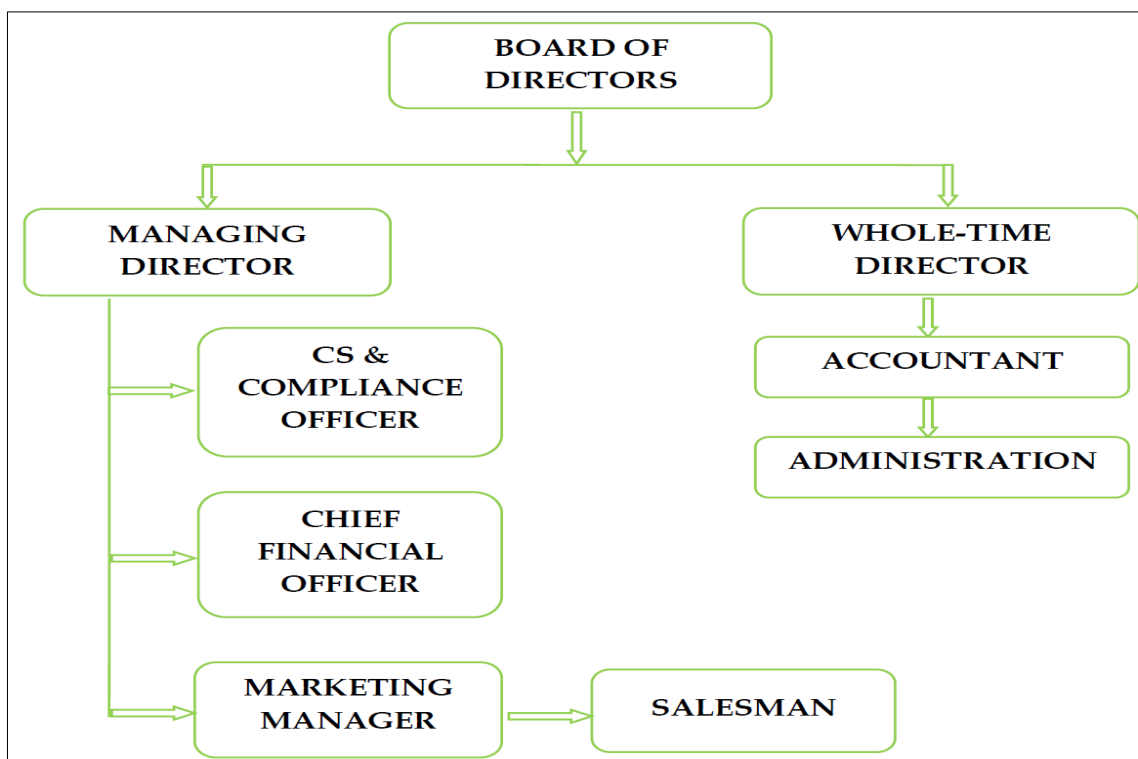
No Director has received or is entitled to any contingent or deferred compensation as on the date of filing this Draft Prospectus. Further, there is no contingent or deferred compensation accrued for the year, which is payable to our Directors as on the date of filing this Draft Prospectus.

### Changes in the Board for the last three years

Except as mentioned below, there has been no change in the Board of Directors during the last three (3) years:

Sr. No.	Name of Director	Designation	Date Of Appointment	Date Of Cessation	Remarks
1)	Mr. Parshva Mukeshkumar Shah	Non-Executive Independent Director	13-12-2019	-	Fresh Appointment
2)	Mrs. Ishita Snehalkumar Teli	Non-Executive Independent Director	20-09-2019	13-12-2019	Resigned due to personal reasons
3)	Mr. Shubham Bharatbhai Shah	Managing Director	20-09-2019	-	Change in Designation from Director to Managing Director
4)	Mr. Bharat Rasiklal Shah	Whole-Time Director	20-09-2019	-	Change in Designation from Director to Whole-Time Director
5)	Mr. Yashesh Vasant Patel	Non-Executive Independent Director	20-09-2019	-	Fresh Appointment

### ORGANIZATIONAL STRUCTURE OF THE COMPANY



### Corporate Governance

Applicable provision of the Companies Act, 2013 with respect to corporate governance and the provisions of the SEBI (LODR) Regulations, 2015, as amended from time to time, will be applicable to our Company upon the listing of the Equity Shares with the Stock Exchanges in India.

Our Company is in compliance with the corporate governance code in accordance with Companies Act, 2013, SEBI (LODR) Regulations, 2015 and SEBI Regulations, as amended from time to time, particularly those relating to composition of Board of Directors and constitution of committees thereof. The corporate governance framework is based on an effective independent Board, separation of the Board's supervisory role from the executive management team and constitution of the Board Committees, as required under law.

Our Board has been constituted in compliance with the Companies Act and the SEBI Listing Regulations. The Board functions either as a full board, or through various committees constituted to oversee specific operational areas.

### Composition of Board of Directors

Currently, the Board of Directors of our Company has an optimum combination of executive and non-executive Directors as envisaged in accordance with Companies Act, 2013 and SEBI (LODR) Regulations, 2015. Our Board has 5 Directors, comprising of one Managing Director, one Whole-Time Director, one Non-Executive Director, and two Non-Executive Independent Directors.

Our Company has constituted the following Committees in compliance with the corporate governance norms:

- 1) Audit Committee;
- 2) Nomination and Remuneration Committee;
- 3) Stakeholders Relationship Committee;
- 4) Corporate Social Responsibility Committee; and
- 5) Sexual Harassment Committee.

### Audit Committee

The Audit Committee was re-constituted *vide* Board resolution dated December 13, 2019, pursuant to section 177 of the Companies Act, 2013. As on the date of this Draft Prospectus the Audit Committee consists of the following Directors:

Name of the Director	Designation in the Committee	Nature of Directorship
Mr. Parshva Mukeshkumar Shah	Chairman	Non - Executive Independent Director
Mr. Yashesh Vasant Patel	Member	Non - Executive Independent Director
Mr. Shubham Bharatbhai Shah	Member	Managing Director

Our Company Secretary and Compliance Officer of the Company, [•] would act as the secretary of the Audit Committee.

Set forth below are the scope, functions and the terms of reference of our Audit Committee, in accordance with Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (LODR) Regulations, 2015.

- 1) Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- 2) Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
- 3) Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
- 4) Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
  - Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013
  - Changes, if any, in accounting policies and practices and reasons for the same
  - Major accounting entries involving estimates based on the exercise of judgment by management
  - Significant adjustments made in the financial statements arising out of audit findings
  - Compliance with listing and other legal requirements relating to financial statements
  - Disclosure of any related party transactions
  - Qualifications in the draft audit report.
- 5) Reviewing, with the management, the half yearly financial statements before submission to the board for approval

- 6) Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document//notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
- 7) Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- 8) Approval or any subsequent modification of transactions of the company with related parties;
- 9) Scrutiny of inter-corporate loans and investments;
- 10) Valuation of undertakings or assets of the company, wherever it is necessary;
- 11) Evaluation of internal financial controls and risk management systems;
- 12) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
- 13) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- 14) Discussion with internal auditors any significant findings and follow up there on.
- 15) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
- 16) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- 17) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
- 18) To review the functioning of the Whistle Blower mechanism.
- 19) Approval of appointment of 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.
- 20) Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

Explanation (i): The term "related party transactions" shall have the same meaning as contained in the Accounting Standard 18, Related Party Transactions, issued by The Institute of Chartered Accountants of India.

Explanation (ii): If the Issuer has set up an audit committee pursuant to provision of the Companies Act, the said audit committee shall have such additional functions / features as is contained in this clause.

***The Audit Committee enjoys following powers:***

- a) To investigate any activity within its terms of reference
- b) To seek information from any employee
- c) To obtain outside legal or other professional advice
- d) To secure attendance of outsiders with relevant expertise if it considers necessary
- e) The audit committee may invite such of the executives, as it considers appropriate (and particularly the head of the finance function) to be present at the meetings of the committee, but on occasions it may also meet without the presence of any executives of the Issuer. The finance director, head of internal audit and a representative of the statutory auditor may be present as invitees for the meetings of the audit committee.

***The Audit Committee shall mandatorily review the following information:***

- a) Management discussion and analysis of financial condition and results of operations;
- b) Statement of significant related party transactions (as defined by the audit committee), submitted by management;
- c) Management letters / letters of internal control weaknesses issued by the statutory auditors;
- d) Internal audit reports relating to internal control weaknesses; and
- e) The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.

The recommendations of the Audit Committee on any matter relating to financial management, including the audit report, are binding on the Board. If the Board is not in agreement with the recommendations of the Committee, reasons for disagreement shall have to be incorporated in the minutes of the Board Meeting and the same has to be communicated to the shareholders. The Chairman of the committee has to attend the Annual General Meetings of the Company to provide clarifications on matters relating to the audit.

### **Quorum and Meetings**

The audit committee shall meet at least four times in a year and not more than four months shall elapse between two meetings. The quorum shall be either two members or one third of the members of the audit committee whichever is greater, but there shall be a minimum of two independent members present. Since the formation of the committee, no Audit Committee meetings have taken place.

### **Stakeholder`s Relationship Committee**

The Shareholders and Investors Grievance Committee have been formed by the Board of Directors pursuant to section 178 (5) of the Companies Act, 2013 at the meeting held on dated December 13, 2019.

As on the date of this Draft Prospectus the Shareholders and Investors Grievance Committee consists of the following:

<b>Name of the Director</b>	<b>Designation in the Committee</b>	<b>Nature of Directorship</b>
Mr. Parshva Mukeshkumar Shah	Chairman	Non - Executive Independent Director
Mr. Yashesh Vasant Patel	Member	Non - Executive Independent Director
Mr. Shubham Bharatbhai Shah	Member	Managing Director

Our Company Secretary and Compliance Officer of the Company, [•] would act as the secretary of the Shareholders/ Investors Grievance Committee.

This Committee will address all grievances of Shareholders and Investors in compliance of the provisions of section 178 (5) of the Companies Act, 2013 and its terms of reference include the following:

1. Redressing of shareholders and investor complaints such as non-receipt of declared dividend, annual report, transfer of Equity Shares;
2. Issue of duplicate certificates and new certificates on split/consolidation/renewal, etc.;
3. Allotment of shares, monitoring and approving transfers, transmissions, dematerialization, re-materialization, splitting and consolidation of Equity Shares and other securities issued by our Company, including review of cases for refusal of transfer/ transmission of shares and debentures;
4. Reference to statutory and regulatory authorities regarding investor grievances;
5. To otherwise ensure proper and timely attendance and redressal of investor queries and grievances;
6. And to do all such acts, things or deeds as may be necessary or incidental to the exercise of the above powers; and
7. Carrying out any other function contained in the SEBI (LODR) Regulations as and when amended from time to time.

### **Quorum and Meetings**

The quorum necessary for a meeting of the Stakeholders Relationship Committee shall be two members or one third of the members, whichever is greater. The Stakeholder/ Investor Relationship Committee shall meet at least at least four times a year with maximum interval of four months between two meetings and shall report to the Board on a quarterly basis regarding the status of redressal of complaints received from the shareholders of the Company. Since the formation of the committee, no Stakeholders Relationship Committee meetings have taken place.

### **Nomination and Remuneration Committee**

The re-constitution of the Nomination and Remuneration Committee was constituted at a meeting of the Board of Directors pursuant to section 178 of the Companies Act, 2013 held on December 13, 2019.

As on the date of this Draft Prospectus the Remuneration Committee consists of the following Directors:

<b>Name of the Director</b>	<b>Designation in the Committee</b>	<b>Nature of Directorship</b>
Mr. Yashesh Vasant Patel	Chairman	Non - Executive Independent Director
Mr. Parshva Mukeshkumar Shah	Member	Non - Executive Independent Director
Mr. Pravinaben Shah	Member	Non-Executive Director

Our Company Secretary and Compliance Officer of the Company, [•] would act as the secretary of the Nomination and Remuneration Committee.

The scope of Nomination and Remuneration Committee shall include but shall not be restricted to the following:

- 1) 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;
- 2) Formulation of criteria for evaluation of Independent Directors and the Board;
- 3) Devising a policy on Board diversity;
- 4) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal. The company shall disclose the remuneration policy and the evaluation criteria in its Annual Report;
- 5) To recommend to the Board, the remuneration packages i.e. salary, benefits, bonuses, perquisites, commission, incentives, stock options, pension, retirement benefits, details of fixed component and performance linked incentives along with the performance criteria, service contracts, notice period, severance fees etc. of the executive directors;
- 6) To implement, supervise and administer any share or stock option scheme of our Company; and
- 7) To attend to any other responsibility as may be entrusted by the Board within the terms of reference.

### ***Quorum and Meetings***

The quorum necessary for a meeting of the Nomination and Remuneration Committee shall be two members or one third of the members, whichever is greater. Meeting of the Nomination and Remuneration/Compensation Committee shall be called by at least seven day's notice in advance.

### **Corporate Social Responsibility Committee**

Our Company has constituted a Corporate Social Responsibility Committee in accordance section 135 of Companies Act 2013. The constitution of the Corporate Social Responsibility Committee was approved by a Meeting of the Board of Directors held on dated December 13, 2019. The said committee is comprises of the following Directors:

<b>Name of the Director</b>	<b>Designation in the Committee</b>	<b>Nature of Directorship</b>
Mr. Bharat Rasiklal Shah	Chairman	Whole-Time Director
Mr. YasheshVasant Patel	Member	Non - Executive Independent Director
Mr. Parshva Mukeshkumar Shah	Member	Non - Executive Independent Director

Our Company Secretary and Compliance Officer of the Company, [•] would act as the secretary of the Corporate Social Responsibility.

The scope and function of the Corporate Social Responsibility Committee and its terms of reference shall include the following:

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

### ***Tenure:***

The Corporate Social Responsibility Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board.

### ***Meetings:***

The committee shall meet as and when the need arise for review of Managerial Remuneration. The quorum for the meeting shall be one third of the total strength of the committee or two members, whichever is higher. Meeting of the Corporate Social Responsibility Committee shall be called by at least seven days' notice in advance.

The quorum for the meeting shall be one third of the total strength of the committee or two members, whichever is higher. Meeting of the Corporate Social Responsibility Committee shall be called by at least seven days' notice in advance.

### **Sexual Harassment Committee**

The Sexual Harassment Committee was constituted by the Board of Directors at the meeting held on December 13, 2019 in compliance with the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

As on the date of this Draft Prospectus the Sexual Harassment Committee consists of the following Directors:

<b>Name of the Director</b>	<b>Designation in the Committee</b>	<b>Nature of Directorship</b>
Mrs. Pravinaben Shah	Chairman	Non-Executive Director
Mr. YasheshVasant Patel	Member	Non - Executive Independent Director
Mr. Parshva Mukeshkumar Shah	Member	Non - Executive Independent Director

Our Company Secretary and Compliance Officer of the Company, [•] would act as the secretary of the Sexual Harassment Committee.

The scope and function of the Sexual Harassment Committee and its terms of reference shall include the following:

- 1) To create and maintain an atmosphere in which employees can work together, without fear of sexual harassment, exploitation or intimidation.
- 2) Every employee is made aware that the Company is strongly opposed to sexual harassment and that such behavior is prohibited both by law and by the Company.
- 3) The committee shall take reasonable steps to ensure prevention of sexual harassment at work which may include circulating applicable policies and other relevant information to all associates, including to all new joiners'.
- 4) Ensure to provide safeguards against false or malicious charges.
- 5) To discourage and prevent employment-related sexual harassment.
- 6) To investigate every formal written complaint of sexual harassment.
- 7) Review the complainant's complaint in a fair and objective manner.
- 8) Determine the facts of the case with the individuals concerned and the witnesses, if any, and prepare a report with the findings.
- 9) To redress complaints of sexual harassment by taking appropriate remedial measures to respond to any substantiated allegations of sexual harassment.
- 10) To protect the interests of the victim, the accused person and others who may report incidents of sexual harassment, confidentiality will be maintained throughout the investigatory process to the extent practicable and appropriate under the circumstances.
- 11) To ensure all records of complaints, including contents of meetings, results of investigations and other relevant material kept are confidential by the Company except where disclosure is required under disciplinary or other remedial processes.
- 12) Be bound in the principle of natural justice and be unbiased in their evaluation.

#### ***Quorum and Meetings***

The Sexual Harassment Committee is required to meet at least four times in a year and not more than four months will elapse between two meetings. The quorum will be either two members or one third of the members of the Sexual Harassment Committee whichever is greater, but there should be a minimum of two independent members present.

#### **Policy on Disclosures and Internal Procedure for Prevention of Insider Trading**

Our Company undertakes to comply with the provisions of Regulation 9 of the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, after listing of our Company's equity shares on the Stock Exchange in India. Further, Board of Directors have approved and adopted the policy on insider trading in view of the proposed public issue.

Our Company Secretary and Compliance Officer, [•], is responsible for setting forth policies, procedures, monitoring and adhering to the rules for the prevention of price sensitive information and in the implementation of the code of conduct under the overall supervision of the Board.

#### **KEY MANAGERIAL PERSONNEL**

Our Company is managed by our Board of Directors, assisted by qualified professionals, who are permanent employees of our Company. Below are the details of the Key Managerial Personnel of our Company:

Name	Designation	Age in Yrs.	Qual.	Exp. In Yrs.	Date of Appointment	Compensation for Last Fiscal (Rs. In Lakhs)	Previously Employed
Mr. Shubham Bharatbhai Shah	MD & CFO	24	MBA	5	20-09-2019	-	-
Mr. Bharat Rasiklal Shah	WTD	53	Matriculation	27	20-09-2019	-	-
[●]	CS & Compliance Officer	[●]	[●]	[●]	[●]	[●]	[●]

**Notes:**

- All of our Key Managerial Personnel mentioned above are on the payrolls of our Company as permanent employees.
- There is no agreement or understanding with major shareholders, customers, suppliers or others pursuant to which any of the above mentioned personnel was selected as a director or member of senior management.

**Relationship between Key Managerial Personnel, Promoters and Directors**

Except for Mr. Bharat Rasiklal Shah and Mrs. Pravinaben Shah being spouse to each other and parents to Mr. Shubham Bharatbhai Shah; none of the other Directors and/ or KMP's are related to each other and have any family relationships as per section 2(77) of the Companies Act, 2013.

**Arrangement / Understanding with Major Shareholders / Customers / Suppliers**

As on the date of this Draft Prospectus, Our Company has no arrangement or understanding with major shareholders, customers, suppliers or others pursuant to which any of the Directors or Key Managerial Personnel was selected as a Director or member of senior management.

**Remuneration/ Compensation paid to our Key Managerial Personnel**

Except as mentioned below, no other current Key Managerial Personnel have received remuneration/ compensation during the last financial years ended on March 31, 2019 and September 30, 2019:

Sr. No.	Name of Director	Designation	Amt. (Rs. In Lakhs) *	
			As on March 31, 2019	As on Sept. 30, 2019
1.	Mr. Shubham Bharatbhai Shah	MD & CFO %	-	1.50
2.	Mr. Bharat Rasiklal Shah	WTD %	-	1.50
3.	[●]	CS & Compliance Officer	-	-

% The respective KMP's designation and/or appointment was done w.e.f. 20-09-2019, respectively. Hence, their respective remuneration will be paid from their date of appointment.

\* The remuneration paid to the Key Managerial Personnel **includes** Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961 and **excludes** a) Value of Perquisites u/s 17(2) of the Income Tax Act, 1961; b) Profits in lieu of salary under Section 17(3) of the Income Tax Act, 1961; c) Stock Options; d) Sweat Equity; e) Commission; and f) Retainership fees.

**Shareholding of the Key Managerial Personnel other than the Directors**

Sr. No.	Name of the KMP's	Designation	No. of Shares held in our Company	% of pre-issue paid-up Equity Share Capital
1.	Mr. Shubham Bharatbhai Shah	MD & CFO	1,81,729	12.39
2.	Mr. Bharat Rasiklal Shah	WTD	10,96,599	74.75
3.	[●]	CS & Compliance Officer	-	-
	<b>Total</b>		<b>12,78,328</b>	<b>87.14</b>

**Changes in Key Managerial Personnel during the last three years**

Following have been the changes in the Key Managerial Personnel during the last three years:



Name	Designation	Date Of Appointment	Date Of Cessation	Remarks
Mr. Shubham Bharatbhai Shah	MD & CFO	20-09-2019	-	Change in Designation from Director to Managing Director & CFO
Mr. Bharat Rasiklal Shah	WTD	20-09-2019	-	Change in Designation from Director to Whole-Time Director
[●]	CS & Compliance Officer	[●]	-	Fresh Appointment

### **Interest of Key Managerial Personnel**

None of our key managerial personnel has any interest in our Company other than to the extent of the remuneration or benefits to which they are entitled to as per their terms of appointment, reimbursement of expenses incurred by them during the ordinary course of business.

Our key managerial personnel may also be deemed to be interested to the extent of Equity Shares that may be subscribed for and allotted to them, pursuant to this Issue. Such key managerial personnel may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of the said Equity Shares.

None of our key managerial personnel has been paid any consideration of any nature, other than their remuneration.

### **Bonus and/ or Profit Sharing Plan for the Key Managerial Personnel**

Our Company does not have any bonus and/ or profit sharing plan for the Key Managerial Personnel. However, Our Company makes bonus payments to the employees based on their performances, which is as per their terms of appointment.

### **Contingent and Deferred Compensation payable to Key Managerial Personnel**

None of our Key Managerial Personnel has received or is entitled to any contingent or deferred compensation.

### **Scheme of Employee Stock Options or Employee Stock Purchase (ESOP/ESPS SCHEME)**

Our Company does not have any Employee Stock Option Scheme or Employee Stock Purchase Scheme or any other similar scheme giving options in our Equity Shares to our employees.

### **Loans to Key Managerial Personnel**

There are no loans outstanding against the Key Managerial Personnel as on the date of this Draft Prospectus.

### **Payment of Benefits to our Key Managerial Personnel (Non- Salary Related)**

Except for the payment of salaries, perquisites and reimbursement of expenses incurred in the ordinary course of business and as disclosed in '*Annexure 32: Statement of Related Parties' Transactions*' under the chapter '*Financial Statement*' beginning on page no. 115, we do not have any performance linked bonus or profit sharing plan with any of our Key Managerial Personnel. Further, we have not paid/ given any other benefit to the officers of our Company, within the two preceding years nor do we intend to make such payment/ give such benefit to any officer as on the date of this Draft Prospectus.

### **Service Contracts with Key Managerial Personnel**


As on the date of this Draft Prospectus, our Company has not entered into any service contracts with the Key Managerial Personnel's.

## OUR PROMOTERS


The Promoters of our Company is Mr. Bharat Rasiklal Shah, Mrs. Pravinaben Shah and Mr. Shubham Bharatbhai Shah. As on date of this Draft Prospectus, our Promoters together hold 12,81,828 Equity Shares having face value of Rs. 10 per share and representing 87.37 % of the pre-issue Paid up Capital of our Company.

### THE BRIEF PROFILE OF OUR INDIVIDUAL PROMOTERS IS AS FOLLOWS:


#### MR. BHARAT RASIKLAL SHAH

	<p><b>Mr. Bharat Rasiklal Shah</b>, aged 53 years, is the Promoter &amp; Whole-Time Director of our Company.</p> <p>For a complete detail on his appointment as a Director, educational qualifications, experience, positions / posts held in the past and in the present, other directorships and special achievements, shareholding, please refer chapter titled <b>“Our Management”</b> on page no. 90 of this Draft Prospectus.</p> <p>As on the date of this Draft Prospectus, Mr. Bharat Rasiklal Shah holds 10,96,599 Equity Shares representing 74.75 % of the pre-issue paid-up share capital of our Company.</p> <p>For details of other ventures of Mr. Bharat Rasiklal Shah, please refer <b>“Our Group Entities”</b> on page no. 111.</p>	
	<b>Pan</b>	AFSPS5429Q
	<b>Aadhaar Card No.</b>	590262765808
	<b>Nationality</b>	Indian
	<b>Address</b>	405 Aarshviraj Confert, B/H Maniratnam Bunglows, New Vasna, Ahmedabad 380007
	<b>Other Details</b>	
	- E.C. Voter Id No.;	- IIE2766202;
- Driving License No.	- GJ01 20040196196	
<b>Other Directorship</b>	- NIL	

#### MRS. PRAVINABEN SHAH

	<p><b>Mrs. Pravinaben Shah</b>, aged 47 years, is the Promoter and Non-Executive Director of our Company.</p> <p>For a complete detail on her appointment as a Director, educational qualifications, experience, positions / posts held in the past and in the present, other directorships and special achievements, shareholding, please refer chapter titled <b>“Our Management”</b> on page no. 90 of this Draft Prospectus.</p> <p>As on the date of this Draft Prospectus, Mrs. Pravinaben Shah holds 3,500 Equity Shares representing 0.24% of the pre-issue paid-up share capital of our Company.</p> <p>For details of other ventures of Mrs. Pravinaben Shah, please refer <b>“Our Group Entities”</b> on page no. 111.</p>	
	<b>Pan</b>	AWJPS0653G
	<b>Adhaar Card No.</b>	412817933198
	<b>Nationality</b>	Indian
	<b>Address</b>	405 Aarshviraj Confert, B/H Maniratnam Bunglows, New Vasna, Ahmedabad 380007
	<b>Other Details</b>	
	- E.C. Voter Id No.;	- IIE2766194;
- Driving License No.	- GJ01 20050045146	
<b>Other Directorship</b>	- NIL	

## MR. SHUBHAM BHARATBHAI SHAH

	<b>Mr. Shubham Bharatbhai Shah</b> , aged 24 years, is the Promoter and Managing Director of our Company.	
	For a complete detail on her appointment as a Director, educational qualifications, experience, positions / posts held in the past and in the present, other directorships and special achievements, shareholding, please refer chapter titled <b>“Our Management”</b> on page no. 90 of this Draft Prospectus.	
	As on the date of this Draft Prospectus, Mr. Shubham Bharatbhai Shah holds 1,81,729 Equity Shares representing 12.39% of the pre-issue paid-up share capital of our Company.	
	For details of other ventures of Mr. Shubham Bharatbhai Shah, please refer <b>“Our Group Entities”</b> on page no. 111.	
	<b>Pan</b>	FKWPS2457A
	<b>Adhaar Card No.</b>	221682251289
	<b>Nationality</b>	Indian
<b>Address</b>	405 Aarshviraj Confert, B/H Maniratnam Bunglows, New Vasna, Ahmedabad 380007	
<b>Other Details</b>	- E.C. Voter Id No.;	
	- Driving License No.	
<b>Other Directorship</b>	- Swarniyam Gold Private Limited	

For details of the build-up of our Promoter’ shareholding in our Company, please see **“Capital Structure – Shareholding of our Promoter”** beginning on page no 49 of this Draft Prospectus.

### Other Declaration and Confirmations

Our Company hereby confirms that the personal details of our Individual Promoters viz., Permanent Account Number, Passport Number and Bank Account Number will be submitted to the Stock Exchange at the time of filing this Draft Prospectus with them.

Our Promoters, members of our Promoter Group, Promoter Group Entities/ Companies confirm that:

- They have not been prohibited from accessing or operating in the capital markets or restrained from buying, selling or dealing in securities under any order or direction passed for any reasons by the SEBI or any other authority or refused listing of any of the securities issued by any such entity by any stock exchange in India or abroad;
- They have not been declared as a fugitive economic offender under Section 12 of Fugitive Economic Offenders Act, 2018;
- They are not a promoters, directors 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;
- They have not been identified as a willful defaulter by RBI or any other Government authority; and
- There are no violations of securities laws committed by them in the past or any such proceedings are pending against them.

### Relationship of Promoters with our Directors

Our Promoters- Mr. Bharat Rasiklal Shah as Whole-Time Director, Mrs. Pravinaben Shah as Non-Executive Director and Mr. Shubham Bharatbhai Shah as Managing Director hold directorship in the Company as on the date of filing the Draft Prospectus. For details regarding their directorship and change in the board for the last three years in our Company, please refer to the chapter titled **“Our Management”** on page 90 of this Draft Prospectus.

Except for Mr. Bharat Rasiklal Shah and Mrs. Pravinaben Shah being spouse to each other and parents to Mr. Shubham Bharatbhai Shah; none of the other Directors and/ or KMP's are related to each other and have any family relationships as per section 2(77) of the Companies Act, 2013.

### ***Change in the Management and control of our Company***

Our Promoters are the original promoters of our Company and there has been no change in the Promoters, management or control of our Company in the five years immediately preceding the date of this Draft Prospectus.

### ***Details of Companies / Firms from which our Promoters have disassociated***

None of our Promoters have disassociated themselves from any firms or companies in the last three (3) years preceding this Draft Prospectus.

### **Common Pursuits of Our Promoters**

As on the date of this Draft Prospectus, none of our Promoters have objects similar to that of our Company's business except M/s Goyam Gold- Partnership Firm and M/s S Square- Proprietary Firm which has common pursuits and are engaged in the business similar to that carried out by our Company.

Further, as on the date of filing this Draft Prospectus, we do not have any non-compete agreement/arrangement with any of our Group Entities, currently. 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.

For details of our members forming a part of our Promoter Group and Promoter Group Company/entities, please refer to Section titled "***Our Promoter Group and Group Companies / Entities***" on page no.104 and 111 and '***Annexure 32: Statement of Related Parties' Transactions***' in the chapter titled '***Restated Financial Statement***' beginning on page no. 115 of this Draft Prospectus.

### **Interest of Promoters**

#### ***Interest in promotion of Our Company***

Our Promoters together hold 12,81,828 Equity Shares aggregating to 87.37% of pre-issue Equity Share Capital in our Company.

Some of our Promoters are interested to the extent that they have promoted our Company and to the extent of their shareholding and directorship in our Company & dividend payable thereon, if any and the shareholding of their relatives in our Company and the dividend declared and due, if any, and employment related benefits paid by our Company. For details regarding shareholding of our Promoters in our Company, please refer to the chapters titled "***Capital Structure***" and "***Our Management***" on page no. 49 and 90, respectively of this Draft Prospectus.

Our Promoters may be interested to the extent of unsecured loans granted to our Company, if any. Further, our Promoters may also interested to the extent of loans, if any, taken by them or their relatives or taken by the companies/ firms in which they are interested as Directors/Members/Partners. Further, they may be deemed to be interested to the extent of transactions carried on / payment made by our Company to the proprietorship firm / partnership firm / companies in which they may act as a Proprietor/ Partner / Promoter and/or Directors. For further details, please refer to '***Annexure 32: Statement of Related Parties' Transactions***' in the chapter titled '***Restated Financial Statement***' beginning on page no. 115 of this Draft Prospectus.

Some of our Promoters are also interested in our Company to the extent of being Executive Directors of our Company and the remuneration and reimbursement of expenses payable to them in such capacities. For further details in this regard, please refer chapter titled "***Our Management***" on page no. 90 of this Draft Prospectus.

Some of our Promoters are also Directors on the Board, Promoters and Shareholders of certain Promoter Group Entities/ Companies and may be deemed to be interested to the extent of the payments made by our Company, if any, to these Promoter Group Companies and to the extent of their shareholding in our Group Companies with which our company transacts during the course of its operations.

Our Promoters are the Directors of our Company and may be deemed to be interested to the extent of remuneration and/ or reimbursement of expenses payable to them for services rendered to us in accordance with the provisions of the Companies Act and in terms of the agreements entered into with our Company, if any and AoA of our Company. For details refer to the chapter titled **“Our Management”**, **“Financial Statements”** and **“Capital Structure”** beginning on page nos. 90, 115 and 49 respectively of this Draft Prospectus.

#### **Experience of our Promoter in the business of our Company**

For details in relation to experience of our Promoter in the business of our Company, see Chapter **“Our Management”** beginning on page no. 90 of this Draft Prospectus.

#### **Interest in the property of Our Company**

Except as disclosed in the chapters titled **“Our Business”** beginning on page no. 77 and **‘Annexure 32: Statement of Related Parties’ Transactions’** in the chapter titled **‘Restated Financial Statement’** beginning on page no. 115 of this Draft Prospectus, our Promoters do not have any interest in any property acquired two years prior to the date of this Draft Prospectus.

Further, our Promoters are not currently interested in any transaction with our Company involving acquisition of land, construction of building or supply of any machinery.

Our promoter may be interested in rent being paid by our Company to promoter who owns the registered office being occupied by the Company. For further details please see **“Our Business”** and **“Financial Statements”** beginning on page nos. 77 and 115 of this Draft Prospectus.

#### **Interest in transactions involving acquisition of land**

As on the date of this Draft Prospectus, except as disclosed in **‘Annexure 32: Statement of Related Parties’ Transactions’** in the chapter titled **‘Restated Financial Statement’** beginning on page no. 115 of this Draft Prospectus, our Promoters do not have any interest in any property or in any transaction involving acquisition of land, construction of building or supply of any machinery by our Company.

#### **Interest as a creditor of Our Company**

Except as stated in the **‘Annexure 32: Statement of Related Parties’ Transactions’** in the chapter titled **‘Restated Financial Statement’** beginning on page no. 115 of this Draft Prospectus our Company has not availed any loans from the Promoters of our Company as on the date of this Draft Prospectus.

#### **Interest as Director of our Company**

Our Promoters- Mr. Bharat Rasiklal Shah as Whole-Time Director, Mrs. Pravinaben Shah as Non-Executive Director and Mr. Shubham Bharatbhai Shah as Managing Director hold directorship in the Company as on the date of filing the Draft Prospectus. For details regarding their directorship and change in the board for the last three years in our Company, please refer to the chapter titled **“Our Management”** on page 90 of this Draft Prospectus.

Except as stated in **‘Annexure 32: Statement of Related Parties’ Transactions’** in the chapter titled **‘Restated Financial Statement’** beginning on page no. 115 of this Draft Prospectus and shareholding of our Promoters in our Company in the chapter titled **“Capital Structure”** beginning on page no. 49 of this Draft Prospectus, our Promoters do not have any other interest in our company.

#### **Interest as members of our Company**

Our Promoters are interested to the extent of their shareholding, the dividend declared in relation to such shareholding, if any, by our Company. For further details in this regard, please refer chapter titled **“Capital Structure”** beginning on page no. 49 of this Draft Prospectus.

Our Company has neither made any payments in cash or otherwise to our Promoter or to firms or companies in which our Promoter is interested as members, directors or promoter nor have our Promoter been offered any inducements to become directors or otherwise to become interested in any firm or company, in connection with the promotion or formation of our Company otherwise than as stated **‘Annexure 32: Statement of Related Parties’**

*Transactions*' beginning on page no. 135 of the chapter titled '*Financial Statements*' beginning on page no. 115 of this Draft Prospectus.

#### ***Other Ventures of our Promoters of Our Company***

Except as disclosed in the chapter titled '*Promoters and Group Companies*' beginning on page no.104 and 111 of this Draft Prospectus, there are no other ventures of our Promoters in which they have any other business interests/other interests.

#### ***Payment or Benefit to Promoters of Our Company***

Save and except as stated otherwise in '*Annexure 32: Statement of Related Parties' Transactions*' in the chapter titled '*Restated Financial Statement*' beginning on page no. 115 of this Draft Prospectus, no payment has been made or benefit given or is intended to be given to our Promoters in the two years preceding the date of this Draft Prospectus.

#### ***Related Party Transactions***

For details of related party transactions entered into by our Promoters, members of our Promoter Group and our Company, please refer to '*Annexure 32: Statement of Related Parties' Transactions*' on page no. 135 of the chapter titled '*Financial Statement*' beginning on page no. 115 of this Draft Prospectus.

#### ***Guarantees***

Our Promoter(s) has not given personal guarantees, respectively, towards financial facilities availed from Bankers of our Company. Further, they have not extended any unsecured loans as on March 31, 2019. For details, please refer to '*Statement of Financial Indebtness*' on page no. 145 of the chapter titled '*Financial Statement*' beginning on page no. 115 of this Draft Prospectus

Except as stated in the '*Statement of Financial Indebtness*' on page no. 145 of the chapter titled '*Financial Statement*' beginning on page no. 115 of this Draft Prospectus, respectively, there are no material guarantees given by the Promoters to third parties with respect to specified securities of the Company as on the date of this Draft Prospectus.

#### ***Litigation details pertaining to our Promoters***

For details of legal and regulatory proceedings involving our Promoters, please refer chapter titled "*Outstanding Litigation and Material Developments*" beginning on page 146 of this Draft Prospectus.

### **OUR PROMOTER GROUP**

In addition to the Promoters named above, the following natural persons are part of our Promoter Group:

#### **1) Natural Persons who are part of the Promoter Group**

As per Regulation 2(1) (pp) of the SEBI (ICDR) Regulations, 2018, the natural persons who are part of the Promoter Group (due to their relationship with the Promoters), other than the Promoters, are as follows:

<b>Relationship with Promoters</b>	<b>Mr. Bharat Rasiklal Shah</b>	<b>Mrs. Pravinaben Shah</b>	<b>Mr. Shubham Bharatbhai Shah</b>
Father	Mr. Rasiklal A. Shah	Mr. Rasiklal M. Mehta	Mr. Bharat R Shah
Mother	Mrs. Somiben R. Shah	Mrs. Ramila ben R. Mehta	Mrs. Pravinaben B. Shah
Spouse	Mrs. Pravina Shah	Mr. Bharat Shah	-
Brother	Mr. Prakash R Shah	Mr. Devendra R Mehta	-
	Mr. Shankarlal R. Shah	Mr. Ajit R. Mehta	
	-	Mr. Harshard R. Mehta	
	-	Mr. Sandip R. Mehta	
Sister	Mrs. Bhavna Rajeshkumar Shah	-	Ms. Saloni B. Shah
Son	Mr. Shubham B. Shah	Mr. Shubham B. Shah	-
Daughter	Ms. Saloni B. Shah	Ms. Saloni B. Shah	-
Spouse`s Father	Mr. Rasiklal M. Mehta	Mr. Rasiklal A. Shah	-
Spouse`s Mother	Mr. Ramilaben R. Mehta	Mrs. Somiben R. Shah	-

Relationship with Promoters	Mr. Bharat Rasiklal Shah	Mrs. Pravinaben Shah	Mr. Shubham Bharatbhai Shah
Spouse`s Brother(s)	Mr. Devendra R Mehta	Mr. Prakash R Shah	-
	Mr. Ajit R. Mehta	Mr. Shankarlal R. Shah	
	Mr. Harshard R. Mehta		
	Mr. Sandip R. Mehta		
Spouse`s Sister(s)	-	Bhavna Rajeshkumar Shah	-

**2) As per Regulation 2(1) (pp) (iv) of the SEBI (ICDR) Regulations, 2018, Companies/ Corporate Entities, Firms, Proprietorships and HUFs which form part of our Promoter Group are as follows:**

As per the extent of information available in relation to our Promoter group, there are no companies, firms, proprietorships and HUF's forming part of our Promoters group as on date of this Draft Prospectus except mentioned below: -

Sr. No.	Name of the Promoter Entities/Company
1.	M/s Goyam Gold- Partnership Firm
2.	M/s S Square- Proprietary Firm
3.	Swarniyam Gold Private Limited

**Common Pursuits/Conflict of Interest**

As on the date of this Draft Prospectus, none of our Group Entities have objects similar to that of our Company's business except M/s Goyam Gold- Partnership Firm and M/s S Square- Proprietary Firm which has any common pursuits and are engaged in the business similar to that carried out by our Company.

Further, currently 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.

**Details of Common Pursuits between our Company and Our Promoter Group Companies/ Entities:**

For details of related party transactions with our Promoter and Promoter Group Companies/ Entities, please refer '*Annexure 32: Statement of Related Parties' Transactions*' on page no. 135 and '*Annexure 04: Significant Accounting Policies and notes on thereon*' on page no. 122 of the chapter titled '*Financial Statement*' beginning on page no. 115.

For details on the shareholding of our Promoter Companies/ Entities in our Company, please chapter titled "*Capital Structure*" beginning on page no. 49 of this Draft Prospectus.

For more information, please refer "*Risk Factors*" on page no. 19, "*Our Management*" on page no. 90 and "*Financial Statements*" on page no. 115.

***Group Entities/ Companies from which the Promoters have disassociated themselves in last 3 (three) years***

Our Promoters have not disassociated themselves from any of our Group Entities/ Companies in which they are promoters, in last three years. Further, none of the Group Entities/ Companies are defunct and no application has been made to the Registrar of Companies for striking off the name of any of the Group Entities/ Companies during the five years preceding the date of this Draft Prospectus.

***In the promotion of our Company***

None of the Group Entities/ Companies has any interest in the promotion of our Company except as disclosed in the section titled "*Financial Statements*" beginning on page no. 115 of this Draft Prospectus and to the extent of their shareholding in our Company.

***In the properties acquired by our Company***

None of the Group Entities/ Companies has any interest in the properties acquired by our Company within the three years of the date of filing this Draft Prospectus or proposed to be acquired by our Company except as disclosed in the section titled "*Financial Statements*" beginning on page no. 115 of this Draft Prospectus.

### ***Payment or benefit to our Group Entities/ Companies***

Except as stated otherwise in '*Annexure 32: Statement of Related Parties' Transactions*' on page no. 135 of the chapter titled '*Financial Statement*' beginning on page no. 115 of this Draft Prospectus, there has been no payment or benefits to our Group Entities/ Companies during the two years prior to the filing of this Draft Prospectus.

### ***Related business transactions between our Company and the Group Companies/Entities and its significance on the financial performance of Our Company***

For details, please refer to *Annexure 32: Statement of Related Parties' Transactions*' on page no. 135 of the chapter titled '*Restated Financial Statements*' beginning on page no. 115 of this Draft Prospectus.

### ***Business interests of Group Companies/ Entities and/or Subsidiaries and/or Associate Companies in our Company***

None of the Group Companies/ Entities and/or Subsidiaries and/or Associate Companies have any interests in the business of our Company or interest of any other nature as on the date of this Draft Prospectus, other than as disclosed in '*Annexure 32: Statement of Related Parties' Transactions*' on page no. 135 of the chapter titled '*Restated Financial Statements*' beginning on page no. 115 of this Draft Prospectus.

### ***Sale/purchase between Our Company and Group Companies***

For any other details relating to sales or purchases between our Company and any of our Group entities, please refer to '*Annexure 32: Statement of Related Parties' Transactions*' on page no. 135 of the chapter titled '*Restated Financial Statements*' beginning on page no. 115 of this Draft Prospectus.

### ***Defunct/ Sick Companies/ Winding up of our Group Entities/ Companies***

None of the other Group Entities/ Companies has been declared as

- A sick company under the Sick Industrial Companies (Special Provisions) Act, 1985;
- A defunct and no application has been made to the Registrar of Companies for striking off the name of our Group Company during the (5)five years preceding the date of this Draft Prospectus.

Further, there are no winding up proceedings against any of our Group Entities/ Companies.

### ***Litigation***

For details relating to legal proceedings involving our Group Companies/Entities, if any, please refer to the chapter titled '*Outstanding Litigations and Material Developments*' beginning on page no. 146 of this Draft Prospectus.

### ***Confirmations/ Undertaking***

None of our individual members forming a Promoter Group or Group Companies/Entities or person in control of our Company:

- Has been prohibited from accessing or operating in the capital market or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI or any other authority; or
- Has been refused listing of any of the securities issued by such entity by any stock exchange, in India or abroad; or
- Has a negative net worth as of the date of the respective last audited financial statements; or
- Has been debarred from accessing the capital markets under any order or direction passed by the SEBI or any other authority; or
- Has not been declared as a fugitive economic offender under Section 12 of Fugitive Economic Offenders Act, 2018; or
- Has not been identified as a willful defaulter by RBI or any other Government authority; or
- Has not committed any violations of securities laws in the past or does not any such proceedings that are pending against them.

Further, neither our Promoters nor the relatives of our individual Promoters (as defined under the Companies Act) have been declared as a willful defaulter by the RBI or any other government authority and there are no violations of securities laws committed by them or any entities they are connected with in the past and no proceedings for violation of securities laws are pending against them.



## OUR GROUP COMPNIES/ ENTITIES

As per the SEBI ICDR Regulations, 2018, for the purpose of identification of Group Companies, our Company has considered those companies as our Group Companies which is covered under the applicable accounting standard (AS-18) issued by the Institute of Chartered Accountants of India such other companies as considered material by our Board.

Pursuant to a Board resolution dated December 13, 2019, the Board formulated a policy with respect to companies which it considered material to be identified as group companies. Our Board has approved that all companies which are identified as related parties in accordance with Accounting Standards 18 as per the Restated Financial Statements are identified as group entities.

Accordingly, in terms of the SEBI Regulations and in terms of the policy of materiality defined by the Board pursuant to its resolution dated December 13, 2019, our Group Companies include:

- 1) Such Company forms part of the Promoter Group of our Company in terms of Regulation 2(1)(t) and 2(1)(pp) of the SEBI Regulations, 2018 as amended from time to time;
- 2) Those companies disclosed as related parties in accordance with Accounting Standard (“AS 18”) issued by the Institute of Chartered Accountants of India, in the Restated Financial Statements of the Company for the last five financial years and
- 3) All companies forming part of the Related Party Transactions, with whom our Company has entered into one or more transactions during any of the last three fiscals such that the transaction value with our Company in any of the aforementioned fiscals / period exceeds 10% of the total revenue of our Company in the respective fiscals / period.

Further, companies which have been disclosed as related parties in the Restated Financial Statements of our Company for the last five financial years, and which are no longer associated with our Company have not been disclosed as Group Companies.

Except as specified under the section “**Our Promoter and Promoter Group**” beginning on page no. 111 of this Draft Prospectus, there are no companies which are considered material by the Board to be identified as a group company. No equity shares of our Group Companies are listed on any stock exchange and none of them have made any public or rights issue of securities in the preceding three years.

Based on the above and as on the date of this Draft Prospectus, except for M/s. Goyal Gold (Partnership firm), there are no other companies have been identified as group companies of our company.

The detail of our group company is as follows:

### M/S. GOYAL GOLD (PARTNERSHIP FIRM)

<b>Pan Card No.</b>	: AANFG4654R
<b>Date of Incorporation</b>	: August 07, 2014
<b>Registered Office Address</b>	: 202 S.F, Shri Virkala Complex, M G Haveli Road, Manekchowk, , Ahmedabad, Gujarat, 380001
<b>Name of the Partner’s</b>	: There 2 partners- 1. Mr. Shubham Bharatbhai Shah and 2. Mrs. Pravinaben Bharatbhai Shah
<b>Main Objective of the Partnership Firm</b>	: Retail Trading of gold, silver and diamond jewellery and any such other business as may be decided mutually by the partners from time to time.

### Interest of our Promoters in Goyal Gold

Two of Our Promoters, Mr. Shubham Bharatbhai Shah and Mrs. Pravinaben Bharatbhai Shah have 50% and 50% of profit sharing in the Partnership Firm.

## Financial Information of Goyal Gold:

The brief financial details of Goyal Gold derived from its audited financial statements, for Fiscals 2019, 2018 and 2017 are set forth below:

Particulars	As at March 31,		
	2019	2018	2017
Capital of the Firm	18.41	9.23	12.13
Income including other income	12.83	14.78	6.86
Less: Expenses	12.68	13.87	6.78
Profit/ (Loss) after tax	0.15	0.90	0.08

**Changes in the Management and Control in Partnership Firm-** Not Applicable.

### Other Interest of our Promoter in Partnership Firm

As on the date of filing this Draft Prospectus, the details of other interest of our Promoter in Goyam Gold-Partnership Firm is as follows:

- Two of the Partners of Goyam Gold i.e. Mr. Shubham Bharatbhai Shah and Mrs. Pravinaben Bharatbhai Shah are also the Promoters of our Company.
- Two of the Partners of Goyam Gold i.e. Mr. Shubham Bharatbhai Shah and Mrs. Pravinaben Bharatbhai Shah have business interest in our company i.e. to the extent of sales, purchase and revenue earned and to the extent of the property leased out to our company. For details on Related Party Transactions of our Company with Goyam Gold- Partnership Firm, please refer to '*Annexure 32: Statement of Related Parties' Transactions*' on page no. 135 of the chapter titled '*Restated Financial Statements*' beginning on page no. 115 of this Draft Prospectus.

### Other Disclosures relating to the Partnership Firm as the date of filing this Draft Prospectus:

- There are no defaults in meeting any statutory/bank/institutional dues.
- No proceedings have been initiated for economic offences against Goyam Gold - Partnership Firm.
- No application has been made for striking off the name of Goyam Gold - Partnership Firm nor has it been declared as a Defunct Firms.
- The Goyam Gold - Partnership Firm are not prohibited from accessing the capital markets for any reasons by the SEBI or any other authorities.
- Except as disclosed in chapters titled "*Capital Structure*", "*Our Business*", "*Our Management*" and in '*Annexure 32: Statement of Related Parties' Transactions*' in the chapter titled '*Restated Financial Statement*' beginning on page nos. 49, 77, 90 and 115 respectively of this Draft Prospectus; Goyam Gold - Partnership Firm is not
  - Interested in the promotion of our Company;
  - Interested in the properties acquired or proposed to be acquired by our Company in the three years preceding the filing of Prospectus;
  - Interested in any transaction for acquisition of land, construction of building or supply of machinery;
  - Interested in the business of our Company or interested of any other nature as on the date of this Draft Prospectus;
  - There has been no payment of benefits to Goyam Gold- Partnership Firm made by our Company since its incorporation till filing of this Draft Prospectus.

## **RELATED PARTY TRANSACTIONS**

For details on Related Party Transactions of our Company, please refer to '*Annexure 32: Statement of Related Parties' Transactions*' on page no. 135 of the chapter titled '*Restated Financial Statements*' beginning on page no. 115 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 General Meeting at their discretion and will depend on a number of factors, including the results of operations, earnings, capital requirements and surplus, general financial conditions, contractual restrictions, applicable Indian legal restrictions and other factors considered relevant. The shareholders of our Company have the right to decrease 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. However, 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.

Dividends are payable within 30 days of approval by the Equity Shareholders at the annual general meeting of our Company. When dividends are declared, all the Equity Shareholders whose names appear in the register of members of our Company as on the “record date” are entitled to be paid the dividend declared by our Company. Any Equity Shareholder who ceases to be an Equity Shareholder prior to the record date, or who becomes an Equity Shareholder after the record date, will not be entitled to the dividend declared by our Company.

Our Company has not declared and/or paid any dividend on equity shares since its incorporation.

## SECTION VI - FINANCIAL STATEMENTS

### INDEPENDENT AUDITOR'S REPORT ON THE RESTATED FINANCIAL STATEMENTS OF RO JEWELS LIMITED

To,  
The Board of Directors,  
**RO Jewels Limited**  
202, Shri Virkala Complex, M.G. Haveli  
Manekchowk Co. Op Bank, Manekchowk  
Ahmedabad-380001, Gujarat

**Sub.: Public Issue of 13,65,000 equity shares of face value of Rs. 10.00 each for cash at a price of Rs. 36.00 (Including Share Premium of Rs. 26/- Per Equity Share) per Equity Share aggregating Rs. 491.40 Lakhs through the fixed price route**

Dear Sirs,

- 1) We have examined the attached Restated Summary Statements and Other Financial Information of **RO Jewels Limited**, (hereinafter referred to as “**the Company**”) described below and annexed to this report for the period ending on September 30, 2019 and financial year ended on March 31, 2019 based on the audited financial statements of the Company and for financial year ended on March 31, 2018, 2017 based on the audited financial statements of the erstwhile Proprietary Firm of Mr. Bharat Rasiklal Shah, One of the Promoters of the company (collectively referred to as the “**Restated Summary Statements**” or “**Restated Financial Statements**”) as duly approved by the Board of Directors of the Company.
- 2) The said Restated Financial Statements and other Financial Information have been examined and prepared for the purpose of inclusion in the Draft Prospectus / Prospectus (collectively hereinafter referred to as “Offer Document”) in connection with the proposed Initial Public Offering (IPO) on SME Platform of BSE Limited (“**BSESME Platform**”) of the company taking into consideration the followings and in accordance with the following requirements of:
  - Section 26 of Part I of Chapter III to the Companies Act, 2013 (“the Act”) read with Companies (Prospectus and Allotment of Securities) Rules 2014, as amended from time to time;
  - The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements Regulations), 2018 (the ‘SEBI ICDR Regulations’) as amended from time to time in pursuance of Section 11 of the Securities and Exchange Board of India Act, 1992;
  - The Guidance Note on Reports in Company Draft Prospectus / Prospectus (Revised) issued by the Institute of Chartered Accountants of India (“ICAI”) (“Guidance Note”);
  - The applicable regulation of SEBI (ICDR) Regulations, 2018, as amended, and as per Schedule VI (Part A) (11) (II) of the said Regulations; and
  - The terms of reference to our engagement letter with the company dated December 10, 2019 requesting us to carry out the assignment, in connection with the proposed Initial Public Offering of equity shares on SME Platform of BSE Limited (“BSESME Platform”) (“IPO” or “SME IPO”).
- 3) These Restated Standalone Financial Information (included in Annexure 1 to 33) have been extracted by the Management of the Company from:

The Restated Financial Statements and other Financial Statements have been extracted from Audited Financial Statements of the Company and erstwhile M/s Ravi Ornaments-Proprietary Firm of Mr. Bharat Rasiklal Shah (one of our Promoters). The Audit of the company for the period ending on September 30, 2019 and financial Year ended on March 31, 2019 was conducted by M/s. Bhagat & Co., Chartered Accountants and M/s. Rajiv Ahuja & Associates, Chartered Accountants respectively. The Audit of the Proprietary Firm for the financial year ending on March 31, 2018 and 2017 was conducted by M/s. M H Zaveri & Co and M/s. D H Zaveri & Co. respectively; hence, accordingly reliance has been placed on the financial information examined by them for the said years. Further, our financial report included for the said years is based solely on the audited financial report submitted by them.

In accordance with the requirement of Section 26 of the Companies Act, 2013 read with Companies(Prospectus and Allotment of Securities) Rules 2014, the SEBI Regulations, the Guidance Note, as amended from time to time and in terms of our engagement agreed with you, we further report that:

- (a) The **Restated Statement of Assets and Liabilities** for the period ending on September 30, 2019 and financial year ended on March 31, 2019 based on the audited financial statements of the Company and for financial year ended on March 31, 2018, 2017 based on the audited financial statements of the erstwhile Proprietary Firm of Mr. Bharat Rasiklal Shah, one of the Promoters of the company, examined by us, as set out in **Annexure 1** to this report, is prepared by the Company and approved by the Board of Directors. These Restated Summary Statement of Assets and Liabilities, 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 Accounts as set out in Annexure 4 & 4.1 to this Report.
- (b) The **Restated Statement of Profit and Loss** for the period ending on September 30, 2019 and financial year ended on March 31, 2019 based on the audited financial statements of the Company and for financial year ended on March 31, 2018, 2017 based on the audited financial statements of the erstwhile Proprietary Firm of Mr. Bharat Rasiklal Shah, one of the Promoters of the company, examined by us, as set out in Annexure 2 to this report, is prepared by the Company and approved by the Board of Directors. These Restated Summary Statement of Profit and Loss, 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 Accounts as set out in Annexure 4 & 4.1 to this Report.
- (c) The **Restated Statement of Cash Flows** for the period ending on September 30, 2019 and financial year ended on March 31, 2019 based on the audited financial statements of the Company and for financial year ended on March 31, 2018, 2017 based on the audited financial statements of the erstwhile Proprietary Firm of Mr. Bharat Rasiklal Shah, one of the Promoters of the company, examined by us, as set out in Annexure 3 to this report, is prepared by the Company and approved by the Board of Directors. These Restated Summary Statement of Cash Flows, 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 Accounts as set out in Annexure 4 & 4.1 to this Report.

As a result of these adjustments, the amounts reporting in the above mentioned statements are not necessarily the same as those appearing in the audited financial statements of the Company for the relevant financial years.

- 4) Based on the above, as per the reliance placed by us on the audited financial statements of the Company and report thereon given by the Statutory Auditor of the Company for the period ending on September 30, 2019 and for the financial year ended March 31, 2019, 2018, 2017, and to the best of our information and according to the explanation given to us, we are of the opinion that Restated Financial Statement:
  - (a) have been made after incorporating adjustments for the changes in accounting policies retrospectively in respective financial years to reflect the same accounting treatment as per the changed accounting policies for all the reporting periods based on the significant accounting policies adopted by the Company as at September 30, 2019.
  - (b) have been made after incorporating adjustments for prior period and other material amounts, if any, in the respective financial years to which they relate to;
  - (c) do not contain any extra ordinary items that need to be disclosed separately other than those presented in the Restated Financial Statement and do not contain any qualification requiring adjustments;
  - (d) There were no qualifications in the Audit Reports issued by the Statutory Auditors for the period ending on September 30, 2019 and for the financial year ended March 31, 2019, 2018, 2017 which would require adjustments in this Restated Financial Statements of the Company;
  - (e) Profits and losses have been arrived at after charging all expenses including depreciation and after making such adjustments/restatements and regroupings as in our opinion are appropriate and are to be read in accordance with the Significant Accounting Policies and Notes to Accounts as set out in Annexure 4 to this report;

- (f) Adjustments in Restated Summary Statements have been made in accordance with the correct accounting policies,
  - (g) There was no change in accounting policies, which needs to be adjusted in the Restated Summary Statements;
  - (h) There are no revaluation reserves, which need to be disclosed separately in the Restated Financial Statements;
  - (i) The Company has not paid any dividend since its incorporation.
- 5) We have also examined the following other Restated Financial Information as set out in the respective Annexure's to this report and forming part of the Restated Financial Statement, prepared by the management of the Company and approved by the Board of Directors on December 10, 2019 relating to the company for the period ending on September 30, 2019 and for the year ended March 31, 2019, 2018, 2017 proposed to be included in the Draft Prospectus / Prospectus ("Offer Document") for the proposed IPO:
1. Statement of Share Capital and Reserves & Surplus, as restated in **Annexure 05** to this report.
  2. Statement of Long Term Borrowings as restated in **Annexure 06** to this report.
  3. Statement of Long Term Provisions as restated in **Annexure 07** to this report
  4. Statement of Short Term Borrowings as restated in **Annexure 08** to this report.
  5. Statement of Trade Payables as restated in **Annexure 09** to this report.
  6. Statement of Other Current Liabilities as restated in **Annexure 10** to this report.
  7. Statement of Short Term Provisions as restated in **Annexure 11** to this report.
  8. Statement of Fixed Assets as restated in **Annexure 12** to this report.
  9. Statement of Non-Current Investments as restated in **Annexure 13** to this report.
  10. Statement of Long Term Loans and Advances as restated in **Annexure 14** to this report.
  11. Statement of Deferred Tax Asset /(Liabilities) as restated in **Annexure 15** to this report.
  12. Statement of Current Investment as restated in **Annexure 16** to this report.
  13. Statement of Inventory as restated in **Annexure 17** to this report.
  14. Statement of Trade Receivables as restated in **Annexure 18** to this report.
  15. Statement of Cash and Cash Equivalents as restated in **Annexure 19** to this report.
  16. Statement of Short term loans and advances as restated in **Annexure 20** to this report.
  17. Statement of Other Current Assets as restated in **Annexure 21** to this report
  18. Statement of Revenue from Operations as restated in **Annexure 22** to this report.
  19. Statement of Other Income as restated in **Annexure 23** to this report.
  20. Statement of Cost of purchases of services and materials as restated in **Annexure 24** to this report.
  21. Statement of Employee Benefit Expenses as restated in **Annexure 25** to this report.

22. Statement of Finance Costs restated in **Annexure 26** to this report.
23. Statement of Other Expenses as restated in **Annexure 27** to this report.
24. Statement of Dividend Declared as restated in **Annexure 28** to this report.
25. Statement of Capitalization as restated in **Annexure 29** to this report.
26. Statement of Tax Shelters as restated in **Annexure 30** to this report.
27. Statement of Contingent Liabilities as restated in **Annexure 31** to this report.
28. Statement of Related Party Transactions as restated in **Annexure 32** to this report.
29. Other Financial Information as restated in **Annexure 33** to this report.
- 6) We, Bhagat & Co., Chartered Accountants have been subjected to the peer review process of the Institute of Chartered Accountants of India (“ICAI”) and hold a valid peer review certificate Number 009446 dated January 11, 2017 issued by the “Peer Review Board” of the ICAI.
- 7) The preparation and presentation of the Financial Statements referred to above are based on the Audited financial statements of the Company and are in accordance with the provisions of the Act and ICDR Regulations. The Financial Statements and information referred to above is the responsibility of the management of the Company.
- 8) This report should not in any way be construed as a re-issuance or re-dating of any of the previous audit reports issued by us, nor should this report be construed as an opinion on any of the Standalone Financial Information referred to herein.
- 9) We have no responsibility to update our report for events and circumstances occurring after the date of the report.
- 10) In our opinion, the above Restated Financial Statements contained in Annexure 1 to 33 to this report read along with the ‘Significant Accounting Policies and Notes to the Restated Standalone Financial Statements’ appearing in Annexure 4 after making adjustments and regrouping/reclassification as considered appropriate and have been prepared in accordance with the provisions of Section 26 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules 2014, to the extent applicable, the SEBI Regulations, the Guidance Note issued in this regard by the ICAI, as amended from time to time, and in terms of our engagement agreed with you.
- 11) Our report is intended solely for use of the Management and for inclusion in the offer documents in connection with the proposed SME IPO of equity shares of the Company and is not to be used, referred to distributed for any other purpose except with our prior written consent.

**For Bhagat & Co**  
**Chartered Accountants**  
**Firm Registration No.: 127250W**

**Sandeep H. Mulchandani**  
**Partner**  
**Membership No. 144241**

**Place: Ahmedabad**  
**Date: December 18, 2019**



## ANNEXURE 01

## STATEMENT OF ASSETS AND LIABILITIES, AS RESTATED

(Rs. in Lakhs)

Particulars	Annexure nos.	As at September 30, 2019	As on March 31,		
			2019	2018	2017
<b>Equity &amp; Liabilities</b>					
<b>Shareholders' Funds</b>					
Share Capital	05	146.71	44.84	14.34	17.45
Share Application Money		-	-	-	-
Reserve & Surplus	05	369.84	133.00	7.06	6.03
<b>Total (A)</b>		<b>516.55</b>	<b>177.84</b>	<b>21.40</b>	<b>23.48</b>
<b>Non-Current Liabilities</b>					
Long Term Borrowings	06	-	-	103.50	46.34
Deferred Tax Liabilities (Net)	15	-	-	-	-
Long Term Provisions	07	-	-	-	-
<b>Total (B)</b>		<b>-</b>	<b>-</b>	<b>103.50</b>	<b>46.34</b>
<b>Current Liabilities</b>					
Short Term Borrowings	08	-	-	103.95	84.37
Trade Payables	09	53.03	-	1.64	1.94
Other Current Liabilities	10	3.00	-	-	-
Short Term Provisions	11	7.67	1.22	-	-
<b>Total (C)</b>		<b>63.70</b>	<b>1.22</b>	<b>105.59</b>	<b>86.31</b>
<b>Total (D=A+B+C) - TOTAL LIABILITIES</b>		<b>580.25</b>	<b>179.06</b>	<b>230.49</b>	<b>156.13</b>
<b>Fixed Assets</b>					
Tangible Asset	12	10.32	11.13	37.44	37.83
Intangible Asset		-	-	-	-
Non-Current Investments	13	-	-	1.77	4.63
Long Term Loans & Advances	14	-	-	-	-
Other Non-Current Assets		-	-	-	-
Deferred Tax Assets	15	-	-	-	-
<b>Total (E)</b>		<b>10.32</b>	<b>11.13</b>	<b>39.21</b>	<b>42.46</b>
<b>Current Assets</b>					
Current Investments	16				
Inventories	17	504.23	145.67	115.95	69.81
Trade Receivables	18	32.15	0.00	5.62	23.13
Cash & Bank Balances	19	33.38	0.57	8.80	5.37
Short Term Loans & Advances	20	0.17	0.03	60.91	15.37
Other Current Assets	21	-	21.67	-	-
<b>Total (F)</b>		<b>569.93</b>	<b>167.94</b>	<b>191.28</b>	<b>113.68</b>
<b>Total (G=E+F) - TOTAL ASSETS</b>		<b>580.25</b>	<b>179.06</b>	<b>230.49</b>	<b>156.13</b>

Please note that the financial data for FY 2017-18, 2016-17 is for the Erstwhile Proprietary Firm- Ravi Ornaments and financial data for September 30, 2019 and FY 2018-19 is for the Company- RO Jewels Limited. For details on combined financial data for the Erstwhile Proprietary Firm- Ravi Ornaments and for the Company- RO Jewels

Limited, please refer to “*Our Results of Operation*” in the chapter titled “*Management’s Discussion And Analysis Of Financial Conditions And Results Of Operations*” beginning on page no. 137 of this Draft Prospectus/ Prospectus.

## ANNEXURE 02

### STATEMENT OF PROFITS AND LOSSES, AS RESTATED

(Rs. in Lakhs)

Particulars	Annexure nos.	As at September 30, 2019	As on March 31,		
			2019	2018	2017
<b>Revenue</b>					
<b>I. Revenue From Operation</b>					
Sale of Services and Products	22	1047.22	424.34	975.68	573.56
II. Other Income	23	-	-	0.02	0.84
<b>Total Revenue (I+II)</b>		<b>1,047.22</b>	<b>424.34</b>	<b>975.70</b>	<b>574.40</b>
<b>Expenses</b>					
Cost of Material Consumed	24	-	-	-	-
Purchase of Stock in Trade	24	1375.28	566.32	992.77	534.78
Changes in Inventories	24	(358.56)	(145.67)	(46.14)	14.24
Employee Benefit Expenses	25	5.04	0.66	2.68	4.98
Finance Cost	26	0.01	-	13.93	10.79
Depreciation and Amortization Expenses		0.82	0.89	1.41	1.58
Other Expenses	27	3.13	0.65	3.99	2.00
<b>Total Expenses</b>		<b>1,025.72</b>	<b>422.85</b>	<b>968.64</b>	<b>568.37</b>
<b>Profit before extraordinary items and tax</b>		<b>21.50</b>	<b>1.49</b>	<b>7.06</b>	<b>6.03</b>
<b>Prior period items (Net)</b>		-	-	-	-
<b>Net profit before Tax - Operating Income</b>		<b>21.50</b>	<b>1.49</b>	<b>7.06</b>	<b>6.03</b>
<b>Provision for Taxes</b>					
1. Current taxes		6.45	-	0.21	0.16
2. Tax adjustment of earlier years		-	-	-	-
3. MAT Credit Entitlements		-	-	-	-
4. Deferred tax (Assets)\ Liabilities		-	-	-	-
<b>Profit after tax and before extraordinary items</b>		<b>15.05</b>	<b>1.49</b>	<b>6.85</b>	<b>5.87</b>
Extraordinary items		-	-	-	-
<b>Net Profit after extraordinary items available for appropriation</b>		<b>15.05</b>	<b>1.49</b>	<b>6.85</b>	<b>5.87</b>
Proposed Dividend		-	-	-	-
Dividend distribution tax		-	-	-	-
<b>Net profit carried to Balance Sheet</b>		<b>15.05</b>	<b>1.49</b>	<b>6.85</b>	<b>5.87</b>

Please note that the financial data for FY 2017-18, 2016-17 is for the Erstwhile Proprietary Firm- Ravi Ornaments and financial data for September 30, 2019 and FY 2018-19 is for the Company- RO Jewels Limited. For details on combined financial data for the Erstwhile Proprietary Firm- Ravi Ornaments and for the Company- RO Jewels Limited, please refer to “*Our Results of Operation*” in the chapter titled “*Management’s Discussion And Analysis*”

Of Financial Conditions And Results Of Operations” beginning on page no. 137 of this Draft Prospectus/ Prospectus.

### ANNEXURE 03

#### STATEMENT OF CASH FLOW, AS RESTATED

(Rs. in Lakhs)

Particulars	As at September 30, 2019	As on March 31,		
		2019	2018	2017
<b>A. Cash Flows From Operating Activities</b>				
Net Profit before Tax	21.50	1.49	7.06	6.03
<b>Adjustments for:</b>				
Depreciation	0.82	0.89	1.41	1.58
Share Issue Expenses	-	-	-	-
Interest & Finance charges	0.01	0.01	13.93	10.79
Interest Income	-	-	-	-
Sundry Balances Written Off (Net)	-	-	-	-
Unrealized Loss on Investment	-	-	-	-
Loss on sale of Assets	-	-	-	-
Operating Cash Generated Before Working Capital Changes	<b>22.33</b>	<b>2.39</b>	<b>22.40</b>	<b>18.40</b>
Decrease (Increase) in Current Investments	-	-	-	-
(Increase) / Decrease in Inventory	(358.56)	(29.72)	(46.14)	14.24
(Increase)/ Decrease in Receivables	(32.15)	5.62	17.51	(15.82)
(Increase) / Decrease in Loans and Advances	(0.14)	60.88	(45.54)	(5.75)
(Increase)/Decrease in Other current assets	21.67	(21.67)	-	-
Increase/(Decrease) in Short term borrowing	-	(103.95)	19.58	84.37
Increase/(Decrease) in Trade Payable	53.03	(1.64)	(0.30)	0.99
Increase/(Decrease) in Other Liabilities	3.00	-	-	-
Increase / (Decrease) in Short Term Provisions	6.45	1.22	-	-
Increase / (Decrease) in Long Term Provisions	-	-	-	-
Cash generated from operations	<b>(284.37)</b>	<b>(86.87)</b>	<b>(32.49)</b>	<b>96.43</b>
Less : Direct taxes (paid) / refund	6.45	-	0.21	0.16
<b>Net cash from before Extra-ordinary items</b>	<b>(290.82)</b>	<b>(86.87)</b>	<b>(32.70)</b>	<b>96.27</b>
Extra-ordinary items	-	-	-	-
<b>Net Cash Flow from Operating Activities (A)</b>	<b>(290.82)</b>	<b>(86.87)</b>	<b>(32.70)</b>	<b>96.27</b>
<b>B. Cash Flows From Investing Activities</b>				
Sale / (Purchase) of Fixed Assets (Net)	-	27.20	1.80	(9.19)
Sale / (Purchase) of Non-Investments (Net)	-	1.77	2.86	(3.52)
Interest Received	-	-	-	-
Long term Loans & Advances	-	-	-	-
Sale of Investment	-	-	-	-
<b>Net Cash Generated From Investing Activities (B)</b>	<b>-</b>	<b>28.97</b>	<b>4.66</b>	<b>(12.71)</b>
<b>C. Cash Flow From Financing Activities</b>				
Net Increase/(Decrease) in Short Term Borrowings	-	(106.78)	23.75	(83.90)
Share Application Money Received	-	-	-	-

Particulars	As at September 30, 2019	As on March 31,		
		2019	2018	2017
Proceeds / (Repayment) of Borrowings	-	-	-	-
Increase/(Decrease) in Unsecured Loans	-	-	-	-
Proceeds of Share Capital	101.86	30.50	(3.11)	2.55
Other Income	-	-	-	-
Adjustments in Reserves and Surplus(Issue of bonus Shares)	221.75	125.94	1.03	1.01
Interest Expenses	0.01	0.01	13.93	
Dividend Paid (including Dividend Tax)	-	-	-	-
<b>Net Cash from Financing Activities [C]</b>	<b>323.63</b>	<b>49.67</b>	<b>35.60</b>	<b>(80.34)</b>
<b>Net Increase / (Decrease) in Cash and Cash Equivalents (A + B + C)</b>	<b>32.81</b>	<b>(8.23)</b>	<b>7.56</b>	<b>3.22</b>
<b>Opening Balance of Cash and Cash Equivalents</b>	<b>0.57</b>	<b>8.80</b>	<b>1.24</b>	<b>2.15</b>
<b>Closing Balance of Cash and Cash Equivalents</b>	<b>33.38</b>	<b>0.57</b>	<b>8.80</b>	<b>5.37</b>

Please note that the financial data for FY 2017-18, 2016-17 is for the Erstwhile Proprietary Firm- Ravi Ornaments and financial data for September 30, 2019 and FY 2018-19 is for the Company- RO Jewels Limited. For details on combined financial data for the Erstwhile Proprietary Firm- Ravi Ornaments and for the Company- RO Jewels Limited, please refer to “*Our Results of Operation*” in the chapter titled “*Management’s Discussion And Analysis Of Financial Conditions And Results Of Operations*” beginning on page no. 137 of this Draft Prospectus/ Prospectus.

#### **ANNEXURE 04**

#### **SIGNIFICANT ACCOUNTING POLICY**

##### **I. Corporate Information:**

The Company was originally incorporated RO Jewels Private Limited under the Companies Act, 2013 vide certificate of incorporation dated December 11, 2018 issued by the Registrar of Companies, Central Registration Centre, Manesar. Subsequently, Our Company was converted in to a public company pursuant to a special resolution passed by our shareholders at the EGM held on September 20, 2019 and consequently name was changed to “RO Jewels Limited” (ROJL) vide fresh certificate of incorporation dated October 01, 2019 issued by Registrar of Companies, Gujarat, Dadra and Nagar Havelli. Subsequently, our Company has acquired the business of Proprietorship Concern of one of our Promoter- Mr. Bharat Rasiklal Shah viz, M/s Ravi Ornaments through the Business Succession Agreement dated December 18, 2019. Consequently, the business of the proprietorship firm was merged into RO Jewels Limited. The CIN of the Company is U74999GJ2018PLC105540.

Our company is promoted by Mr. Bharat Rasiklal Shah, Mrs. Pravinaben B. Shah and Mr. Shubham B. Shah. Our individual promoters manage and control the major affairs of our business operations. Through their combined 40 plus years of experience, industry knowledge and understanding, our company has a competitive advantage over the our competitors which enables us to expand our geographical and customer presence in existing as well as target markets, while exploring new growth avenues.

##### **II. Basis of Preparation:**

The Restated Summary Statement of assets and liabilities of the Company for the period ended on September 30, 2019 and financial years ending March 31, 2019 and The Restated Summary Statement of assets and liabilities of the erstwhile Proprietary Firm for the Period ended on March 31, 2018 and 2017, the Related Restated Summary statement of profits and loss and cash flows of the company for the period ended on September 30, 2019 and financial years ending March 31, 2019 and The Restated Summary statement of profits and loss and cash flows of the erstwhile Proprietary Firm for the Period ended on March 31, 2018 and 2017 (herein collectively referred to as ‘Restated Summary Statements’) have been compiled by the management from the audited financial statements of

the Company and Proprietary Firm for the period ended on September 30, 2019 and for the year ended on March 31, 2019, 2018 and 2017 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) and the requirements of the 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 211(3C) of the Companies Act, 1956 (which are deemed to be applicable as Section 133 of the Companies Act, 2013 (“the Act”) read with Rule 7 of Companies (Accounts) Rules, 2014).”

The presentation of financial statements requires estimates and assumption to be made that affect the reported amount of assets and Liabilities on the date of financial statements and the reported amount of revenue and expenses during the reporting period. Difference between the actual result and estimates are recognized in the period in which results are known/ materialized.”

### **III. Significant Accounting Policies:**

#### **(a) Use of Estimates:**

The preparation of financial statements in conformity with Indian GAAP requires management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities on the date of financial statements and the reported amounts of revenue and expenses during the reported period. Although these estimates are based on management’s best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the Carrying amounts of Assets or Liabilities in future periods.

#### **(b) Cash Flow Statement:**

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature reported amounts of assets and liabilities on the date of financial statements and the reported amounts of revenues and expenses during the reported period.

#### **(c) Cash and cash equivalents:**

Cash comprises cash on hand and demand deposit with banks. Cash equivalents are short term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into loan amounts of cash and which are subject to insignificant risk of changes in values.

#### **(d) Fixed Assets:**

Property, Plant & Equipment’s are carried at Market Value including any attributable cost for bringing the asset to its working condition for its intended use and the initial estimate of the costs of decommissioning, restoration and similar liabilities, less accumulated depreciation and any accumulated impairment losses.

Estimated costs of decommissioning, restoration and similar liabilities are discounted to its present value taking pre-tax rates that reflect(s) current market assessments of the time value of money and the risks specific to the liability as a basis for discounting.

#### **(e) Depreciation and Amortization:**

Depreciation (including additions/deletions) on tangible assets is calculated on a pro- rata basis from the date of such additions/deletions on Written Down Value method based on rates derived from useful life of assets and in the manner prescribed in Schedule II to the Companies Act, 2013.

#### **(f) Impairment:**

The company is not carrying property, plant & equipment at balance sheet date. An impairment loss is recognized wherever the carrying amount of the property, plant & equipment exceeds its recoverable amount which represents greater of the “net selling price” and “value in use” of the respective assets.

**(g) Revenue Recognition:**

- Sales are recognized when goods are supplied. Sales are net of trade discounts, rebates and vat. It does not include interdivisional sales.
- 
- Revenue in respect of other items is recognized when no significant uncertainty as to its determination or realization exists.
- **Other Income:** Dividend income on investments is recognized when the right to receive dividend is established. Interest income is recognized on a time proportionate basis taking into account the amounts invested and the rate of interest.

**(h) Segment Reporting:**

As the Company's principle business activities fall within the single segment, the disclosure requirement of Accounting Standard 17 on Segment Reporting prescribed u/s 133 of the Companies Act, 2013 ("The Act") read with Rule 7 of the Companies (Accounts) Rule, 2014 is not applicable.

**(i) Inventories**

Items of Inventories are measured at lower cost and net realizable value after providing for obsolescence, if any. Cost of inventories comprises of cost of purchase. Cost of stores and spare, packing materials, trading and other products are determined on weighted average basis By- Products are valued at net realizable value.

**(j) Investments:**

Long-term investments and current maturities of long-term investments are stated at cost, less provision for other than temporary diminution in value. Current investments, except for current maturities of long-term investments, are stated at the lower of cost and fair value.

**(k) Borrowing Cost:**

Borrowing costs that are directly attributable to and incurred on acquiring qualifying assets (assets that necessarily takes a substantial Year of time for its intended use are capitalized. Other borrowing costs are recognized as expenses in the period in which same are incurred.

**(l) Employee Benefits:**

Short – term employee benefits are recognized as an expense at the undiscounted amount in the profit & loss account of the year in which the related service is rendered.

Post-employment and other long term employee benefits are recognized as an expense in the profit & loss account for the year in which the liabilities are crystallized

**(m) Taxation:**

The current charge for income tax is calculated in accordance with the relevant tax regulations applicable to the Company.

Deferred tax charge or credit reflects the tax effects of timing differences between accounting income and taxable income for the Year. The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognized using the tax rates that have been enacted or substantively enacted by the balance sheet date. Deferred tax assets are recognized only to the extent there is reasonable certainty that the assets can be realized in future;

however, where there is unabsorbed depreciation or carry forward of losses, deferred tax assets are recognized only if there is virtual certainty of realization of such assets. Deferred tax assets are reviewed at each balance sheet date.

In case the Company is liable to pay income tax under provision of Minimum Alternate Tax u/s. 115JB of Income Tax Act, 1961, the amount of tax paid in excess of normal income tax liability is recognized as an asset only if there is convincing evidence for realization of such asset during the specified period. MAT Credit Entitlement is recognized in accordance with the Guidance Note on accounting treatment in respect of Minimum Alternate Tax (MAT) issued by The Institute of Chartered Accountants of India.

**(n) Provisions and Contingent Assets/ (Liabilities):**

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources.

Contingent assets are neither recognized nor disclosed in the financial statements.

**(Rs. In Lakhs)**

Sr. No.	Particulars	As at September 30, 2019	As at March 31,		
			2019	2018	2017
A	Claim against company not acknowledge as debts	-	-	-	-
I	in respect of Income Tax	-	-	-	-
ii	in respect of Commercial Tax	-	-	-	-
	<b>Total</b>	-	-	-	-

**(o) Earnings per share:**

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

**(p) Impairment of Assets:**

The Company evaluates all its assets for assessing any impairment and accordingly recognizes the impairment, wherever applicable, as provided in Accounting Standard 28, "Impairment of Assets".

**IV. Changes Accounting Policies In The Years/Periods Covered In The Restated Financial**

There is no change in significant accounting policies during the reporting period except, as and when Accounting Standards issued by the Institute of Chartered Accountants of India / Companies (Accounting Standard) Rules, 2006 were made applicable on the relevant dates.

**V. Notes To Reconciliation Of Restated Profit**

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 and its impact on the profit & losses of the company.

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 and its impact on the profit & losses of the company.

**(Rs. In Lakhs)**

Particulars	As at September 30, 2019	As on March 31,		
		2019	2018	2017
Profit after tax before appropriation (as per Audited accounts)	15.05	1.49	6.85	5.87
<b>Adjustments</b>				

Particulars	As at September 30, 2019	As on March 31,		
		2019	2018	2017
Provision for Gratuity	-	-	-	-
Provision for Tax	-	-	-	-
Deferred Tax	-	-	-	-
Prior Period	-	-	-	-
Bad debts recovery	-	-	-	-
Audit Fess	-	-	-	-
Depreciation	-	-	-	-
<b>Profit after Tax as per Restated Profit &amp; Loss Account</b>	<b>15.05</b>	<b>1.49</b>	<b>6.85</b>	<b>5.87</b>

## VI. Other Notes to Accounts

- The company has not received any intimation from supplier regarding their status under micro, small and medium enterprises development Act, 2006 and hence disclosure, if any, in relation to amount unpaid as at the period end together with interest payable as required under the said Act have not furnished.
- The Management has confirmed that adequate provisions have been made for all the known and determined liabilities and the same is not in excess of the amounts reasonably required.
- There is no Auditor's Qualification in any of the audited Financial Statements for the period ending on September 30, 2019 and year ended on of March 31, 2019, 2018 and 2017.
- Related Party Transactions:** The details of Related Party Transactions as per Accounting Standard -18 are provided in **Annexure 32**.
- The Company is not having earning / Expenditure in Foreign Currency in the last Financial Year.
- The Company has not given any guarantee to bank or corporate and the Company is no having any contingent liability.
- The figures in the Restated Financial Statements and Other Financial Information are stated in Lakhs and rounded off to two decimals and minor rounding off difference is ignored.
- There is no adjustment required to be made to the profit or loss for complying with ICDS notified u/s 145(2).

## ANNEXURE 05

### SHARE CAPITAL AND RESERVES & SURPLUS

#### STATEMENT OF DETAILS OF SHARE CAPITAL, AS RESTATED

(Rs. In Lakhs)

Particulars	As at September 30, 2019	As on March 31,		
		2019	2018	2017
<b>Equity Share Capital - Paid up</b>				
At the Beginning of the period/Proprietor Capital	44.84	1.00	14.34	17.45
<b>Add:</b>				
Allotment during the year	80.91	43.84	-	-
Bonus Issue	20.96	-	-	-
Convert from Pref. to Equity Shares	-	-	-	-
<b>Sub Total - o\s at end of period</b>	<b>146.71</b>	<b>44.84</b>	<b>14.34</b>	<b>17.45</b>
<b>Preference Shares</b>				



Particulars	As at September 30, 2019	As on March 31,		
		2019	2018	2017
Opening Capital	-	-	-	-
Add: Allotment	-	-	-	-
Less : Convert In to Equity Shares	-	-	-	-
<b>Sub Total - Preference Shares</b>	-	-	-	-
<b>Total</b>	<b>146.71</b>	<b>44.84</b>	<b>14.34</b>	<b>17.45</b>

**STATEMENT OF DETAILS OF RESERVES & SURPLUS, AS RESTATED**

(Rs. In Lakhs)

Particulars	As at September 30, 2019	As on March 31,		
		2019	2018	2017
<b>A. Surplus</b>				
<b>Opening balance</b>	1.49	-	-	-
<b>Add:</b> Addition during the year	-	-	-	-
Net profit/(Net loss) for the current year	15.05	1.49	7.06	6.03
Miscellaneous: Other Income	-	-	-	-
<b>Less :</b> Issue of Bonus shares	-	-	-	-
<b>Sub Total – Reserves</b>	<b>16.54</b>	<b>1.49</b>	<b>7.06</b>	<b>6.03</b>
<b>B. Securities Premium</b>				
<b>Opening Balance</b>	131.51	-	-	-
<b>Add:</b> Share Premium on Issue of Equity Shares	242.74	131.51	-	-
<b>Less:</b> Share Premium utilized for issue of Bonus Equity Shares	20.96	-	-	-
<b>Sub Total - Share Premium</b>	<b>353.29</b>	<b>131.51</b>	<b>-</b>	<b>-</b>
<b>C. Revaluation Reserve</b>				
<b>Opening balance</b>	-	-	-	-
<b>Add:</b> Revaluation of Fix Asset during year	-	-	-	-
<b>Sub Total – Revaluation Reserves</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total</b>	<b>369.84</b>	<b>133.00</b>	<b>7.06</b>	<b>6.03</b>

**ANNEXURE 06**

**STATEMENT OF DETAILS OF LONG TERM BORROWINGS**

(Rs. In Lakhs)

Particulars	As at September 30, 2019	As on March 31,		
		2019	2018	2017
<b>Unsecured Loan</b>				
<b>A. Term Loan</b>				
From Bank	-	-	57.17	-
From others	-	-	-	-
<b>B. Loan From Directors, Relatives &amp; Associates</b>	-	-	46.33	46.34
<b>Total</b>	<b>-</b>	<b>-</b>	<b>103.50</b>	<b>46.34</b>

Please note that the Unsecured Loans are repayable on demand.

## ANNEXURE 07

STATEMENT OF DETAILS OF LONG TERM PROVISION

(Rs. In Lakhs)

Particulars	As at September 30, 2019	As on March 31,		
		2019	2018	2017
Provision For Gratuity	-	-	-	-
Other Provisions	-	-	-	-
<b>Total</b>	-	-	-	-

## ANNEXURE 08

STATEMENT OF DETAILS OF SHORT TERM BORROWINGS

(Rs. In Lakhs)

Particulars	As at September 30, 2019	As on March 31,		
		2019	2018	2017
<b><u>SECURED - From Banks</u></b>				
Working Capital Loan- From Banks	-	-	103.95	84.37
<b><u>UNSECURED</u></b>				
Borrowings from Directors	-	-	-	-
Current Maturities of Long term debts	-	-	-	-
<b>Total</b>	-	-	<b>103.95</b>	<b>84.37</b>

## ANNEXURE 09

STATEMENT OF TRADE PAYABLE

(Rs. In Lakhs)

Particulars	As at September 30, 2019	As on March 31,		
		2019	2018	2017
<b><u>Trade Payables due to</u></b>				
a) Micro and Small Enterprises	-	-	-	-
b) Others	-	-	-	-
- Promoter/Promoter Group	-	-	-	-
- Others	53.03	-	1.64	1.94
<b>Total</b>	<b>53.03</b>	-	<b>1.64</b>	<b>1.94</b>

## ANNEXURE 10

STATEMENT OF OTHER CURRENT LIABILITIES

(Rs. In Lakhs)

Particulars	As at September 30, 2019	As on March 31,		
		2019	2018	2017
<b><u>Statutory Dues :</u></b>				
Duties & Taxes	-	-	-	-
<b><u>Other Payables</u></b>				
Advance from Customers	-	-	-	-
Other	3.00	-	-	-
<b>Other Current Liability- Sub Total</b>	<b>3.00</b>	-	-	-

**ANNEXURE 11****STATEMENT OF SHORT TERM PROVISIONS****(Rs. In Lakhs)**

Particulars	As at September 30, 2019	As on March 31,		
		2019	2018	2017
Salary Payable	0.57	0.57	-	-
Provision for Income Tax	6.45	-	-	-
Audit Fees Payable	0.25	0.25	-	-
Incorporation expense	0.05	0.05	-	-
Professional fees	0.36	0.36	-	-
<b>Total</b>	<b>7.67</b>	<b>1.22</b>	-	-

**ANNEXURE 12****STATEMENT OF FIXED ASSETS AS RESTATED****(Rs. In Lakhs)**

Particulars	As at September 30, 2019	As on March 31,		
		2019	2018	2017
<b>Tangible</b>				
<b>Land &amp; Building</b>				
Gross Block	-	-	29.41	29.41
Less: Accumulated Depreciation	-	-	-	-
Net Block	-	-	<b>29.41</b>	<b>29.41</b>
<b>Plant &amp; Machinery</b>				
Gross Block	0.20	0.22	0.29	0.34
Less: Accumulated Depreciation	0.01	0.02	0.04	0.05
Net Block	<b>0.19</b>	<b>0.20</b>	<b>0.25</b>	<b>0.29</b>
<b>Office Equipment's</b>				
Gross Block	1.57	1.68	0.96	0.08
Less: Accumulated Depreciation	0.10	0.11	0.13	0.01
Net Block	<b>1.47</b>	<b>1.57</b>	<b>0.83</b>	<b>0.07</b>
<b>Furniture and Fixture</b>				
Gross Block	1.42	1.50	-	-
Less: Accumulated Depreciation	0.07	0.08	-	-
Net Block	<b>1.35</b>	<b>1.42</b>	-	-
<b>Computer and Printer</b>				
Gross Block	0.26	0.32	0.20	0.18
Less: Accumulated Depreciation	0.05	0.06	0.04	0.11
Net Block	<b>0.21</b>	<b>0.26</b>	<b>0.16</b>	<b>0.07</b>
<b>Car &amp; Vehicles</b>				
Gross Block	7.68	8.30	7.99	10.46
Less: Accumulated Depreciation	0.58	0.62	1.20	2.47
Net Block	<b>7.10</b>	<b>7.68</b>	<b>6.79</b>	<b>7.99</b>

Particulars	As at September 30, 2019	As on March 31,		
		2019	2018	2017
Net Assets Block- Tangible	10.32	11.13	37.44	37.83
Net Assets Block- Intangible	-	-	-	-
<b>Total Net Assets</b>	<b>10.32</b>	<b>11.13</b>	<b>37.44</b>	<b>37.83</b>

### ANNEXUR 13

#### STATEMENT OF NON-CURRENT INVESTMENTS

(Rs. In Lakhs)

Particulars	As at September 30, 2019	As on March 31,		
		2019	2018	2017
Investment in Banks	-	-	-	2.00
Others	-	-	1.77	2.63
<b>Total</b>	<b>-</b>	<b>-</b>	<b>1.77</b>	<b>4.63</b>

### ANNEXURE 14

#### STATEMENT OF DETAILS OF LONG TERM LOANS & ADVANCES

(Rs. In Lakhs)

Particulars	As at September 30, 2019	As on March 31,		
		2019	2018	2017
<b><u>Unsecured Considered Good</u></b>				
Security Deposit	-	-	-	-
Loan to Other Parties	-	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

### ANNEXURE 15

#### DETAILS OF DEFFERED TAX ASSETS/ (LIABILITIES), NET RESTATED

(Rs. In Lakhs)

Particulars	As at September 30, 2019	As on March 31,		
		2019	2018	2017
Applicable Corporate Tax Rate	-	-	-	-
Applicable tax at notional Rate	-	-	-	-
<b>Adjustments</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Difference between Tax and Book Depreciation	-	-	-	-
Related to Fixed Assets	-	-	-	-
<b>Net Adjustments</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Net Differed Tax Assets/ (Liabilities)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

**ANNEXURE 16****STATEMENT OF CURRENT INVESTMENT****(Rs. In Lakhs)**

Particulars	As at September 30, 2019	As on March 31,		
		2019	2018	2017
Investment	-	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

**ANNEXURE 17****STATEMENT OF INVENTORY****(Rs. In Lakhs)**

Particulars	As at September 30, 2019	As on March 31,		
		2019	2018	2017
(Valued at lower of Cost or Market Value )				
Finished Goods	504.23	145.67	115.95	69.81
Raw Material	-	-	-	-
Work in Progress	-	-	-	-
<b>Total</b>	<b>504.23</b>	<b>145.67</b>	<b>115.95</b>	<b>69.81</b>

**ANNEXUR 18****STATEMENT OF DETAILS OF TRADE RECEIVABLES****(Rs. In Lakhs)**

Particulars	As at September 30, 2019	As on March 31,		
		2019	2018	2017
Trade receivables outstanding for a period <b>more</b> than six months from the date they are due for payment & considered good	32.15	-	-	-
Trade receivables outstanding for a period <b>less</b> than six months from the date they are due for payment & considered good			5.62	23.13
<b>Total</b>	<b>32.15</b>	<b>-</b>	<b>5.62</b>	<b>23.13</b>

**ANNEXURE 19****STATEMENT OF CASH AND CASH EQUIVALENT****(Rs. In Lakhs)**

Particulars	As at September 30, 2019	As on March 31,		
		2019	2018	2017
Bank Balance	12.01	0.10	0.33	4.13
Cash on Hand	21.37	0.47	8.47	1.24
<b>Total</b>	<b>33.38</b>	<b>0.57</b>	<b>8.80</b>	<b>5.37</b>

**ANNEXURE 20****STATEMENT OF SHORT TERM LOANS****(Rs. In Lakhs)**

Particulars	As at September 30, 2019	As on March 31,		
		2019	2018	2017
Advances recoverable in cash or kind for the value to be considered good	-			
Advance Income Tax/ TDS	0.17	0.03	0.78	0.26
Other Loans	-	-	60.13	15.11
Deposit	-	-	-	-
<b>Total</b>	<b>0.17</b>	<b>0.03</b>	<b>60.91</b>	<b>15.37</b>

**ANNEXURE 21****STATEMENT OF OTHER CURRENT ASSETS****(Rs. In Lakhs)**

Particulars	As at September 30, 2019	As on March 31,		
		2019	2018	2017
<b>Balance with Revenue Authority</b>				
Others	-	21.67	-	-
<b>Total</b>	<b>-</b>	<b>21.67</b>	<b>-</b>	<b>-</b>

**ANNEXURE 22****STATEMENT OF REVENUE FROM OPERATIONS****(Rs. In Lakhs)**

Particulars	As at September 30, 2019	As on March 31,		
		2019	2018	2017
<b>REVENUE FROM OPERATION</b>				
Sale of Products	1047.22	424.34	975.68	573.56
<b>Total</b>	<b>1047.22</b>	<b>424.34</b>	<b>975.68</b>	<b>573.56</b>

**ANNEXURE 23****STATEMENT OF OTHER INCOME****(Rs. In Lakhs)**

Particulars	As at September 30, 2019	As on March 31,		
		2019	2018	2017
Dividend Income	-	-	-	-
Other Income	-	-	0.02	0.84
<b>Total</b>	<b>-</b>	<b>-</b>	<b>0.02</b>	<b>0.84</b>

**ANNEXURE 24****STATEMENT OF COST OF PURCHASES OF SERVICES AND MATERIALS****(Rs. In Lakhs)**

Particulars	As at September 30, 2019	As on March 31,		
		2019	2018	2017
<b>Raw Material Consumed</b>	-	-	-	-
<b>Total Raw Material Consumed</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

<b>PURCHASES OF MATERIALS</b>				
Purchases of Stock in Trade	-	-	-	-
<b>Total Purchases Of Materials</b>	-	-	-	-
<b>CHANGE IN INVENTORY</b>				
Opening Stock	145.67	-	69.81	84.05
Less: Closing Stock	504.23	145.67	115.95	69.81
<b>Changes in Inventories</b>	<b>(358.56)</b>	<b>(145.67)</b>	<b>(46.14)</b>	<b>14.24</b>

#### **ANNEXURE 25**

#### **STATEMENT OF EMPLOYEE BENEFIT EXPENSES**

(Rs. In Lakhs)

Particulars	As at September 30, 2019	As on March 31,		
		2019	2018	2017
Salaries & Incentive	2.04	0.66	2.68	4.98
Director Remuneration	3.00	-	-	-
<b>Total</b>	<b>5.04</b>	<b>0.66</b>	<b>2.68</b>	<b>4.98</b>

#### **ANNEXURE 26**

#### **STATEMENT OF FINANCE COST**

(Rs. In Lakhs)

Particulars	As at September 30, 2019	As on March 31,		
		2019	2018	2017
Bank Charges	0.01	-	0.52	0.11
Interest Expenses	-	-	13.41	10.68
<b>Total</b>	<b>0.01</b>	<b>-</b>	<b>13.93</b>	<b>10.79</b>

#### **ANNEXURE 27**

#### **STATEMENT OF OTHER EXPENSES**

(Rs. In Lakhs)

Particulars	As at September 30, 2019	As on March 31,		
		2019	2018	2017
Auditors Fees	0.10	0.15	-	0.25
Office and Advertisement Expenses	1.52	-	-	0.37
Legal & Professional Fees	-	0.36	0.49	0.58
Other Expenses	0.27	0.14	2.36	0.20
Office Rent Expenses	0.90	-	0.34	-
Insurance Expenses	0.34	-	0.64	0.20
Power & Fuel Expenses	-	-	0.16	0.40
<b>Total</b>	<b>3.13</b>	<b>0.65</b>	<b>3.99</b>	<b>2.00</b>

#### **ANNEXURE 28**

#### **STATEMENT OF DIVIDEND**

(Rs. In Lakhs)

Particulars	As at September 30, 2019	As on March 31,		
		2019	2018	2017
<b>On Equity Shares</b>				
Fully Paid up Share Capital/Proprietor Capital (Rs. In Lakhs)	146.71	44.84	14.34	17.45
Face Value (In Rs.)	10.00	10.00	-	-
Paid up value per share (In Rs.)	10.00	10.00	-	-
Rate of Dividend	-	-	-	-

Particulars	As at September 30, 2019	As on March 31,		
		2019	2018	2017
Total Dividend	-	-	-	-
Corporate Dividend tax on above	-	-	-	-

## ANNEXURE 29

### STATEMENT OF CAPITALIZATION

(Rs. In Lakhs)

Particulars	Pre Issue as on September 30, 2019	Post Issue
<b>Borrowing</b>		
Short - Term Debt	-	-
Long - Term Debt	-	-
<b>Total Debt</b>	-	-
<b>Shareholders' Funds</b>		
<b>Share Capital</b>		
- Equity	146.71	283.21
Less: Calls - in – arrears	-	-
<b>Share Application money</b>	-	-
- Preference	-	-
Reserves & Surplus Including Premium	369.84	724.74
<b>Total Shareholders' Funds</b>	<b>516.55</b>	<b>1,007.95</b>
<b>Total Capitalization</b>	<b>516.55</b>	<b>1,007.95</b>
<b>Long - Term Debt / Shareholders Fund</b>	<b>0.00</b>	<b>0.00</b>
<b>Short - Term Debt / Shareholders Fund</b>	<b>0.00</b>	<b>0.00</b>

#### Notes:

- 1) The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
- 2) The above statement should be read with the significant accounting policies and notes to restated summary, statements of assets and liabilities, profits and losses and cash flows appearing in Annexure's 01,02 and 03.

## ANNEXURE 30

### STATEMENT OF TAX SHELTERS

(Rs. In Lakhs)

Particulars	As at September 30, 2019	As on March 31,		
		2019	2018	2017
Profit before tax as per Restated P/L	<b>21.50</b>	<b>1.49</b>	<b>7.06</b>	<b>6.03</b>
Applicable Corporate Tax Rate	25.75%	25.75%	25.75%	30.90%
MAT Tax Rates (%)	19.240%	19.240%	19.055%	19.055%
Tax at Notional Rate	<b>5.54</b>	<b>0.38</b>	<b>1.82</b>	<b>1.86</b>
<b>Adjustments</b>				
<b>Permanent Differences(B)</b>				
Donation	-	-	-	-
Disallowed u/s 37	-	-	-	-
Profit/Loss on sale of Fixed Assets	-	-	-	-
<b>Total Permanent Differences(B)</b>	-	-	-	-
<b>Income considered separately (C)</b>				
Interest Income	-	-	-	-
<b>Total Income considered separately (C)</b>	-	-	-	-
<b>Timing Differences (D)</b>				
Difference between tax depreciation and book depreciation	-	-	-	-



Particulars	As at September 30, 2019	As on March 31,		
		2019	2018	2017
Gratuity Disallowed	-	-	-	-
Difference due to expenses allowable/ disallowable u/s 43B	-	-	-	-
<b>Total Timing Differences (D)</b>	-	-	-	-
<b>Net Adjustments E = (B+C+D)</b>	-	-	-	-
Tax Expense/(Saving) thereon	-	-	-	-
<b>Income chargeable under the head OTHER SOURCES (F)</b>	-	-	-	-
Interest Income	-	-	-	-
<b>Total Income chargeable under the head OTHER SOURCES (F)</b>	-	-	-	-
<b>Deduction under Chapter VI-A (G)</b>				
Deduction u/s 80G	-	-	-	-
<b>Total Deduction under Chapter VI-A (G)</b>	<b>21.50</b>	<b>1.49</b>	<b>7.06</b>	<b>6.03</b>
Taxable Income/(Loss) (A+E+F+G)	0.82	0.89	1.41	1.58
<b>Taxable Income/(Loss) as per MAT</b>	<b>5.54</b>	<b>0.38</b>	<b>1.82</b>	<b>1.86</b>
<b>Income Tax as returned/computed</b>	-	-	-	-
<b>Income Tax as per normal provision</b>	-	-	-	-
<b>Income Tax under Minimum Alternative Tax under Section 115 JB of the Income Tax Act</b>	0.16	0.17	0.27	1.72
<b>Net Tax Expenses</b>	<b>5.54</b>	<b>0.38</b>	<b>1.82</b>	<b>1.86</b>
<b>Adjustment for Interest on income tax/ others</b>	-	-	-	-
<b>Total Current Tax Expenses</b>	<b>5.54</b>	<b>0.38</b>	<b>1.82</b>	<b>1.86</b>
Tax paid as per normal or MAT	Normal	Normal	Normal	Normal

\* The Financial Data for the year ended on March 31, 2018 and 2017 was of the Proprietary Firm-M/s Ravi Ornaments. The Firm belonged to one of our Promoters named Mr. Bharat Rasiklal Shah. Our company has entered into a Business Succession Agreement dated December 18, 2019 with the Proprietary Firm to acquire/ transfer the business of the Proprietorship Concern, hence the accounting ratio analysis is not available for the aforesaid years.

### ANNEXURE 31

#### STATEMENT OF CONTINGENT LIABILITIES

(Rs. In Lakhs)

Particulars	As at September 30, 2019	As on March 31,		
		2019	2018	2017
Claim against company not acknowledge as debts	-	-	-	-
in respect of Income Tax	-	-	-	-
in respect of Commercial Tax	-	-	-	-
<b>Total</b>	-	-	-	-

### ANNEXURE 32

#### STATEMENT OF DETAILS OF RELATED PARTY TRANSACTIONS

(Rs. In Lakhs)

Sr. No.	Particulars	As at September 30, 2019	As on March 31,		
			2019	2018	2017
<b>1</b>	<b>Loan given/(Received) during the Year to Related Parties</b>				
	<b>Name of Related Parties</b>				
A	Mrs. Bhavna Rajeshkumar	-	-	10.95	10.95

Sr. No.	Particulars	As at September 30, 2019	As on March 31,		
			2019	2018	2017
	Shah				
B	Mr. Prakash Rasikbhai	-	-	0.50	0.50
C	Mr. Shankarlal Rasiklal Shah	-	-	1.48	2.39
D	Mrs. Pravinaben B Shah	-	-	-	11.34
E	Ms. Saloni Shah	-	-	2.13	0.20
F	Mr. Shubham Bharatbhai Shah	-	-	3.61	2.85
<b>2</b>	<b>Purchase</b>				
A	M/s Goyam Gold	257.91	-	-	-
	<b>Total</b>	<b>257.91</b>	<b>-</b>	<b>18.67</b>	<b>28.23</b>

### ANNEXURE 33

#### OTHER FINANCIAL INFORMATION- STATEMENT OF ACCOUNTING RATIOS

(Rs. In Lakhs)

Particulars	As at September 30, 2019	As on March 31,		
		2019	2018 *	2017*
Net worth ( A )	516.55	177.84	N.A.	N.A.
Net Profit after Tax ( B )	15.05	1.49	N.A.	N.A.
No. of Shares outstanding at the end [F.V Rs.10]( C )	14.67	4.48	N.A.	N.A.
Weighted average number of shares outstanding [F.V Rs.10]( D )	12.69	0.23	N.A.	N.A.
No of Shares (Pre Bonus) [F.V Rs.10] [E]	12.57	4.48	N.A.	N.A.
No Of Shares (Post Bonus) [F.V Rs.10] (F)	14.67	4.48	N.A.	N.A.
Earnings per Share (EPS) Pre-Bonus ( B / ) (Rs.)	1.20	0.33	N.A.	N.A.
Earnings per Share (EPS) Post-Bonus ( B / ) (Rs.)	1.03	0.33	N.A.	N.A.
Return on Net Worth ( B / A)	2.91%	0.84%	N.A.	N.A.
Net Assets Value per Share ( A / C)	35.21	39.66	N.A.	N.A.

\* The Financial Data for the year ended on March 31, 2018 and 2017 was of the Proprietary Firm-M/s Ravi Ornaments. The Firm belonged to one of our Promoters named Mr. Bharat Rasiklal Shah. Our company has entered into a Business Succession Agreement dated December 18, 2019 with the Proprietary Firm to acquire/ transfer the business of the Proprietorship Concern, hence the accounting ratio analysis is not available for the aforesaid years.

#### **Definitions of key ratios:**

**I. Earnings per share (Rs.):** Net Profit attributable to equity shareholders / weighted average number of equity shares outstanding as at the end of the year / period. Earnings per share are calculated in accordance with Accounting Standard 20 "Earnings per Share" issued by the Institute of Chartered Accountants of India.

**II. Return on Net Worth (%):** Net Profit after tax / Networth as at the end of the year / period.

**III. Net Asset Value (Rs.):** Net Worth at the end of the year / weighted average number of equity shares outstanding as at the end of the year / period.

**IV. Net Profit,** as appearing in the Statement of restated profits and losses, and Net Worth as appearing in the restated statement of Assets & Liabilities has been considered for the purpose of computing the above ratios.

## 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 this Draft Prospectus. You should also read the section entitled “Risk Factors” beginning on page 19 and “Forward Looking Statements” beginning on page 12 which discusses a number of factors, risks and contingencies that could affect our financial condition and results of operations.*

*The following discussion of our financial condition and results of operations should be read in conjunction with our Restated Financial Statements for 6 months ending on September 30, 2019 and the fiscal year ended March 31, 2019, 2018 and 2017 prepared in accordance with the Companies Act, 2013 to the extent applicable and Indian GAAP and restated in accordance with the SEBI ICDR Regulations, including the schedules, annexure and notes thereto and the reports thereon, included in the section titled “Financial Information of the Company” on page no. 115 of this Draft Prospectus. Please note that in terms of Schedule VI of the SEBI (ICDR) Regulations, 2018, the company is required to give the financial information for the preceding 5 financial years from the date of the Draft Prospectus. Our fiscal year ends on March 31 of each year. Accordingly, all references to a particular fiscal year/financial year are to the twelve-month period ended on March 31 of that year. The forward-looking statements contained in this discussion and analysis is subject to a variety of factors that could cause actual results to differ materially from those contemplated by such statements.*

*Indian GAAP differs in certain material respects from U.S. GAAP and IFRS. We have not attempted to quantify the impact of IFRS or U.S. GAAP on the financial data included in this Draft Prospectus, nor do we provide a reconciliation of our financial statements to those under U.S. GAAP or IFRS. Accordingly, the degree to which the Indian GAAP financial statements included in this Draft Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with the Companies Act, Indian GAAP and the SEBI ICDR Regulations.*

### Overview of the Company

Our Company was originally incorporated RO Jewels Private Limited under the Companies Act, 2013 vide certificate of incorporation dated December 11, 2018 issued by the Registrar of Companies, Central Registration Centre, Manesar. Subsequently, Our Company was converted in to a public company pursuant to a special resolution passed by our shareholders at the EGM held on September 20, 2019 and consequently name was changed to “RO Jewels Limited” (ROJL) vide fresh certificate of incorporation dated October 01, 2019 issued by Registrar of Companies, Gujarat, Dadra and Nagar Havelli. Subsequently, our Company has acquired the business of Proprietorship Concern of one of our Promoter- Mr. Bharat Rasiklal Shah viz, M/s Ravi Ornaments through the Business Succession Agreement dated December 18, 2019. Consequently, the business of the proprietorship firm was merged into RO Jewels Limited. The CIN of the Company is U74999GJ2018PLC105540.

We are engaged in the wholesale business of gold and Silver chains. Our registered office and business of operation is based in Ahmedabad. We essentially sell gold based chains, bracelets, gold/silver bars and necklaces. We procure gold & silver majorly through the bullion market and partially from the local markets in Ahmedabad. We purchase only readymade Chains and other jewelries from the jewellery manufacturers or independent jewellery wholesalers located in Ahmedabad and Mumbai. These are then sold through our showroom situated at Manek Chowk, Ahmedabad and by our marketing and sales team directly to other jewellery stores. Our jewellery is widely sold throughout Gujarat only through B2B marketing and/ or Direct/Outbound marketing strategy.

We have a diversified portfolio for chains and jewelries that cater to our customers taste, preference, choice and the ever changing trends in the chain and jewellery designs. Our portfolio offers our customers a wide variety of traditional, Indo-western, & modern chain and jewellery. We procure chains and jewelries that are hallmarked from BIS recognized Assaying and Hallmarking Centre for our customers. The BIS hallmark, is a mark of conformity widely accepted by the consumer bestow the additional confidence to the consumer on the purity of our gold jewellery. Our promoters together have an approximate 40 years of experience in gems and jewellery industry.

For further information on its business, please refer to “**Business Overview**” beginning on page no. 77 of the Draft Prospectus and for further details pertaining to its financial performance, please see “**Financial Information**” beginning on page no. 115 of the Draft Prospectus.

### **Significant Developments Subsequent to the Last Financial Year**

After the date of last audited accounts i.e. March 31, 2019, the Directors of our Company confirm that, there have not been any significant material developments which materially and adversely affect or is likely to affect within the next twelve months for the trading or profitability of the Company, the value of its assets or its ability to pay its liability. However following material events have occurred after the last audited period:

- 1) The Authorized Capital of our Company was increased from 5,00,000 Equity Shares to 13,00,000 Equity Shares vide an Resolution passed in the Extra Ordinary General Meeting of the members of the Company held on 15-05-2019.
- 2) The Authorized Capital of our Company was increased from 13,00,000 Equity Shares to 15,00,000 Equity Shares vide an Resolution passed in the Extra Ordinary General Meeting of the members of the Company held on 21-08-2019.
- 3) The Directors of our Company has approved the change in designation of Mr. Shubham Bharatbhai Shah as Managing Director and CFO in their Board Meeting held on 20-09-2019.
- 4) The Directors of our Company has approved the change in designation of Mr. Bharat Rasiklal Shah as Whole-Time Director in their Board Meeting held on 20-09-2019.
- 5) The Directors of our Company has approved the appointment of Mr. Yashesh Vasant Patelas Additional Director (Independent Non-Executive Director) in their Board Meeting held on 20-09-2019.
- 6) The Authorized Capital of our Company was increased from 15,00,000 Equity Shares to 28,50,000 Equity Shares vide an Resolution passed in the Extra Ordinary General Meeting of the members of the Company held on 15-11-2019.
- 7) We have passed a Board resolution on November 25, 2019 to authorize the Board of Directors to raise funds by making an initial public offering.
- 8) We have passed a special resolution on December 02, 2019 to authorize the Shareholder to raise funds by making an initial public offering.
- 9) Borrowing Powers of Board of Directors was increased to empower Board to borrow amount upto Rs. 25.00 Crores vide a Special Resolution passed in the Extra Ordinary General Meeting of the members held on 02-12-2019.
- 10) The Directors of our Company has approved the change of designation of Mr. Parshva Mukeshkumar Shah as Non-Executive Director in their Board Meeting held on 13-12-2019.
- 11) The Directors of our Company has accepted the resignation of Mrs. Ishita Snehal Kumar Teli as Independent Non-Executive Director on 13-12-2019.
- 12) Our Company has acquired the business of Proprietorship Concern of one of our Promoter- Bharat Rasiklal Shah viz, M/s Ravi Ornaments through the Business Succession Agreement dated 18-12-2019.

### **Key factors affecting our results of operation:**

The business is subjected to various risks and uncertainties, including those discussed in the section titled “**Risk Factor**” beginning on page no. 19 of this Draft Prospectus. Our results of operations and financial conditions are affected by numerous factors including the following:

- General economic and demographic conditions;

- Fluctuations in foreign and Indian currency;
- Our ability to compete locally;
- Our ability to compete successfully with our competitors in terms of competitive pricing, quality products, newer products etc;
- Significant developments in India's economic and fiscal policies;
- Our ability to attract and retain distributors, wholesalers;;
- Our ability to meet our capital expenditure requirements;
- Our ability to launch newer products and increase its portfolio in the existing market;
- Our ability to expand its existing retail network;
- Our ability to purchase the raw material and the availability of the same at reasonable prices;
- Our ability to attract and retain its consumers;
- Our ability to obtain the necessary licenses in timely manner.

### Our Significant Accounting Policies:

Our significant accounting policies are described in the Section VII entitled “Financial Statements” on page no. 115 of this Draft Prospectus.

### Our Results of Operation

The following table sets forth select financial data of **our Company** from restated Profit and Loss Accounts for the fiscal years ended March 31, 2019:

(Rs. In Lakhs)		
Particulars	% of Total Income	As on 31 <sup>st</sup> March, 2019
<b>Income</b>		
Sales	100.00%	424.34
Other Income	-	-
<b>Total Income</b>	<b>100%</b>	<b>424.34</b>
<b>Expenditure</b>		
Purchases	133.46%	566.32
Decrease / (Increase) in Stock in Trade	(34.33%)	(145.67)
Employee Benefit Expenditure	0.16%	0.66
Other Expenses	0.15%	0.65
<b>Total Expenditure</b>	<b>99.44%</b>	<b>421.96</b>
<b>Profit before Depreciation, Interest and Tax</b>	<b>0.56%</b>	<b>2.38</b>
Depreciation	0.21%	0.89
<b>Profit before Interest &amp; Tax</b>	<b>0.35%</b>	<b>1.49</b>
Interest & Finance Charges	-	-
<b>Net Profit before Tax</b>	<b>0.35%</b>	<b>1.49</b>
<b>Less: Current Tax</b>	-	-
<b>Less: Deferred Taxes</b>	-	-
<b>Net Profit After Tax &amp; Before Extraordinary Items</b>	<b>0.35%</b>	<b>1.49</b>
Extra Ordinary Items (Net of Tax)	-	-
<b>Net Profit</b>	<b>0.35%</b>	<b>1.49</b>

The following table sets forth select financial data of the erstwhile **Proprietary Firm-M/s Ravi Ornaments** from restated Profit and Loss Accounts for the fiscal years ended March 31, 2019, 2018, 2017 and the components of which are also expressed as a percentage of total income for such periods.

(Rs. In Lakhs)						
Particulars	Financial of Erstwhile Proprietary firm (M/s. Ravi Ornaments) For the Year ended March 31,					
	2019	% of Total Income	2018	% of Total Income	2017	% of Total Income
<b>Income</b>						
Sales	99.99%	1279.61	100.00%	975.68	99.85%	573.56
Other Income	0.01%	0.15	0.00%	0.02	0.15%	0.84

Particulars	Financial of Erstwhile Proprietary firm (M/s. Ravi Ornaments) For the Year ended March 31,					
	2019	% of Total Income	2018	% of Total Income	2017	% of Total Income
<b>Total Income</b>	<b>100%</b>	<b>1279.76</b>	<b>100%</b>	<b>975.70</b>	<b>100%</b>	<b>574.40</b>
<b>Expenditure</b>						
Purchases	98.60%	1261.88	101.75%	992.77	93.24%	534.78
Decrease / (Increase) in Stock in Trade	(1.58%)	(20.19)	(4.73%)	(46.14)	2.48%	14.24
Employee Benefit Expenditure	0.44%	5.6	0.27%	2.68	0.87%	4.98
Other Expenses	0.55%	7.03	0.41%	3.99	0.35%	2.00
<b>Total Expenditure</b>	<b>98.01%</b>	<b>1254.32</b>	<b>97.70%</b>	<b>953.3</b>	<b>96.80%</b>	<b>556</b>
<b>Profit before Depreciation, Interest and Tax</b>	<b>1.99%</b>	<b>25.44</b>	<b>2.30%</b>	<b>22.4</b>	<b>3.20%</b>	<b>18.4</b>
Depreciation	0.02%	0.2	0.14%	1.41	0.28%	1.58
<b>Profit before Interest &amp; Tax</b>	<b>1.97%</b>	<b>25.24</b>	<b>2.15%</b>	<b>20.99</b>	<b>2.93%</b>	<b>16.82</b>
Interest & Finance Charges	1.16%	14.88	1.43%	13.93	1.88%	10.79
<b>Net Profit before Tax</b>	<b>0.81%</b>	<b>10.36</b>	<b>0.72%</b>	<b>7.06</b>	<b>1.05%</b>	<b>6.03</b>
Less: Current Tax	0.04%	0.56	0.02%	0.21	0.03%	0.16
Less: Deferred Taxes	-	-	-	-	-	-
<b>Net Profit After Tax &amp; Before Extraordinary Items</b>	<b>0.77%</b>	<b>9.80</b>	<b>0.70%</b>	<b>6.85</b>	<b>1.02%</b>	<b>5.87</b>
Extra Ordinary Items (Net of Tax)	-	-	-	-	-	-
<b>Net Profit</b>	<b>0.81%</b>	<b>9.80</b>	<b>0.70%</b>	<b>6.85</b>	<b>1.02%</b>	<b>5.87</b>

Combined Sales and Profits of Our Company and Erstwhile Proprietary firm for the financial year ended on March 31, 2019 is as follows:

Particular	(Rs. In Lakhs)		
	Financial Data of our Company	Financial Data of the erstwhile Proprietary Firm	Combined Financial Data
Networth (A)	516.55	18.03	534.58
Total Revenue	424.34	1279.61	1703.95
Profit after tax (B)	1.49	9.80	11.29
Weighted average number of shares outstanding Post Bonus Shares (C)	4.49	4.49	4.49
Earnings per Share (EPS) D=(B/C)	0.33	2.18	2.51
Return on Networth (RoNW) D=(B/A)	0.84%	0.54%	1.38
Net Asset Value (NAV) E=(A/C)	39.66	4.02	43.68

**Earnings per share (Rs.):** Net Profit attributable to equity shareholders / weighted average number of equity shares outstanding as at the end of the year / period. Earnings per share are calculated in accordance with Accounting Standard 20 "Earnings per Share" issued by the Institute of Chartered Accountants of India.

Comparison of the financial performance has been done for the erstwhile Proprietary Firm-Ravi Ornaments only.

#### COMPARISON OF THE FINANCIAL PERFORMANCE OF FISCAL 2019 WITH FISCAL 2018

##### Income

Our total income comprises of revenue from operations and other income.

### ***Revenue from Operations***

During the year 2018-19, the total revenue of our firm has increased to Rs. 1279.61 Lakhs as against Rs. 975.68 Lakhs in year 2017-18 showing an increase of 31.15%.

### ***Expenditure***

Our total expenditure primarily consists of Purchase of goods, Employee Benefit Expenses, Finance cost, Depreciation and other Expenses.

### ***Change in consumption***

During the year 2018-19, cost of consumption of stock of our firm has increased to Rs. 1261.88 Lakhs as against Rs. 992.77 Lakhs in year 2017-18 showing an increase of 27.11%.

### ***Other Expenses***

Other expenses for the year 2018-19 Increased to Rs. 7.03 Lakhs from Rs. 3.99 Lakhs in fiscal year 2017-18, showing Increase of 76.19%.

### ***Profit/ (Loss) After Tax***

The PAT for Financial Year 2018-19 has increased to Rs. 9.80 Lakhs from Rs. 6.85 Lakhs in Financial Year 2017-18, an increase of around 43.07% over the previous year.

## **COMPARISON OF THE FINANCIAL PERFORMANCE OF FISCAL 2018 WITH FISCAL 2017**

### ***Revenue from Operations***

During the year 2017-18, the total revenue of our company has increased to Rs. 975.68 Lakhs as against Rs. 573.56 Lakhs in year 2016-17 showing an increase of 70.10%.

### ***Expenditure***

Our total expenditure primarily consists of Purchase of goods, Employee Benefit Expenses, Finance cost, Depreciation and other Expenses.

### ***Change in consumption***

During the year 2017-18, cost of consumption of stock of our company has increased to Rs. 992.77 Lakhs as against Rs. 534.78 Lakhs in year 2016-17 showing an increase of 85.64%.

### ***Other Expenses***

Other expenses for the year 2017-18 increased to Rs. 3.99Lakhs from Rs. 2.00Lakhs in fiscal year 2016-17 showing increase of 99.50%.

### ***Profit/ (Loss) After Tax***

The PAT for Financial Year 2017-18 has increased to Rs. 6.85 Lakhs from profit of Rs. 5.87 Lakhs in Financial Year 2016-17, increasing of around 16.70% over the previous year.

## **COMPARISON OF THE FINANCIAL PERFORMANCE OF FISCAL 2017 WITH FISCAL 2016**

### ***Income***

Our total income comprises of revenue from operations and other income.

### ***Revenue from Operations***

During the year 2016-17, the total revenue of our company has increased to Rs. 573.56Lakhs as against Rs. 526.25Lakhs in year 2015-16 showing an increase of 8.99%.

### ***Expenditure***

Our total expenditure primarily consists of Purchase of goods, Employee Benefit Expenses, Finance cost, Depreciation and other Expenses.

### ***Change in consumption***

During the year 2016-17, cost of consumption of stock of our company has increased to Rs. 534.78 Lakhs as against Rs. 523.13 Lakhs in year 2015-16 showing an increase of 2.22%.

***Other Expenses***

Other expenses for the year 2016-17 decreased to Rs.2.00 Lakhs from Rs. 3.69Lakhs in fiscal year 2015-16, showing decrease of 45.79%.

***Profit/ (Loss) After Tax***

The PAT for Financial Year 2016-17 has increased to Rs. 5.87 Lakhs from Rs.4.94 Lakhs in Financial Year 2015-16, an up of around 18.82% over the previous year.

**Information required as per Item (II) (C) (i) of Part A of Schedule VI to the SEBI Regulations:**

**1. Unusual or infrequent events or transactions.**

Except as described in this Draft Prospectus, during the periods under review there have been no transactions or events, which in our best judgment, would be considered unusual or infrequent.

**2. Significant economic changes that materially affected or are likely to affect income from continuing Operations.**

Other than as described in the section titled “Risk Factors” beginning on page no. 19 of this Draft Prospectus respectively, to our knowledge there are no known trends or uncertainties that have or had or are expected to have a material adverse impact on revenues or income of our Company from continuing operations.

**3. Income and Sales on account of major product/main activities.**

Income and sales of our Company on account of major products/ main activities derives from wholesale trading activities.

**4. Whether the company has followed any unorthodox procedure for recording sales and revenues.**

Our Company has not followed any unorthodox procedure for recording sales and revenues.

**5. Known trends or uncertainties that have had or are expected to have a material adverse impact on revenue or income from continuing operations.**

Other than as described in the section titled “Risk Factors” beginning on page no. 19 of this Draft Prospectus, in our opinion there are no known trends or uncertainties that have or had or are expected to have a material adverse impact on revenues or income of our Company from continuing operations.

**6. 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 prices quoted by material suppliers and service vendors

**7. Extent to which material increases in net sales or revenue are due to increased sales volume, introduction of new products or services or increased sales prices.**

Increases in our revenues are by and large linked to increases in the volume of business.

**8. Total turnover of each major industry segment in which the issuer company operated.**

Our Company is in the business of Gems & Jewellery. Relevant industry data, as available, has been included in the chapter titled “Industry Overview” beginning on page 71 of this Draft Prospectus.

**9. Status of any publicly announced new products or business segment.**

Our Company has not announced any new product and segment publicly.



**10. The extent to which business is seasonal.**

Our Company's primary business is not seasonal. However, the business of the company does depend on Growth potential in the region and country's economy.

**11. Any significant dependence on a single or few suppliers or customers.**

The % of Contribution of our Company's customer and supplier vis-a-vis the total revenue from operations respectively as on September, 2019 is as follows:

<b>Particulars</b>	<b>Customers</b>	<b>Suppliers</b>
Top 5 %	94.06	89.95
Top 10 %	100.00	99.68

**12. Competitive conditions.**

Competitive conditions are as described under the Chapters titled "*Industry Overview*" and "*Business Overview*" beginning on pages 71 and 77, respectively of the Draft Prospectus.

## CAPITALIZATION STATEMENT

(Rs. In Lakhs)

Particulars	Pre Issue as on September 30, 2019	Post Issue
<b>Borrowing</b>		
Short - Term Debt	-	-
Long - Term Debt	-	-
<b>Total Debt</b>	-	-
<b>Shareholders' Funds</b>		
<b>Share Capital</b>		
- Equity	146.71	283.21
Less: Calls - in – arrears	-	-
<b>Share Application money</b>	-	-
- Preference	-	-
Reserves & Surplus Including Premium	369.84	724.74
<b>Total Shareholders' Funds</b>	<b>516.55</b>	<b>1,007.95</b>
<b>Total Capitalization</b>	<b>516.55</b>	<b>1,007.95</b>
<b>Long - Term Debt / Shareholders Fund</b>	<b>0.00</b>	<b>0.00</b>
<b>Short - Term Debt / Shareholders Fund</b>	<b>0.00</b>	<b>0.00</b>

**Note:** The above has been computed on the basis of Restated Financials of the Company.

## **STATEMENT OF FINANCIAL INDEBTEDNESS**

Our Company has not availed loans in the ordinary course of business for the purposes including, but not limited to meeting its working capital requirements and financing its capital expenditure. Unless otherwise stated, the approvals and/or sanctions are valid as of the date of this Draft Prospectus and in case the said approvals and/or sanctions have expired, we have either made an application for renewal or are in the process of making an application for renewal.

Pursuant to a special resolution of our Shareholders passed at the extraordinary general meeting held on December 02, 2019, our Board has been authorized to borrow, from time to time, such sums of money as our Board may deem fit for the purpose of the business of our Company, whether secured or unsecured, notwithstanding that the monies to be borrowed, together with the monies already borrowed by our Company (apart from temporary loans obtained or to be obtained from our Company's bankers in the ordinary course of business), would exceed the aggregate of the paid-up capital and free reserves of our Company provided that the total amount which may be borrowed by our Board, and outstanding at any time, shall not exceed Rs. 25.00 Crores for the time being, including the money already borrowed by our Company.

### **Facilities availed by us**

As on September 30, 2019, our company does not have any outstanding borrowings either Secured or Unsecured or Any Other Borrowings from Promoters, Directors and Relatives.

## SECTION VIII- LEGAL AND OTHER INFORMATION

### OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS

*Except as stated in this section, there are no outstanding (I) criminal proceedings, (II) actions taken by statutory or regulatory authorities, (III) disciplinary action including penalty imposed by the SEBI or stock exchanges against our Promoters in the last five Fiscals, including outstanding action, (IV) claims related to direct and indirect taxes in a consolidated manner, (V) details of any other pending material litigation which are determined to be material as per a policy adopted by our Board (“Materiality Policy”), in each case involving our Company, Promoters and Directors, (the “Relevant Parties”).*

*For the purpose of (V) above, our Board in its meeting held on December 13, 2019, has considered and adopted a policy of materiality for identification of material litigation involving the Relevant Parties. In terms of the Materiality Policy, all pending litigation involving the Relevant Parties, other than criminal proceedings, actions by regulatory authorities and statutory authorities, disciplinary action including penalty imposed by SEBI or stock exchanges against the Promoters in the last five Fiscals including outstanding action, and tax matters, would be considered ‘material’ if:*

- (a) the monetary amount of claim by or against the entity or person in any such pending proceeding is in excess of 1% of the profit after tax of our Company for the most recent audited fiscal period;*
- (b) the decision in one litigation is likely to affect the decision in similar litigations, even though the amount involved in such single litigation individually may not exceed the abovementioned threshold, but if similar litigation put together collectively exceeds the threshold; and*
- (c) Such litigation wherein the monetary liability is not quantifiable which is or is expected to be material from the perspective of the Company’s business, operations, prospects or reputations.*

*Except as stated in this section, there are no outstanding material dues to creditors of our Company. For this purpose, our Board pursuant to board resolution dated December 13, 2019, has considered outstanding dues to any creditor of the Company having monetary value which exceeds 5% of consolidated trade payables of the Company as per the last consolidated audited financial statements of the Company disclosed in the Draft Prospectus, as material.*

*Further, for outstanding dues to any micro, small or medium enterprise, the disclosure shall be based on information available with the Company regarding status of the creditor as defined under the Micro, Small and Medium Enterprises Development Act, 2006, as amended read with the rules and notifications thereunder, as has been relied upon by its statutory auditors.*

*Our Company, our Promoters and/or our Directors, have not been declared as wilful defaulters by the RBI or any governmental authority, have not been debarred from dealing in securities and/or accessing capital markets by SEBI and no disciplinary action has been taken by SEBI or any stock exchange(s) against our Company, our Promoters or our Directors, that may have a material adverse effect on our business or financial position, nor, so far as we are aware, are there any such proceedings pending or threatened.*

*Further, except as stated herein, there are no past cases in which penalties have been imposed on the Company, its Promoters, its Directors or its Group Companies, and there is no outstanding litigation against any other Company whose outcome could have a material adverse effect on the position of the Company. Further, there are no cases of litigation, defaults etc. in respect of companies/firms/ventures with which the Promoters were associated in the past but are no longer associated, in respect of which the name(s) of the Promoters continues to be associated.*

*Further, apart from those as stated below, there are no show-cause notices / claims served on the Company, its Promoters and its Directors or its Group Companies from any statutory authority / revenue authority that would*

have a material adverse effect on our business. Unless otherwise stated to contrary, the information provided is as of date of this Draft Prospectus.

**(A) Pending Litigations Relating to Our Company**

- (i) Labour Cases filed against the Company : NIL
- (ii) Labour Cases filed by the Company : NIL
- (iii) Civil Cases filed against the Company : NIL
- (iv) Civil Cases filed by the Company : NIL
- (v) Criminal cases against the company : NIL
- (vi) Criminal cases filed by the company : NIL
- (vii) Notices served on the Company : NIL
- (viii) Tax related matters : NIL

**(B) Pending Litigation Relating to the Promoters of Our Company**

- a) Criminal case against our promoter : NIL
- b) Civil Cases Against Our Promote : NIL
- c) Criminal Cases Filed By Our Promoter : NIL
- d) Civil Case Filed By Our Promoter : NIL
- e) Cases Relating To Tax Matters : NIL

**(C) Pending Litigations Relating to the Directors of Our Company**

- a) Criminal case against our promoter : NIL
- b) Civil Cases Against Our Promote : NIL
- c) Criminal Cases Filed By Our Promoter : NIL
- d) Civil Case Filed By Our Promoter : NIL
- e) Cases Relating To Tax Matters : NIL

**(D) Litigations Relating to Our Promoter Group and Group Companies/ Entities**

- a) Criminal case against our Promoter Group and Group Companies/ Entities : NIL
- b) Civil Cases Against Our Promoter Group and Group Companies/ Entities : NIL
- c) Criminal Cases Filed By Our Promoter Group and Group Companies/ Entities : NIL
- d) Civil Case Filed By Our Promoter Group and Group Companies/ Entities : NIL
- e) Cases Relating To Tax Matters : NIL

**PAST CASES IN WHICH PENALTIES HAVE BEEN IMPOSED ON THE COMPANY, OUR PROMOTERS, DIRECTORS, PROMOTER GROUP AND GROUP COMPANIES**

There are no past cases in the last five years in which penalties have been imposed on the company, our promoters, directors, members of promoter group and group companies.

**OUTSTANDING DUES TO CREDITORS**

The Board of Directors of our Company at their meeting held on December 13, 2019, has decided that the creditors of our Company to whom an amount exceeding 5% of the Company's consolidated net profit as per the last audited financial statements was outstanding, were considered 'material' creditors. Based on these criteria, our Company had the following creditors as on September 30, 2019:

Particulars	No. of Creditors	Amount Outstanding (Rs. in Lakhs)
Micro, Small and Medium Enterprise	-	-
Material dues to creditors	12	53.03
<b>Total</b>	<b>12</b>	<b>53.03</b>

For the details pertaining to amounts due towards such creditors see "Summary Financial Information" beginning on page no. 36 of this Draft Prospectus.

For further details, please see the website of the Company at [www.rojewels.in](http://www.rojewels.in).

*Information provided on the website of our Company is not a part of this Draft Prospectus and should not be deemed to be incorporated by reference. Anyone placing reliance on any other source of information, including our Company's website, would be doing so at its own risk.*

**Disciplinary action including penalty imposed by SEBI or Stock Exchanges against the Promoters during the last 5 financial years**

There are no disciplinary actions including penalty imposed by SEBI or Stock Exchanges against the Promoters during the last 5 financial years including outstanding actions.

Except as disclosed elsewhere in audited financial statements of the Company, there have been no material developments that have occurred after the last Balance Sheet Date duly signed by the Board of Directors.

**MATERIAL DEVELOPMENTS**

Except as stated in the chapter titled “**Management’s Discussion and Analysis of Financial Conditions and Results of Operations**” beginning on page no. 137 of this Draft Prospectus, no material developments have taken place after September 30, 2019, the date of the latest balance sheet, that would materially adversely affect the performance of the Company.

In accordance with SEBI requirements, our Company and the Lead Manager shall ensure that investors are informed of material developments until such time as the grant of listing and trading permission by the SME Platform of BSE.

## GOVERNMENT AND OTHER APPROVALS

*We have received the necessary consents, licenses, permissions and approvals from the Government and various governmental agencies required for our present business activities (as applicable on date of this Draft Prospectus) and except as mentioned below, no further approvals are required for carrying on our present business.*

*In view of the approvals listed below, we can undertake the Issue and our current/ proposed business activities and no further major approvals from any governmental or regulatory authority or any other entity are required to be undertaken in respect of the Issue or to continue our business activities. It must be distinctly understood that, in granting these approvals, the Government of India and other authority does not take any responsibility for our financial soundness or for the correctness of any of the statements made or opinions expressed in this behalf. Unless otherwise stated, these approvals are all valid as of the date of this Draft Prospectus.*

*The main objects clause of the Memorandum of Association and objects incidental to the main objects enable our Company to carry out its activities. The following statement sets out the details of licenses, permissions and approvals taken by us under various central and state laws for carrying out our business.*

*For further details in connection with the regulatory and legal framework within which we operate, please refer to the chapter titled 'Key Industry Regulations and Policies' on page no. 81 of this Draft Prospectus.*

### A) APPROVALS FOR THE ISSUE

#### Corporate Approvals

1. Our Board has pursuant to a resolution passed at its meeting dated on November 25, 2019, under Section 62(1)(c) of the Companies Act 2013, authorized the Fresh Issue of Equity Shares, subject to the approval of the shareholders and such other authorities as may be necessary.
2. Our Shareholders have pursuant to a special resolution passed at their meeting dated December 02, 2019 under Section 62(1)(c) and other applicable provisions of the Companies Act 2013, authorized the Fresh Issue of Equity Shares.

#### In- principle approval from the Stock Exchange

3. Our Company has obtained an approval from the BSE- SME Platform for listing our Equity Shares through their Letter dated [●] bearing reference number [●].

#### Agreements with NSDL and CDSL

4. Agreement dated November 18, 2019 between CDSL, the Company and the Registrar to the Issue;
5. Agreement dated November 14, 2019 between NSDL, the Company and the Registrar to the Issue;
6. The Company's International Securities Identification Number ("ISIN") is INE0BDU01010.

### B) INCORPORATION DETAILS AND OTHER DETAILS

7. Certificate of Incorporation dated December 11, 2018 under the name of "RO Jewels Private Limited" was issued by the Registrar of Companies, Central Registration Centre, Manesar.
8. Fresh Certificate of Incorporation dated October 01, 2019 under consequent upon change of name of our Company on conversion to a public limited company i.e. from "RO Jewels Private Limited" to "RO Jewels Limited" was issued by the Registrar of Companies, Gujarat, Dadra and Nagar Haveli.
9. The Corporate Identity Number (CIN) of the Company is U74999GJ2018PLC105540.

### C) APPROVALS/ LICENSES IN RELATION TO THE BUSINESS OF OUR COMPANY

We require various approvals and/ or licenses under various rules and regulations to conduct our business. Some of the material approvals required by us to undertake our business activities are set out below:

#### Direct and Indirect Laws Related:

Sr. No.	Issuing Authority	Registration / License No.	Nature Of Registration / License	Date Of Registration	Valid Up to
1.	Registration in Income Tax Department	AAJCR2945R	Allotment of Permanent Account Number (PAN)	October 26, 2019	Perpetual
2.	Government of India	24AAJCR2945R1ZP #	Allotment of Goods Service Tax Identification Number (GSTIN)	December 22, 2018	Perpetual
3.	Commissioner of Income Tax, Gujarat	AHMR12379D #	Allotment of Tax Deduction Account No. (TAN)	December 11, 2018	Perpetual

*# please note these licenses are registered under the name of "RO Jewels Private Limited". Our Company is yet to make an application for name change from "RO Jewels Private Limited" to "RO Jewels Limited".*

*Please note that all the above government certificates are valid till it has been cancelled.*

#### **D) INTELLECTUAL PROPERTY RIGHTS**

As on the date of this Draft Prospectus, Our Company has not registered its logo or company's name with the Registrar of Trademarks. Further, the company does not hold any other kind of Intellectual Property Rights and has confirmed that no other applications have been made by our Company nor has it registered any other type of intellectual property including trademarks/copyrights/patents etc.

In the future the company may make an application with the Registrar of Trademarks to register its logo or company's name.



## SECTION IX- OTHER REGULATORY AND STATUTORY DISCLOSURES

### Authority for the Issue

1. The Fresh Issue of Equity Shares has been authorized by a resolution by the Board of Directors passed at their meeting held on November 25, 2019 under Section 62(1)(c) of the Companies Act 2013 and subject to the approval of the shareholders and such other authorities as may be necessary.
2. The Fresh Issue of Equity Shares has been authorized by a resolution by the EGM passed at their meeting held on December 02, 2019 under Section 62(1)(c) and other applicable provisions of the Companies Act 2013.

Our Company has also obtained all necessary contractual approvals required for the Issue. For further details, refer to the chapter titled '*Government and Other Approvals*' beginning on page no. 149 of this Draft Prospectus.

Our Company has received approval from BSE *vide* their letter dated [●] to use the name of BSE in this Draft Prospectus for listing of the Equity Shares on SME Platform of BSE. BSESME Platform of BSE is the Designated Stock Exchange.

### Prohibition by SEBI, RBI or Governmental Authorities

We confirm that our Company, Directors, Promoters, members of the Promoter Group and Group Companies or the directors and promoters of our Promoter Companies have not been prohibited from accessing or operating in the capital markets or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI or any other regulatory or governmental authority.

We also confirm that our Promoters, Directors or Group Companies or persons in control of our Company were or are associated as promoters, directors or persons in control of any other company have not been debarred from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

Further, none of our Directors are or were associated with any entities which are engaged in securities market related business and are or registered with SEBI for the same.

We, further confirm that none of our Company, its Promoters, relatives of Promoters (as defined under Companies Act, 2013) its Directors and its Group Companies have been identified as willful defaulters by the RBI or other authorities.

The listing of any securities of our Company has never been refused by any of the stock exchanges in India.

### 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.

### Association with Securities Market

We confirm that none of our Directors are in any manner associated with the securities market and there has been no action taken by SEBI against our Directors or any entity in which our Directors are involved as promoters or directors except as stated under the chapters titled "*Risk factors*", "*Our Promoter, Promoter Group*", "*Group Companies*" and "*Outstanding Litigations and Material Developments*" beginning on page nos. 19, 104, 111 and 146 respectively, of this Draft Prospectus.

### Eligibility for the Issue

Our Company is an "Unlisted Issuer" in terms of the SEBI (ICDR) Regulations; and this Issue is an "Initial Public Offer" in terms of the SEBI (ICDR) Regulations.

Our Company is eligible for the Issue in accordance with **Regulation 229(1)** and other provisions of Chapter IX of the SEBI (ICDR) Regulations, as we are an Issuer whose post-issue face value capital is less than or equal to Ten Crores Rupees and we may hence 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) known as BSESME PLATFORM.

As per **Regulation 229 (3)** of the SEBI ICDR Regulations, our Company satisfies track record and/or other eligibility conditions of SME Platform of BSE in accordance with the Restated Financial Statements, prepared in accordance with the Companies Act and restated in accordance with the SEBI ICDR Regulations as below:

- **The Issuer should be a company incorporated under the Companies Act, 1956.**

Our Company is incorporated under the Companies Act, 2013 in India.

- **The post issue paid up capital of the company (face value) shall not be more than Rs. 25 Crores.**

As on the date of this Draft Prospectus, our Company has a Pre Issue Paid-up Equity Share Capital of Rs. 1.46 Crores and the Post Issue Paid-up Equity Share Capital will be Rs. 2.83 Crores which is less than Rs. 25.00 Cores.

- **The company should have a positive Net Worth, positive Cash Accruals, Net Tangible Assets of Rs 3.00 Crores and positive track record of at least 3 years (combined).**

As on the date of this Draft Prospectus, our Company has a positive Net Worth, positive Cash Accruals (Earnings before depreciation and tax) from operations, Net Tangible Assets of Rs 3.00 Crores and positive track record of at least 3 years (combined). The fulfillment of the said criteria as per the Restated Financial Statements for 6 months ending on September 30, 2019 and for financial years ended March 31, 2019, 2018, 2017, is as set forth below:

Particulars	As on Sept. 30, 2019	As on March 31,		
		2019 *	2018 *	2017 *
Net Worth <sup>(1)</sup>	516.55	177.84	N.A.	N.A.
Cash Accruals <sup>(2)</sup>	22.32	2.38	8.47	7.61
Net Tangible Assets <sup>(3)</sup>	516.55	177.84	124.90	69.82
Distributable Profit(Loss) <sup>(4)</sup>	15.05	1.49	6.85	5.87

<sup>(1)</sup> Net Worth has been computed as the aggregate of paid up shares capital, reserves and surplus (excluding revaluation reserves) and after deducting miscellaneous expenditure not written off, if any.

<sup>(2)</sup> Cash accruals has been defined as the earnings before depreciation and tax from operations.

<sup>(3)</sup> Net Tangible Assets are defined as the sum of fixed assets (including capital work in-progress and excluding revaluation reserve) investments, current assets (excluding deferred tax assets) less current liabilities (excluding deferred tax liabilities) and secured as well as unsecured short term liabilities, excluding intangible assets as defined in Accounting Standard 26 (AS 26) issued by the Institute of Chartered Accountants of India.

<sup>(4)</sup> Distributable profits have been computed in terms section 123 of the Companies Act, 2013.

\* The Financial Data for the year ended on March 31, 2018 and 2017 was of the Proprietary Firm-M/s Ravi Ornaments. The Firm belonged to one of our Promoters named Mr. Bharat Rasiklal Shah. Our company has entered into a Business Succession Agreement dated December 18, 2019 with the Proprietary Firm to acquire/ transfer the business of the Proprietorship Concern, hence the Networth for the aforesaid years is not available.

- Other requirements and disclosures:
  - a) Our Company has entered into the tripartite agreements with NSDL & CDSL along with our Registrar for facilitating trading in dematerialized mode.
  - b) There is no change in the promoter/s of the Company in the preceding one year from date of filing application with SME Platform of BSE.

- c) Our Company has a website: [www.rojewels.in](http://www.rojewels.in)
- d) Our Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR).
- e) We are neither a stock / commodity broking company since incorporation nor are we a finance company since incorporation.
- f) There is no winding up petition against our Company, which has been admitted by the court. Also, no liquidator of competent jurisdiction has been appointed against the Company.
- g) No material regulatory or disciplinary action has been taken by any stock exchange or regulatory authority in the past three years against the Company or Promoters or our Directors or members forming a part of the Promoter Group or Our Companies/ Entities except as mentioned in the chapter titled ***“Outstanding Litigation and Material Developments”*** beginning on page 146 of this Draft Prospectus.

We further confirm that:

- a) Our Company is in compliance with the following conditions specified in **Regulation 228** of the SEBI Regulations, 2018 to the extent applicable.
  - 1) Our Company, our Promoters, member belong to the Promoter Group, our Group Companies/ Entities, our Directors and the companies with which our Promoters & Directors are associated as directors or promoters or persons in control of any other company have not been prohibited/debarred from accessing or operating in the capital markets under any order or direction passed by SEBI;
  - 2) None of our Company, our Promoters, member belong to the Promoter Group, our Group Companies/ Entities, our Directors and the companies with which our Promoters & Directors are associated as directors or promoters or persons in control of any other company have not been declared as **‘Wilful Defaulter’** as on the date of filing this Draft Prospectus.
  - 3) None of our Company, our Promoters, member belong to the Promoter Group, our Group Companies/ Entities, our Directors and the companies with which our Promoters & Directors are associated as directors or promoters or persons in control of any other company have not been declared as **‘Fugitive Economic Offender’** as on the date of filing this Draft Prospectus.
- b) Our Company is in compliance with the following conditions specified in **Regulation 230** of the SEBI Regulations, 2018 to the extent applicable.
  - 1) Our Company has applied to the SME Platform of BSE for obtaining their in-principle listing approval for listing of the Equity Shares under this Issue and has received the in-principle approval from the SME Platform of BSE pursuant to its letter no. [●] having dated [●]. For the purposes of this Issue, SME Platform of BSE shall be the Designated Stock Exchange;
  - 2) Our Company has entered into the tripartite agreements with NSDL & CDSL along with our Registrar for facilitating trading in dematerialized mode. The details are as follows:
    - Agreement dated November 18, 2019 between CDSL, the Company and the Registrar to the Issue;
    - Agreement dated November 14, 2019 between NSDL, the Company and the Registrar to the Issue;
    - The Company’s shares bear an ISIN: INE0BDU01010.
  - 3) The Equity Shares of our Company are fully paid and there are no partly paid-up Equity Shares as on the date of filing this Draft Prospectus;
  - 4) All the Equity Shares held by our Promoters are in dematerialized mode as on the date of filing this Draft Prospectus;

- 5) Our Company does not require to ensure firm arrangements of finance through verifiable means towards seventy five per cent of the stated means of finance for funding from the issue proceeds, excluding the amount to be raised through the proposed public offer or through existing identifiable internal accruals. 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 is not applicable to our Company. For details, please refer the chapter “Objects of the Issue” on page no. 61 of this Draft Prospectus.

**We confirm that in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, we confirm that:**

- a) In accordance with **Regulation 246** the SEBI (ICDR) Regulations, we have not filed any Draft Offer Document with SEBI in hard copy nor has SEBI issued any observations on our Draft Offer Document. Also, we shall ensure that our Lead Manager submits the copy of Prospectus along with a Due Diligence Certificate including additional confirmations as required to SEBI at the time of filing the Prospectus with Stock Exchange and the Registrar of Companies. However, a soft copy of the Draft Offer Document shall be filed in soft copy with SEBI.
- b) In accordance with **Regulation 261** of the SEBI (ICDR) Regulations, we have entered into an agreement with the Lead Manager and Market Maker to ensure compulsory Market Making for a minimum period of (3)three years from the date of listing of equity shares offered in the Issue. For further details of the arrangement of market making please refer to paragraph titled ‘*Details of the Market Making Arrangement for the Issue*’ under chapter titled ‘*General Information*’ on page no. 40 of this Draft Prospectus.
- c) In accordance with **Regulation 260(1) and 260(2)** of the SEBI (ICDR) Regulations, the issue has been hundred percent underwritten and that the Lead Manager to the Issue. For further details pertaining to said underwriting please refer to paragraph titled ‘*Underwriting Agreement*’ under chapter titled ‘*General Information*’ on page no. 40 of this Draft Prospectus.
- d) In accordance with **Regulation 268(1)** of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed Allottee’s in the Issue is not less than Fifty (50), otherwise, the entire application money will be refunded forthwith. If such money is not repaid within 8 (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 8 (Eight) days, be liable to repay such application money, with interest as prescribed under the Companies Act, 2013. Further, in accordance with Section 40 of the Companies Act, 2013, the Company and each officer in default may be punishable with fine and/or imprisonment in such a case.
- e) We further confirm that, we shall be complying with all the other requirements as laid down for such an Issue under Chapter IX SEBI (ICDR) Regulations, 2018 as amended from time to time and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

**DISCLAIMER CLAUSE OF SEBI**

**IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE DRAFT PROSPECTUS/PROSPECTUS 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/DRAFT LETTER OF OFFER/OFFER DOCUMENT. THE LEAD MANAGER, HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE DRAFT PROSPECTUS / PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. 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 PROSPECTUS / PROSPECTUS, THE LEAD MANAGER 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 HAS FURNISHED TO SEBI A DUE DILIGENCE CERTIFICATE DATED DECEMBER 23, 2019.

THE DUE DILIGENCE CERTIFICATE FURNISHED WITH SEBI BY THE LEAD MANAGER IS REPRODUCED BELOW:

“WE, THE UNDER NOTED LEAD MANAGER TO THE ABOVE-MENTIONED FORTHCOMING ISSUE STATE AND CONFIRM AS FOLLOWS:

- 1) WE HAVE EXAMINED VARIOUS DOCUMENTS INCLUDING THOSE RELATING TO LITIGATION INCLUDING COMMERCIAL DISPUTES, PATENT DISPUTES, DISPUTES WITH COLLABORATORS, ETC., AND OTHER MATERIAL WHILE FINALISING THE DRAFT PROSPECTUS OF THE SUBJECT ISSUE;
- 2) ON THE BASIS OF SUCH EXAMINATION AND THE DISCUSSIONS WITH THE ISSUER, ITS DIRECTORS AND OTHER OFFICERS, OTHER AGENCIES AND INDEPENDENT VERIFICATION OF THE STATEMENTS CONCERNING THE OBJECTS OF THE ISSUE, PRICE JUSTIFICATION, CONTENTS OF THE DOCUMENTS AND OTHER PAPERS FURNISHED BY THE ISSUER, WE CONFIRM THAT:
  - a) THE DRAFT PROSPECTUS FILED WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA IS IN CONFORMITY WITH THE DOCUMENTS, MATERIALS AND PAPERS WHICH ARE MATERIAL TO THE ISSUE;
  - b) ALL THE MATERIAL LEGAL REQUIREMENTS RELATING TO THE ISSUE, AS SPECIFIED BY THE SECURITIES AND EXCHANGE BOARD OF INDIA, THE CENTRAL GOVERNMENT AND ANY COMPETENT AUTHORITY IN THIS BEHALF HAVE BEEN DULY COMPLIED WITH; AND
  - c) THE MATERIAL DISCLOSURES MADE IN THE DRAFT PROSPECTUS ARE TRUE AND ADEQUATE TO ENABLE THE INVESTORS TO MAKE A WELLINFORMED DECISION AS TO THE INVESTMENT IN THE PROPOSED ISSUE AND SUCH DISCLOSURES ARE IN ACCORDANCE WITH THE REQUIREMENTS OF THE COMPANIES ACT, 2013, THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 AND OTHER APPLICABLE LEGAL REQUIREMENTS.
- 3) BESIDES OURSELVES, ALL INTERMEDIARIES NAMED IN THE DRAFT PROSPECTUS ARE ALSO REGISTERED WITH SEBI AND THAT TILL DATE SUCH REGISTRATION IS VALID.
- 4) WE HAVE SATISFIED OURSELVES ABOUT THE CAPABILITY OF THE UNDERWRITERS TO FULFIL THEIR UNDERWRITING COMMITMENTS – NOTED FOR COMPLIANCE.
- 5) WRITTEN CONSENT FROM THE PROMOTER HAS BEEN OBTAINED FOR INCLUSION OF THEIR SPECIFIED SECURITIES AS PART OF THE PROMOTER’S CONTRIBUTION SUBJECT TO LOCK-IN AND THE SPECIFIED SECURITIES PROPOSED TO FORM PART OF THE PROMOTER’S CONTRIBUTION SUBJECT TO LOCK-IN SHALL NOT BE DISPOSED OR SOLD OR TRANSFERRED BY THE PROMOTER DURING THE PERIOD STARTING FROM THE DATE OF FILING THE DRAFT PROSPECTUS WITH SEBI TILL THE DATE OF COMMENCEMENT OF THE LOCK-IN PERIOD AS STATED IN THE DRAFT PROSPECTUS.
- 6) ALL APPLICABLE PROVISIONS OF THESE REGULATIONS, WHICH RELATE TO SPECIFIED SECURITIES INELIGIBLE FOR COMPUTATION OF PROMOTERS’ CONTRIBUTION, HAVE BEEN AND SHALL BE DULY COMPLIED WITH AND APPROPRIATE DISCLOSURES AS TO COMPLIANCE WITH THE SAID REGULATION(S) HAVE BEEN MADE IN THE DRAFT PROSPECTUS.

- 7) ALL APPLICABLE PROVISIONS OF THESE REGULATIONS WHICH RELATE TO RECEIPT OF PROMOTERS' CONTRIBUTION PRIOR TO OPENING OF THE ISSUE, SHALL BE COMPLIED WITH. ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT THE PROMOTERS' CONTRIBUTION SHALL BE RECEIVED AT LEAST ONE DAY BEFORE THE OPENING OF THE ISSUE AND THAT THE AUDITORS' CERTIFICATE TO THIS EFFECT SHALL BE DULY SUBMITTED TO THE BOARD.

WE FURTHER CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT THE PROMOTERS' CONTRIBUTION SHALL BE KEPT IN AN ESCROW ACCOUNT WITH A SCHEDULED COMMERCIAL BANK AND SHALL BE RELEASED TO THE ISSUER ALONG WITH THE PROCEEDS OF THE ISSUE- NOT APPLICABLE AS THE PROMOTERS CONTRIBUTION HAS ALREADY BEEN DEPLOYED.

- 8) NECESSARY ARRANGEMENTS SHALL BE MADE TO ENSURE THAT THE MONIES RECEIVED PURSUANT TO THE ISSUE ARE CREDITED OR TRANSFERRED TO IN A SEPARATE BANK ACCOUNT AS PER THE PROVISIONS OF SUB-SECTION (3) OF SECTION 40 OF THE COMPANIES ACT, 2013 AND THAT SUCH MONIES SHALL BE RELEASED BY THE SAID BANK ONLY AFTER PERMISSION IS OBTAINED FROM ALL THE STOCK EXCHANGES, AND THAT THE AGREEMENT ENTERED INTO BETWEEN THE BANKERS TO THE ISSUE AND THE ISSUER SPECIFICALLY CONTAINS THIS CONDITION- NOTED FOR COMPLIANCE- AS PER TRI-PARTITE AGREEMENT WITH BANKERS TO THE ISSUE.
- 9) THE EXISTING BUSINESS AS WELL AS ANY NEW BUSINESS OF THE ISSUER FOR WHICH THE FUNDS ARE BEING RAISED FALL WITHIN THE 'MAIN OBJECTS' IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OR OTHER CHARTER OF THE ISSUER AND THAT THE ACTIVITIES WHICH HAVE BEEN CARRIED IN THE LAST TEN YEARS ARE VALID IN TERMS OF THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION.
- 10) IN CASE OF A RIGHTS ISSUE DISCLOSURE HAS BEEN MADE IN THE DRAFT LETTER OF OFFER THAT INVESTORS SHALL BE GIVEN AN OPTION TO RECEIVE THE SHARES IN DEMAT OR PHYSICAL MODE – NOT APPLICABLE.
- 11) FOLLOWING DISCLOSURES HAVE BEEN MADE IN THE DRAFT OFFER DOCUMENT/ DRAFT LETTER OF OFFER:
- (A) AN UNDERTAKING FROM THE ISSUER THAT AT ANY GIVEN TIME, THERE SHALL BE ONLY ONE DENOMINATION FOR THE EQUITY SHARES OF THE ISSUER – NOTED
- (B) AN UNDERTAKING FROM THE ISSUER THAT IT SHALL COMPLY WITH ALL DISCLOSURE AND ACCOUNTING NORMS SPECIFIED BY THE BOARD - NOTED
- 12) WE SHALL COMPLY WITH THE REGULATIONS PERTAINING TO ADVERTISEMENTS IN TERMS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 – NOTED FOR COMPLIANCE
- 13) IF APPLICABLE, THE ENTITY IS ELIGIBLE TO LIST ON THE INSTITUTIONAL TRADING PLATFORM IN TERMS OF THE PROVISIONS OF CHAPTER X OF THESE REGULATIONS - NOT APPLICABLE.
- 14) WE ENCLOSE A NOTE EXPLAINING THE PROCESS OF DUE DILIGENCE THAT HAS BEEN EXERCISED BY US INCLUDING IN RELATION TO THE BUSINESS OF THE ISSUER, THE RISKS IN RELATION TO THE BUSINESS, EXPERIENCE OF THE PROMOTERS AND THAT THE RELATED PARTY TRANSACTIONS ENTERED INTO FOR THE PERIOD DISCLOSED IN THE OFFER DOCUMENT HAVE BEEN ENTERED INTO BY THE ISSUER IN ACCORDANCE WITH APPLICABLE LAWS.

**ADDITIONAL CONFIRMATIONS/ CERTIFICATION TO BE GIVEN BY LEAD MANAGER IN DUE DILIGENCE CERTIFICATE TO BE GIVEN ALONG WITH OFFER DOCUMENT REGARDING SME EXCHANGE**

- 1) WE CONFIRM THAT NONE OF THE INTERMEDIARIES NAMED IN THE DRAFT PROSPECTUS HAVE BEEN DEBARRED FROM FUNCTIONING BY ANY REGULATORY AUTHORITY.
- 2) WE CONFIRM THAT ALL THE MATERIAL DISCLOSURES IN RESPECT OF THE ISSUER HAVE BEEN MADE IN THIS DRAFT PROSPECTUS AND CERTIFY THAT ANY MATERIAL DEVELOPMENT IN THE ISSUER OR RELATING TO THE ISSUE UP TO THE COMMENCEMENT OF LISTING AND TRADING OF THE SPECIFIED SECURITIES OFFERED THROUGH THE ISSUE SHALL BE INFORMED THROUGH PUBLIC NOTICES/ ADVERTISEMENTS IN ALL THOSE NEWSPAPERS IN WHICH PRE-ISSUE ADVERTISEMENT AND ADVERTISEMENT FOR OPENING OR CLOSURE OF THE ISSUE HAVE BEEN GIVEN. - NOTED FOR COMPLIANCE
- 3) WE CONFIRM THAT THE ABRIDGED DRAFT PROSPECTUS CONTAINS ALL THE DISCLOSURES AS SPECIFIED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018. - NOTED FOR COMPLIANCE
- 4) WE CONFIRM THAT AGREEMENTS HAVE BEEN ENTERED INTO WITH THE DEPOSITORIES FOR DEMATERIALISATION OF THE SPECIFIED SECURITIES OF THE ISSUER. - NOTED FOR COMPLIANCE
- 5) WE CONFIRM THAT UNDERWRITING AND MARKET MAKING ARRANGEMENTS AS PER REQUIREMENTS OF REGULATION 261 AND 262 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, HAVE BEEN MADE.
- 6) WE CONFIRM THAT THE ISSUER HAS REDRESSED AT LEAST NINETY FIVE PERCENT OF THE COMPLAINTS RECEIVED FROM THE INVESTORS TILL THE END OF THE QUARTER IMMEDIATELY PRECEDING THE MONTH OF THE FILING OF THE OFFER DOCUMENT WITH REGISTRAR OF COMPANIES. - NOTED FOR COMPLIANCE

**NOTE:**

**THE FILING OF THE DRAFT PROSPECTUS DOES NOT, HOWEVER, ABSOLVE THE ISSUER FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY 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 MERCHANT BANKER, ANY IRREGULARITIES OR LAPSES IN THIS DRAFT PROSPECTUS.**

All legal requirements pertaining to the Issue will be complied with at the time of registration of the Draft Prospectus with the Registrar of Companies, Mumbai in terms of sections 26 of the Companies Act, 2013.

**DISCLAIMER CLAUSE OF THE SME PLATFORM OF BSE LIMITED**

**BSE Limited (“BSE”) has given *vide* its letter dated [●] permission to our Company to use its name in this Offer Document as one of the Stock Exchanges on which this company’s securities are proposed to be listed on the SME Platform of BSE.**

As required, a copy of this Draft Prospectus shall be submitted to BSE. The Disclaimer Clause as intimated by BSE to us, post scrutiny of this Draft Prospectus, shall be included in the Draft Prospectus prior to the RoC filing. BSE does not in any manner:-

- Warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; or

- Warrant that this company's securities will be listed or will continue to be listed on BSE; or
- Take any responsibility for the financial or other soundness of this Company, its Promoters, its management or any scheme or project of this Company;

And it should not for any reason be deemed or construed that this Draft Prospectus has been cleared or approved by BSE. Every person who desires to apply for or otherwise acquires any securities in this Company may do so pursuant to independent inquiry, investigations and analysis and shall not have any claim against BSE whatsoever by reason of loss which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever.

#### DISCLAIMER STATEMENT FROM OUR COMPANY AND THE LEAD MANAGER

Our Company, our 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 our Company and anyone placing reliance on any other source of information, including our website, [www.rojewels.in](http://www.rojewels.in) would be doing so at his or her own risk.

#### PRICE INFORMATION AND THE TRACK RECORD OF THE PAST ISSUES HANDLED BY THE LEAD MANAGER

For details regarding the price information and the track record of the past Issues handled by the Lead Manager to the Issue as specified in Circular reference CIR/CFD/DIL/7/2015 dated October 30, 2015 issued by the SEBI, please refer to 'Annexure A' to this Draft Prospectus and the website of the Lead Manager at [www.focl.in](http://www.focl.in).

#### Annexure A Disclosure of Price Information of Past Issues Handled By Merchant Banker(s)

TABLE 1

Sr. No.	Issue Name	Issue Size (Rs. Cr.)	Issue Price (Rs.)	Listing Date	Opening Price on listing date	+/- % change in closing price, [+/- % change in closing benchmark]- 30 <sup>th</sup> calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90 <sup>th</sup> calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]-180 <sup>th</sup> calendar days from listing
1.	Darshan Orna	7.53	60.00	19-05-	61.00	0%(+4.83%)	-1.83%(+10.26%)	-22.42%(+2.95%)
2.	Spicy Entertainment &	4.82	10.00	15-09-2016	9.99	-11.91%(-2.46%)	-14.91%(-4.71%)	+0.60%(+3.77%)
3.	Nouritans Exim	6.12	30.00	15-09-	26.05	-0.37%(+0.49%)	-0.56(+0.03)	+0.57(+0.05)
4.	Kaarya Facilities and Services Ltd	6.39	40.00	27-10-2017	43.80	+0.24(+0.02)	+0.06(+0.08)	+0.12(+0.04)
5.	Gautam Gems Ltd	7.56	36.00	07-02-2018	34.15	-0.29(-0.02)	+1.96(+0.03)	-2.09(+0.15)
6.	Kenvi Jewels Ltd	6.69	36.00	16-02-2018	35.10	+0.57(-0.03)	-0.64(+0.33)	+0.66 (+0.17)
7.	U. H. Zaveri Ltd	7.99	36.00	22-05-2018	27.00	+0.03(0.02)	-0.30 (+0.10)	+0.40 (+0.03)
8.	Palm Jewels Ltd	8.90	30.00	12-06-2018	37.50	-0.15(+0.02)	-0.25 (+0.06)	+0.26 (-0.02)
9.	S. M. Gold Limited	7.50	30.00	19-10-2018	30.60	-0.11 (+0.02)	-0.12 (+0.05)	+0.01(+0.14)
10.	Veeram Infra Engineering Ltd	10.74	51.00	23-10-2018	53.00	+0.04 (0.03)	-0.05 (+0.08)	+0.63(+0.14)



Sr. No.	Issue Name	Issue Size (Rs. Cr.)	Issue Price (Rs.)	Listing Date	Opening Price on listing date	+/- % change in closing price, [+/- % change in closing benchmark]- 30 <sup>th</sup> calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90 <sup>th</sup> calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]-180 <sup>th</sup> calendar days from listing
11.	Noveator Research & Laboratories Ltd	4.49	24	13-09-2019	24	+0.74(0.02)	N.A.	N.A.

**TABLE 2: SUMMARY STATEMENT OF DISCLOSURE**

Financial Year	Total no. of IPOs	Total amount of funds raised (Rs. Cr.)	No. of IPOs trading at discount - 30 <sup>th</sup> calendar days from listing			No. of IPOs trading at premium - 30 <sup>th</sup> calendar days from listing			No. of IPOs trading at discount - 180 <sup>th</sup> calendar days from listing			No. of IPOs trading at premium - 180 <sup>th</sup> calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2019-20	1	4.49	0	0	0	0	0	1	0	0	0	0	0	0
2018-19	4	35.13	0	0	4	0	0	2	1	0	1	0	0	0
2017-18	4	26.77	1	0	3	0	0	2	1	0	0	0	0	0
2016-17	4	16.93	0	0	1	0	0	1	0	0	1	0	0	1

#### DISCLAIMER IN RESPECT OF JURISDICTION

The 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 authorized 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 applicable trust law and who are authorized under their constitution to hold and invest in shares, public financial institutions as specified in Section 2 (72) of the Companies Act, 2013, VCFs, state industrial development corporations, insurance companies registered with Insurance Regulatory and Development Authority, provident funds (subject to applicable law) with minimum corpus of Rs. 2,500 Lakhs, pension funds with minimum corpus of Rs. 2,500 Lakhs and the National Investment Fund, and permitted non-residents including FIIs, Eligible NRIs, QFIs, multilateral and bilateral development financial institutions, FVCIs and eligible foreign investors, provided that they are eligible under all applicable laws and regulations to hold Equity Shares of the Company, this Draft Prospectus does not, however, constitute an invitation to purchase shares offered hereby in any jurisdiction other than India to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Draft Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. Any dispute arising out of the Issue will be subject to the jurisdiction of appropriate court(s) in Mumbai only.

No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that this Draft Prospectus has been filed with BSE for its observations and BSE shall give its observations in due course. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and the Draft Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of the Draft Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company since the date hereof or that the information contained herein is correct as of any time subsequent to this date.

The Equity Shares have not been, and will not be, registered, 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 where required agrees that such applicant will not sell or transfer any Equity Shares or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws and legislations in each jurisdiction, including India.

#### **DISCLAIMER CLAUSE UNDER RULE 144A OF THE U.S. SECURITIES ACT**

The Equity Shares have not been and will not be registered under the U.S. Securities Act 1933, as amended (the “Securities Act”) or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, “U.S. persons” (as defined in Regulation S 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.

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 where required agrees that such applicant will not sell or transfer any Equity Shares or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws and legislations in each jurisdiction, including India.

#### **FILING**

This Draft Prospectus shall not be filed with SEBI, nor will SEBI issue any observation on this Draft Prospectus in term of Regulation 246(2) of SEBI (ICDR), 2018. However, pursuant to Regulation 246(5), the soft copy of Draft Prospectus shall be submitted to SEBI. Pursuant to SEBI Circular Number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, a copy of the Draft Prospectus and Prospectus will be filed online through SEBI Intermediary Portal at <https://siportal.sebi.gov.in>.

Further, pursuant to SEBI Circular Number CFD/DIL1/CIR/P/2019/0000000154 dated December 11, 2019, a copy of the Draft Prospectus and Prospectus along with the with due diligence certificate including additional confirmations required to be filed under Section 26 of the Companies Act, 2013 will be filed with SEBI at Panchavati Society, Gulbai Tekra, Ahmedabad, Gujarat 380006, simultaneously with the BSESME Platform.

A copy of the Draft Prospectus, along with the documents required to be filed under Section 26 of the Companies Act, 2013, will be delivered to the Registrar of Companies, ROC Bhavan , Opp Rupalben Park Society, Behind Ankur Bus Stop, Naranpura, Ahmedabad-380013.

#### **LISTING**

In terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, there is no requirement of obtaining In- Principle approval of the SME Platform of BSE. However, application shall be made to SME Platform of BSE for obtaining permission for listing of the Equity Shares being offered and sold in the Issue on its SME Platform after the allotment in the Issue. SME Platform of BSE is the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the Issue.

The SME Platform of BSE has given its approval for using its name in our Draft Prospectus vide its letter dated [●].

If the permission to deal in and for an official quotation of the Equity Shares is not granted by BSESME Platform, our Company shall forthwith repay, without interest, all moneys received from the applicants in pursuance of the Draft Prospectus. 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 the rate of 15% per annum on application money, as prescribed under Section 40 of the Companies Act, 2013.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the BSE SME Platform mentioned above are taken within 6 Working Days from the Issue Closing Date.

## **CONSENTS**

We have obtained consents in writing of our Directors, Promoters, Company Secretary & Compliance Officer, the Lead Manager, Registrar to the Issue, Peer Review Auditor to the Company, the Statutory Auditor, the Legal Advisor to the Issue and Banker(s) to the Company, Market Maker(s), Underwriter(s), and the Banker(s) to the Issue/ Escrow Collection Bank(s) to act in their respective capacities. These consents will be filed along with a copy of the Draft Prospectus with the RoC as required Section 26 of the Companies Act, 2013. Further, such consent and report will not be withdrawn up to the time of delivery of the Draft Prospectus for registration with the RoC.

In accordance with the Companies Act, 2013 and the SEBI (ICDR) Regulations, 2018, M/s Bhagat & Co., Chartered Accountants, our Peer Review Auditors have agreed to provide their respective written consents for inclusion of their report in the form and context in which it appears in this Draft Prospectus and such consent and report shall not be withdrawn up to the time of delivery of the Draft Prospectus for filing with the RoC.

## **EXPERT OPINION TO THE ISSUE**

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

- Report of the Peer Review Auditor on Restated Financial Statements and Management's Discussion and Analysis of Financial Conditions and Results of Operations;
- Report of the Statutory Auditor on Statement of Tax Benefits.

As the Equity Shares in the Issue will not be registered under the Securities Act, any references to the term "expert" herein and the Auditors consent to be named as an "expert" to the Issue are not in the context of a registered offering of securities under the Securities Act.

## **ISSUE RELATED EXPENSES**

The expenses of the Issue include, among others, underwriting and management fees, selling commission, printing and distribution expenses, legal fees, advertising expenses and listing fees. For details of total expenses of the Issue, see the chapter "Objects of the Issue" beginning on page no. 61 of the Draft Prospectus.

## **DETAILS OF FEES PAYABLE**

### **Fees Payable to the Lead Manager**

The total fees payable to the Lead Manager will be as per the Mandate Letter issued by our Company to the Lead Manager, the copy of which is available for inspection at our Registered Office.

### **Fees Payable to the Market Maker(s)**

The fees payable to the Market Maker(s) to the Issue will be as per the Agreement dated [●] between our Company, Lead Manager and Market Maker, a copy of which is available for inspection at our Registered Office.

### **Fees Payable to the Registrar to the Issue**

The fees payable to the Registrar to the Issue will be as per the Agreement dated October 04, 2019 executed between our Company and the Registrar to the Issue, a copy of which is available for inspection at our Registered Office.

The Registrar to the Issue will be reimbursed for all out-of-pocket expenses including cost of stationery, postage, stamp-duty and communication expenses. Adequate funds will be provided by our Company to the Registrar to the Issue to enable them to send refund orders or Allotment advice by registered post/ speed post/ under certificate of posting.

### **Fees Payable to Others**

The total fees payable to the Legal Advisor, Auditor, and Advertiser, *etc.* will be as per the terms of their respective engagement letters, if any.

### **Underwriting Commission, Brokerage and Selling Commission**

The underwriting and selling commission for the Issue is as set out in the Underwriting Agreement dated December 21, 2019 between our Company, the Lead Manager/Underwriter and Market Maker, a copy of which is available for inspection at our Registered Office. Payment of underwriting commission, brokerage and selling commission would be in accordance with Section 40 of Companies Act, 2013 and the Companies (Draft Prospectus and Allotment of Securities) Rules, 2014 and any other applicable laws.

### **PREVIOUS RIGHTS AND PUBLIC ISSUES DURING THE LAST FIVE YEARS**

We have not made any previous rights and/or public issues during the last five years, and are an "Unlisted Issuer" in terms of the SEBI (ICDR) Regulations, 2018, amended from time to time and the Issue is an "Initial Public Offering" in terms of the SEBI (ICDR) Regulations, 2018, amended from time to time.

### **PREVIOUS ISSUES OF SHARES OTHERWISE THAN FOR CASH**

Except as stated in the chapter titled '*Capital Structure*' beginning on page 49 of this Draft Prospectus, our Company has not issued any Equity Shares for consideration otherwise than for cash.

### **COMMISSION AND/ OR BROKERAGE ON PREVIOUS ISSUES**

Since this is the initial public offer of the Equity Shares by our 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 our Equity Shares since inception.

### **PARTICULARS IN REGARD TO OUR COMPANY AND OTHER LISTED COMPANIES UNDER THE SAME MANAGEMENT WITHIN THE MEANING OF SECTION 186 OF THE COMPANIES ACT, 2013 WHICH MADE ANY CAPITAL ISSUE DURING THE LAST THREE YEARS:**

There are no listed companies under the same management within the meaning of Section 186 of the Companies Act, 2013 that made any capital issue viz. initial public offering, rights issue or composite issue during the last three years.

### **PROMISE VERSUS PERFORMANCE FOR OUR COMPANY**

Our Company is an "Unlisted Issuer" in terms of the SEBI (ICDR) Regulations, 2018, and the Issue is an "Initial Public Offering" in terms of the SEBI (ICDR) Regulations, 2018. Therefore, data regarding promise versus performance is not applicable to us.

None of the Group Companies has made public issue of equity shares during the period of ten years immediately preceding the date of filing this Draft Prospectus with the BSE.

### **OUTSTANDING DEBENTURES, BONDS, REDEEMABLE PREFERENCE SHARES AND OTHER INSTRUMENTS ISSUED BY OUR COMPANY**

As on the date of this Draft Prospectus, our Company has no outstanding debentures, bonds or redeemable preference shares.

### **STOCK MARKET DATA FOR OUR EQUITY SHARES**

Our Company is an "Unlisted Issuer" in terms of the SEBI (ICDR) Regulations, 2018, and the Issue is an "Initial Public Offering" in terms of the SEBI (ICDR) Regulations, 2018. Thus there is no stock market data available for the Equity Shares of our Company.

### **MECHANISM FOR REDRESSAL OF INVESTOR GRIEVANCES**

The Company has appointed KFin Technologies Private Limited as the Registrar to the Issue, to handle the investor grievances in co-ordination with the Compliance Officer of the Company. The Agreement between the Registrar and our Company provides for retention of records with the Registrar for a period of at least three years from the last date of dispatch of the letters of allotment, demat credit and unblocking of funds to enable the investors to approach the Registrar to this Issue for redressal of their grievances. All grievances relating to this Issue may be addressed to the Registrar with a copy to the Compliance Officer, giving full details such as the name, address of the applicant, number of Equity Shares applied for, amount paid on application and the bank branch or collection center where the application was submitted. 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 SCSBs, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount paid on application and the Designated Branch of the SCSB where the Application Form was submitted by the ASBA Applicant. 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.

#### **DISPOSAL OF INVESTOR GRIEVANCES BY OUR COMPANY**

Our Company or the Registrar to the Issue or the SCSB in case of ASBA Bidders shall redress routine investor grievances. We estimate that the average time required by us or the Registrar to the Issue for the redressal of routine investor grievances will be 15 (Fifteen) Working 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.

We have constituted the Stakeholders Relationship Committee of the Board *vide* resolution passed at the Board Meeting held on December 13, 2019. For further details, please refer to the chapter titled '*Our Management*' beginning on page no. 90 of this Draft Prospectus.

Our Company has appointed [●] as the Company Secretary and Compliance Officer and she may be contacted at the following address:

#### **RO JEWELS LIMITED**

**Name** : [●]  
**Address** : 202, Shri Virkala Complex, M.G. Haveli R, Manekchowk Co. Op Bank,  
Manekchowk, Ahmedabad, Gujarat, India, 380001  
**Tel No.** : +91 79 22144429/ 22153329  
**Email Id** : [compliancerojewels@gmail.com](mailto:compliancerojewels@gmail.com)  
**Website** : [www.rojewels.in](http://www.rojewels.in)

Investors can contact the Company Secretary and Compliance Officer or the Registrar in case of any pre-issue or post-issue related problems such as non-receipt of letters of allocation, credit of allotted Equity Shares in the respective beneficiary account or UPI linked account number or unblocking of funds etc.

#### **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.

#### **CAPITALIZATION OF RESERVES OR PROFITS**

Save and except as stated in the chapter titled '*Capital Structure*' beginning on page no. 49 of this Draft Prospectus, our Company has not capitalized its reserves or profits at any time since inception.

**REVALUATION OF ASSETS**

Our Company has not revalued its assets since incorporation.

**PURCHASE OF PROPERTY**

Except as disclosed in this Draft Prospectus, there is no property which has been purchased or acquired or is proposed to be purchased or acquired which is to be paid for wholly or partly from the proceeds of the present Issue or the purchase or acquisition of which has not been completed on the date of this Draft Prospectus.

Except as stated elsewhere in this Draft Prospectus, our Company has not purchased any property in which the Promoters and / or Directors have any direct or indirect interest in any payment made there under.

**SERVICING BEHAVIOR**

There has been no default in payment of statutory dues or of interest or principal in respect of our borrowings or deposits.

## SECTION X - ISSUE RELATED INFORMATION

### TERMS OF THE ISSUE

*The Equity Shares being offered are subject to the provisions of the Companies Act, 2013, SEBI (ICDR) Regulations, 2018 and amendments thereto, our Memorandum and Articles of Association, the terms of this Draft Prospectus, the SEBI Listing Regulations, Application Form, the Revision Form, the Confirmation of Allocation Note, the Listing Regulations to be entered into with the SME Exchange and other terms and conditions as may be incorporated in the Allotment advices and other documents/certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to laws as applicable, guidelines, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the Government of India, the Stock Exchanges, the RBI, RoC and/or other authorities, as in force on the date of the Issue and to the extent applicable or such other conditions as may be prescribed by SEBI, RBI, the GOI, the Stock Exchange, the ROC and/or any other authorities while granting its approval for the Issue.*

*Please note that, in terms of the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 and SEBI/HO/CFD/DIL2/CIR/P/2018/138, SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 01, 2018 read with SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2019/50) dated April 3, 2019, SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2019/76) dated June 28, 2019 and SEBI Circular (SEBI/HO/CFD/DCR2/CIR/P/2019/133) dated November 8, 2019, all potential investors shall participate in the Issue only through an Application Supported by Blocked Amount (ASBA) process including through UPI mode (as applicable) by providing details about the bank account which will be blocked by the Self Certified Syndicate Banks (SCSBs) for the same.*

*Further vide the said circular Registrar to the Issue and DP's have been also authorized to collect the Application forms. Investors may visit the official websites of the concerned stock exchanges 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.*

#### **Authority for the Issue**

This Issue of Equity Shares has been authorized by the Board of Directors of our Company at their meeting held on November 25, 2019 and was approved by the Shareholders of the Company by passing a Special Resolution at the Extra Ordinary General Meeting held with a shorter notice on December 02, 2019 in accordance with the provisions of Section 62 (1) (C) of the Companies Act, 2013.

#### **Ranking of Equity Shares**

The Equity Shares being issued in the Issue shall be subject to the provisions of the Companies Act, 2013 and the Memorandum and Articles of Association of our Company and shall rank *pari-passu* with the existing equity shares of our Company including rights in respect of dividend. The Allottee's in receipt of Allotment of Equity Shares under the Issue will be entitled to dividends and other corporate benefits, if any, declared by our Company after the date of Allotment.

For further details, please refer to the section titled '**Main Provisions of the Articles of Association**' beginning on page no. 200 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, SEBI Listing Regulations and recommended by the Board of Directors at their discretion and approved by the shareholders and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. We shall pay dividends in cash and as per provisions of the Companies Act, 2013, SEBI Listing Regulations and our Articles of Association. For further details, please refer to the chapter titled "**Dividend Policy**" on page no. 114 of this Draft Prospectus.

## **Face Value and Issue Price per Share**

The face value of the Equity Shares is Rs. 10/- each and the Issue Price is Rs. 36/- Per Equity Share. The Issue Price is determined by our Company in consultation with the Lead Manager and is justified under the section titled '*Basis for Issue Price*' beginning on page no. 66 of this Draft Prospectus. At any given point of time there shall be only one denomination for the Equity Shares.

## **Compliance with SEBI ICDR Regulations**

Our Company shall comply with all requirements of the SEBI (ICDR) Regulations, 2018 as amended from time to time. Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

## **Rights of the Equity Shareholders**

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, the Equity Shareholders shall have the following rights:

- Right to receive dividend, if declared;
- Right to receive Annual Reports & notices to members;
- Right to attend general meetings and exercise voting rights, unless prohibited by law;
- Right to vote on a poll either in person or by proxy;
- Right to receive offer for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation subject to any statutory 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, the terms of the listing regulations with the Stock Exchange(s) and the Memorandum and Articles of Association of our Company.

For a detailed description of the main provisions of the Articles of Association relating to voting rights, dividend, forfeiture and lien and/or consolidation/splitting, please refer to the section titled '*Main Provisions of the Articles of Association*' beginning on page no. 200 of this Draft Prospectus.

## **Minimum Application Value, Market Lot and Trading Lot**

As per Section 29 of the Companies Act, 2013, all the shares shall be issued in dematerialized form in compliance with the provisions of the Depositories Act, 1996 and the regulations made there under, thus, the Equity Shares shall be allotted only in dematerialized form. As per the existing SEBI ICDR Regulations, 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 3,000 equity shares and the same may be modified by BSE from time to time by giving prior notice to investors at large. Allocation and Allotment of Equity Shares through the Issue will be done in multiples of 3,000 equity share subject to a minimum Allotment of 3,000 equity shares to the successful applicants in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012.

Allocation and Allotment of Equity Shares through the Issue will be done in multiples of 3,000 equity share subject to a minimum Allotment of 3,000 equity shares to the successful applicants.

## **Minimum Number of Allottee's**

The minimum number of Allottee's in the Issue shall be 50 (Fifty) shareholders. In case the minimum number of prospective Allottee's is less than 50 (Fifty), no Allotment will be made pursuant to the Issue and the monies blocked by the SCSBs shall be unblocked within 6 working days of closure of issue.

## **Jurisdiction**

Exclusive jurisdiction for the purpose of the Issue is with the competent courts/authorities in Mumbai, Maharashtra, India.



The Equity Shares have not been and will not be registered under the Securities Act or any state securities laws in the United States, and may not be offered or sold within the United States, except pursuant to an exemption from or in a transaction not subject to, registration requirements of the Securities Act. Accordingly, the Equity Shares are only being offered or sold outside the United States 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.

### **Joint Holders**

Where two or more persons are registered as the holders of any Equity Shares, they shall be deemed to hold the same as joint – tenants with benefits of survivorship.

### **Nomination Facility to Investor**

In accordance with Section 72 of the Companies Act 2013, the sole or first Bidder, along with other joint Bidders, may nominate any one person in whom, in the event of death of the sole Bidder or in case of joint Bidders, death of all the Bidders, as the case may be, the Equity Shares allotted, if any, shall vest. No provision in the bid-cum-application form to provide this. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale of Equity Share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at our Registered Office or to the Registrar and Transfer Agents of our Company.

Any person who becomes a nominee by virtue of the provisions of Section 72 of the Companies Act 2013, shall upon the production of such evidence as may be required by the Board, elect either:

- a) to register himself or herself as the holder of the Equity Shares; or
- b) to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Issue will be made only in dematerialized mode there is no need to make a separate nomination with our Company. Nominations registered with respective depository participant of the applicant would prevail. If the investor wants to change the nomination, they are requested to inform their respective depository participant.

### **Withdrawal of the Issue**

In accordance with the SEBI (ICDR) Regulations, 2018, our Company, in consultation with Lead Manager, reserve the right not to proceed with the Issue at any time after the Issue Opening Date, but before our Board meeting for Allotment. In such an event, our Company would issue a public notice in the newspapers, in which the pre-issue advertisements were published, within two days of the issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue.

Further, the Stock Exchanges shall be informed promptly in this regard and the Lead Manager, through the Registrar to the Issue, shall notify the SCSBs to unblock the Bank Accounts of the ASBA Applicants within one Working Day from the date of receipt of such notification.

In case our Company withdraws the Issue after the Issue Closing Date and subsequently decides to undertake a public offering of Equity Shares, our Company will file a fresh offer document with the stock exchange where the

Equity Shares may be proposed to be listed. Notwithstanding the foregoing, the Issue is 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 (ICDR) Regulations, 2018, QIB and NII Applicants shall not be allowed to withdraw their Application after the Issue Closing Date.

**Issue Program:**

<b>Issue Opening Date</b>	<b> ● </b>
<b>Issue Closing Date</b>	<b> ● </b>
<b>Finalization of Basis of Allotment with the Designated Stock Exchange</b>	<b> ● </b>
<b>Initiation of Allotment / Refunds / Unblocking of Funds</b>	<b> ● </b>
<b>Credit of Equity Shares to demat accounts of Allottee's</b>	<b> ● </b>
<b>Commencement of trading of the Equity Shares on the Stock Exchange</b>	<b> ● </b>

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

Applications and revisions to the same will be accepted only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time) during the Issue Period at the Application Centres mentioned in the Application Form, or in the case of ASBA Applicants, at the Designated Bank Branches, except that on the Issue Closing Date applications will be accepted only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time) 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 Exchanges. 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, no 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 offerings, some Applications may not get uploaded due to lack of sufficient time. Such Applications that cannot be uploaded will not be considered for allocation under the Issue. Applications will be accepted only on Business Days. 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 accordance with the SEBI Regulations, QIBs and Non-Institutional Applicants are not allowed to withdraw or lower the size of their Applications (in terms of the quantity of the Equity Shares or the Applications Amount) at any stage. Retail Individual Applicants can revise or withdraw their Applications prior to the Issue Closing Date. Except Allocation to Retail Individual Investors, Allocation in the Issue will be on a proportionate basis.

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

**Minimum Subscription and Underwriting**

This Issue is not restricted to any minimum subscription level. This Issue is 100% underwritten.

In accordance with Regulation 260 of the SEBI (ICDR) Regulations, 2018, the Issue shall be 100% underwritten. Thus, the underwriting obligations shall be for the entire 100% of the Issuer through this Draft Prospectus and shall not be restricted to the minimum subscription level.

If the issuer does not receive the subscription of 100% of the Issue through this Draft Prospectus including devolvement of Underwriters within sixty (60) days from the date of closure of the Issue, our Company shall forthwith refund the entire subscription amount received. If there is a delay beyond eight days after the issuer becomes liable to pay the amount, the issuer shall pay interest as prescribed in the Companies Act.

Further, in accordance with Regulation 268 of the SEBI (ICDR) Regulations, our Company shall ensure that the minimum number of Allottee's in the Issue shall be 50 (Fifty) shareholders and the minimum application size as required by with Regulation 267(2) of the SEBI (ICDR) Regulations in terms of number of specified securities shall not be less than Rupees One Lakhs per application. In case the minimum number of prospective Allottee's is less than 50 (Fifty), no Allotment will be made pursuant to the Issue and the monies blocked by the SCSBs shall be unblocked within 6 working days of closure of issue.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be issued or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

### **Migration to Main Board**

As per the provisions of the Chapter IX of the SEBI (ICDR) Regulation, 2018, Our Company may migrate to the main board of BSE from the BSESME Platform on a later date subject to the following:

- a) If the Paid up Capital of the company is likely to increase above Rs. 25 Crores by virtue of any further issue of capital by way of rights, preferential issue, bonus issue etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which the company has obtained in-principal approval from the main board), we shall have to apply to BSE for listing our shares on its Main Board subject to the fulfillment of the eligibility criteria for listing of specified securities laid down by the Main Board.

OR

- b) If the Paid up Capital of the company is more than Rs. 10 Crores but below Rs. 25 Crores, we may still apply for migration to the main board if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the promoters in favor of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

In accordance with the BSE Circular dated August 10, 2018, our Company will have to be mandatorily listed and traded on the BSESME Platform for a minimum period of two years from the date of listing and only after that it can migrate to the Main Board of the BSE as per the guidelines specified by SEBI and as per the procedures laid down under Chapter IX of the SEBI (ICDR) Regulations.

### **Market Making**

The Equity Shares offered through the Issue are proposed to be listed on the BSESME Platform, wherein the Lead Manager to the Issue shall ensure compulsory Market Making through the registered Market Makers of the SME Platform for a minimum period of three years from the date of listing of shares offered through this Draft Prospectus. For further details of the agreement entered into between the Company, the Lead Manager and the Market Maker please refer to paragraph titled 'Details of the Market Making Arrangement for the Issue' under chapter titled '**General Information**' beginning on page no. 40 of this Draft Prospectus.

### **Arrangements for Disposal of Odd Lots**

The trading of the Equity Shares will happen in the minimum contract size of 3,000 shares in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, the market maker shall buy the entire

shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the SME Platform of BSE.

**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.

**Option to receive Equity Shares in Dematerialized Form**

As per Section 29 (1) of the Companies Act, 2013, all the shares shall be issued in dematerialized form in compliance with the provisions of the Depositories Act, 1996 and the regulations made there under, thus, the investors should note that Allotment of Equity Shares to all successful applicants will only be in the dematerialized form. 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 dematerialized segment of the Stock Exchanges.

**New Financial Instruments**

The Issuer Company is not issuing any new financial instruments through the Issue.

**Application by Eligible 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.

**Restrictions, if any on Transfer and Transmission of Equity Shares**

Except for lock-in of the pre-issue Equity Shares and Promoters' minimum contribution in the issue as detailed in the chapter '*Capital Structure*' beginning on page 49 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 section titled '*Main Provisions of the Articles of Association*' beginning on page no. 200 of this Draft Prospectus.

*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.*

## ISSUE STRUCTURE

The Issue is being made in terms of Regulation 229(1) of Chapter IX of SEBI (ICDR) Regulations, 2018, and amendments thereto, since our post-issue paid up capital is less than Rs.10.00 Crores but does not exceeds Rs. 25.00 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 the Issue please refer chapters titled ‘*Terms of the Issue*’ and ‘*Issue Procedure*’ on page no. 164 and 173 of this Draft Prospectus.

### Following is the Issue Structure:

*Initial Public Issue Of 13,65,000 equity shares Of Face Value Of ₹ 10/- Each (“Equity Shares”) Of RO Jewels Limited (“Our Company” Or “The Issuer Company”) For Cash At A Price ₹ 36/- Per Equity Share (Including A Share Premium Of ₹ 26/- Per Equity Share) (“Issue Price”) Aggregating To ₹ 491.40 Lakhs (“The Issue”), Of Which 69,000 Equity Shares Of Face Value Of ₹ 10/- Each For A Cash Price Of ₹ 36/- Per Equity Share, Aggregating To ₹ 24.84 Lakhs Will Be Reserved For Subscription By Market Maker (“Market Maker Reservation Portion”). The Issue Less The Market Maker Reservation Portion I.E. Issue Of 12,96,000 Equity Shares Of Face Value Of ₹ 10/- Each At An Issue Price Of ₹ 36.00 Per Equity Share Aggregating To ₹ 466.56 Lakhs (Is Hereinafter Referred To As The “Net Issue”). The Issue And The Net Issue Will Constitute 48.20 % And 45.76 %, Respectively Of The Post Issue Paid Up Equity Share Capital Of Our Company. For Further Details, Please Refer To Section Titled “Terms Of The Issue” Beginning On Page No. 164 Of This Draft Prospectus.*

*The Issue is being made through the Fixed Price Process:*

Particulars	Net Issue to Public*	Market Maker Reservation Portion
<b>Number of Equity Shares*</b>	13,65,000 equity shares	69,000 Equity Shares
<b>Percentage of Issue Size available for allocation</b>	94.95% of the Issue Size	5.05% of the Issue Size
<b>Basis of Allotment/Allocation if respective category is oversubscribed</b>	Proportionate subject to minimum Allotment of 3,000 equity shares and further Allotment in multiples of 3,000 equity shares each.  For further details please refer to the paragraph titled ‘ <i>Issue Procedure-Basis of Allotment</i> ’ on page no. 196 of this Draft Prospectus.	Firm Allotment
<b>Mode of Application</b>	All Applicants shall make the application (Online or Physical) compulsorily through ASBA mode.	Through ASBA mode only
<b>Minimum Application Size</b>	<u>For QIB and NII:</u> Such number of Equity Shares in multiples of 3,000 equity shares such that the Application Value exceeds Rs. 2,00,000  <u>For Retail Individuals:</u> 3,000 equity shares	69,000 Equity Shares
<b>Maximum Application Size</b>	<u>For QIB and NII:</u> The maximum application size is the Net Issue to public subject to limits the investor has to adhere under the relevant laws and regulations as applicable.  <u>For Retail Individuals:</u> Such number of Equity Shares in	69,000 Equity Shares

Particulars	Net Issue to Public*	Market Maker Reservation Portion
	multiples of 3,000 equity shares such that the Application Value does not exceed Rs. 2,00,000	
<b>Mode of Allotment</b>	Compulsorily in dematerialized form	Compulsorily in dematerialized form
<b>Trading Lot</b>	3,000 equity shares	3,000 equity shares; However the Market Makers may accept odd lots if any in the market as required under the SEBI (ICDR) Regulations, 2018.
<b>Terms of payment</b>	The entire Application Amount shall be blocked by the SCSBs in the bank account of Applicants, or by the Sponsor Banks through UPI mechanism (for RIIs using the UPI mechanism) at the time of the submission of the Application Form.	

\*As per Regulation 258(2) of the SEBI (ICDR) Regulations, as amended, as present issue is a fixed price issue 'the Allocation' is the net issue to the public category shall be made as follows:

- d. Minimum fifty percent (50%) To Retail Individual Investors; and
- e. Remaining to:
  - (iii) Individual applicants other than retail individual investors; and
  - (iv) Other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for
- f. The unsubscribed portion in either of the categories specified in (a) or (b) above may be allocated to the applicants in the other category.

*If the retail individual investor category is entitled to more than fifty per cent on proportionate basis, accordingly the retail individual investors shall be allocated that higher percentage.*

**Note:**

In case of joint Applications, the Application Form should contain only the name of the First Applicant whose name should also appear as the first holder of the beneficiary account or UPI linked account number held in joint names. 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.

Applicants will be required to confirm and will be deemed to have represented to our Company, the Lead Manager, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares in this Issue.

SCSBs applying in the Issue must apply through an ASBA Account maintained with any other SCSB.

**Withdrawal of the Issue**

In accordance with the SEBI (ICDR) Regulations, 2018, our Company, in consultation with Lead Manager, reserve the right not to proceed with the Issue at any time after the Issue Opening Date, but before our Board meeting for Allotment. In such an event, our Company would issue a public notice in the newspapers, in which the pre-issue advertisements were published, within two days of the issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue.

Further, the Stock Exchanges shall be informed promptly in this regard and the Lead Manager, through the Registrar to the Issue, shall notify the SCSBs to unblock the Bank Accounts of the ASBA Applicants within one Working Day from the date of receipt of such notification.

In case our Company withdraws the Issue after the Issue Closing Date and subsequently decides to undertake a public offering of Equity Shares, our Company will file a fresh offer document with the stock exchange where the Equity Shares may be proposed to be listed. Notwithstanding the foregoing, the Issue is 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 (ICDR) Regulations, 2018, QIB and NII Applicants shall not be allowed to withdraw their Application after the Issue Closing Date.

**Issue Program:**

<b>Issue Opening Date</b>	[•]
<b>Issue Closing Date</b>	[•]
<b>Finalization of Basis of Allotment with the Designated Stock Exchange</b>	[•]
<b>Initiation of Allotment / Refunds / Unblocking of Funds</b>	[•]
<b>Credit of Equity Shares to demat accounts of Allottee's</b>	[•]
<b>Commencement of trading of the Equity Shares on the Stock Exchange</b>	[•]

Applications and revisions to the same will be accepted only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time) during the Issue Period at the Application Centres mentioned in the Application Form, or in the case of ASBA Applicants, at the Designated Bank Branches.

Standardization of cut-off time for uploading of applications on the issue closing date:

- a. A standard cut-off time of 3.00 p.m. for acceptance of applications.
- b. A standard cut-off time of 4.00 p.m. for uploading of applications received from other than retail individual applicants.
- c. A standard cut-off time of 5.00 p.m. for uploading of applications received from only retail individual applicants, which may be extended up to such time as deemed fit by BSE after taking into account the total number of applications received up to the closure of timings and reported by LM to BSE within half an hour of such closure.
- d. 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).

In accordance with the SEBI Regulations, QIBs and Non-Institutional Applicants are not allowed to withdraw or lower the size of their Applications (in terms of the quantity of the Equity Shares or the Applications Amount) at any stage. Retail Individual Applicants can revise or withdraw their Applications prior to the Issue Closing Date. Except Allocation to Retail Individual Investors, Allocation in the Issue will be on a proportionate basis.

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

## ISSUE PROCEDURE

All Applicants should review the General Information Document for investing in Public Issues prepared and issued in accordance with the circulars (CIR/CFD/DIL/12/2013) dated October 23, 2013 notified by SEBI and updated pursuant to the circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015; (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016; Circular No. (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 01, 2018; Circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019; SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2019/76) dated June 28, 2019 and SEBI Circular (SEBI/HO/CFD/DCR2/CIR/P/2019/133) dated November 8, 2019, as notified by the SEBI, included under section "**The General Information Document**", which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the SEBI ICDR Regulations.

The General Information Document has been updated to include reference to the SEBI (Foreign Portfolio Investors) Regulations, 2019, SEBI Listing Regulations and certain notified provisions of the Companies Act, 2013, to the extent applicable to a public issue. The General Information Document is available on the websites of the Stock Exchanges and the Lead Manager. Please refer to the relevant portions of the General Information Document which are applicable to this Issue.

All Designated Intermediaries in relation to the Issue should ensure compliance with the SEBI circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015, as amended and modified by the SEBI circular (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016 and SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2018/22) dated February 15, 2018 and (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018, in relation to clarifications on streamlining the process of public issue of equity shares and convertibles as amended and modified by the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019 circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 June 28, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019.

With effect from July 1, 2019, with respect to Applications by RIIs through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism for such Applications with existing timeline of T+6 days will continue for a period of three months or launch of five main board public issues, whichever is later ("UPI Phase II"), Further pursuant to SEBI Circular SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 UPI Phase II was extended till March 31, 2020. Subsequently, the final reduced timeline will be made effective using the UPI Mechanism for applications by RIBs ("UPI Phase III"), as may be prescribed by SEBI.

Our Company and the Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated in this section, and are not liable for any amendment, modification or change in applicable law, which may occur after the date of this Draft Prospectus. Applicants are advised to make their independent investigations and ensure that their Applications are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of the Equity Shares that can be held by them under applicable law or as specified in this Draft Prospectus.

Please note that the information stated/covered in this section may not be complete and/or accurate and as such would be subject to modification/change. Our Company and the Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document. Applicants are advised to make their independent investigations and ensure that their Applications do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in this Draft Prospectus and the Prospectus.

This section applies to all the Applicants, please note that all the Applicants are required to make payment of the full Application Amount along with the Application Form.

## FIXED PRICE PROCEDURE

The Issue is being made in compliance with the provisions of Regulation 229 (1) and 253(2) of Chapter IX of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 via Fixed Price Process.



Applicants are required to submit their Applications to the Application Collecting Intermediaries. 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, our Company would have a right to reject the Applications only on technical grounds.

Under-subscription, if any, in any category, would be allowed to be met with spill over from any other category or combination of categories at the discretion of our Company in consultation with the Lead Manager and the SME Platform of BSE.

**Investors should note that the Equity Shares will be allotted to all successful Applicants only in dematerialized form.**

**The Application Forms which do not have the details of the Applicants depository account including DP ID, PAN and Beneficiary Account Number/UPI ID 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 exchanges, do not match with the DP ID, Client ID and PAN available in the depository database, the bid is liable to be rejected. Applicants will not have the option of being allotted Equity Shares in physical form. The Equity Shares, on Allotment, shall be traded only in the dematerialized segment of the Stock Exchanges, as mandated by SEBI.**

#### **Phased implementation of Unified Payments Interface**

SEBI has issued a circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 June 28, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019 (collectively the “UPI Circulars”) in relation to streamlining the process of public issue of equity shares and convertibles. Pursuant to the UPI Circular, UPI will be introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under the ASBA) for applications by RIBs through intermediaries with the objective to reduce the time duration from public issue closure to listing from six working days to up to three working days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI Mechanism, the UPI Circular proposes to introduce and implement the UPI Mechanism in three phases in the following manner:

**Phase I:** This phase has become applicable from January 1, 2019 and will continue till June 30, 2019. Under this phase, a Retail Individual Applicant would also have the option to submit the Application Form with any of the intermediary and use his / her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing would continue to be six Working Days.

**Phase II:** This phase commenced on completion of Phase I and will continue till March 31, 2020. Under this phase, submission of the Application Form by a Retail Individual Applicant through intermediaries to SCSBs for blocking of funds will be discontinued and will be replaced by the UPI Mechanism. However, the time duration from public issue closure to listing would continue to be six Working Days during this phase.

**Phase III:** Subsequently, the time duration from public issue closure to listing would be reduced to be three Working Days.

All SCSBs offering facility of making application in public issues shall also provide facility to make application using the UPI Mechanism. The Issuers are to appoint one of the SCSBs as a sponsor bank to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and / or payment instructions of the Retail Individual Applicants into the UPI mechanism.

***Retail Individual Investors should note that the Application using UPI Channel is compulsory and they can make Applications by submitting Application Forms, in physical form or in electronic mode, to the members of the Syndicate, the sub-Syndicate, SCSBs, the Registered Brokers, Registrars to an Issue and Share Transfer Agents and Depository Participants.***

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the Lead Manager.

## **AVAILABILITY OF DRAFT PROSPECTUS AND APPLICATION FORMS**

### **Availability of Draft Prospectus**

The Memorandum Form 2A containing the salient features of the together with the Application Forms and copies of the Draft Prospectus may be obtained from the Registered Office of our Company, Lead Manager to the Issue, Registrar to the Issue and the collection Centres of the Bankers to the Issue, as mentioned in the Application Form. The application forms may also be downloaded from the website of BSE, i.e. [www.bseindia.com](http://www.bseindia.com).

### **Application Form**

Application Forms will be available with the Syndicate/sub-Syndicate members, SCSBs and at our Registered Office. In addition, the Application Forms will also be available for download from the website of the Company, of the Lead Manager of the issue or Stock Exchange i.e. BSE ([www.bseindia.com](http://www.bseindia.com)), at least one day prior to the Issue Opening Date. Same Application Form applies to all ASBA Applicants/ Retail Individual Applicants applying through UPI mechanism, irrespective of whether they are submitted to the SCSBs, to the Registered Brokers, to Registrars to an Issue and Share Transfer Agents, Depository Participants or to the Syndicate (in Specified Cities).

*Pursuant to SEBI Circular dated January 01, 2016 and bearing No. CIR/CFD/DIL/1/2016, the Application Form has been standardized. Further, in accordance with the SEBI circular no.-CIR/CFD/POLICYCELL/11/2015 dated 10th November, 2015 all the Applicants has to compulsorily apply through the ASBA Mode only.*

All Applicants (other than Retail Applicants using the UPI Mechanism) shall mandatorily participate in the Offer only through the ASBA process. ASBA Applicants must provide bank account details and authorization to block funds in the relevant space provided in the Application Form and the Application Forms that do not contain such details are liable to be rejected. Further Retail Individual Applicants may participate in the Offer through UPI by providing details about the bank account in the relevant space provided in the Application Form and the Application Forms that do not contain the UPI ID are liable to be rejected.

ASBA Applicants shall ensure that the Applications are made on Application Forms bearing the stamp of the Designated Intermediary, 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 color of the Application Form for various investors applying in the Issue is as follows:

<b>Category</b>	<b>Color *</b>
Resident Indians and Eligible NRI's applying on a non-repatriation basis (ASBA)	White
Eligible NRIs, FVCIs, FIIs, their Sub-Accounts (other than Sub-Accounts which are foreign corporate's or foreign individuals bidding under the QIB Portion), applying on a repatriation basis(ASBA )	Blue

\* Excluding electronic Bid cum Application Form

Designated Intermediaries shall submit Application Forms (except the Application Form for a Retail Applicants using the UPI Mechanism) to SCSBs and shall not submit it to any non-SCSB bank.

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 Applicants and the price and the number of Equity Shares that the Applicants wish to apply for. The Application Form downloaded and printed from the websites of the Stock Exchange shall bear a system generated unique application number. ASBA Applicants are required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Application Amount can be blocked by the SCSB at the time of submitting the Application.

## **SUBMISSION AND ACCEPTANCE OF APPLICATION FORMS**

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 recognized 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') (and whose name is mentioned on the website of the stock exchange as eligible for this activity),
- (v) a registrar to an issue and share transfer agent ('RTA') (and whose name is mentioned on the website of the stock exchange as eligible for this activity),

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:

<b>For applications submitted by investors to SCSBs:</b>	After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange(s) and may begin blocking the funds available in the bank account linked bank account details specified in the form, to the extent of the application money specified.
<b>For applications submitted by investors to intermediaries other than SCSBs without use of UPI for payment:</b>	After accepting the application form, respective intermediary shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange(s). Post uploading, they shall forward a schedule as per prescribed format along with the application forms to the designated branches of the respective SCSBs for blocking of the funds within one day of the closure of Issue.
<b>For applications submitted by investors to intermediaries other than SCSBs with use of UPI for payment</b>	After accepting the application form, respective intermediary shall capture and upload the relevant details, including UPI ID, in the electronic system of stock exchange(s).  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. 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.

Upon completion and submission of the Application Form to the Application Collecting Intermediaries, the Applicants are deemed to have authorized our Company to make the necessary changes in the, without prior or subsequent notice of such changes to the Applicants.

The Applicant cannot make an application through another Application Form after Applicants through one Application Form have been submitted to a LM or the SCSBs. Submission of a second Application Form to either the same or to another LM or SCSB will be treated as multiple Application and is liable to be rejected either before entering the Application into the electronic bidding system, or at any point of time prior to the allocation or Allotment of Equity Shares in this Offer. However, the Applicant can revise the Application through the Revision Form.

The Lead Manager/the SCSBs will enter each Application option into the electronic bidding system as a separate Application and generate a Transaction Registration Slip, ("TRS"), for each price and demand option and give the same to the Applicant. Therefore, an Applicant can receive up to three TRSs for each Application Form.

#### WHO CAN APPLY?

- 1) 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);
- 2) 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;
  - 3) 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;
  - 4) Mutual Funds registered with SEBI;
  - 5) 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;
  - 6) 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);
  - 7) 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;
  - 8) Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;
  - 9) Sub-accounts of FIIs registered with SEBI, which are foreign corporate or foreign individuals only under the Non-Institutional applicant's category;
  - 10) Venture Capital Funds and Alternative Investment Fund (I) registered with SEBI; State Industrial Development Corporations;
  - 11) Foreign Venture Capital Investors registered with the SEBI;
  - 12) 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;
  - 13) Scientific and/or Industrial Research Organizations authorized to invest in equity shares;
  - 14) Insurance Companies registered with Insurance Regulatory and Development Authority, India;
  - 15) Provident Funds with minimum corpus of Rs.25 Crores and who are authorized under their constitution to hold and invest in equity shares;
  - 16) Pension Funds with minimum corpus of Rs.25 Crores and who are authorized under their constitution to hold and invest in equity shares;
  - 17) 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;
  - 18) Insurance funds set up and managed by army, navy or air force of the Union of India;
  - 19) Multilateral and bilateral development financial institution;
  - 20) Eligible QFIs;
  - 21) Insurance funds set up and managed by army, navy or air force of the Union of India;
  - 22) Insurance funds set up and managed by the Department of Posts, India;

- 23) 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.

#### **OPTION TO SUBSCRIBE IN THE ISSUE**

- (a) As per Section 29 (1) of the Companies Act, 2013, all the shares shall be issued in dematerialized form in compliance with the provisions of the depositories act, 1996 and the regulations made there under, thus, the investors should note that Allotment of Equity Shares to all successful applicants will only be in the dematerialized form.
- (b) The Equity Shares, on Allotment, shall be traded on stock exchange in demat segment only.
- (c) A single application from any investor shall not exceed the investment limit/ minimum number of specified securities that can be held by him/her/ it under the relevant regulations/ statutory guidelines and applicable laws.

#### **PARTICIPATION BY ASSOCIATED/ AFFILIATES OF LEAD MANAGER AND SYNDICATE MEMBERS**

Except for the Underwriting and Market Making Obligations, the Lead Manager, Underwriters and Market Marker, if any shall not be allowed to subscribe to the Issue in any manner. However, associates and affiliates of the Lead Manager and Syndicate Members, if any, may subscribe to or purchase Equity Shares in the Offer, either in the QIB Category or in the Non-Institutional Category as may be applicable to such Applicants, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients.

#### **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, Foreign Nationals, Non Residents (except for those applying on non-repatriation), trusts, (unless the Trust is registered under the Societies Registration Act, 1860 or any other applicable Trust laws and is authorized under its constitution to hold shares and debentures in a Company), Hindu Undivided Families, partnership firms or their nominees. In case of HUF's application shall be made by the Karta of the HUF. An applicant in the Net Public Category cannot make an application for that number of securities exceeding the number of securities offered to the public. 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.

## **APPLICATIONS BY ELIGIBLE NRIS/FII'S/RFPI'S ON REPATRIATION BASIS**

Application Forms have been made available for Eligible NRIs at our registered Office.

Eligible NRI applicants may please note that only such applications as are accompanied by payment in free foreign exchange shall be considered for Allotment. The Eligible NRIs who intend to make payment through Non Resident Ordinary (NRO) accounts shall use the form meant for Resident Indians.

Under the Foreign Exchange Management Act, 1999 (FEMA) general permission is granted to the 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. The Companies are required to file the 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.

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.

As per the current regulations, the following restrictions are applicable for investments by FPIs:

1. A foreign portfolio investor shall invest only in the following securities, namely- (a) Securities in the primary and secondary markets including shares, debentures and warrants of companies, listed or to be listed on a recognized stock exchange in India; (b) Units of schemes floated by a domestic mutual funds, whether listed on a recognized stock exchange or not; (c) Units of Schemes floated by a collective investment scheme; (d) Derivatives traded on a recognized Stock Exchange; (e) Treasury bills and dated government securities; (f) Commercial papers issued by an Indian Company; (g) Rupee denominated credit enhanced bonds; (h) Security receipts issued by asset reconstruction companies; (i) Perpetual debt instruments and debt capital instruments, as specified by the Reserve Bank of India from time to time; (j) Listed and unlisted non-convertible debentures/bonds issued by an Indian company in the infrastructure sector, where 'infrastructure' is defined in terms of the extant External Commercial Borrowings (ECB) guidelines; (k) Non-Convertible debentures or bonds issued by Non – Banking Financial Companies categorized as 'Infrastructure Finance Companies' (IFC) by the Reserve Bank of India; (l) Rupee denominated bonds or units issued by infrastructure debt funds; (m) Indian depository receipts; and (n) Such other instruments specified by the Board from time to time.
2. Where a foreign institutional investor or a sub account, prior to commencement of these regulations, hold equity shares in a company whose shares are not listed on any recognized stock exchange, and continues to hold such shares after Initial Public Offering and listing thereof, such shares shall be subject to lock-in for the same period, if any, as is applicable to shares held by a foreign direct investor placed in similar position, under the policy of the Government of India relating to foreign direct investment from the time being in force.
3. In respect of investments in the secondary market, the following additional conditions shall apply:
  - a. A foreign portfolio investor shall transact in the securities in India only on the basis of taking and giving delivery of securities purchased or sold;
  - b. Nothing contained in clause (a) shall apply to:
    - 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, 1998;
  - v. divestment of securities in response to an offer by Indian Companies in accordance with Operative Guidelines of Disinvestment of shares of Indian Companies in the overseas market through issue of American Depository Receipts or Global Depository Receipts as notified by the Government of India and directions issued by Reserve Bank of India from time to time;
  - vi. Any bid for, or acquisition of, securities in response to an offer for disinvestment of shares made by the Central Government or any State Government;
  - vii. Any transaction in securities pursuant to an agreement entered into with merchant banker in the process of market making portion of the issue 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 Board.

- e. A foreign portfolio investor shall hold, deliver or cause to be delivered securities only in dematerialized form:

Provided that any shares held in non-dematerialized form, before the commencement of these regulations, and 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 Depositories Act, 1996.

4. The purchase of Equity Shares of each company by a single foreign portfolio investor or an investor group shall be below ten percent of the total issued capital of the company.
5. 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.
6. In cases where the Government of India enters into agreements or treaties with other sovereign governments and where such agreements or treats 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.
7. A foreign portfolio investor may lend or borrow securities in accordance with the framework specified by the Board in this regard. No foreign portfolio investor may issue, subscribe to or otherwise deal in offshore derivative instruments, directly or indirectly, unless the following conditions are satisfied:
  - (a) Such offshore derivative instruments are issued only to persons who are regulated by an appropriate foreign regulatory authority\*
  - (b) Such offshore derivatives instruments are issued after compliance with 'know your client' norms:

Provided that those unregulated broad based funds, which are classified as Category II foreign portfolio investor by virtue of their investment manager being appropriately regulated shall not issue, subscribe or otherwise deal, in offshore derivatives instruments directly or indirectly:

Provided further that no Category III foreign portfolio investor shall issue, subscribe to or otherwise deal in offshore derivatives instruments directly or indirectly.

8. 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.

9. Foreign portfolio investors shall fully disclose to the Board any information concerning the terms of and parties to offshore 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.
10. Any offshore derivative instruments issued under the Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995 before commencement of Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014 shall be deemed to have been issued under the corresponding provision of Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014.
11. The purchase of equity shares of each company by a single foreign portfolio investor or an investor group shall be below 10% of the total issued capital of the company.
12. An 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.
13. 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.
14. FPIs who wish to participate in the Offer are advised to use the Application Form for Non-Residents (blue in color). FPIs are required to apply through the ASBA process to participate in the Offer.

**Our Company or the Lead Manager will not be responsible for loss, if any, incurred by the Applicant on account of conversion of foreign currency.**

#### **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. 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 reasons thereof.

In case of a Mutual Fund, a separate Application can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Applications in respect of more than one scheme of the Mutual Fund will not be treated as multiple Applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

The 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.

#### **APPLICATION BY SEBI REGISTERED ALTERNATIVE INVESTMENT FUND (AIF), VENTURE CAPITAL FUNDS AND FOREIGN VENTURE CAPITAL INVESTORS**

The SEBI (Venture Capital) 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. As per the current regulations, the following restrictions are applicable for SEBI registered venture capital funds and foreign venture capital investors:

Accordingly, 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 reregistered as an AIF under the SEBI Regulations shall continue to be regulated by the VCF Regulations.

#### **APPLICATIONS BY LIMITED LIABILITY PARTNERSHIPS**

In case of Applications made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, as amended ("LLP Act") a certified copy of certificate of registration issued under the LLP Act must be attached to the Application Form. Failing this, our Company reserves the right to reject any Application without assigning any reason thereof. Limited Liability partnerships can participate in the Issue only through ASBA process.

#### **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 in consultation with the LM, reserve 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, 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 funds in case of life insurer or 15% of investment assets in case of general insurer or re-insurer 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 operates*: not more than 15% of the fund of a life insurer or a general insurer or a re-insurer or 15% of the investment asset, whichever is lower.

The maximum exposure limit, in case of investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or a general insurer and the amount calculated under points (1), (2) and (3) above, as the case may be.

#### **APPLICATIONS BY SYSTEMATICALLY IMPORTANT NON BANKING FINANCIAL COMPANIES**

In case of Applications made by Systemically Important Non-Banking Financial Companies, a certified copy of the certificate of registration issued by the RBI, a certified copy of its last audited financial statements on a standalone basis and a net worth certificate from its statutory auditor(s), must be attached to the Application Form. Failing this, our Company reserve the right to reject any Application, without assigning any reason thereof. Systemically Important Non-Banking Financial Companies participating in the Issue shall comply with all applicable legislations, regulations, directions, guidelines and circulars issued by RBI from time to time.

#### **APPLICATIONS 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 Rs.25 Crores (subject to applicable law) and pension funds with a minimum corpus of Rs.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, the Company reserves the right to accept or reject any application in whole or in part, in either case, without assigning any reason therefore.

- a. In addition to the above, certain additional documents are required to be submitted by the following entities: 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, the 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, the 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 Rs.25 Crores (subject to applicable law) and pension funds with a minimum corpus of Rs.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, the Company reserves the right to accept or reject such application, in whole or in part, in either case without assigning any reasons thereof.

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.

#### **APPLICATION BY PROVIDENT FUNDS/PENSION FUNDS**

In case of Applications made by provident funds with minimum corpus of Rs. 2,500 Lakhs (subject to applicable law) and pension funds with minimum corpus of Rs. 2,500 Lakhs, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

The above information is given for the benefit of the Applicants. Our Company and the LM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of filing of the Draft Prospectus. Applicants are advised to make their independent investigations and ensure that the maximum number of Equity Shares applied for or maximum investment limits do not exceed the applicable limits under laws or regulations or as specified in the Draft Prospectus.

#### **APPLICATIONS BY SCSBS**

SCSBs participating in the Offer are required to comply with the terms of the SEBI circulars (Nos. CIR/CFD/DIL/12/2012 and CIR/CFD/DIL/1/2013) dated September 13, 2012 and January 2, 2013. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such applications.

*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 ensure that any single Application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Draft Prospectus.*

## **MAXIMUM AND MINIMUM APPLICATION SIZE**

### ***a) For Retail Individual Applicants***

The Application must be for a 3,000 equity shares so as to ensure that the Application Price payable by the Applicant does not exceed Rs. 2,00,000. In case of revision of Applications, the Retail Individual Applicants have to ensure that the Application Price does not exceed Rs. 2, 00,000.

### ***b) For Other Applicants (Non Institutional Applicants and QIBs):***

The Application must be for a minimum of such number of Equity Shares such that the Application Amount exceeds Rs. 2,00,000 and in multiples of 3,000 equity shares thereafter. An Application cannot be submitted for more than the Issue Size. However, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB Applicant cannot withdraw its Application after the Issue Closing Date and is required to pay 100% QIB Margin upon submission of Application.

## **INFORMATION FOR THE APPLICANTS**

- 1) Our Company will file the Prospectus with the RoC at least 3 (three) days before the Issue Opening Date.
- 2) Our Company shall, after registering the Prospectus with the RoC, make a pre-issue advertisement, in the form prescribed under the ICDR Regulations, in English and Hindi national newspapers and one regional newspaper with wide circulation. In the pre-issue advertisement, our Company and the Lead Manager shall advertise the Issue Opening Date, the Issue Closing Date. This advertisement shall be in the prescribed format as per ICDR Regulations.
- 3) Copies of the Application Form and the abridged Prospectus will be available at the offices of the Lead Manager, the Designated Intermediaries, and Registered Office of our Company. An electronic copy of the Application Form will also be available for download on the websites of the BSE ([www.bseindia.com](http://www.bseindia.com)), the SCSBs, the Registered Brokers, the RTAs and the CDPs at least one day prior to the Issue Opening Date.
- 4) Applicants who are interested in subscribing for the Equity Shares should approach the Application Collecting Intermediaries or their authorized agent(s) to register their Applications.
- 5) Applications made in the Name of Minors and/or their nominees shall not be accepted.
- 6) The Application Form can be submitted either in physical or electronic mode, to the SCSBs with whom the ASBA Account is maintained or UPI ID linked account is maintained in case of retail individual investor, or other Designated Intermediaries (Other than SCSBs). SCSBs may provide the electronic mode of collecting either through an internet enabled collecting and banking facility or such other secured, electronically enabled mechanism for applying and blocking funds in the ASBA Account.
- 7) Applicants applying directly through the SCSBs should ensure that the Application Form is submitted to a Designated Branch of SCSB, where the ASBA Account is maintained or UPI ID linked account is maintained in case of retail individual investor. Applications submitted directly to the SCSBs or other Designated Intermediaries (Other than SCSBs), the relevant SCSB shall block an amount in the ASBA Account equal to the Application Amount specified in the Application Form, before entering the ASBA application into the electronic system.
- 8) Except for applications by or on behalf of the Central or State Government and the Officials appointed by the courts and by investors residing in the State of Sikkim, the Applicants, or in the case of application in joint names, the first Applicant (the first name under which the beneficiary account or UPI linked account number is held), should mention his/her PAN allotted under the Income Tax Act. In accordance with the SEBI Regulations, the PAN would be the sole identification number for participating transacting in the securities market, irrespective of the amount of transaction. Any Application Form without PAN is liable to be rejected. The demat accounts of Applicants for whom PAN details have not been verified, excluding persons resident in the State of Sikkim or persons who may be exempted from specifying their PAN for transacting in the securities market, shall be “suspended for credit” and no credit of Equity Shares pursuant to the Issue will be made into the accounts of such Applicants.

- 9) The Applicants may note that in case the PAN, the DP ID and Client ID mentioned in the Application Form and entered into the electronic collecting system of the Stock Exchange Designated Intermediaries do not match with PAN, the DP ID and Client ID available in the Depository database, the Application Form is liable to be rejected.

**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.**

## **ELECTRONIC REGISTRATION OF APPLICATIONS**

- 1) The Application Collecting Intermediary will register the applications using the on-line facilities of the Stock Exchange.
- 2) The Application Collecting Intermediary will undertake modification of selected fields in the application details already uploaded before 1.00 p.m. of the next Working day from the Offer Closing Date.
- 3) The Application Collecting Intermediary shall be responsible for any acts, mistakes or errors or omission and commissions in relation to, (i) the applications accepted by them, (ii) the applications uploaded by them, (iii) the applications accepted but not uploaded by them or (iv) In case the applications accepted and uploaded by any Application Collecting Intermediary other than SCSBs, the Application Form along with relevant schedules shall be sent to the SCSBs or the Designated Branch of the relevant SCSBs for blocking of funds and they will be responsible for blocking the necessary amounts in the ASBA Accounts. In case of Application accepted and uploaded by SCSBs, the SCSBs or the Designated Branch of the relevant SCSBs will be responsible for blocking the necessary amounts in the ASBA Accounts.
- 4) Neither the Lead manager nor the Company, shall be responsible for any acts, mistakes or errors or omission and commissions in relation to, (i) the applications accepted by any Application Collecting Intermediaries, (ii) the applications uploaded by any Application Collecting Intermediaries or (iii) the applications accepted but not uploaded by the Application Collecting Intermediaries.
- 5) The Stock Exchange will Offer an electronic facility for registering applications for the Offer. This facility will be available at the terminals of the Application Collecting Intermediaries and their authorised agents during the Offer Period. On the Offer Closing Date, the Application Collecting Intermediaries shall upload the applications till such time as may be permitted by the Stock Exchange.
- 6) With respect to applications by Applicants, at the time of registering such applications, the Application Collecting Intermediaries shall enter the following information pertaining to the Applicants into the on-line system:
  - Name of the Applicant;
  - IPO Name;
  - Application Form Number;
  - Investor Category;
  - PAN Number
  - DP ID & Client ID
  - Numbers of Equity Shares Applied for;
  - Amount;
  - Location of the Banker to the Offer or Designated Branch, as applicable;
  - Bank Account Number and
  - Such other information as may be required.
- 7) In case of submission of the Application by an Applicant through the Electronic Mode, the Applicant shall complete the above mentioned details and mentioned the bank account number, except the Electronic Application Form number which shall be system generated.
- 8) 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 or having accepted the

application form, in physical or electronic mode, respectively. The registration of the Application by the Application Collecting Intermediaries does not guarantee that the Equity Shares shall be allocated / allotted either by our Company.

- 9) Such acknowledgment will be non-negotiable and by itself will not create any obligation of any kind.
- 10) The Application Collecting Intermediaries shall have no right to reject the applications, except on technical grounds.
- 11) The permission given by the Stock Exchanges to use their network and software of the Online IPO system should not in any way deemed or construed to mean the compliance with various statutory and other requirements by our Company and / or the Lead manager are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness or any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of our Company, our Promoter, our management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Draft Prospectus; not does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchange.
- 12) The Application Collecting Intermediaries will be given time till 1.00 p.m. on the next working day after the Offer Closing Date to verify the PAN No., DP ID and Client ID uploaded in the online IPO system during the Offer Period, after which the Registrar to the Offer will receive this data from the Stock Exchange and will validate the electronic application details with the Depository's records. In case no corresponding record is available with Depositories, which matches the three parameters, namely DP ID, Client ID and PAN, then such applications are liable to be rejected.
- 13) The details uploaded in the online IPO system shall be considered as final and Allotment will be based on such details for ASBA Applicants.

#### **Withdrawal of Applications**

- a) RIIs can withdraw their Applications until Offer Closing Date. In case a RII wishes to withdraw the Application during the Offer Period, the same can be done by submitting a request for the same to the concerned Designated Intermediary who shall do the requisite, including unblocking of the funds by the SCSB in the ASBA Account.
- b) The Registrar to the Offer shall give instruction to the SCSB for unblocking the ASBA Account on the Designated Date. Non Retail Applicants can neither withdraw nor lower the size of their Applications at any stage.

#### **Allocation of Equity Shares**

- 1) The Offer is being made through the Fixed Price Process wherein 3,000 Equity Shares shall be reserved for the Market Maker and 3,000 Equity Shares will be allocated on a proportionate basis to Retail Individual Applicants, subject to valid applications being received from the Retail Individual Applicants at the Offer Price. The balance of the Net Offer will be available for allocation on a proportionate basis to Non Retail Applicants.
- 2) Under-subscription, if any, in any category, would be allowed to be met with spill-over from any other category or combination of categories at the discretion of our Company in consultation with the Lead manager and the Stock Exchange.
- 3) Allocation to Non-Residents, including Eligible NRIs, FIIs and FVCIs registered with SEBI, applying on repatriation basis will be subject to applicable law, rules, regulations, guidelines and approvals.

#### **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 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. Allottee`s 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.

### **PRE-ISSUE ADVERTISEMENT**

Subject to Section 30 of the Companies Act 2013 and 264(2) of the SEBI (ICDR) Regulations, 2018, the Company shall, after registering the with the RoC, publish a pre-issue advertisement, in the form prescribed by the SEBI ICDR (Regulations), 2018, in one widely circulated English language national daily newspaper; one widely circulated Hindi language national daily newspaper and one regional newspaper with wide circulation.

### **SIGNING OF UNDERWRITING AGREEMENT**

The issue is 100% Underwritten. Our Company has entered into an Underwriting Agreement with the Lead Manager on December 21, 2019.

### **FILING OF THE PROSPECTUS WITH THE ROC**

The Company will file a copy of the Prospectus with the RoC in terms of Section 26 of the Companies Act, 2013.

- a. **Designated Date and Allotment of Equity Shares Designated Date:** On the Designated date, the SCSBs 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 on its website. On the basis of approved basis of allotment, the Issuer shall pass necessary corporate action to facilitate the allotment and credit of equity shares. Applicants are advised to instruct their Depository 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 4 working days of the Issue Closing date. The Issuer also ensures the credit of shares to the successful Applicants Depository Account is completed within one 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 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 4 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.

## **GROUND(S) 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 finalized.

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 the event that the listing of the Equity Shares does not occur in the manner described in this Draft Prospectus, 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 bidders.

If such money is not repaid within eight days after the Issuer becomes liable to repay it, then the Issuer and every director of the Issuer who is an officer in default may, on and from such expiry of eight days, be liable to repay the money, with interest at such rate as disclosed in the Draft Prospectus.

### **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 receive the subscription of 100% of the Issue through this offer document 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 becomes liable to pay the amount, the Issuer shall pay interest prescribed under section 39 of the Companies Act, 2013.

### **MINIMUM NUMBER OF ALLOTTEE’S**

The Issuer may ensure that the number of proposed Allottee’s 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 6 working days of the Issue Closing Date, the Registrar to the Issue may give instruction to SCSBs for unblocking the amount in ASBA Account on unsuccessful Application and also for any excess amount blocked on Application.

#### ***Mode of Making Refund for ASBA Applicants***

In case of ASBA Application, the registrar of 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.

### **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:*

- **All Applications have to compulsorily made through the ASBA mode only.**
- Check if you are eligible to apply;
- Ensure that you have applied at the Issue Price;
- Read all the instructions carefully and complete the Application Form;
- Ensure that the details about the PAN, Depository Participant and the beneficiary account are correct and the Applicant's Depository Account is active as Allotment of Equity Shares will be in the dematerialised form only;
- Ensure that the applications are submitted at the collection centres only on forms bearing the stamp of a Broker or with respect to ASBA Applicants, ensure that your application is submitted at a Designated Branch of the SCSB where the ASBA Applicant or the person whose bank account will be utilised by the Applicant for applying, has a bank account;
- With respect to applications by ASBA Applicants, ensure that the Application Form is signed by the account holder in case the applicant is not the account holder. Ensure that you have mentioned the correct bank account number in the Application Form;
- Ensure that you have mentioned the correct ASBA Account number or UPI ID linked account number in case of retail individual investor in the ASBA Form;
- Non Retail Applicants should submit their applications through the ASBA process only;
- Ensure that you have funds equal to the Application Amount in your bank account maintained with the SCSB or UPI ID linked account maintained in case of retail individual investor before submitting the Application Form to the respective Designated Branch of the SCSB or a Banker to the Issue, as the case may be;
- Instruct your respective banks to not release the funds blocked in the bank account under the ASBA process;
- 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 September 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, for applications of all values, ensure that you have mentioned your PAN allotted under the Income Tax Act in the Application Form. The exemption for the Central or 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;
- Ensure that the Demographic Details (as defined herein below) are updated, true and correct in all respects;
- Ensure that the name(s) given in the Application Form is exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case the Application Form is submitted in joint names, ensure that the beneficiary account is also held in same joint names and such names are in the same sequence in which they appear in the Application Form;
- Ensure that the category is indicated;



- Ensure that in case of applications under power of attorney or applications by limited companies, corporate, trusts etc., relevant documents are submitted;
- Ensure that applications submitted by any person outside India should be in compliance with applicable foreign and Indian laws;
- Ensure that the DP ID, the Client ID and the PAN mentioned in the Application Form and entered into the electronic collecting system of the Stock Exchange by the SCSBs match with the DP ID, Client ID and PAN available in the Depository database;
- In relation to the ASBA applications, ensure that you use the Application Form bearing the stamp of the relevant SCSB and/ or the Designated Branch;
- In relation to the ASBA applications, ensure that your Application Form is submitted at a Designated Branch of a SCSB where the ASBA Account is maintained or to our Company or the Registrar to the Issue;
- Ensure that you have mentioned the correct ASBA Account number in the Application Form;
- In relation to the ASBA applications, 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; and
- In relation to the ASBA applications, ensure that you receive an acknowledgement from the Designated Branch for the submission of your Application Form.

***Dont's:***

- Do not apply for a price other than the Issue Price;
- Non Retail Applicants should neither withdraw nor lower the size of their applications at any stage;
- Do not apply on another Application Form after you have submitted an application to the Bankers to the Issue or the SCSBs, as applicable;
- Do not pay the Application Amount in cash, cheque, money order or by postal order or by stock invest;
- Do not send Application Forms by post; instead submit the same to a Banker to the Issue or the SCSB, only;
- Do not apply for an Application Amount exceeding Rs. 2,00,000 (for applications by Retail Individual Applicants);
- Do not fill up the Application Form such that the Equity Shares applied for exceeds the Issue Size and/or investment limit or maximum number of Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations;
- Do not submit the GIR number instead of the PAN as the application is liable to be rejected on this ground;
- Do not submit the applications without the full Application Amount;
- Do not submit incorrect details of the DP ID, beneficiary account number/UPI ID and PAN or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Issue;
- Do not submit the Application without ensuring that funds equivalent to the entire Application Amount are blocked in the relevant ASBA Account or UPI ID linked account number in case of retail individual investor;
- Do not submit applications on plain paper or incomplete or illegible Application Forms or on Application Forms in a colour prescribed for another category of Applicant; and
- Do not apply if you are not competent to contract under the Indian Contract Act, 1872, as amended.

**INSTRUCTIONS FOR COMPLETING THE APPLICATION FORM**

In Addition to the instructions for completing the application form as mentioned under Part B of General Information Document for Investing in Public Issues- Instructions for Filing the Application Form (Fixed Price Issue), the following instruction should be noted by the Applicants:

- 1) The Applications should be submitted on the prescribed Application Form in BLOCK LETTERS and in ENGLISH only, in accordance with the instructions contained herein and in the Application Form. Applications not so made, are liable to be rejected.
- 2) ASBA Application Forms should bear the stamp of the Application Collecting Intermediaries or SCSB's. ASBA Application Forms, which do not bear the stamp of the SCSB, will be rejected.

- 3) Pursuant to SEBI circular no.-CIR/CFD/POLICYCELL/11/2015 dated 10th November, 2015 all the Applicants have to compulsorily apply through the ASBA Mode only.

## **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) for the total number of Equity Shares required. 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:

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:

- i) 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.
- ii) 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.
- iii) 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.

No separate applications for demat and physical is to be made. If such applications are made, the applications for physical shares will be treated as multiple applications and rejected accordingly.

After submitting an ASBA Application either in physical or electronic mode, an ASBA Applicant cannot apply (either in physical or electronic mode) to either the same or another Designated Branch of the SCSB and Submission of a second Application in such manner will be deemed a multiple Application and would be rejected. More than one ASBA Applicant may apply for Equity Shares using the same ASBA Account, provided that the SCSBs will not accept a total of more than five Application Forms with respect to any single ASBA Account.

Duplicate copies of Application Forms downloaded and printed from the website of the Stock Exchange bearing the same application number shall be treated as multiple Applications and are liable to be rejected. The Company, in consultation with the LM reserves the right to reject, in its absolute discretion, all or any multiple Applications in any or all categories.

In case of a mutual fund, a separate Application can be made in respect of each scheme of the mutual fund registered with SEBI and such Applications in respect of more than one scheme of the mutual fund will not be treated as multiple Applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

In cases where there are more than 20 valid applications having a common address, such shares will be kept in abeyance, post Allotment and released on confirmation of "know your client" norms by the depositories. The Company reserves the right to reject, in our absolute discretion, all or any multiple Applications in any or all categories.

## **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 IT Act. **Applications without this information will be considered incomplete and are liable to be rejected.** It is to be specifically noted that Applicants should not submit the GIR number instead of the PAN, as the Application is liable to be rejected on this ground.

Please note that, Central or State Government and the officials appointed by the courts and investors residing in the State of Sikkim are exempted from specifying their PAN subject to the Depository Participants’ verifying the veracity of such claims of the investors in accordance with the conditions and procedures under this section on Issue Procedure.

**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 3,000;
- 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 Rs. 2,00,000, received after 3.00 pm on the Issue Closing Date;
- Applications not containing the details of Bank Account and/or Depositories Account.

#### **APPLICANT'S DEPOSITORY ACCOUNT AND BANK DETAILS**

*Please note that, providing bank account details 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 Offer will obtain from the Depository the demographic details including address, Applicants bank account details, MICR code and occupation (hereinafter referred to as 'Demographic Details'). These Bank Account 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 Offer 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 Offer. By signing the Application Form, the Applicant would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Offer, 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 Offer.

#### **Terms of Payment**

The entire Offer price of Rs. 36/- per share is payable on application. In case of allotment of lesser number of Equity Shares than the number applied The Registrar to the Offer shall instruct the SCSBs to unblock the excess amount blocked.

SCSBs or Sponsor Bank will transfer the amount as per the instruction received by the Registrar to the Public Offer Bank Account post finalisation of Basis of Allotment. The balance amount after transfer to the Public Offer Account shall be unblocked by the SCSBs or Sponsor Bank.

The Applicants should note that the arrangement with Banker to the Offer or the Registrar or Sponsor Bank is not prescribed by SEBI and has been established as an arrangement between our Company, the Banker to the Offer, the Lead Manager and the Registrar to the Offer to facilitate collections from the Applicants.

#### **Payment mechanism for Applicants**

The Applicants shall specify the bank account number, or the UPI ID, in the Application Form. The Application Form submitted by an 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 Offer shall give instructions to the SCSBs to unblock the application money in the relevant bank account within one day of receipt of such instruction. The Application Amount shall remain blocked in the ASBA Account until finalization of the Basis of Allotment in the Offer and consequent transfer of the Application Amount to the Public Offer Account, or until withdrawal / failure of the Offer or until rejection of the application by the ASBA Applicant, as the case may be.

Please note that pursuant to the applicability of the directions issued by SEBI vide its circular bearing number CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all Investors are applying in this Offer shall mandatorily make use of ASBA facility 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, and circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019 circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 June 28, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019 (collectively the “**UPI Circulars**”), Retail Individual Investors applying in public issue may use Application Supported by Blocked Amount (ASBA) facility for making application through UPI as a payment mechanism with Application Supported by Blocked Amount.

### **Submission of Application**

- a) During the Offer Period, Applicants may approach any of the Designated Intermediaries to register their Application.
- b) In case of Applicants (excluding Non-Retail Applicants) bidding at Cut-off Price, the ASBA Applicants may instruct the SCSBs to block Application Amount less discount (if applicable).
- c) For Details of the timing on acceptance and upload of Application in the Stock Exchanges Platform Applicants are requested to refer to the Draft Prospectus.

### **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 to the Issue:

1. Agreement dated November 18, 2019 between CDSL, the Company and the Registrar to the Issue;
2. Agreement dated November 14, 2019 between NSDL, the Company and the Registrar to the Issue;
3. The Company's shares bear an ISIN: INE0BDU01010.
  - a. An applicant applying for Equity Shares in demat form must have at least one beneficiary account/UPI ID 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/UPI ID 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/UPI ID (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 the 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 cheque or draft number and issuing bank thereof and a copy of the acknowledgement slip.

Investors can contact the Compliance Officer or the Registrar to the Issue in case of any pre-issue or post-issue related problems such as non-receipt of letters of Allotment, credit of allotted shares in the respective beneficiary accounts/ UPI ID linked account number etc. at below mentioned addresses:

<p><b>[•]</b> <b>Company Secretary and Compliance Office</b> <b>RO Jewels Limited</b> <b>Registered Office:</b> 202, Shri Virkala Complex, M.G. Haveli R, Manekchowk Co. Op Bank, Manekchowk, Ahmedabad, Gujarat, India, 380001; <b>Tel. No.:</b> +91 79 22144429/ 22153329; <b>Email:</b> <a href="mailto:compliancerojewels@gmail.com">compliancerojewels@gmail.com</a>; <b>Website:</b> <a href="http://www.rojewels.in">www.rojewels.in</a></p>	<p><b>To the Registrar to the Issue</b> <b>KFIN TECHNOLOGIES PRIVATE LIMITED</b> Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500 032 <b>Tel. No.:</b> +91 40 6716 2222 <b>Fax No.:</b> +91 40 2343 1551 <b>E-mail:</b> <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a> <b>Investor Grievance Email:</b> <a href="mailto:rojewels.ipo@karvy.com">rojewels.ipo@karvy.com</a> <b>Website:</b> <a href="http://www.kfintech.com">www.kfintech.com</a> <b>Contact Person:</b> Mr. M Murali Krishna</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 use 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 also 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 of the Companies Act, 2013.”*

*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, shall be punishable with imprisonment for a term which shall not be less than six months but which may exceed 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 the SME Platform of BSE (The Designated Stock Exchange). In the event of oversubscription, the allotment will be made on a proportionate basis in marketable lots as set forth hereunder:

- 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 3,000 equity shares the allotment will be made as follows:
  - i. Each successful Applicant shall be allotted 3,000 equity shares; and
  - ii. The successful Applicants out of the total applicants for that category shall be determined by the drawl 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 3,000 equity shares, the Applicant would be allotted Shares by rounding off to the nearest multiple of 3,000 equity shares subject to a minimum allotment of 3,000 equity shares.
- 5) If the Shares allotted on a proportionate basis to any category is more than the Shares allotted to the Applicants in that category, the balance available Shares or 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 Applicants applying for the minimum number of Shares.
- 6) 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) Regulations, 2018 shall be made as follows:
  - a) Minimum fifty percent(50%) To Retail Individual Investors; and
  - b) Remaining to:
    - Individual applicants other than retail individual investors; and
    - Other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for
  - c) The unsubscribed portion in either of the categories specified in (a) or (b) above may be allocated to the applicants in the other category.

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

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**” on page no. 196 of this Draft Prospectus.

'Retail Individual Investor' means an investor who applies for shares of value of not more than Rs. 2,00,000/ -. Investors may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with 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 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 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.

**As per the RBI regulations, OCBs are not permitted to participate in the Issue.**

**There is no reservation for Non Residents, NRIs, FPIs and foreign venture capital funds and all Non Residents, NRI, FPI and Foreign Venture Capital Funds applicants will be treated on the same basis with other categories for the purpose of allocation.**

#### **UNDERTAKINGS BY OUR COMPANY**

The Company undertakes the following:

- 1) That the complaints received in respect of the Issue shall be attended to by us expeditiously;
- 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 working days from Issue Closing date;
- 3) That our Promoter's contribution in full has already been brought in;
- 4) 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 the Issuer;
- 5) That no further issue of equity shares shall be made till the Equity Shares offered through this Draft Prospectus are listed or until the Application monies are refunded on account of non-listing, under subscription etc.;
- 6) 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;
- 7) 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; and
- 8) That adequate arrangements shall be made to collect all Applications Supported by Blocked Amount while finalizing the Basis of Allotment.

#### **UTILIZATION OF ISSUE PROCEEDS**

Our 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 Section 40 of the Companies Act, 2013;
2. Details of all monies utilized out of the issue referred to in point 1 above shall be disclosed and continued to be disclosed till the time any part of the issue proceeds remains unutilized under an appropriate separate head in the balance-sheet of the issuer indicating the purpose for which such monies had been utilized;
3. Details of all unutilized monies out of the Issue referred to in 1, if any shall be disclosed under the appropriate head in the balance sheet indicating the form in which such unutilized monies have been invested; and
4. Our Company shall comply with the requirements of SEBI(LODR) Regulations,2015 as amended from time to time and in pursuant to Section 177 of Companies Act, 2013 in relation to the disclosure and monitoring of the utilization of the proceeds of the Issue; and
5. Our Company shall not have recourse to the Issue Proceeds until the approval for listing and trading of the Equity Shares from the Stock Exchange where listing is sought has been received.

The Lead manager undertakes that the complaints or comments received in respect of the Issue shall be attended by our Company expeditiously and satisfactory.



## SECTION XI - RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

### RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The government bodies responsible for granting foreign investment approvals are FIPB and the RBI.

The Government has from time to time made policy pronouncements on FDI through press notes and press releases. The Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India (“DIPP”), issued consolidated FDI Policy Circular of 2018, which with effect from January 04, 2018 consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DIPP that were in force and effect as on January 04, 2018. The Government proposes to update the consolidated circular on FDI Policy once every year and therefore, the Consolidation FDI Policy will be valid until the DIPP issues an updated circular.

The transfer of shares by an Indian resident to a Non-Resident does not require the prior approval of the FIPB or the RBI, provided that (i) the activities of the investee company are under the automatic route under the Consolidated FDI Policy and transfer does not attract the provisions of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; (ii) the non-resident shareholding is within the sectoral limits under the Consolidated FDI Policy; and (iii) the pricing is in accordance with the guidelines prescribed by SEBI/RBI.

As per the existing policy of the Government of India, OCBs cannot participate in this Issue.

**The Equity Shares offered in the Issue have not been and will not be registered under the Securities Act or any state securities laws in the United States and, unless so registered, and may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in accordance with any applicable U.S. state securities laws. Accordingly, the Equity Shares are being offered and sold (i) within the United States to persons reasonably believed to be “qualified institutional investors” (as defined in Rule 144A under the Securities Act) pursuant to Rule 144A under the Securities Act or other applicable exemption under the Securities Act and (ii) outside the United States in offshore transactions in reliance on Regulation S under the Securities Act and the applicable laws of the jurisdictions where such offers and sales occur.**

**The above information is given for the benefit of the Applicants. Our Company and the LM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Prospectus. Applicants are advised to make their independent investigations and ensure that the Applications made by them does not exceed the applicable limits or in any way lead to violation of laws or regulations applicable to them.**

## SECTION – XII

### MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION

*Pursuant to Table F in Schedule I of the Companies Act, 2013, the SEBI ICDR Regulations and the main provisions of the Articles of Association relating to voting rights, dividend, lien, forfeiture, restrictions on transfer and transmission of Equity Shares or debentures and/or on their consolidation/splitting are detailed below. Please note that the each provision herein below is numbered as per the corresponding article number in the Articles of Association. Certain defined terms used in the Articles of Association are set forth below. All other defined terms used in this section have the meaning given to them in the Articles of Association.*

These Articles of Association were adopted by the Extra-Ordinary General Meeting of the Company in their board meeting held on September 20, 2019.

The Authorized capital of our Company is Rs. 2.85 Crores divided into 28,50,000 Equity Shares of Rs. 10 each.

#### THE COMPANIES ACT, 2013

#### COMPANY LIMITED BY SHARES

#### ARTICLES OF ASSOCIATION

#### OF

#### RO JEWELS LIMITED#

1. Table F not to apply

The regulations contained in Table F, in the first Schedule, to the Companies Act, 2013 shall not apply to this Company, but the regulations for the management of the Company and for the observance of the members thereof and their representatives shall, subject to any exercise of the statutory powers of the Company in reference to the repeal or alternation of, or addition to, its regulations by Special Resolution, as prescribed by the said Companies Act, 2013 be such as are contained in these Articles.

2. Interpretation

In the interpretation of these Articles, the following words and expressions shall have the following meanings assigned thereunder, unless repugnant to the subject matter or content thereof.

- (a) “The Act” or “the said Act”

“The Act” means the Companies Act, 2013 or any statutory modification or re-enactment thereof for the time being in force.

- (b) “These Articles”

“These Articles” means Articles of Association for the time being of the Company or the Articles of Association as altered from time to time by special resolution.

- (c) “Beneficial Owner”

“Beneficial Owner” shall have the meaning assigned thereto in clause(a) of sub-section (1) of Section 2 of the Depositories Act, 1996.

- (d) “The Company” or “this Company”

“The Company” or “this Company” means **RO JEWELS LIMITED#**.

**\* New set of Articles of Association adopted, vide resolution passed in Extra Ordinary General Meeting of members of the company held on 20.09.2019.**

(e) “The Directors”

“The Directors” means the Directors for the time being of the Company or as the case may be, the Directors assembled at a Board.

(f) “Depository”

“Depository” shall have the meaning assigned thereto by Section 2 (1)(e) of the Depositories Act, 1996.

(g) “Depositories Act 1996”

“Depositories Act 1996” includes any statutory modification or re- enactment thereof.

(h) “The Board” or the “Board of Directors”

“The Board,” or the “Board of Directors” means a meeting of the Directors duly called and constituted or as the case may be the Directors assembled at a Board, or the requisite number of Directors entitled to pass a circular resolution in accordance with the Act.

(i) “The Chairman”

“The Chairman” means the Chairman of the Board of Directors for the time being of the Company.

(j) “The Managing Director”

“The Managing Director” includes one or more persons appointed as such or any of such persons or Directors for the time being of the Company who may for the time being be the Managing Director of the Company.

(k) “The Office”

“The Office” means the Registered Office for the time being of the Company.

(l) “Capital”

“Capital” means the share capital for the time being raised or authorised to be raised, for the purpose of the Company.

(m) “The Registrar”

“The Registrar” means the Registrar of Companies of the State in which the office of the Company is for the time being situated.

(n) “Dividend”

“Dividend” includes Bonus.

(o) “Month”

“Month” means the calendar month.

(p) “Seal”

“Seal” means the Common Seal for the time being of the Company.

- (q) “In Writing and Written”  
“In Writing and Written” include printing, lithography and other modes of representing or reproducing words in a visible form.
- (r) “Plural Number”  
Words importing the singular number also include the plural number and vice versa.
- (s) “Persons”  
“Persons” include corporations and firms as well as individuals.
- (t) “Gender”  
Words importing the masculine gender also include the feminine gender.
- (u) “Securities & Exchange Board of India”  
“Securities & Exchange Board of India” or SEBI means the Securities & Exchange Board of India established under Section 3 of the Securities & Exchange Board of India Act, 1992.
- (v) “Year and Financial Year”  
“Year” means the Calendar year and “Financial Year” shall have the meaning assigned thereto by Section 2(41) of the Act.

#### **Expression in the Act to bear same meaning in the Articles**

Save as aforesaid, any words or expressions defined in the Act shall, except where the subject or context forbids, bear the same meaning in these Articles.

#### **Marginal Notes**

The marginal notes hereto shall not affect the construction of these Articles.

#### **COPIES OF MEMORANDUM AND ARTICLES TO BE FURNISHED BY THE COMPANY**

3. Pursuant to Section 17 of the Act, Company shall, on being so required by a member, send to him within 7 (seven) days of the requirement and subject to the payment of a fee of Rs. 100/- or such other fee as may be specified in the Rules, a copy of each of the following documents, as in force for the time being:
- (i) The Memorandum;
  - (ii) The Articles, if any;
  - (iii) Every other agreement and every resolution referred to in Section 117(1), of the Act, if and in so far as they have not been embodied in the Memorandum or Articles.

#### **CAPITAL AND SHARES**

4. The Authorized Share Capital of the Company is as per clause V of the Memorandum of Association of the Company with all rights to the company to alter the same in any way it thinks fit.
5. The Board may, from time to time, with the sanction of the Company in a general meeting, increase the share capital by such sum to be divided into shares of such amounts as the resolution shall prescribe.
6. The shares capital shall be distinguished by its appropriate number provided that nothing in this clause shall apply to the shares held with a depository.

## SHARES AT THE DISPOSAL OF THE DIRECTORS

7. Subject to the provisions of Section 62 of the Act and these Articles, the shares capital of Company for the time being 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 proportion and on such terms and conditions and either at a premium or at par or (subject to the compliance with the provision of section 53 of the Act) at a discount and at such time as they may from time to time think fit and with the sanction of the Company in the General Meeting to give to any person or persons the option or right to call for any shares either at par or premium during such time and for such consideration as the Directors think fit, and may issue and allot shares in the capital of the Company on payment in full or part of any property sold and transferred or for any services rendered to the Company in the conduct of its business and any shares which may so be allotted may be issued as fully paid up share and if so issued, shall be deemed to be fully paid shares. Provided that option or right to call of shares shall not be given to any person or persons without the sanction of the Company in General Meeting.

## FURTHER ISSUE OF SHARES

8. (1) Where at any time the company proposes to increase its subscribed capital by the issue of further shares, such shares shall be offered -
- (a) to persons who at the date of the offer are holders of equity shares of the company in proportion, as nearly as circumstances admit to the paid-up share capital on those shares by sending a letter of offer subject to the following conditions, namely:-
    - (i) the offer shall be made by notice specifying the number of shares offered and limiting a time not being less than fifteen days and not exceeding thirty days from the date of the offer within which the offer, if not accepted, shall be deemed to have been declined;
    - (ii) unless the articles of the company otherwise provide, the offer aforesaid shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person; and the notice referred to in clause (i) shall contain a statement of this right;
    - (iii) after the expiry of the time specified in the notice aforesaid, or on receipt of earlier intimation from the person to whom such notice is given that he declines to accept the shares offered, the Board of Directors may dispose of them in such manner which is not disadvantageous to the shareholders and the company;
  - (b) to employees under a scheme of employees' stock option, subject to special resolution passed by company and subject to such conditions as may be determined by central government; or
  - (c) to any persons, if it is authorized by a special resolution, whether or not those persons include the persons referred to in clause (a) or clause (b), either for cash or for a consideration other than cash, if the price of such shares is determined by the valuation report of a registered valuer subject to such conditions as may be determined by central government.
- (2) The notice referred to in sub-clause (i) of clause (1) (a) shall be dispatched through registered post or speed post or through electronic mode to all the existing shareholders at least three days before the opening of the issue.
- (3) Nothing in this section shall apply to the increase of the subscribed capital of a company caused by the exercise of an option as a term attached to the debentures issued or loan raised by the company to convert such debentures or loans into shares in the company.

The terms of issue of such debentures or loan containing such an option have been approved before the issue of such debentures or the raising of loan by a special resolution passed by the company in general meeting.

## **POWER TO OFFER SHARES/OPTIONS TO ACQUIRE SHARES**

9. (i) Without prejudice to the generality of the powers of the Board under any other Article of these Articles of Association, the Board or any Committee thereof duly constituted may, subject to the applicable provisions of the Act, rules notified there under and any other applicable laws, rules and regulations, at any point of time, offer existing or further Shares (consequent to increase of share capital) of the Company, or options to acquire such Shares (consequent to increase of share capital) of the Company, or options to acquire such Shares at any point of time, whether such options are granted by way of warrants or in any other manner (subject to such consents and permissions as may be required) to its employees, including Directors (whether whole-time or not), whether at par, at discount, in case of shares issued as sweat equity shares as per section 54 of the Act or at a premium, for cash or for consideration other than cash, or any combination thereof as may be permitted by law for the time being in force.
- (ii) In addition to the powers of the Board under Article 9(i), the Board may also allot the Shares referred to in Article 9(i) to any trust, whose principal objects would inter alia include further transferring such Shares to the Company's employees including by way of options, as referred to in Article 9(i) in accordance with the directions of the Board or any Committee thereof duly constituted for this purpose. The Board may make such provision of moneys for the purposes of such trust, as it deems fit.

The Board, or any Committee thereof duly authorized for this purpose, may do all such acts, deeds, things, etc. as may be necessary or expedient for the purposes of achieving the objectives set out in Articles 9(i) and (ii) above.

## **REDEEMABLE PREFERENCE SHARES**

10. Subject to the provisions of Section 55 of the Act, the Company shall have the power to issue preference shares which are or at the option of the Company, are liable to be redeemed and the resolution authorizing such issues shall prescribe the manners, terms and conditions of redemption.

## **PROVISIONS APPLICABLE IN CASE OF REDEEMABLE SHARES**

11. On the issue of redeemable preference shares under the provisions of Article 10 hereof, the following provisions shall take effect.
- (a) No such shares shall be redeemed except out of the profits of the company which would otherwise be available for dividend or out of the proceeds of a fresh issue of shares made for the purposes of such redemption;
- (b) No such shares shall be redeemed unless they are fully paid;
- (c) where such shares are proposed to be redeemed out of the profits of the company, there shall, out of such profits, be transferred, a sum equal to the nominal amount of the shares to be redeemed, to a reserve, to be called the Capital Redemption Reserve Account and the provisions of this Act relating to reduction of share capital of a company shall apply as if the Capital Redemption Reserve Account were paid-up share capital of the company.

## **NEW CAPITAL SAME AS ORIGINAL CAPITAL**

12. Except so far as otherwise provided by the conditions of issue or by these Articles any capital raised by the creation of new shares shall be considered part of the initial capital and shall be subject to the provisions herein contained with reference to the payment of calls and installments; transfer and transmission, forfeiture, lien, surrender, voting and otherwise.

## **RESTRICTIONS ON PURCHASE BY COMPANY OR GIVING OF LOANS BY IT FOR PURCHASE OF ITS SHARES**

- 13.

- (1) The company shall not have power to buy its own shares unless the consequent reduction of share capital is effected in accordance with provisions of the Companies Act, 2013 or other applicable provisions (if any) of the Act as applicable at the time of application.

This Article is not to delegate any power which the Company would have if it were omitted.

- (2) The company shall not give, whether directly or indirectly and whether by means of a loan, guarantee the provision of security or otherwise, any financial assistance for the purpose of, or in connection with, a purchase or subscription made or to be made, by any person of or for any shares in the company or in its holding company.

- (3) Nothing in sub-clause (2) shall apply to –

- (a) the company in accordance with any scheme approved by company through special resolution and in accordance with such requirements as may be determined by central government, for the purchase of, or subscription for, fully paid up shares in the company or its holding company, if the purchase of, or the subscription or, the shares held by trustees for the benefit of the employees or such shares held by the employee of the company;
- (b) the giving of loans by a company to persons in the employment of the company other than its directors or key managerial personnel, for an amount not exceeding their salary or wages for a period of six months with a view to enabling them to purchase or subscribe for fully paid-up shares in the company or its holding company to be held by them by way of beneficial ownership:

Provided that disclosures in respect of voting rights not exercised directly by the employees in respect of shares to which the scheme relates shall be made in the Board's report in such manner as may be determined by central government.

#### **REDUCTION OF CAPITAL**

14. The Company may, subject to the provisions of the Companies Act, 2013 or other applicable provisions (if any) of the Act, as applicable at the time of application from time to time by special resolution, reduce its capital and any capital redemption reserve account or any share premium account in any manner for the time being authorized by law and in particular, capital may be paid off on the footing that it may be called up again or otherwise.

#### **CONSOLIDATION AND DIVISION OF CAPITAL**

15. The Company may in general meeting alter the conditions of its Memorandum of Association as follows:
  - (a) Consolidate and divide all or any of its share capital into shares of a larger amount than its existing shares but no consolidation and division which results in changes in the voting percentage of shareholders shall take effect unless it is approved by the Tribunal on an application made in the prescribed manner;
  - (b) Sub-divide its shares, or any of them, into shares of smaller amount than is fixed by the memorandum, so, however, that in the sub-division the proportion between the amount paid and the amount, if any, unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived;
  - (c) Cancel shares which at the date of the passing of the resolution in that behalf, have not been taken or agreed to be taken by any person, and diminish the amount of its share capital by the amount of the shares so cancelled. The cancellation of shares in pursuance of this sub-clause, shall not be deemed to be reduction of share capital within the meaning of the Act.

#### **SALE OF FRACTIONAL SHARES**

16. If and whenever as a result of issue of new shares of any consolidation or sub-division of shares any share

become held by members in fractions, the Board shall, subject to the provisions of the Act and the Articles and to the directions of the Company in General Meeting, if any, sell those shares which members hold in fractions for the best price reasonably obtainable and shall pay and distribute to and amongst the members entitled to such shares in due proportions the net proceeds of the sale thereof. For the purpose of giving effect to any such sale, the Board may authorise any person to transfer the shares and 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 with reference to the sale.

#### **MODIFICATION OF RIGHTS**

17. Whenever the capital, by reason of the issue of Preference Shares or otherwise, is divided into classes of shares all or any of the rights and privileges attached to each class may subject to the provisions of the Companies Act, 2013 be modified, commuted, affected or abrogated, or dealt with by Agreement between the Company and any person purporting to contract on behalf of that class, provided such agreement is ratified in writing by holders of at least three-fourths in nominal value of the issued shares of the class or is confirmed by a Special Resolution passed at a separate general meeting of the holders of shares of the class

#### **ISSUE OF FURTHER SHARES ON PARI PASSU BASIS**

18. The rights conferred upon the holders of shares of any class issued with preferred or other rights, not unless otherwise expressly provided by the terms of the issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.

#### **NO ISSUE WITH DISPROPORTIONATE RIGHTS**

19. The Company shall not issue any shares (not being preference shares) which carry voting right or rights in the Company as to dividend, capital or otherwise which are disproportionate to the rights attached to the holders of other shares (not being preference shares).

#### **POWER OF COMPANY TO DEMATERIALIZED AND REMATERIALIZED**

- (a) “Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialize its existing shares, debentures and other securities and rematerialize its such shares, debentures and other securities held by it with the Depository and/ or offer its fresh shares and debentures and other securities in a dematerialized form pursuant to the Depositories Act, 1996 and the Rules framed there under if any”

#### **DEMATERIALIZED OF SECURITIES**

- (b) Either on the Company or on the investor exercising an option to hold his securities with a depository in a dematerialized form, the Company shall enter into an agreement with the depository to enable the investor to dematerialize the Securities, in which event the rights and obligations of the parties concerned shall be governed by the Depositories Act.

#### **INTIMATION TO DEPOSITORY**

- (c) “Notwithstanding anything contained in this Article, where securities are dealt with in a Depository, the Company shall intimate the details of allotment of securities to Depository immediately on allotment of such Securities”

#### **OPTION FOR INVESTORS**

- (d) “Every person subscribing to or holding securities of the Company shall have the option to receive security certificates or to hold the securities with a Depository. A beneficial owner of any security can at any time opt out of a Depository, if permitted by law, in the manner provided by the Depositories Act, 1996 and the Company shall, in the manner and within the time prescribed, issue to the beneficial owner the required certificates of securities.”

#### **THE COMPANY TO RECOGNIZE UNDER DEPOSITORIES ACT, INTEREST IN THE SECURITIES OTHER THAN THAT OF REGISTERED HOLDER**



- (e) “The Company or the investor may exercise an option to issue, deal in, hold the securities (including shares) with Depository in electronic form and the certificates in respect thereof shall be, dematerialized in which event the rights and obligations of the parties concerned and matters connected therewith or incidental thereto shall be governed by the provisions of the Depositories Act, 1996.”

#### **SECURITIES IN DEPOSITORIES AND BENEFICIAL OWNERS**

- (f) “All Securities held by a Depository shall be dematerialized and be in fungible form. Nothing contained in Sections 89 of the Act shall apply to a Depository in respect of the securities held by it on behalf of the beneficial owners.”

#### **RIGHTS OF DEPOSITORIES AND BENEFICIAL OWNERS**

- (g) (i) Notwithstanding anything to the contrary contained in the Act or these Articles, a depository shall be deemed to be the registered owner for the purpose of effecting transfer of ownership of security on behalf of the beneficial owner.
- (ii) Save as otherwise provided in (a) above, the depository as the registered owner of the securities shall not have any voting rights or any other rights in respect of the securities held by it.
- (iii) Every person holding securities of the Company and whose name is entered as the beneficial owner in the records of the depository shall be deemed to be a member of the Company. The beneficial owner of securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of the securities which are held by a depository.

#### **DEPOSITORY TO FURNISH INFORMATION**

- (h) Every Depository shall furnish to the Company information about the transfer of Securities in the name of the Beneficial Owner at such intervals and in such manner as may be specified by the bye-laws and the Company in that behalf.

#### **SHARES AND CERTIFICATES REGISTER AND INDEX OF MEMBERS**

20. The Company shall cause to be kept at its Registered Office or at such other place as may be decided, Register and Index of Members in accordance with Sections 88 and other applicable provisions of the Act and the Depositories Act, 1996 with details of shares held in physical and dematerialized forms in any media as may be permitted by law including in any form of electronic media.

The Register and Index of beneficial owners maintained by a Depository under Section 11 of the Depositories Act, 1996 shall also be deemed to be the Register and Index of Members for the purpose of this Act. The Company shall have the power to keep in any state or country outside India, a Register of Members for the residents in that state or country.

#### **SHARES TO BE NUMBERED PROGRESSIVELY**

21. The shares in the capital shall be numbered progressively according to their several denominations and except in the manner herein before mentioned, no share shall be sub-divided.

#### **DIRECTORS MAY ALLOT SHARES FULLY PAID-UP**

22. Subject to the provisions of the Act and of these Articles, the Board may allot and issue shares in the capital of the Company as payment or part payment for any property sold or transferred, goods or machinery supplied or for services rendered to the company either in or about the formation or promotion of the Company or the conduct of its business and any shares which may be so allotted may be issued as fully paid-up shares and if so issued shall be deemed to be fully paid up shares.

#### **APPLICATION OF PREMIUM RECEIVED ON SHARES**

23.

- 1) Where a company issues shares at a premium, whether for cash or otherwise, a sum equal to aggregate amount of the premium received on those shares shall be transferred to a “securities premium account” and the provisions of this Act relating to reduction of share capital of a company shall, except as provided in this article, apply as if the securities premium account were the paid-up share capital of the company.
- 2) Notwithstanding anything contained in clause (1), the securities premium account may be applied by the company –
  - (a) towards the issue of unissued shares of the company to the members of the company as fully paid bonus shares;
  - (b) in writing off the preliminary expenses of the company;
  - (c) in writing off the expenses of, or the commission paid or discount allowed on, any issue of shares or debentures of the company;
  - (d) in providing for the premium payable on the redemption of any redeemable preference
  - (e) shares or of any debentures of the company; or
  - (f) for the purchase of its own shares or other securities under section 68.

#### **ACCEPTANCE OF SHARES**

24. Subject to the provisions of these Articles, any application signed by or on behalf of an applicant for shares in the Company followed by an allotment of any shares therein, shall be an acceptance of shares within the meaning of these articles and every person who thus or otherwise accept any shares and whose name is on the Register of Members shall, for the purposes of these Articles, be a member, provided that no share shall be applied for or allotted to a minor, insolvent or person of unsound mind.

#### **LIABILITY OF MEMBERS**

25. Every member or his heir, executors or administrators shall pay to the Company the proportion of the capital represented by his share or shares which may, for the time being remain unpaid thereon in such amounts, at such time or times and in such manner as the Board of Directors shall, from time to time, in accordance with the Company’s regulations require or fix for the payment thereof.

#### **LIMITATION OF TIME FOR ISSUE OF CERTIFICATE**

26. The Company shall, unless the conditions of issue otherwise provide, within three months after the allotment of any of its shares or debentures and within one month after the application for the transfer of any such shares or debentures, complete and have ready for delivery the certificates of all shares and debentures allotted or transferred.

Every members shall be entitled, without payment, to one or more certificates in marketable lots, for all the shares of each class or denomination registered in his name, or if the Directors so approve (upon paying such fee as the Directors may from to time determine) to several certificates, each for one or more of such shares and the Company shall complete and have ready for delivery such certificates within three months from the date of allotment, unless the conditions of issue thereof otherwise provide, or within one month of the receipt of application of registration of transfer, transmission, sub-division, consolidation or renewal of any of its shares as the case may be. Every certificate of shares shall be under the seal of the Company and shall specify the number and distinctive numbers of shares in respect of which it is issued and amount paid up thereon and shall be in such form as the directors may prescribe or approve, provided that in respect of a 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 to all such holder.

#### **ISSUE OF NEW CERTIFICATE IN PLACE OF DEFACED, LOST OR DESTROYED**

27. If any certificate be worn out, defaced mutilated or torn or if there be no further space on the back thereof 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 lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the Company deem adequate, being given, an a new certificate in lieu thereof shall be given to the party entitled to such lost or destroyed certificate. Every Certificates under the Article shall be issued without payment of fees if the Directors so decide, or on payment of such fees (not exceeding Rs.20/- for each certificate) as the Directors shall prescribe. Provided that no fees shall be charged for issue of new certificates in replacement of those which are old, defaced or worn out or where there is no further space on the back thereof for endorsement of transfer.

Provided that notwithstanding what is stated above the Directors shall comply with such Rules or Regulation or requirements of any Stock Exchange or the Rules made under the Act or the rules made under Securities Contracts (Regulation) Act, 1956 or any other Act, or rules applicable in this behalf.

The provisions of this Article shall mutatis mutandis apply to debentures of the Company.

#### **RIGHT TO OBTAIN COPIES OF AND INSPECT TRUST DEED**

28. A copy of any Trust Deed for securing any issue of debentures shall be forwarded to the holders of any such debentures or any member of the Company at his request and within seven days of the making thereof on payment not exceeding Rs.10/- (Rupees Ten) per page.

The Trust Deed referred to in item (i) above also be open to inspection by any member or debenture holder of the Company in the same manner, to the same extent, and on payment of these same fees, as if it were the Register of members of the Company.

#### **JOINT ALLOTTEES OF HOLDERS**

29. Any two or more joint allottees or holders of shares shall, for the purpose of Articles, be treated as a single member and the certificate for any share, which may be the subject of joint ownership, may be delivered to any one of such joint owners on behalf of all of them.

#### **COMPANY NOT BOUND TO RECOGNISE ANY INTEREST IN SHARE OTHER THAN THAT OF REGISTERED HOLDER**

30. (i) The Company shall not be bound to recognize any equitable, contingent, future or partial interest in any share or (except only as is by these presents, otherwise expressly provided) any right in respect of a share other than an absolute right there to, in accordance with these presents in the person from time to time registered as the holder thereof, but the Board shall be at liberty at its sole discretion to register any share in the joint names of two or more persons or survivors of them.
- (ii) Save as herein otherwise provided, the Company shall be entitled to treat the person whose name appears on the Register of Members as the holder of any share as the absolute owner thereof and accordingly shall not (except as ordered by a court of competent jurisdiction or as by Law required) be bound to recognize any benami trust or equitable, contingent, future, partial or other claim or claims or right to or interest in such share on the part of any other person whether or not it shall have express or implied notice thereof.

#### **WHO MAY HOLD SHARES**

31. Shares may be registered in the name of an incorporated Company or other body corporate but not in the name of a minor or in the name of a person of unsound mind or in the name of any firm or partnership.
32. The Directors shall have the power to offer, issue and allot Equity Shares in or Debentures (whether fully/partly convertible or not into Equity Shares) of the Company with or without Equity Warrants to such of the Officers, Employees, Workers of the Company or of its Subsidiary and / or Associate Companies or Managing and Whole Time Directors of the Company (hereinafter in this Article collectively referred to as "the Employees") as may be selected by them or by the trustees of such trust as may be set up for the benefit of the Employees in accordance with the terms and conditions of the Scheme, trust plan or proposal

that may be formulated, created, instituted or set up by the Board of Directors or the Committee thereof in that behalf on such terms and conditions as the Board may in its discretion deem fit.

### **SWEAT EQUITY**

33. Subject to the provisions of the Act (including any statutory modification or re-enactment thereof, for the time being in force), shares of the Company may be issued at a discount or for consideration other than cash to Directors or employees who provide know-how to the Company or create an intellectual property right or other value addition.

### **DECLARATIONS IN RESPECT OF BENEFICIAL INTEREST IN ANY SHARES**

- 34.
- (1) In pursuance of section 89 of the act, where the name of a person is entered in the register of members of a company as the holder of shares in that company but who does not hold the beneficial interest in such shares, such person shall make a declaration (within such time and in such form as may be determined by Central Govt.) to the company specifying the name and other particulars of the person who holds the beneficial interest in such shares.
  - (2) Every person who holds or acquires a beneficial interest in share of the company shall make a declaration to the company specifying the nature of his interest, particulars of the person in whose name the shares stand registered in the books of the company and such other particulars (as may be determined by Central Govt.)
  - (3) Where any change occurs in the beneficial interest in such shares, the person referred to in clause (1) and the beneficial owner specified in clause (2) shall, within a period of thirty days from the date of such change, make a declaration to the company in such form and containing such particulars (as may be determined by Central Govt.)
  - (4) The Company has be bound to follows the rules as may be made by the Central Government to provide for the manner of holding and disclosing beneficial interest and beneficial ownership under this section.
  - (5) Where any declaration under this article is made to a company, the company shall make a note of such declaration in the register concerned and shall file, within thirty days from the date of receipt of declaration by it, a return in the prescribed form with the Registrar in respect of such declaration with such fees or additional fees as may be determined by central government, within the time specified under section 403.
  - (6) No right in relation to any share in respect of which a declaration is required to be made under this article but not made by the beneficial owner, shall be enforceable by him or by any person claiming through him.
  - (7) Nothing in this article shall be deemed to prejudice the obligation of a company to pay dividend to its members under this Act and the said obligation shall, on such payment, stand discharged.

### **FUNDS OF COMPANY NOT TO BE APPLIED IN PURCHASE OF SHARES OF THE COMPANY**

35. No funds of the Company shall except as provided by Section 67 of the Act, be employed in the purchase of its own shares, unless the consequent reduction of capital is effected and sanction in pursuance of provisions of the Companies Act, 2013 as may be applicable at the time of application and these Articles or in giving either directly or indirectly and whether by means of a loan, guarantee, the provision of security or otherwise, any financial assistance for the purpose of or in connection with a purchase or subscription made or to be made by any person of or for any Share in the Company in its holding Company.

### **ISSUE OF SHARES WITHOUT VOTING RIGHTS**

36. In the event it is permitted by law to issue shares without voting rights attached to them, the Directors may issue such share upon such terms and conditions and with such rights and privileges annexed thereto as through fit and as may be permitted by law.

### **SECTIONS 45 OF ACT NOT TO APPLY**

37. Notwithstanding anything to the contrary contained in the Articles,
- (i) Section 45 of the Act shall not apply to the Shares held with a Depository;

## **TRUST RECOGNIZED**

38. Except as ordered, by a Court of competent jurisdiction or as by law required, the Company shall not be bound to recognize, even when having notice thereof, any equitable, contingent, future or partial interest in any Share, or (except only as is by these Articles otherwise expressly provided) any right in respect of a Share other than an absolute right thereto, in accordance with these Articles, in the person from time to time registered as holder thereof but the Board shall be at liberty at their sole discretion to register any Share in the joint names of any two or more persons (but not exceeding 4 persons) or the survivor or survivors of them.

Shares may be registered in the name of an incorporated Company or other body corporate but not in the name of a minor or of a person of unsound mind (except in case where they are fully paid) or in the name of any firm or partnership.

## **REGISTRATION OF CHARGES**

39. The provisions of the Act relating to registration of charges shall be complied with.

In case of a charge created out of India and comprising solely property situated outside India, the provisions of Section 77 of the Act shall also be complied with.

Where a charge is created in India but comprised property outside India, the instrument, creating or purporting to create the charge under Section 77 of the Act or a copy thereof verified in the prescribed manner, may be filed for registration, notwithstanding that further proceedings may be necessary to make the charge valid or effectual according to the law of the country in which the property is situated, as provided by Section 77 of the Act.

Where any charge on any property of the Company required to be registered to be registered under Section 77 of the Act has been so registered, any person acquiring such property or any part thereof or any share or interest therein shall be deemed to have notice of the charge as from the date of such registration.

Any creditors or member of the Company and any other person shall have the right to inspect copies of instruments creating charges and the Company's Register of Charges in accordance with and subject to the provisions of Section 85 of the Act.

## **UNDERWRITING AND BROKERAGE**

### **COMMISSION MAY BE PAID**

40. A company may pay commission to any person in connection with the subscription or procurement of subscription to its securities, whether absolute or conditional, subject to the following conditions, namely: -
- (a) The payment of such commission shall be authorized in the company's articles of association;
  - (b) The commission may be paid out of proceeds of the issue or the profit of the company or both;
  - (c) The rate of commission paid or agreed to be paid shall not exceed, in case of shares, five percent of the price at which the shares are issued or a rate authorised by the articles, whichever is less, and in case of debentures, shall not exceed two and a half per cent of the price at which the debentures are issued, or as specified in the company's articles, whichever is less;
  - (d) The Draft Prospectus of the company shall disclose—
    - (i) The name of the underwriters;
    - (ii) The rate and amount of the commission payable to the underwriter; and
    - (iii) The number of securities which is to be underwritten or subscribed by the underwriter absolutely or conditionally.
  - (e) There shall not be paid commission to any underwriter on securities which are not offered to the

public for subscription;

- (f) A copy of the contract for the payment of commission is delivered to the Registrar at the time of delivery of the Draft Prospectus for registration.

#### **BROKERAGE MAY BE PAID**

41. The Company may pay a reasonable sum for brokerage on any issue of shares and debentures.

#### **CALLS ON SHARES**

##### **DIRECTORS MAY MAKE CALLS**

42. The Board of Directors may from time to time by a resolution passed at meeting of the Board (and not by circular resolution) make such call as it may think fit upon the members in respect of all moneys unpaid on the shares held by them respectively (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 a fixed time and each member shall pay the amount of every call so made on him to the persons and at the times and place appointed by the Board of Directors. A call may be made payable by instalments.

##### **CALLS ON SHARES OF THE SAME CLASS TO BE MADE ON UNIFORM BASIS**

43. Where any calls for further share capital are made on shares, such calls shall be made on a uniform basis on all shares falling under the same class. For the purpose of this Article shares of the same nominal value on which different amounts have been paid up shall not be deemed to fall under the same class.

##### **NOTICE OF CALLS**

44. One month notice at least of every call payable otherwise than on allotment shall be given by the Company specifying the time and place of payment and to whom such call shall be paid.

##### **CALLS TO DATE FROM RESOLUTION**

45. A call shall be deemed to have been made at the time when the resolution of the Board authorizing such call was passed at a meeting of the Board of Directors and may be made payable by the members on the Register of Members on a subsequent date to be fixed by the Board.

##### **DIRECTORS MAY EXTEND TIME**

46. The Board of Directors may, from time to time, at its discretion, extend the time fixed for the payment of any call and may extend such times as to all or any of the members, who from residence at a distance or other cause, the Board of Directors may deem fairly entitled to such extension save as a matter of grace and favour.

##### **CALL TO CARRY INTEREST AFTER DUE DATE**

47. If any member fails to pay a call due from him on the day appointed for payment thereof or any such extension thereof as aforesaid, he shall be liable to pay interest on the same from the day appointed for the payment thereof to the time of actual payment at such rate as shall from time to time be fixed by the Board of Directors, but nothing in this Article shall render it compulsory upon the Board of Directors to demand or recover any interest from any such member.

##### **PROOF ON TRIAL IN SUIT FOR MONEY DUE ON SHARES**

48. Subject to the provisions of the Act and these Articles, on the trial or hearing of any action or suit brought by the Company against any member or his representatives for the recovery of any debt or money claimed to be due to the Company in respect of his shares, it shall be sufficient to prove that the name of the member in respect of whose shares the money is sought to be recovered, appears, entered on the register of members as the holder at or subsequent to the date at which the money sought to be recovered is alleged to

have become due, of the shares in respect of which such money is sought to be received, that the resolution making the call is duly recorded in the minute book and that notice of such call was duly given to the member or his representatives sued in pursuance of these presents and it shall not be necessary to prove the appointment of the Directors who made such call, nor that a quorum was present at the Board at which any call was made, nor that the meeting at which any call was made was duly convened or constituted nor any other matters whatsoever, but the proof of the matters aforesaid shall be conclusive evidence of the debt.

#### **PAYMENT IN ANTICIPATION OF CALL MAY CARRY INTEREST**

49. The Directors may, if they think fit, subject to the provisions of Section 50 of the Act, agree to and receive from any member willing to advance the same whole or any part of the moneys due upon the shares held by him beyond the sums actually called for, and upon the amount so paid or satisfied in advance, or so much thereof as from time to time exceeds the amount of the calls then made upon the shares in respect of which such advance has been made, the Company may pay interest at such rate not exceeding 12% unless the company in general meeting shall otherwise direct, as the member paying such sum in advance and the Directors agree upon provided that money paid in advance of calls shall not confer a right to participate in profits or dividend. The Directors may at any time repay the amount so advanced. The members shall not be entitled to any voting rights in respect of the moneys so paid by him until the same would but for such payment, become presently payable. The provisions of these Articles shall mutatis mutandis apply to the calls on debenture of the Company.

#### **FORFEITURE, SURRENDER AND LIEN**

##### **IF CALL OR INSTALLMENT NOT PAID, NOTICE MAY BE GIVEN**

50. If any member fails to pay any call or installment of a call in respect of any shares on or before the day appointed for the payment of the same, the Board may at any time hereafter during such time as the call or installment remains unpaid, serve a notice on such member or on the person (if any) entitled to the share by transmission requiring him to pay the same together with any interest that may have accrued and all expenses that may have been incurred by the Company by reason of such non-payment.

##### **FORM OF NOTICE**

51. The notice shall name a day (not being earlier than the expiry of fourteen days from the date of service of the notice) and a place or places on and at which such money, including the call or installment and such interest and expenses as aforesaid is to be paid. The notice shall also state that in the event of non-payment on or before the time and at the place appointed, the shares in respect of which the calls was made or installment was payable, will be liable to be forfeited.

##### **IN DEFAULT TO PAYMENT SHARES TO BE FORFEITED**

52. 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 all the calls or installments and interest and expenses due in respect thereof are paid, be forfeited by a resolution of the Board to that effect. Such forfeiture shall include all dividends and bonus declared in respect of the forfeited shares and not actually paid before forfeiture but provided that there shall be no forfeiture of unclaimed dividends before the claim becomes barred by law.

##### **NOTICE OF FORFEITURE**

53. When any share shall have been so forfeited, notice of the resolution shall be given to the member in whose name it stood immediately prior to the forfeiture and an entry of the forfeiture, with the date thereof, shall forthwith be made in the Register of Members provided however that the failure to give the notice of the shares having been forfeited will not in any way invalidate the forfeiture.

##### **FORFEITED SHARES TO BECOME PROPERTY OF THE COMPANY**

54. Any shares so forfeited shall be deemed to be the property of the Company and the Board may sell, re-allot otherwise dispose off the same in such manner as it thinks fit.

### **POWER TO ANNUL FORFEITURE**

55. The Board may, at any time before any share so forfeited shall have been sold, re-allotted or otherwise disposed off, annul the forfeiture thereof as a matter of grace and favour but not as of right upon such terms and conditions as it may think fit.

### **ARREARS TO BE PAID NOTWITHSTANDING FORFEITURE**

56. Any member whose shares have been forfeited shall notwithstanding the forfeiture, be liable to pay and shall forthwith pay to the Company all calls, installments, interest and expenses owing upon or in respect of such shares at the time of the forfeiture together with interest thereon from the time of forfeiture until payment at such rate not exceeding fifteen per cent per annum as the Board may determine and the Board may enforce the payment of such moneys or any part thereof if it thinks fit, but shall not be under any obligation so to do.

### **EFFECT OF FORFEITURE**

57. The forfeiture of a share shall involve the extinction of all interest in and also of all claims and demands against the Company, in respect of the share and all other rights, incidental to the share except only such of those rights as are by these Articles expressly saved.

### **PROCEEDS HOW TO BE APPLIED**

58. The net proceeds of any such sale shall be applied in or towards satisfaction of the said debts, liabilities or engagements and the residue (if any) paid to such member, his heirs, executors, administrators or assigns.

### **DECLARATION OF FORFEITURE**

59. (a) A duly verified declaration in writing that the declarant is a Director, the Managing Director of the Manager of the Secretary of the Company, and that share in the Company has been duly forfeited in accordance with these Articles, 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.
- (b) The Company may receive the consideration, if any, given for the Share on any sale, re-allotment or other disposal thereof any may execute a transfer of the Share in favour of the person to whom the Share is sold or disposed off.
- (c) The person to whom such Share is sold, re-allotted or disposed of shall thereupon be registered as the holder of the Share.
- (d) Any such purchaser or allottee shall not (unless by express agreement) be liable to pay calls, amounts, installments, interests and expenses owing to the Company prior to such purchase or allotment nor shall be entitled (unless by express agreement) to any of the dividends, interests or bonuses accrued or which might have accrued upon the Share before the time of completing such purchase or before such allotment.
- (e) Such purchaser or allottee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the Share be effected by the irregularity or invalidity in the proceedings in reference to the forfeiture, sale re-allotment or other disposal of the Shares.
60. The declaration as mentioned in Article 59 (a) of these Articles shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the Share.

### **TITLE OF PURCHASER AND ALLOTTEE OF FORFEITED SHARES**

61. The Company may receive the consideration, if any, given for the share on any sale, re-allotment or other disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed off and the person to whom such share is sold, re-allotted or disposed off may be registered as the holder of the share. Any such purchaser or allottee shall not (unless by express agreement to the contrary)



be liable to pay any calls, amounts, installments, interest and expenses owing to the Company prior to such purchase or allotment, nor shall he be entitled (unless by express agreement to contrary) to any of the dividends, interest or bonuses accrued or which might have accrued upon the share before the time of completing such purchase or before such allotment. Such purchaser or allottee 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 with reference to the forfeiture, sale, re-allotment or disposal of the share.

#### **PARTIAL PAYMENT NOT TO PRECLUDE FORFEITURE**

62. 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 Company from thereafter proceeding to enforce a forfeiture of such shares as herein provided.

#### **THE PROVISIONS OF THESE ARTICLES AS TO FORFEITURE TO APPLY IN CASE OF NON-PAYMENT OF ANY SUM**

63. The provisions of these Articles as to forfeiture shall apply to the case of non-payment of any sum which by the terms of issue of a share becomes payable at a fixed time, whether on account of the nominal value of the Shares or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

#### **BOARD MAY ACCEPT SURRENDER OF SHARES**

64. The Board may at any time, subject to the provisions of the Act, accept the surrender of any share from or by any member desirous of surrendering the same on such terms as the Board may think fit.

#### **COMPANY'S LIEN ON SHARE/DEBENTURES**

65. The Company shall have a first and paramount lien upon all the shares/debentures (other than fully paid-up shares/debentures) registered in the name of each member (whether solely or jointly with others) and upon the proceeds of sale thereof for all moneys (whether presently payable or not) called or payable at a fixed time in respect of such shares/debentures and no equitable interest in any share shall be created except upon the footing and condition that this Article will have full effect. And such lien shall extend to all dividends and bonuses from time to time declared in respect of such shares/debentures. The registration of a transfer of shares/debentures shall not operate as a waiver of the Company's lien if any, on such shares/debentures unless otherwise agreed by the Board. The Directors may at any time declare any shares/debentures wholly or in part to be exempt from the provisions of this Article.

#### **ENFORCING LIEN BY SALE**

66. For the purpose of enforcing such lien, the Board may sell the shares subject thereto in such manner as it thinks fit but no sale shall be made until such time fixed as aforesaid shall have arrived and until notice in writing of the intention to sell, shall have been served on such member his heirs, executors, administrators or other legal representatives as the case may be and default shall have been made by him or them in payment, fulfillment or discharged of such debts, liabilities or engagements for fourteen days after the date of such notice.

#### **APPLICATION OF PROCEEDS OF SALE**

67. The net proceeds of any such sale shall be received by the Company and applied in or towards satisfaction of the said debts, liabilities or engagements and the residue, if any, shall be paid to such member, his heirs, executors, administrators or other legal representatives, as the case may be.

#### **VALIDITY OF SALE IN EXERCISE OF LIEN AND AFTER FORFEITURE**

68. Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers herein before

given, the Board of Directors may appoint some person to execute an instrument of transfer of the shares sold and cause the purchaser's name to be entered in the register in respect of the shares sold and the purchaser shall not be bound to see to the regularity of the proceedings, nor to the application of the purchase money and after his name has been entered in the Register of members in respect of such shares, the validity of the sale shall not be impeached by any person and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively.

#### **BOARD OF DIRECTORS MAY ISSUE NEW CERTIFICATES**

69. Where an shares under the powers in that behalf herein contained are sold by the Board of Directors after forfeiture or for enforcing a lien, the certificate or certificates originally issued in respect of the relative shares shall (unless the same shall voluntarily or on demand by the Company, have been previously surrendered to the Company by the defaulting member) stand cancelled and become null and void and of no effect and the Board of Directors may issue a new certificate or certificates for such shares distinguishing it or them in such manner as it may think fit from the certificate or certificates previously issued in respect of the said shares.

#### **SUM PAYABLE ON ALLOTMENT TO BE DEEMED A CALL**

70. For the purpose of the provisions of these Articles relating to forfeiture of Shares, the sum payable upon allotment in respect of a share shall be deemed to be a call payable upon such Share on the day of allotment.

#### **TRANSFER AND TRANSMISSION OF SHARES**

##### **REGISTER OF TRANSFER**

71. The Company shall keep a book to be called the Register of Transfer and therein shall be fairly and distinctly entered the particulars of every transfer or transmission of any share.

##### **EXECUTION OF TRANSFER**

72. Subject to the Provisions of the Act and these Articles, the transfer of shares in or debentures of the Company shall be registered unless a proper instrument of transfer duly stamped and executed by or on behalf of the transferor or on behalf of the transferee and specifying the name, address and occupation, if any, of the transferee has been delivered to the Company along with the certificate if in existence or along with the letter of allotment of the shares or debentures. The transferor shall be deemed to remain the holder of such shares until the name of the transferee is entered in the register in respect thereof. Shares of different classes shall not be included in the same instrument of transfer.

##### **INSTRUMENT OF TRANSFER**

73. Every such instrument of transfer shall be signed both by the Transferor and transferee and the transferor shall be deemed to remain the holder of such share until the name of the transferee is entered in the Register of members in respect thereof.

##### **FORM OF TRANSFER**

74. The instrument of transfer shall be in writing and all the provisions of Section 56 of the Act and of any statutory modification thereof for the time being shall be duly complied with in respect of all transfers of shares and registration thereof. The Company shall use a common form for transfer.

##### **NO TRANSFER TO A PERSON OF UNSOUND MIND, ETC**

75. No transfer shall be made to a minor or a person of unsound mind.

##### **TRANSFER OF SHARES**

- 76.

- (i) An application for the registration of a transfer of shares may be made either by the transferor or by the transferee.
- (ii) Where the application is made by the transferor and relates to partly paid shares, the transfer shall not be registered unless the Company gives notice of the application to the transferee and the transferee makes no objection to the transfer within two weeks from the receipt of the notice.
- (iii) For the purpose of clause (2) hereof notice to the transferee shall be deemed to have been duly given if it is dispatched by prepaid registered post to the transferee at the address given in the instruments of transfer and shall be deemed to have been duly delivered at the time at which it would have been delivered in the ordinary course of post.

#### **DIRECTORS MAY REFUSE TO REGISTER TRANSFER**

77. Subject to the Provisions of Section 58 and 59, these Articles and other applicable provisions of the Act or any other law for the time being in force, the Board may refuse whether in pursuance of any power of the company under these Articles or otherwise to register the transfer of, or the transmission by operation of law of the right to, any Shares or interest of a Member in or Debentures of the Company. The Company shall within one month from the date on which the instrument of transfer, or the intimation of such transmission, as the case may be, was delivered to Company, send notice of the refusal to the transferee and the transferor or to the person giving intimation of such transmission, as the case may be giving reasons for such refusal. Provided that the registration of a transfer shall not be refused person or persons indebted to the Company on any account whatsoever except where the Company has a lien on Shares. If the Company refuses to register the transfer of any share or transmission of right therein, the Company shall within one month from the date on which instrument of transfer or the intimation of transmission, as the case may be, was delivered to the Company, sends notice of the refusal to the transferee and the transferor or to the person giving intimation of such transmission as the case may be. Nothing in these Articles shall prejudice any power of the Company to register as shareholder any person to whom the right to any shares of the Company has been transmitted by operation of law.

#### **NO FEE ON TRANSFER OR TRANSMISSION**

78. No fee shall be charged for registration of transfer, transmission, Probate, Succession, Certificate and Letters of administration, Certificate of Death or Marriage, Power of Attorney or similar other document.

#### **TRANSFER TO BE LEFT AT OFFICE AS EVIDENCE OF TITLE GIVEN**

79. Every instruments of transfer duly executed and stamped shall be left at the office for registration accompanied by the certificate of the shares to be transferred and such other evidence as the Company may require to prove the title of the transferor or his right to transfer the shares.

#### **WHEN TRANSFER TO BE RETAINED**

80. All instruments of transfer which are registered shall be retained by the Company but any instrument of transfer which the Board declines to register shall, on demand, be returned to the person depositing the same. The Board may cause to be destroyed all transfer deeds lying with the Company after such period not being less than eight years as it may determine.

#### **DEATH OF ONE OR MORE JOINT HOLDERS OF SHARES**

81. In the case of death of any one or more of the persons named in Register of Members as joint shareholders of any share, the survivors shall be the only persons recognized by the Company as having any title to or interest in such shares, but nothing herein contained shall be taken to release the estate of a joint shareholder from any liability to the Company on shares held by him jointly with any other person.

#### **TITLE TO SHARES OF DECEASED HOLDER**

82. Subject to Article 81 the heir, executor or administrator of a deceased shareholder shall be the only person recognized by the Company as having any title to his shares and the Company shall not be bound to recognize such heir, executor or administrator unless such heir, executor or administrator shall have first

obtained probate, letters of administration or succession certificate.

#### **REGISTRATION OF PERSONS ENTITLED TO SHARE OTHERWISE THAN BY TRANSFER**

83. Subject to the provisions of Article 90 any person becoming entitled to any share in consequence of the death, lunacy, bankruptcy or insolvency of any member or by any lawful means other than by a transfer in accordance with these present, may with the consent of the Directors (which they shall not be under any obligation to give) upon producing such evidence that the sustains the character in respect of which he proposes to act under this Article or of such titles as the Directors shall think sufficient, either be registered himself as a member in respect of such shares or elect to have some person nominated by him and approved by the Directors registered as a member in respect of such shares. Provided nevertheless that if such person shall elect to have his nominee registered he shall testify his election by executing in favor of his nominee on instrument of transfer in accordance with the provisions herein contained and until he does so, he shall not be free from any liability in respect of such shares.

A transfer of the share or other interest in the Company of a deceased member thereof made by his legal representative shall although the legal representative is not himself a member, be as valid as if he had been a member at the time of the execution of the instrument of transfer.

#### **CLAIMANT TO BE ENTITLED TO SAME ADVANTAGE**

84. The person entitled to a share by reason of the death lunacy, bankruptcy or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled as if he were registered holder of the shares 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 the meeting of the Company provided that the Board may at any time give notice requiring any such persons to elect either to be registered himself or to transfer shares and if the notice is not complied within sixty days the Board shall thereafter withhold payment of all dividends, interests, bonuses or other moneys payable in respect of the share until the requirements of the notice have been compelled with.

#### **TRANSMISSION OF SHARE**

85. Subject to the provisions of the Act and these Articles, any person becoming entitled to a share in consequence of the death, bankruptcy or insolvency of any member or by any lawful means other than by a transfer in accordance with these presents, may with the consent of the Board (which it shall not be under any obligation to give) upon producing such evidence as the Board think sufficient, either be registered himself as the holder of the share or elect to have some person nominated by him and approved by the Board registered as such holder, provided nevertheless that if such person shall elect to have his nominee registered, he shall testify the election by executing to his nominee an instrument of transfer of the share in accordance with the provisions herein contained and until he does so he shall not be freed from any liability in respect of the share.

#### **BOARD MAY REFUSE TO TRANSMIT**

86. The Board shall have the same right to refuse on legal grounds to register a person entitled by transmission to any share or his nominee, as if he were the transferee named in any ordinary transfer presented for registration.

#### **BOARD MAY REQUIRE EVIDENCE OF TRANSMISSION**

87. Every transmission of share shall be verified in such manner as the Board may require and if the Board so desires, be accompanied by such evidence as may be thought necessary and the Company may refuse to register any such transmission until the same be verified on requisite evidence produced or until or unless an indemnity be given to the Company with regard to such registration which the Board at its absolute discretion shall consider sufficient, provided nevertheless, that there shall not be any obligation on the Company or the Board to accept any indemnity.

#### **TRANSFER BY LEGAL REPRESENTATION**

88. A transfer of a share in the Company of a deceased member thereof made by his legal representative shall, although the legal representative is not himself a member be as valid as if he had been a member at the time of the execution of instrument of transfer.

#### **CERTIFICATE OF TRANSFER**

89. The Certification by the Company of any instrument of transfer of shares in or debentures of the Company, shall be taken as a representation by the Company to any person acting on the faith of the certification that there have been produced to the Company such documents as on the face of them show a prime facie title to the shares or debentures in the transferor named in the instrument of transfer, but not as a representation that the transferor has any title to the shares or debentures

#### **THE COMPANY NOT LIABLE FOR DISREGARD OF A NOTICE PROHIBITING**

#### **REGISTRATION OF TRANSFER**

90. The Company shall incur no liability or responsibility whatsoever in consequence of its registering or giving effect to any transfer or transmission 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 had notice of such equitable right, title or interest or notice prohibiting registration of such transfer any 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 of any equitable right, title or interest or be under any liability whatsoever for refusing or neglecting so to do, though it may have been entered or referred to in some books 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 shall so think fit.

#### **NOMINATION**

- 91.
- (i) Every shareholder or debenture holder of the Company, may at any time, nominate a person to whom his shares or debentures shall vest in the event of his death in such manner as may be determined by central government under the Act.
  - (ii) Where the shares or debentures of the Company are held by more than one person jointly, joint holders may together nominate a person to whom all the rights in the shares or debentures, as the case may be shall vest in the event of death of all the joint holders in such manner as may be determined by central government under the act.
  - (iii) Notwithstanding anything contained in any other law for the time being in force or in any disposition, whether testamentary or otherwise, where a nomination made in the manner aforesaid purports to confer on any person the right to vest the shares or debentures, the nominee shall, on the death of the shareholders or debenture holder or, as the case may be on the death of the joint holders become entitled to all the rights in such shares or debentures or, as the case may be, all the joint holders, in relation to such shares or debentures, to the exclusion of all other persons, unless the nomination is varied or cancelled in the manner as may be determined by central government under the Act.
  - (iv) Where the nominee is a minor, it shall be lawful for the holder of the shares or debentures, to make the nomination to appoint any person to become entitled to shares in, or debentures of, the Company in the manner prescribed under the Act, in the event of his death, during the minority.

#### **“Option of Nominee”**

- 92.
- (i) A nominee upon production of such evidence as may be required by the Board and subject as hereinafter provided, elect, either-(a) to register himself as holder of the share or debenture, as the case may be; (b) or to make such transfer of the shares and/or debentures, as the deceased shareholder or debenture holder, as the case may be, could have made.  
If the nominee elects to be registered as holder of the shares or debentures, himself, as the case

may be, he shall deliver or send to the Company, notice in writing signed by him stating that he so elects and such notice shall be accompanied with death certificate of the deceased shareholder or debenture holder, as the case may be.

- (ii) A nominee shall be entitled to the share dividend/interest and other advantages to which he would be entitled if he were the registered holder of the shares or debentures, provided that he shall not, before being registered as a member, be entitled to exercise any right conferred by membership in relation to the meeting of the Company.

Provided further that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the shares or debentures, and if the notice is not complied within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the shares or debentures, until the requirements of the notice have been complied with.

#### **TRUST NOT RECOGNISED**

93. Save as herein otherwise provided, the Company shall be entitled to treat the person whose names appears on the Register of Members/Debentures as the holder of any Shares/Debentures in the records of the Company and/or in the records of the Depository as the absolute owner thereof and accordingly shall not (except as may be ordered by a Court of competent jurisdiction or as may be required by law) be bound to recognize any benami trust or equitable, contingent, future or other claim or interest or partial interest in any such shares/debentures on the part of any other person or (except only as is by these Articles otherwise expressly provided) any right in respect of a share other than an absolute right thereto on the part of any other person whether or not it shall have express or implied notice thereof, but the Board shall be at liberty and at its sole discretion decided to register any share/debenture in the joint names of any two or more persons or the survivor or survivors of them.

#### **TRANSFER OF SECURITIES**

94. Nothing contained in Section 56(1) of the Act or these Articles shall apply to a transfer of securities affected by a transferor and transferee both of whom are entered as beneficial owners in the records of depository.

#### **NOTICE OF APPLICATION WHEN TO BE GIVEN**

95. Where, in case of partly paid Shares, an application for registration is made by the transferor, the Company shall give notice of the application to the transferee in accordance with the provisions of Section 56 of the Act.

#### **REFUSAL TO REGISTER NOMINEE**

96. Subject to the provisions of the Act and these Articles, the Directors shall have the same right to refuse to register a person entitled by transmission to any Share of his nominee as if he were the transferee named in an ordinary transfer presented for registration.

#### **PERSON ENTITLED MAY RECEIVE DIVIDEND WITHOUT BEING REGISTERED AS A MEMBER**

97. A person entitled to a Share by transmission shall subject to the right of the Directors to retain dividends or money as is herein provided, be entitled to receive and may give a discharge for any dividends or other moneys payable in respect of the Share.

#### **BOARD MAY REFUSE TRANSFER TO MORE THAN THREE PERSONS**

98. Subject to the provisions of the Act, the Board may refuse to transfer a share or shares in the joint names of more than three persons.

#### **JOINT HOLDERS**

99. If any share stands in the name of two or more persons, the person first named in the Register of Members

shall, as regards receipt of dividends or bonus or service of notice and/or any other matter connected with the Company, except voting at meeting and the transfer of the share, be deemed the sole holder thereof, but the joint holders of a share be severally as well as jointly, liable for the payment of all installments and calls due in respect of such share and for all incidents thereof subject to the following and other provisions contained in these articles;

#### **JOINT AND SEVERAL LIABILITIES FOR ALL PAYMENTS IN RESPECT OF SHARES**

- (a) The joint holders of any share shall be liable severally as well as jointly for and in respect of all calls and other payments which ought to be made in respect of such share.

#### **TITLE OF SURVIVORS**

- (b) On the death of any such joint holder, the survivor or survivors shall be the only person or persons recognized by the Company as having any title to the share but the Board may require such evidence of death as it 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.

#### **EFFECTUAL RECEIPTS**

- (c) Any one of several persons who is registered as joint holder of any share may give effectual receipts for all dividends and payments on account of dividends in respect of such share.

#### **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 delivery of the certificates relating to such share or to receive documents (which expression shall be deemed to include all documents referred to in Article 29 from the Company and document served on or sent to such person shall be deemed service on all the joint holders).

#### **VOTES OF JOINT HOLDERS**

- (e) Any one or 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 than that one or such persons so present whose name stands first or higher (as the case may be) on the Register of Members in respect of such shares shall alone be entitled to vote in respect thereof but the others of the joint holders shall be entitled to be present at the meeting; provided always that a joint holder present at any meeting personally 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 an attorney or by proxy although the name of such joint holder present by an attorney or proxy stands first or higher (as the case may be) in the register in respect of such shares. Several executors or administrators of a deceased members in whose (deceased member's) sole name any shares stand shall for the purpose of this Article, be deemed joint holders.

#### **CONVERSION OF SHARES INTO STOCK**

#### **SHARES MAY BE CONVERTED INTO STOCK**

- 100. The Board may, pursuant to section 61 with the sanction of a General Meeting, convert any paid up share into stock and when any shares shall have been converted into stock, the several holders of such stock may henceforth, transfer their respective interests therein or any part of such interest in the same manner as and subject to the same regulations, under which fully paid up share in the capital of the Company may be transferred or as near thereto as circumstances will admit, but the Board may, from time to time if it thinks fit, fix the minimum amount of stock transferable and direct that fractions of a rupee shall not be dealt with, power nevertheless at their discretion to waive such rules in any particular case.

## **RIGHTS OF STOCK-HOLDERS**

101. The stock shall confer on the holders thereof respectively the same rights, privileges and advantages as regards participation in the profits and voting at meetings of the Company and for other purposes as would have been conferred by shares of equal amount in the capital of the Company of the same class as the shares from which such stock was converted, but so that none of such privileges or advantages except participation in the profits of the Company or in the assets of the Company on a winding up, shall be conferred by any such equivalent part of consolidated stock as would not, if existing in shares have conferred such privileges or advantages. No such conversion shall effect or prejudice any preference or other special privileges attached to the shares so converted. Save as aforesaid, all the provisions herein contained shall, so far as circumstances will admit, apply to stock as well as to shares. The Company may at any time reconvert any such stock into fully paid up shares of any denomination.

## **MEETING OF MEMBERS**

102. (a) Subject to Section 96 of the Act, the Company shall in each year hold, in addition to any other meetings, a General Meeting as its Annual General Meeting and shall specify the meeting as such in the notices calling it and not more than fifteen months shall elapse between the date of the Annual General Meeting of the Company and that of the next, provided also that the Register may, for any special reason, extend the time within which any annual general meeting shall be held by a period not exceeding three months.
- (b) Every Annual General Meeting shall be called for at a time during business hours that is between 9 a.m. and 6 p.m. on any day that is not a national holiday and shall be held either at the Registered Office of the Company or at some other place within the city or town or village in which the Registered Office of the Company is situated.
103. The Company shall in accordance with Section 92 of the Act, within 60 days from the day on which the Annual General Meeting is held, prepare and file with the Registrar an annual return together with the copy of the financial statements, including consolidated financial statement, if any, along with all the documents which are required to be or attached to such financial statements under this act, duly adopted at the Annual General Meeting of the company. A copy of the financial statements adopted at the Annual General Meeting shall be filed within 30 days of the annual general meeting in accordance with Section 137 of the Act.

## **DISTINCTION BETWEEN ANNUAL GENERAL MEETING AND EXTRA-ORDINARY GENERAL MEETING**

104. The General Meeting referred to in Article 99 shall be called and styled as an Annual General Meeting and all meetings other than the Annual General Meeting shall be called Extra-ordinary General Meetings.

## **CALLING OF EXTRA-ORDINARY GENERAL MEETING**

105. (1) The Board may, whenever it deems fit, call an extraordinary general meeting of the company.
- (2) The Board shall, at the requisition made by such number of members who hold, on the date of the receipt of the requisition, not less than one-tenth of such of the paid-up share capital of the company as on that date carries the right of voting power of all the members having on the said date a right to vote, call an extraordinary general meeting of the company within the period specified in clause (4).
- (3) The requisition made under clause (2) shall set out the matters for the consideration of which the meeting is to be called and shall be signed by the requisitionists and sent to the registered office of the company.
- (4) If the Board does not, within twenty-one days from the date of receipt of a valid requisition in regard to any matter, proceed to call a meeting for the consideration of that matter on a day not later than forty-five days from the date of receipt of such requisition, the meeting may be called and held by the requisitionists themselves within a period of three months from the date of the requisition.
- (5) A meeting under clause (4) by the requisitionists shall be called and held in the same manner in which the meeting is called and held by the Board.



- (6) Any reasonable expenses incurred by the requisitionists in calling a meeting under clause (4) shall be reimbursed to the requisitionists by the company and the sums so paid shall be deducted from any fee or other remuneration under section 197 payable to such of the directors who were in default in calling the meeting.

#### **LENGTH OF NOTICE FOR CALLING MEETING**

106.

- (1) A general meeting of a company may be called by giving not less than clear twenty-one days' notice either in writing or through electronic mode in such manner as may be determined by central government:

Provided that a general meeting may be called after giving a shorter notice if consent is given in writing or by electronic mode by not less than ninety-five per cent. of the members entitled to vote at such meeting.

- (2) Every notice of a meeting shall specify the place, date, day and the hour of the meeting and shall contain a statement of the business to be transacted at such meeting.
- (3) The notice of every meeting of the company shall be given to –
- a. every member of the company, legal representative of any deceased member or the assignee of an insolvent member;
  - b. the auditor or auditors of the company; and
  - c. every director of the company.
- (4) Any accidental omission to give notice to, or the non-receipt of such notice by, any member or other person who is entitled to such notice for any meeting shall not invalidate the proceedings of the meeting.

#### **EXPLANATORY STATEMENT TO BE ANNEXED TO NOTICE / SPECIAL BUSINESS**

107.

- (1) Pursuant to section 102 a statement setting out the following material facts concerning each item of special business to be transacted at a general meeting, shall be annexed to the notice calling such meeting, namely: -
- (a) the nature of concern or interest, financial or otherwise, if any, in respect of each items of—
    - (i) every director and the manager, if any;
    - (ii) every other key managerial personnel; and
    - (iii) relatives of the persons mentioned in sub-clauses (i) and (ii);
  - (b) any other information and facts that may enable members to understand the meaning, scope and implications of the items of business and to take decision thereon.
- (2) For the purposes of clause (1),—
- (a) in the case of an annual general meeting, all business to be transacted thereat shall be deemed special, other than—
    - (i) the consideration of financial statements and the reports of the Board of Directors and auditors;
    - (ii) the declaration of any dividend;
    - (iii) the appointment of directors in place of those retiring;
    - (iv) the appointment of, and the fixing of the remuneration of, the auditors; And
  - (b) in the case of any other meeting, all business shall be deemed to be special:

Provided that where any item of special business to be transacted at a meeting of the company relates to or affects any other company, the extent of shareholding interest in that other company of every promoter, director, manager, if any, and of every other key

managerial personnel of the first mentioned company shall, if the extent of such shareholding is not less than two per cent. of the paid-up share capital of that company, also be set out in the statement.

- (3) Where any item of business refers to any document, which is to be considered at the meeting, the time and place where such document can be inspected shall be specified in the statement under sub-clause (1).

108. No General Meeting, Annual or Extra-ordinary, shall be competent to enter upon, discuss or transact any business which has not been specifically mentioned in the notice or notices upon which it is convened.

### **QUORUM**

109.

- (1) The quorum for a General Meeting of the Company shall be as under:
- (i) five members personally present if the number of members as on the date of meeting is not more than one thousand; or
  - (ii) fifteen members personally present if the number of members as on the date of meeting is more than one thousand but up to five thousand; or
  - (iii) thirty members personally present if the number of members as on the date of the meeting exceeds five thousand; shall be the quorum for a meeting of the company.
- (2) If the quorum is not present within half-an-hour from the time appointed for holding a meeting of the company –
- (a) the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such other date and such other time and place as the Board may determine; or
  - (b) the meeting, if called by requisitionists under section 100, shall stand cancelled:  
Provided that in case of an adjourned meeting or of a change of day, time or place of meeting under clause (a), the company shall give not less than three days notice to the members either individually or by publishing an advertisement in the newspapers (one in English and one in vernacular language) which is in circulation at the place where the registered office of the company is situated.
- (3) If at the adjourned meeting also, a quorum is not present within half-an-hour from the time appointed for holding meeting, the members present shall be the quorum.

### **RESOLUTION PASSED AT ADJOURNED MEETING**

110. Where a resolution is passed at an adjourned meeting of –

- (a) a company; or
- (b) the holders of any class of shares in a company; or
- (c) the Board of Directors of a company,

the resolution shall, for all purposes, be treated as having been passed on the date on which it was in fact passed, and shall not be deemed to have been passed on any earlier date.

### **REGISTRATION OF RESOLUTIONS AND AGREEMENTS**

111. The Company shall comply with the provisions of Section 117 of the Act relating to registration of certain resolutions and agreements.

### **POWER OF ADJOURN GENERAL MEETING**

112.

- (1) The Chairman of the General Meeting at which a quorum is present, and shall if so directed by the meeting, may adjourn the same from time to time and from place to place, but no business shall be

transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

- (2) 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.
- (3) Save as aforesaid, it shall not be necessary to give any notice of an adjournment of or of the business to be transacted at any adjourned meeting.

#### **CHAIRMAN OF GENERAL MEETING**

113. The Chairman of the Board shall, if willing, preside as Chairman at every General Meeting, Annual or Extra-ordinary, if there be no such Chairman or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding such meeting or being present declined to take the Chair, the Directors present may choose one of their members to be Chairman and in default of their doing so, the members present shall choose one of the Directors to be Chairman and if no Director present be willing to take the Chair, members shall, on a show of hands elect one of their numbers to be Chairman, of the meeting, if a poll is demanded on the election of the Chairman, it shall be taken forthwith in accordance with the provisions of the Act and these Articles and the Chairman elected on a show of hands shall exercise all the powers of the Chairman under the said provisions. If some other person if elected chairman as a result of the poll, he shall be the Chairman for the rest of the meeting.

#### **BUSINESS CONFINED TO ELECTION OF CHAIRMAN WHILE CHAIR VACANT**

114. No business shall be discussed at any General Meeting except the election of a Chairman while the chair is vacant.

#### **RESOLUTION MUST BE PROPOSED AND SECONDED**

115. No resolution submitted to a meeting, unless proposed by the Chairman of the meeting shall be discussed nor put to vote until the same has been proposed by a member present and entitled to vote at such meeting and seconded by another member present and entitled to vote at such meeting.

#### **POSTAL BALLOT**

- 116.
- (1) Notwithstanding anything contained in this Act, the company –
    - (a) shall, in respect of such items of business as the Central Government may, by notification, declare to be transacted only by means of postal ballot; and
    - (b) may, in respect of any item of business, other than ordinary business and any business in respect of which directors or auditors have a right to be heard at any meeting, transact by means of postal ballot, in such manner as may be determined by Central Government, instead of transacting such business at a general meeting.
  - (2) If a resolution is assented to by the requisite majority of the shareholders by means of postal ballot, it shall be deemed to have been duly passed at a general meeting convened in that behalf.

#### **DECLARATION OF CHAIRMAN TO BE CONCLUSIVE**

117. A declaration by the Chairman that a resolution has or has not been carried either unanimously or by a particular majority and an entry to that effect in the books containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact, without proof of the number or proportion of the votes cast in favour of or against such resolution.

#### **CIRCULATION OF MEMBERS' RESOLUTION**

- 118.
- (1) A company shall, on requisition in writing of such number of members, as required in section 100,—
    - (a) give notice to members of any resolution which may properly be moved and is intended to be moved at a meeting; and
    - (b) circulate to members any statement with respect to the matters referred to in proposed resolution

or business to be dealt with at that meeting.

- (2) A company shall not be bound under this section to give notice of any resolution or to circulate any statement unless –
- (a) a copy of the requisition signed by the requisitionists (or two or more copies which, between them, contain the signatures of all the requisitionists) is deposited at the registered office of the company,—
    - (i) in the case of a requisition requiring notice of a resolution, not less than six weeks before the meeting;
    - (ii) in the case of any other requisition, not less than two weeks before the meeting; and
  - (b) there is deposited or tendered with the requisition, a sum reasonably sufficient to meet the company's expenses in giving effect thereto:

Provided that if, after a copy of a requisition requiring notice of a resolution has been deposited at the registered office of the company, an annual general meeting is called on a date within six weeks after the copy has been deposited, the copy, although not deposited within the time required by this sub-section, shall be deemed to have been properly deposited for the purposes thereof.

- (3) The company shall not be bound to circulate any statement as required by clause(b) of sub-section (1), if on the application either of the company or of any other person who claims to be aggrieved, the Central Government, by order, declares that the rights conferred by this section are being abused to secure needless publicity for defamatory matter.
- (4) An order made under sub-section (3) may also direct that the cost incurred by the company by virtue of this section shall be paid to the company by the requisitionists, notwithstanding that they are not parties to the application.

#### **VOTES MAY BE GIVEN BY PROXY OR ATTORNEY**

119. Subject to the provisions of the Act and these Articles, votes may be given either personally or by an attorney or by proxy or in the case of a body corporate, also by a representative duly authorised under section 113 of the Act.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights

Provided that a member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

#### **VOTES OF MEMBERS**

- 120.
- (1) Subject to the provisions of section 43 and sub-section (2) of section 50, -
    - (a) every member of a company limited by shares and holding equity share capital therein, shall have a right to vote on every resolution placed before the company; and
    - (b) his voting right on a poll shall be in proportion to his share in the paid-up equity share capital of the company.
  - (2) Every member of a company limited by shares and holding any preference share capital therein shall, in respect of such capital, have a right to vote only on resolutions placed before the company which directly affect the rights attached to his preference shares and, any resolution for the winding up of the company or for the repayment or reduction of its equity or preference share capital and his voting right on a poll shall be in proportion to his share in the paid-up preference share capital of the company:

Provided that the proportion of the voting rights of equity shareholders to the voting rights of the preference shareholders shall be in the same proportion as the paid-up capital in respect of the equity shares bears to the paid-up capital in respect of the preference shares:

Provided further that where the dividend in respect of a class of preference shares has not been paid for a period of two years or more, such class of preference shareholders shall have a right to vote on all the resolutions placed before the company.

#### **RIGHT OF MEMBER TO USE HIS VOTES DIFFERENTLY**

121. On a poll being taken at meeting of the Company, a member entitled to more than one vote or his proxy or other person entitled to vote for him as the case may be need not, if he votes, use all his votes or cast in the same way all the votes he uses.

#### **REPRESENTATION OF BODY CORPORATE**

122. Pursuant to section 113 a body corporate whether a Company within meaning of the Act or not may, if it is a member or creditor of the Company including being a holder of debentures, may authorize such person by a resolution of its Board of Directors, as it thinks fit, to act as its representative at any meeting of members and creditors of the Company.

#### **REPRESENTATION OF THE PRESIDENT OF INDIA OR GOVERNORS**

123. The President of India or the Governor of State if he is a member of the Company may appoint such person as he thinks fit to act, as his representative at any meeting of the Company or at any meeting of any class of members of the Company in accordance with provisions of Section 112 of the Act or any other statutory provision governing the same.

A person appointed to act as aforesaid shall for the purposes of the Act be deemed to be a member of such a Company and shall be entitled to exercise the same rights and powers (including the right to vote by proxy) as the Governor could exercise, as member of the Company.

#### **RESTRICTION ON EXERCISE OF VOTING RIGHT BY MEMBERS WHO HAVE NOT PAID CALLS**

124. No member shall exercise any voting right in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the Company has and/or has exercised its right of lien.

#### **RESTRICTION ON EXERCISE OF VOTING RIGHT IN OTHER CASES TO BE VOID**

125. A member is not prohibited from exercising his voting right on the ground that he has not held his share or other interest in the Company for any specified period preceding the date on which the vote is taken, or on any other ground not being a ground set out in Article 124.

#### **HOW MEMBER NON-COMPOS MENTIS MAY VOTE**

126. If any member be a lunatic or non-compos mentis, the vote in respect of his share or shares shall be his committee or other legal guardian provided that such evidence of the authority of the person claimed to vote as shall be acceptable by the Board shall have been deposited at the office of the Company not less than forty eight hours before the time of holding a meeting.

#### **INSTRUMENT OF PROXY**

127. The instrument appointing a proxy shall be in writing and signed by the appointer or his attorney duly authorized in writing or if the appointer is a body corporate be under its seal or be signed by an officer or attorney duly authorized by it.

#### **INSTRUMENT OF PROXY TO BE DEPOSITED AT OFFICE**

128. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority shall be deposited at the registered office of the Company not less than forty eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote and in default, the instrument of proxy shall not be treated as valid. No instrument of proxy shall be valid after the expiration of twelve months from the date of its execution.

#### **WHEN VOTE BY PROXY VALID THOUGH AUTHORITY REVOKED**

129. 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 share in respect of which the vote 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 adjournment meeting at which the proxy is used.

#### **FORM OF PROXY**

130. Every instrument of proxy, whether for specified meeting or otherwise shall, as nearly as circumstances will admit, be in the form Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014.

#### **TIME FOR OBJECTION TO VOTE**

131. No objection shall be made to the validity of any vote except at the meeting or poll at which such vote shall be so tendered and every vote whether given personally or by proxy and not disallowed at such meeting or poll shall be deemed valid for all purposes of such meeting or poll whatsoever.

#### **CHAIRMAN OF ANY MEETING TO BE THE JUDGE OF VALIDITY OF ANY VOTE**

132. The Chairman of any meeting shall be sole judge of the validity of every vote tendered at such meeting. The Chairman present at the time of taking of a poll shall be the sole judge of the validity of every vote tendered at such poll.

#### **MEMBER PAYING MONEY IN ADVANCE NOT BE ENTITLED TO VOTE IN RESPECT THEREOF**

133. A Member paying the whole or a part of the amount remaining unpaid on any Share held by him although no part of that amount has been called up, shall not be entitled to any voting rights or participate in dividend or profits in respect of moneys so paid by him until the same would but for such payment become presently payable

#### **DIRECTORS**

- 134.
- 1) Until otherwise determined by a General Meeting of the Company and subject to the provisions of Section 149 of the Act, the number of Directors shall not be less than three nor more than fifteen.
  - 2) As on the date of adoption of this Articles of Association, following are the directors of the company:

- 1. BHARAT RASIKLAL SHAH**
- 2. PRAVINABEN BHARATBHAI SHAH**
- 3. SHUBHAM BHARATBHAI SHAH**

#### **BOARD OF DIRECTORS**

135. **The following shall be the First Directors of the Company.**

- 1. BHARAT RASIKLAL SHAH**
- 2. PRAVINABEN BHARATBHAI SHAH**

### **3. SHUBHAM BHARATBHAI SHAH**

#### **INCREASE IN NUMBER OF DIRECTORS TO REQUIRE GOVERNMENT SANCTION**

136. The appointment of the Directors exceeding 15 (fifteen) will be subject to the provisions of Section 149 of the Act.

#### **POWER OF DIRECTORS TO APPOINT ADDITIONAL DIRECTORS**

137. The Board of Directors shall have the power to appoint any person, other than a person who fails to get appointed as a director in a general meeting, as an additional director at any time who shall hold office up to the date of the next annual general meeting or the last date on which the annual general meeting should have been held, whichever is earlier.

#### **ALTERNATE DIRECTORS**

138. The Board of Directors shall have the power to appoint a person, not being a person holding any alternate directorship for any other director in the company, to act as an alternate director for a director during his absence for a period of not less than three months from India:

Provided that 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 this Act:

Provided further that an alternate director shall not hold office for a period longer than that permissible to the director in whose place he has been appointed and shall vacate the office if and when the director in whose place he has been appointed returns to India:

Provided also that if the term of office of the original director is determined before he so returns to India, any provision for the automatic re-appointment of retiring directors in default of another appointment shall apply to the original, and not to the alternate director.

#### **NOMINEE DIRECTORS**

139. The Board shall have the power to appoint any person as a director nominated by any institution in Pursuance of the provisions of any law for the time being in force or of any agreement or by the Central Government or the State Government by virtue of its shareholding in a Government company.

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, in default of and subject to any regulations in the articles of the company, be filled by the Board of Directors at a meeting of the Board:

Provided that any person so appointed shall hold office only up to the date up to which the director in whose place he is appointed would have held office if it had not been vacated.

140. A Director need not hold any qualification shares.

#### **REMUNERATION OF DIRECTORS**

- 141.
- (1) Subject to the provisions of the Act, a Managing Director or any other Director, who is in the Whole time employment of the Company may be paid remuneration either by way of a monthly payment or at a specified percentage of the net profits of the Company or partly by one way and partly by the other.
  - (2) Subject to the provisions of the Act, a Director who is neither in the Whole-time employment not a Managing Director may be paid remuneration.
    - (i) by way of monthly, quarterly or annual payment with the approval of the Central Government: or

- (ii) by way of commission if the Company by a special resolution authorises such payments.
- (3) The fees payable to Director (including a Managing or whole-time Director, if any) for attending a meeting of the Board or Committee shall be decided by the Board of Directors from time to time, however the amount thereof shall not exceed limit provided in the Companies Act, 2013 and rules, if any, framed there under.
- (4) if any Director be called upon to perform extra services or special exertion or efforts (which expression shall include work done by a Director as member of any committee formed by the Directors), the Board may arrange with such Directors for such special remuneration for such extra services or special exertions or either by a fixed sum or otherwise as may be determined by the Board and such remuneration may be either in addition to or in substitution for his remuneration above provided subject to the provision of Section 197(4) of the Act.

#### **INCREASE IN REMUNERATION OF DIRECTORS TO REQUIRE GOVERNMENT SANCTION**

142. Any provision relating to the remuneration of any Director including the Managing Director or Joint Managing Director or whole time Director or executive Director whether contained in his original appointment or which purports to increase or has the effect of increasing whether directly or indirectly the amount of such remuneration and whether that provisions are contained in the articles or in any agreement entered into by the Board of Directors shall be subject to the provisions of Section 196, 197 and 203 of the Act and in accordance with the conditions specified in Schedule V and to the extent to which such appointment or any provisions for remuneration thereof is not in accordance with the Schedule V, the same shall not have any effect unless approved by the Central Government and shall be effective for such period and be subject to such conditions as may be stipulated by the Central Government and to the extent to which the same is not approved by the Central Government, the same shall become void and not enforceable against the Company.

#### **TRAVELLING EXPENSES INCURRED BY A DIRECTOR NOT A BONAFIDE RESIDENT OR BY DIRECTOR GOING OUT ON COMPANY'S BUSINESS**

143. The Board may allow and pay to any Director who is not a bonafide resident of the place where the meetings of the Board or committee thereof are ordinarily held and who shall come to a such place for the purpose of attending any meeting, such sum as the Board may consider fair compensation or for traveling, boarding, lodging and other expenses, in addition to his fee for attending such meeting as above specified and if any Director be called upon to go or reside out of the ordinary place of his residence on the Company's business, he shall be entitled to be repaid and reimbursed any travelling or other expenses, incurred in connection with business of the Company.

#### **DIRECTORS MAY ACT NOTWITHSTANDING ANY VACANCY**

144. The continuing Directors may act notwithstanding any vacancy in the Board, but if and so long as the number is reduced below the quorum fixed by the Act or by these Articles 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 for summoning a General Meeting of the Company but for no other purpose.

#### **DISCLOSURE OF INTEREST OF DIRECTORS**

- 145.
- (1) Every director shall at the first meeting of the Board in which he participates as a director and thereafter at the first meeting of the Board in every financial year or whenever there is any change in the disclosures already made, then at the first Board meeting held after such change, disclose his concern or interest in an company or companies or bodies corporate, firms, or other association of individuals which shall include the shareholding, in such manner as may be determined by central government.
  - (2) Every director of a company who is in any way, whether directly or indirectly, concerned or interested in a contract or arrangement or proposed contract or arrangement entered into or to be entered into—



- a. with a body corporate in which such director or such director in association with any other director, holds more than two per cent. shareholding of that body corporate, or is a promoter, manager, Chief Executive Officer of that body corporate; or
- b. with a firm or other entity in which, such director is a partner, owner or member, as the case may be, shall disclose the nature of his concern or interest at the meeting of the Board in which the contract or arrangement is discussed and shall not participate in such meeting:

Provided that where any director who is not so concerned or interested at the time of entering into such contract or arrangement, he shall, if he becomes concerned or interested after the contract or arrangement is entered into, disclose his concern or interest forthwith when he becomes concerned or interested or at the first meeting of the Board held after he becomes so concerned or interested.

- (3) A contract or arrangement entered into by the company without disclosure under sub-section (2) or with participation by a director who is concerned or interested in any way, directly or indirectly, in the contract or arrangement, shall be voidable at the option of the company.
- (4) Nothing in this Article-
  - (a) shall be taken to prejudice the operation of any rule of law restricting a director of a company from having any concern or interest in any contract or arrangement with the company;
  - (b) shall apply to any contract or arrangement entered into or to be entered into between two companies where any of the directors of the one company or two or more of them together holds or hold not more than two per cent. of the paid-up share capital in the other company.

#### **INTERESTED DIRECTOR NOT TO PARTICIPATE OR VOTE ON BOARD'S PROCEEDINGS**

146. No Director of the Company shall, as Director, take any part in the discussion of or vote on any contract or arrangement entered into or to be entered into by or on behalf of the Company if he is in any way whether directly or indirectly, concerned or interested in the contract or arrangement, nor shall his presence count for the purpose of forming a quorum at the time of any such discussion or vote and if he does vote his vote shall be void, provided however that Directors may vote on any contract of indemnity against any loss which the Directors or any one or more of them may suffer by reason of becoming or being sureties or surety for the Company.

#### **BOARD'S SANCTION TO BE REQUIRED FOR CERTAIN CONTRACTS IN WHICH PARTICULAR DIRECTOR IS INTERESTED**

- 147.
- 1) Except with the consent of the Board of Directors of the Company and of the Shareholders where applicable, the Company, shall not enter into any contract with a Related Party in contravention of Section 188 of the Act and the Rules made thereunder—
    - (i) for the sale, purchase or supply of any goods, materials or services; or
    - (ii) selling or otherwise disposing of, or buying, property of any kind;
    - (iii) leasing of property of any kind;
    - (iv) availing or rendering of any services;
    - (v) appointment of any agent for purchase or sale of goods, materials, services or property;
    - (vi) such Related Party's appointment to any office or place of profit in the Company, its subsidiary company or associate company;
    - (vii) underwriting the subscription of any securities or derivatives thereof, of the Company;
  - 2) Nothing contained in clause (1) shall affect any transactions entered into by the Company in its

ordinary course of business other than transactions which are not on an arm's length basis.

- 3) Notwithstanding anything contained in clauses (1) and (2) a Related Party may, in circumstances of urgent necessity enter, without obtaining the consent of the Board, into any contract with the Company; but in such a case the consent of the Board shall be obtained at a meeting within three months of the date of which the contract was entered into or such other period as may be prescribed under the Act. (S.188 (3))
- 4) Every consent of the Board required under this Article shall be accorded by a resolution of the Board and the consent required under Clause (1) shall not be deemed to have been given within the meaning of that clause unless the consent is accorded before the contract is entered into or within three months of the date on which it was entered into or such other period as may be prescribed under the Act.
- 5) If the consent is not accorded to any contract under this Article anything done in pursuance of the contract will be voidable at the option of the Board.

### **SPECIAL DIRECTOR**

148. In connection with any collaboration arrangement with any company or corporation or any firm or person for supply of technical know-how and/or machinery or technical advice the directors may authorize such company, corporation, firm or person herein-after in this clause referred to as "collaborator" to appoint from time to time any person as director of the company (hereinafter referred to as "special director") and may agree that such special director shall not be liable to retire by rotation and need not possess any qualification shares to qualify him for office of such director, so however that such special director shall hold office so long as such collaboration arrangement remains in force unless otherwise agreed upon between the Company and such collaborator under the collaboration arrangements or at any time thereafter.

The collaborators may at any time and from time to time remove any such special director appointed by it and may at the time of such removal and also in the case of death or resignation of the person so appointed, at any time appoint any other person as special director in his place and such appointment or removal shall be made in writing signed by such company or corporation or any partner or such person and shall be delivered to the Company at its registered office.

It is clarified that every collaborator entitled to appoint a director under this article may appoint one such person as a director and so that if more than one collaborator is so entitled there may be at any time as many special directors as the collaborators eligible to make the appointment.

### **DIRECTORS' SITTING FEES**

149. The fees payable to a Director for attending each Board meeting shall be such Sum as may be fixed by the Board of Directors not exceeding such as may be determined by central government by the Central Government for each of the meetings of the Board or A committee thereof and adjournments thereto attended by him. The directors, Subject to the sanction of the Central Government (if any required) may be paid such higher fees as the Company in General Meeting shall from time to time determine.

### **DIRECTORS AND MANAGING DIRECTOR MAY CONTRACT WITH COMPANY**

150. Subject to the provisions of the Act the Directors (including a Managing Director And whole time Director) shall not be disqualified by reason of his or their office as such from holding office under the Company or from contracting with the Company either as vendor, purchaser, lender, agent, broker, lessor or lessee or Otherwise, nor shall any such contract or any contracts or arrangement entered Into by or on behalf of the Company with any Director or with any company or Partnership of or in which any Director shall be a member or otherwise interested be avoided nor shall any Director so contracting be liable to account to the Company for any profit realized by such contract or arrangement by reason only Of such director holding that office or of the fiduciary relation thereby established, but it is declared that the nature of his interest shall be disclosed as Provided by Section 188 of the Act and in this respect all the provisions of Section 179, 180, 184, 185, 186, 188, 189and 196 of the Act shall be duly observed and complied with.

### **DISQUALIFICATION OF THE DIRECTOR**

151.

- (1) A person shall not be eligible for appointment as a director of a company, if -
  - (a) he is of unsound mind and stands so declared by a competent court;
  - (b) he is an undischarged insolvent;
  - (c) he has applied to be adjudicated as an insolvent and his application is pending;
  - (d) he has been convicted by a court of any offence, whether involving moral turpitude or otherwise, and sentenced in respect thereof to imprisonment for not less than six months and a period of five years has not elapsed from the date of expiry of the sentence:  
Provided that if a person has been convicted of any offence and sentenced in respect thereof to imprisonment for a period of seven years or more, he shall not be eligible to be appointed as a director in any company;
  - (e) an order disqualifying him for appointment as a director has been passed by a court or Tribunal and the order is in force;
  - (f) he has not paid any calls in respect of any shares of the company held by him, whether alone or jointly with others, and six months have elapsed from the last day fixed for the payment of the call;
  - (g) he has been convicted of the offence dealing with related party transactions under section 188 at any time during the last preceding five years; or
  - (h) he has not complied with sub-section (3) of section 152.
- (2) No person who is or has been a director of a company which -
  - (a) has not filed financial statements or annual returns for any continuous period of three financial years; or
  - (b) has failed to repay the deposits accepted by it or pay interest thereon or to redeem any debentures on the due date or pay interest due thereon or pay any dividend declared and such failure to pay or redeem continues for one year or more shall be eligible to be re-appointed as a director of that company or appointed in other company for a period of five years from the date on which the said company fails to do so.

#### **DIRECTORS VACATING OFFICE**

152. The office of a Director shall be vacated if :

- (i) he is found to be of unsound mind by a Court of competent jurisdiction;
- (ii) he applied to be adjudicated an insolvent;
- (iii) he is adjudicated an insolvent;
- (iv) he is convicted by a Court, of any offence involving moral turpitude or otherwise and sentenced in respect thereof to imprisonment for not less than six months and a period of five years has not elapsed from the expiry of the sentence; Provided that if a person has been convicted of any offence and sentenced in respect thereof to imprisonment for a period of seven years or more, he shall not be eligible to be appointed as a director in any company;
- (v) he fails to pay any call in respect of shares of the Company held by him, whether alone or jointly with others, within six months from the last date fixed for the payment of the call unless the Central Government by Notification in the Official Gazette removes the disqualification incurred by such failure;
- (vi) he absents himself from all the meetings of the Board of Directors held during a period of twelve months with or without seeking leave of absence of the Board;
- (vii) he is removed in pursuance of Section 169 of Act;
- (viii) having been appointed a Director by virtue of his holding any office or other employment in the

Company, he ceases to hold such office or other employment in the Company;

- (ix) he acts in contravention of the provisions of Section 184 of the Act relating to entering into contracts or arrangements in which he is directly or indirectly interested;
- (x) he fails to disclose his interest in any contract or arrangement in which he is directly or indirectly interested, in contravention of the provisions of section 184.

#### **DIRECTOR MAY BE DIRECTOR OF COMPANIES PROMOTED BY THE COMPANY**

153. Subject to provisions of Section 203 of the Act, a Director may be or become a director of any company promoted by the Company, or in which it may be interested as a vendor, shareholder, or otherwise and no such Director shall be accountable for any benefit received as director or Shareholder of such company except in so far Section 197 or Section 188 of the Act may be applicable.

#### **RETIREMENT AND ROTATION OF DIRECTORS**

##### **RETIREMENT OF DIRECTORS BY ROTATION**

154.

- (1)
  - (a) At every Annual General Meeting, not less than two-thirds of the total number of directors of a company shall -
    - (i) be persons whose period of office is liable to determination by retirement of directors by rotation; and
    - (ii) save as otherwise expressly provided in this Act, be appointed by the company in general meeting.
  - (b) The remaining directors in the case of any such company shall, in default of, and subject to any regulations in the articles of the company, also be appointed by the company in general meeting.
  - (c) At the first annual general meeting of a public company held next after the date of the general meeting at which the first directors are appointed in accordance with clauses (a) and (b) and a every subsequent annual general meeting, one-third of such of the directors for the time being as are liable to retire by rotation, or if their number is neither three nor a multiple of three, then, the number nearest to one-third, shall retire from office.
  - (d) The directors to retire by rotation at every annual general meeting shall be those who have been longest in office since their last appointment, but as between persons who became directors on the same day, those who are to retire shall, in default of and subject to any agreement among themselves, be determined by lot.
  - (e) At the annual general meeting at which a director retires as aforesaid, the company may fill up the vacancy by appointing the retiring director or some other person thereto.
- (2)
  - (a) If the vacancy of the retiring director is not so filled-up and the meeting has not expressly resolved not to fill the vacancy, the meeting shall stand adjourned till the same day in the next week, at the same time and place, or if that day is a national holiday, till the next succeeding day which is not a holiday, at the same time and place.
  - (b) If at the adjourned meeting also, the vacancy of the retiring director is not filled up and that meeting also has not expressly resolved not to fill the vacancy, the retiring director shall be deemed to have been re-appointed at the adjourned meeting, unless—
    - 1. at that meeting or at the previous meeting a resolution for the re-appointment of such director has been put to the meeting and lost;

2. the retiring director has, by a notice in writing addressed to the company or its Board of directors, expressed his unwillingness to be so re-appointed;
3. he is not qualified or is disqualified for appointment;
4. a resolution, whether special or ordinary, is required for his appointment or re-appointment by virtue of any provisions of this Act; or
5. section 162 is applicable to the case.

#### **APPOINTMENT OF DIRECTOR TO BE VOTE INDIVIDUALLY**

155.

- 1) At a general meeting of a company, a motion for the appointment of two or more persons as directors of the company by a single resolution shall not be moved unless a proposal to move such a motion has first been agreed to at the meeting without any vote being cast against it.
- 2) A resolution moved in contravention of sub-section (1) shall be void, whether or not any objection was taken when it was moved.
- 3) A motion for approving a person for appointment, or for nominating a person for appointment as a director, shall be treated as a motion for his appointment.

156.

- (1) A person who is not a retiring director in terms of section 152 shall, subject to the provisions of this Act, be eligible for appointment to the office of a director at any general meeting, if he, or some member intending to propose him as a director, has, not less than fourteen days before the meeting, left at the registered office of the company, a notice in writing under his hand signifying his candidature as a director or, as the case may be, the intention of such member to propose him as a candidate for that office, along with the deposit of one lakh rupees or such higher amount as may be determined by central government which shall be refunded to such person or, as the case may be, to the member, if the person proposed get selected as a director or gets more than twenty-five per cent. of total valid votes cast either on show of hands or on poll on such resolution.
- (2) The company shall inform its members of the candidature of a person for the office of director under sub-section (1) in such manner as may be determined by central government.

#### **RESIGNATION OF DIRECTOR**

157.

- 1) A director may resign from his office by giving a notice in writing to the company and the Board shall on receipt of such notice take note of the same and the company shall intimate the Registrar in such manner, within such time and in such form as may be determined by central government and shall also place the fact of such resignation in the report of directors laid in the immediately following general meeting by the company:

Provided that a director shall also forward a copy of his resignation along with detailed reasons for the resignation to the Registrar within thirty days of resignation in such manner as may be determined by central government.

- 2) The resignation of a director shall take effect from the date on which the notice is received by the company or the date, if any, specified by the director in the notice, whichever is later:

Provided that the director who has resigned shall be liable even after his resignation for the offences which occurred during his tenure.

- 3) Where all the directors of a company resign from their offices, or vacate their offices under Section 167 of the Act, the promoter or, in his absence, the Central Government shall appoint the required number of directors who shall hold office till the directors are appointed by the company in general meeting.

#### **REGISTER OF DIRECTORS AND KEY MANAGERIAL PERSONNEL AND NOTIFICATION OF**

## **CHANGES TO REGISTRAR**

158. The Company shall keep at its registered office, a Register of Director, Managing Director, Manager and Secretary and key managerial personnel of the Company containing the particulars as required by Section 170 of the Act and shall send to the Registrar a return in the prescribed form containing the particulars specified in the said register and shall notify to the Registrar any change among its Directors, Managing Directors, Manager, Secretary and key managerial personnel or any of the particulars contained in the register as required by Section 170 of the Act.

## **APPOINTMENT OF TECHNICAL OR EXECUTIVE DIRECTORS**

- 159.
- a. The Board of Directors shall have the right from time to time to appoint any person or persons as Technical Director or Executive Director/s and remove any such persons from time to time without assigning any reason whatsoever. A Technical Director or Executive Director shall not be required to hold any qualification shares and shall not be entitled to vote at any meeting of the Board of Directors.
  - b. Subject to the provisions of Section 161 of the Act, if the office of any Director appointed by the Company in General Meeting vacated before his term of office will expire in the normal course, the resulting casual vacancy may in default of and subject to any regulation in the Articles of the Company be filled by the Board of Directors at the meeting of the Board and the Director so appointed shall hold office only up to the date up to which the Director in whose place he is appointed would have held office if had not been vacated as aforesaid.

## **REMOVAL OF DIRECTORS**

- 160.
- 1) A company may, by ordinary resolution, remove a director, not being a director appointed by the Tribunal under section 242, before the expiry of the period of his office after giving him a reasonable opportunity of being heard:  
  
Provided that nothing contained in this sub-section shall apply where the company has availed itself of the option given to it under section 163 to appoint not less than two thirds of the total number of directors according to the principle of proportional representation.
  - 2) A special notice shall be required of any resolution, to remove a director under this section, or to appoint somebody in place of a director so removed, at the meeting at which he is removed.
  - 3) On receipt of notice of a resolution to remove a director under this section, the company shall forthwith send a copy thereof to the director concerned, and the director, whether or not he is a member of the company, shall be entitled to be heard on the resolution at the meeting.
  - 4) Where notice has been given of a resolution to remove a director under this section and the director concerned makes with respect thereto representation in writing to the company and requests its notification to members of the company, the company shall, if the time permits it to do so,—
    - (a) in any notice of the resolution given to members of the company, state the fact of the representation having been made; and
    - (b) send a copy of the representation to every member of the company to whom notice of the meeting is sent (whether before or after receipt of the representation by the company), and if a copy of the representation is not sent as aforesaid due to insufficient time or for the company's default, the director may without prejudice to his right to be heard orally require that the representation shall be read out at the meeting:  
Provided that copy of the representation need not be sent out and the representation need not be read out at the meeting if, on the application either of the company or of any other person who claims to be aggrieved, the Tribunal is satisfied that the rights conferred by this sub-section are being abused to secure needless publicity for defamatory matter; and the Tribunal may order the company's costs on the application to be paid in whole or in part by the director notwithstanding that he is not a party to it.

- 5) A vacancy created by the removal of a director under this section may, if he had been appointed by the company in general meeting or by the Board, be filled by the appointment of another director in his place at the meeting at which he is removed, provided special notice of the intended appointment has been given under sub-section (2).
- 6) A director so appointed shall hold office till the date up to which his predecessor would have held office if he had not been removed.
- 7) If the vacancy is not filled under sub-section (5), it may be filled as a casual vacancy in accordance with the provisions of this Act:  
Provided that the director who was removed from office shall not be re-appointed as a director by the Board of Directors.
- 8) Nothing in this section shall be taken -
  - (a) as depriving a person removed under this section of any compensation or damages payable to him in respect of the termination of his appointment as director as per the terms of contract or terms of his appointment as director, or of any other appointment terminating with that as director; or
  - (b) as derogating from any power to remove a director under other provisions of this Act.

#### **ELIGIBILITY FOR RE-ELECTION**

161. A retiring Director shall be eligible for re-election.

#### **PROCEEDINGS OF DIRECTORS**

##### **MEETINGS OF BOARD**

162.

- 1) A minimum number of four meetings of its Board of Directors every year in such a manner that not more than one hundred and twenty days shall intervene between two consecutive meetings of the Board:

Provided that the Central Government may, by notification, direct that the provisions of this sub section shall not apply in relation to any class or description of companies or shall apply subject to such exceptions, modifications or conditions as may be specified in the notification.

- 2) The participation of directors in a meeting of the Board may be either in person or through video conferencing or other audio visual means, as may be determined by central government, which are capable of recording and recognising the participation of the directors and of recording and storing the proceedings of such meetings along with date and time:

Provided that the Central Government may, by notification, specify such matters which shall not be dealt with in a meeting through video conferencing or other audio visual means.

- 3) A meeting of the Board shall be called by giving not less than seven days' notice in writing to every director at his address registered with the company and such notice shall be sent by hand delivery or by post or by electronic means:

Provided that a meeting of the Board may be called at shorter notice to transact urgent business subject to the condition that at least one independent director, if any, shall be present at the meeting:

Provided further that in case of absence of independent directors from such a meeting of the Board, decisions taken at such a meeting shall be circulated to all the directors and shall be final only on ratification thereof by at least one independent director, if any.

#### **QUORUM**

163.

- 1) The quorum for a meeting of the Board of Directors of a company shall be one third of its total strength or two directors, whichever is higher, and the participation of the directors by video conferencing or by other audio visual means shall also be counted for the purposes of quorum under this sub-section.
- 2) 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 and for no other purpose.
- 3) Where at any time the number of interested directors exceeds or is equal to two thirds of the total strength of the Board of Directors, the number of directors who are not interested directors and present at the meeting, being not less than two, shall be the quorum during such time.
- 4) Where a meeting of the Board could not be held for want of quorum, then, unless the articles of the company otherwise provide, the meeting shall automatically stand adjourned to the same day at the same time and place in the next week or if that day is a national holiday till the next succeeding day, which is not a national holiday, at the same time and place.

#### **DECISION OF QUESTIONS**

164. Subject to the provisions of the Act, question arising at any meeting of the Board shall be decided by a majority of votes and in case of an equality of votes, the Chairman shall have a second or casting vote.

#### **BOARD MAY APPOINT CHAIRMAN, CO-CHAIRMAN AND VICE CHAIRMAN**

165. The Board may elect a Chairman, a Co-Chairman and a Vice Chairman of their Meetings and of the Company and determine the period for which he is to hold office. The Chairman or in his absence the Co-Chairman or the Vice Chairman shall be entitled to take the Chair at every General Meeting, whether Annual or Extraordinary, or if there be no such Chairman or Co-Chairman or Vice Chairman of the Board of Directors, or if at any Meeting neither of these shall be present within fifteen minutes of the time appointed for holding such Meeting, the Directors present may choose one of their members to be the Chairman of the Meeting of their meetings and determine the period for which he is to hold office, but if no such Chairman is elected or if at any meeting the Chairman is not present within ten minutes after the time appointed for holding the meeting, the Directors present may choose one of their members to be the Chairman of the Meeting.

#### **POWER OF BOARD MEETING**

166. A meeting of the Board at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions which by or under the Act or the Articles are for the time being vested in or exercisable by the Board generally.
167. Subject to the restrictions contained in Section 179 of the Act, the Board may delegate any of its power to a Committee of the Board consisting of such member or members of its body or any other person as it thinks fit and it may from time to time revoke and discharge any such committee of the Board so formed, shall in the exercise of the power so delegated confirm to any regulations that may from time to time be imposed on it by the Board. All acts done by such Committee of the Board in conformity with such regulations and in fulfillment of the purposes of their appointment but not otherwise, shall have the like force and effect as if done by the Board.

#### **MEETING OF THE COMMITTEE HOW TO BE GOVERNED**

168. The meeting and proceedings of any such Committee of the Board consisting of two or more persons shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board, so far as the same are applicable thereto and are not superseded by any regulations made by the Board under the last preceding Article.



### **DEFECTS IN APPOINTMENT OF DIRECTORS NOT TO INVALIDATE ACTIONS TAKEN**

169. No act done by a person as a director shall be deemed to be invalid notwithstanding that it was subsequently noticed that his appointment was invalid by reason of any defect or disqualification or had terminated by virtue of any provision contained in this Act or in the articles of the company:

Provided that nothing in this section shall be deemed to give validity to any act done by the director after his appointment has been noticed by the company to be invalid or to have terminated.

### **PASSING OF RESOLUTION BY CIRCULATION**

170.

- 1) No resolution shall be deemed to have been duly passed by the Board or by a committee thereof by circulation, unless the resolution has been circulated in draft, together with the necessary papers, if any, to all the directors, or members of the committee, as the case may be, at their addresses registered with the company in India by hand delivery or by post or by courier, or through such electronic means as may be determined by central government and has been approved by a majority of the directors or members, who are entitled to vote on the resolution:

Provided that, where not less than one-third of the total number of directors of the company for the time being require that any resolution under circulation must be decided at a meeting, the chairperson shall put the resolution to be decided at a meeting of the Board.

- 2) A resolution under sub-section (1) above shall be noted at a subsequent meeting of the Board or the committee thereof, as the case may be, and made part of the minutes of such meeting.

### **SPECIAL NOTICE**

171. Where by any provision contained in the Act or in these Articles special notice is required for any resolution, notice of the intention to move the resolution shall be given to the Company by such number of members holding not less than one per cent. of total voting power or holding shares on which such aggregate sum not exceeding five lakh rupees, as may be prescribed, has been paid-up, not less than fourteen days before the meeting at which it is to be moved exclusive of the day on which the notice is served or deemed to be served and the day of the meeting. The Company shall immediately after the notice of the intention to move any such resolution has been received by it, give its members notice of the resolution in the same manner as it gives notice of the meeting, or if that is not practicable, shall give them notice thereof either by advertisement in a newspaper having an appropriate circulation or in any other mode allowed by these presents not less than seven days before the meeting.

### **GENERAL POWERS OF THE BOARD**

172.

- 1) The Board of Directors of a company shall be entitled to exercise all such powers, and to do all such acts and things, as the company is authorized to exercise and do:

Provided that in exercising such power or doing such act or thing, the Board shall be subject to the provisions contained in that behalf in this Act, or in the memorandum or articles, or in any regulations not inconsistent therewith and duly made there under, including regulations made by the company in general meeting:

Provided further that the Board shall not exercise any power or do any act or thing which is directed or required, whether under this Act or by the memorandum or articles of the company or otherwise, to be exercised or done by the company in general meeting.

- 2) No regulation made by the company in general meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.

### **CERTAIN POWERS TO BE EXERCISED BY THE BOARD ONLY AT MEETINGS**

173. The Board of Directors of a company shall exercise the following powers on behalf of the company by

means of resolutions passed at meetings of the Board, namely: -

- (a) to make calls on shareholders in respect of money unpaid on their shares;
- (b) to authorize buy-back of securities under section 68;
- (c) to issue securities, including debentures, whether in or outside India;
- (d) to borrow monies;
- (e) to invest the funds of the company;
- (f) to grant loans or give guarantee or provide security in respect of loans;
- (g) to approve financial statement and the Board's report;
- (h) to diversify the business of the company;
- (i) to approve amalgamation, merger or reconstruction;
- (j) to take over a company or acquire a controlling or substantial stake in another company;
- (k) to make political contributions;
- (l) to appoint or remove key managerial personnel (KMP);
- (m) to take note of appointment(s) or removal(s) of one level below the Key Managerial Personnel;
- (n) to appoint internal auditors and secretarial auditor;
- (o) to take note of disclosure of director's interest and shareholding;
- (p) to buy, sell investments held by the company (other than trade investments) constituting five percent or more of the paid up share capital and free reserve of the investee company;
- (q) to invite and accept or renew public deposits and related matters;
- (r) to review or change the terms and conditions of public deposit;
- (s) to approve quarterly, half yearly and annual financial statements or financial results as the case may be. Provided that the Board may, by a resolution passed at a meeting, delegate to any committee of directors, the managing director, the manager or any other principal officer of the company or in the case of a branch office of the company, the principal officer of the branch office, the powers specified in clauses (d) to (f) on such conditions as it may specify:

Nothing in this section shall be deemed to affect the right of the company in general meeting to impose restrictions and conditions on the exercise by the Board of any of the powers specified in this section.

#### **RESTRICTIONS ON POWERS OF BOARD**

174.

- 1) The Board of Directors of a company shall exercise the following powers only with the consent of the company by a special resolution, namely: -
  - a. to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings.
  - b. to invest otherwise in trust securities the amount of compensation received by it as a result of

- any merger or amalgamation;
- c. to borrow money, where the money to be borrowed, together with the money already borrowed by the company will exceed aggregate of its paid-up share capital and free reserves, apart from temporary loans obtained from the company's bankers in the ordinary course of business:  
Provided that the acceptance by a banking company, in the ordinary course of its business, of deposits of money from the public, repayable on demand or otherwise and with drawables by cheque, draft, order or otherwise, shall not be deemed to be a borrowing of monies by the banking company within the meaning of this clause.
  - d. to remit, or give time for the repayment of, any debt due from a director.
- 2) Every special resolution passed by the company in general meeting in relation to the exercise of the powers referred to in clause (c) of sub-section (1) shall specify the total amount up to which monies may be borrowed by the Board of Directors.
  - 3) Nothing contained in clause (a) of sub-section (1) shall affect –
    - (a) the title of a buyer or other person who buys or takes on lease any property investment or undertaking as is referred to in that clause, in good faith; or
    - (b) the sale or lease of any property of the company where the ordinary business of the company consists of, or comprises, such selling or leasing.
  - 4) Any special resolution passed by the company consenting to the transaction as is referred to in clause (a) of sub-section (1) may stipulate such conditions as may be specified in such resolution, including conditions regarding the use, disposal or investment of the sale proceeds which may result from the transactions:  
  
Provided that this sub-section shall not be deemed to authorise the company to effect any reduction in its capital except in accordance with the provisions contained in this Act.
  - 5) No debt incurred by the company in excess of the limit imposed by clause (c) of sub-section (1) shall be valid or effectual, unless the lender proves that he advanced the loan in good faith and without knowledge that the limit imposed by that clause had been exceeded.

#### **POWER TO BORROW**

175. Subject to the provisions of Sections 73 and 180 of the Act, the Board may, from time to time at its discretion and by means of resolutions passed at its meeting accept deposits from members either in advance of calls or otherwise and generally, raise or borrow or secure the payment of any sum or sums of money for the purposes of the Company.
176. All the provisions applicable to nomination facility available to shareholder(s) and debenture holder(s) enumerated in these Articles shall equally apply to deposit holder(s) and the provisions of Section 72 of the Act shall also apply.

#### **THE PAYMENT OR REPAYMENT OF MONEYS BORROWED**

177. The payment or repayment of moneys borrowed as aforesaid may be secured in such manner and upon such terms and conditions in all respects as the Board of Directors may think fit, and in particular in pursuance of a resolution passed at a meeting of the Board (and not by circular resolution) by the issue of bonds, debentures or debentures stock of the Company, charged upon all or any part of the property of the Company, (both present and future), including its un-called capital for the time being and the debentures and the debenture stock and other securities may be made assignable free from any equities between the Company and the person to whom the same may be issued.

#### **BONDS, DEBENTURES, ETC. TO BE SUBJECT TO CONTROL OF DIRECTORS**

178. Any bonds, debentures, debenture-stock or other securities issued or to be issued by the Company shall be under the control of the Directors who may issue them upon such terms and condition and in such manner and for such consideration as they shall consider to be for the benefit of the Company.

Provided that bonds, debentures, debenture-stock or other securities so issued or to be issued by the Company with the right to allotment of or conversion into shares shall not be issued except with the sanction of the Company in general meeting.

#### **CONDITION ON WHICH MONEY MAY BE BORROWED**

179. The Board may raise or secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as it thinks fit and in particular by the issue of bonds, perpetual or redeemable debenture-stock or any mortgage, charge or other security on the undertaking of the whole or any part of the Company (both present and future) including its uncalled capital for the time being. The Board shall exercise such power only by means of resolutions passed at its meetings and not by circular resolutions.

#### **TERMS OF ISSUE OF DEBENTURES**

180. Any debentures, debenture-stock or other securities may be issued at a discount, premium or otherwise and may be issued on condition that they shall be convertible into shares of any denomination and with any privileges and conditions as to redemption, surrender, drawing, allotment of shares, attending (but not voting) at the General Meeting, appointment of Directors and otherwise Debentures with the right to conversion into or allotment of shares shall be issued only with the consent of the Company in the General Meeting by a Special Resolution.

#### **DEBENTURES WITH VOTING RIGHTS NOT BE ISSUED**

- 181.
- 1) A company may issue debentures with an option to convert such debentures into shares, either wholly or partly at the time of redemption:  
  
Provided that the issue of debentures with an option to convert such debentures into shares, wholly or partly, shall be approved by a special resolution passed at a general meeting.
  - 2) No company shall issue any debentures carrying any voting rights.
  - 3) Secured debentures may be issued by a company subject to such terms and conditions as may be determined by central government.
  - 4) Where debentures are issued by a company under this section, the company shall create a debenture redemption reserve account out of the profits of the company available for payment of dividend and the amount credited to such account shall not be utilized by the company except for the redemption of debentures.
  - 5) No company shall issue a Draft Prospectus or make an offer or invitation to the public or to its members exceeding five hundred for the subscription of its debentures, unless the company has, before such issue or offer, appointed one or more debenture trustees and the conditions governing the appointment of such trustees shall be such as may be determined by central government.
  - 6) A debenture trustee shall take steps to protect the interests of the debentureholders and redress their grievances in accordance with such rules as may be determined by central government.
  - 7) Any provision contained in a trust deed for securing the issue of debentures, or in any contract with the debenture-holders secured by a trust deed, shall be void in so far as it would have the effect of exempting a trustee thereof from, or indemnifying him against, any liability for breach of trust, where he fails to show the degree of care and due diligence required of him as a trustee, having regard to the provisions of the trust deed conferring on him any power, authority or discretion:

Provided that the liability of the debenture trustee shall be subject to such exemptions as may be agreed upon by a majority of debenture-holders holding not less than three-fourths in value of the total debentures at a meeting held for the purpose.

- 8) A company shall pay interest and redeem the debentures in accordance with the terms and conditions of their issue.
- 9) Where at any time the debenture trustee comes to a conclusion that the assets of the company are insufficient or are likely to become insufficient to discharge the principal amount as and when it becomes due, the debenture trustee may file a petition before the Tribunal and the Tribunal may, after hearing the company and any other person interested in the matter, by order, impose such restrictions on the incurring of any further liabilities by the company as the Tribunal may consider necessary in the interests of the debenture-holders.
- 10) Where a company fails to redeem the debentures on the date of their maturity or fails to pay interest on the debentures when it is due, the Tribunal may, on the application of any or all of the debenture-holders, or debenture trustee and, after hearing the parties concerned, direct, by order, the company to redeem the debentures forthwith on payment of principal and interest due thereon.
- 11) If any default is made in complying with the order of the Tribunal under this section, every officer of the company who is in default shall be punishable with imprisonment for a term which may extend to three years or with fine which shall not be less than two lakh rupees but which may extend to five lakh rupees, or with both.
- 12) A contract with the company to take up and pay for any debentures of the company may be enforced by a decree for specific performance.
- 13) The Central Government may prescribe the procedure, for securing the issue of debentures, the form of debenture trust deed, the procedure for the debenture-holders to inspect the trust deed and to obtain copies thereof, quantum of debenture redemption reserve required to be created and such other matters.

#### **EXECUTION OF INDEMNITY**

182. If the Directors or any of them or any other persons shall become personally liable for the payment of any sum primarily due from the Company, the Board may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity against any loss which the Directors or any one or more of them may suffer by reason of becoming or being sureties or surety for the company.

#### **CERTAIN POWERS OF THE BOARD**

183. Without prejudice to the general powers conferred by these Articles and so as not in any way to limit or restrict those powers, but subject however to the provisions of the Act, it is hereby expressly declared that the Board shall have the following powers:
- 1) To pay the costs, charges and expenses preliminary and incidental to the promotion, formation, establishment, and registration of the Company.
  - 2) Subject to Sections 179 and 188 and other applicable provisions of the Act, to purchase or otherwise acquire for the Company any property, movable or immovable, rights or privileges which the Company is authorized to acquire at or for such price or consideration and generally on such terms and conditions as they may think fit and in any such purchase or other acquisition to accept such title as the Board may believe or may be advised to be reasonably satisfactory.
  - 3) At its discretion and subject to the provisions of the Act, to pay for any property, rights, privileges acquired by or services rendered to the Company, either wholly or partially in cash or in shares, bonds, debentures, mortgages or other securities of the Company and any such shares may be issued either as fully paid up or with such amount credited as fully paid up thereon as may be agreed upon and any such bonds, debentures, mortgages or other securities may be either specifically charges upon all or any part of the property of the Company including its uncalled capital or not so charges.

- 4) To secure the fulfillment of any contracts, agreements or engagements entered into by the Company by mortgage of charge of all or any of the property of the Company and its uncalled capital for the time being or in such manner as they may think fit.
- 5) To appoint and at its discretion, remove or suspend, such managers, secretaries, officers, clerks, agents and employees for permanent, temporary or special services as it may from time to time think fit and to determine their power and duties and fix their salaries, emoluments remuneration and to require security in such instances and of such amounts as it may think fit.
- 6) To accept from any member subject to the provisions of the Act, a surrender of his share or any part thereof on such terms and condition as shall be agreed.
- 7) To appoint any person or persons (whether incorporated or not) to accept and hold in trust for the Company any property belonging to the Company or in which it is interested or for any other purpose and to execute and do all such deeds and things as may be required in relation to any such trust and to provide for the remuneration of such trustee or trustees.
- 8) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Company or its officers or otherwise concerning the affairs of the Company and also to compound and allow time for payment or satisfaction of any debts due or any claims or demands by or against the Company and to refer any difference to arbitration and observe and perform the terms of any awards made therein either according to Indian Law or according to Foreign Law and either in India or abroad and observe and perform or challenge any award made therein.
- 9) To refer any claims or demands by or against the Company or any difference to arbitration and observe and perform the awards.
- 10) To act on behalf of the Company in all matters relating to bankruptcy and insolvency.
- 11) To make and give receipts, releases and other discharges for money payable to the Company and for the claims and demands of the Company.
- 12) To open and operate Bank Accounts, to determine from time to time who shall be entitled to sign, on the Company's behalf, bills, notes, receipts, acceptances, endorsements, cheques, dividend warrants, releases, contracts and documents and to give the necessary authority for such purposes.
- 13) Subject to the provisions of the Act and these Articles from time to time to provide for the management of the affairs of the Company in or outside India in such manner as it may think fit and in particular to appoint any person to be the attorneys or agents of the Company with such person (including the power to sub-delegate) and upon such terms as may be thought fit.
- 14) Subject to the provisions of Sections 179,180, 185 of Act and other applicable provisions of the Act and these Articles, to invest and deal with the moneys of the Company not immediately required for the purpose thereof in or upon such security (not being shares in this Company) or without security and in such manner as it may think fit and from time to time to vary or realize such investments save as provided in Section 187 of the Act, all investments shall be made and held in the Company's own name.
- 15) To execute in the name and on behalf of the Company in favour of any Director or other person who may incur or be about to incur, any personal liability for the benefit of the Company, such mortgages of the Company's property (present and future) as it thinks fit and any such mortgage may contain a power of sale and such other powers, covenants and provisions as shall be agreed upon.
- 16) To distribute by way of bonus amongst the staff of the Company a share or shares in the profits of the Company and to give to any Director, officer or other person employed by the Company a commission on the profits of any particular business or transaction and to charge such bonus or commission as a part of working expenses of the Company.
- 17) To provide for the welfare of employees or ex-employees of the Company and the wives and families

or the dependents or connections of such persons by building or contributing to the building of houses, dwellings or chawls or by grants of money, pension, gratuity, annuities, allowances, bonuses or other payments or by creating and from time to time subscribing or contributing to, provident fund and other associations institutions, funds or trusts and by providing or subscribing or contributing towards places of instruction or recreations, hospitals and dispensaries, medical and other attendance and other assistance as the Board shall think fit.

- 18) To subscribe, incur expenditure or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or any other institutions or objects which shall have any moral or other claim to support or aid by the Company either by reason of locality of operation or of public and general utility or otherwise.
- 19) Before recommending any dividend, to set aside, out of the profits of the Company, such sums as it may think proper for depreciation or to a depreciation fund or to an insurance fund or as a reserve fund or sinking fund or any special fund to meet contingencies to repay debentures or for debenture-stock or for special dividends or for equalizing dividends or for repairing, improving, extending and maintaining any of the property of the Company and for such other purposes (including the purposes referred to in the last two preceding clauses) as the Board of Directors, may in its absolute discretion think conducive to the interest of the Company and subject to Section 292 of the Act to invest the several sums so set aside or so much thereof as is required to be invested, upon such investments (other than shares of this Company) as it may think fit and from time to time deal with and vary such investments and dispose off and apply and expend all or any part thereof for the benefit of the Company, in such manner & for such purposes as the Board of Directors in its absolute discretion think conducive to the interest of the Company notwithstanding that the matters to which the Board of Directors applies or upon which it expends the same or any part thereof may be matters to or upon which the capital moneys of the Company might rightly be applied or expended and to divide the general reserve fund into such special funds as the Board of Directors may think fit with full power to transfer the whole or any portion of a reserve fund or division of reserve fund to another reserve fund and with full power to employ the asset constituting all or any of the above funds including the depreciation fund in the business of the Company or in the purchase or repayment of debentures or debenture-stock and that without being bound to keep the same separate from the other assets and without being bound to pay interest on the same with power however to the Board of Directors at its discretion to pay or allow to the credit of such funds, interest at such rate as the Board of Directors may think proper.
- 20) To pay and charge to the capital account of the Company any commission or interest lawfully payable thereon under the provisions of the Act and of the provision contained in these presents.
- 21) From time to time make, vary and repeal by-laws for regulation of the business of the Company, its officers and servants.
- 22) To redeem redeemable preference shares.
- 23) Subject to provisions of the Act, for or in relation to any of the matters aforesaid or otherwise for the purpose of the Company to enter in to all such negotiations and contracts and rescind and vary all such contracts and execute and do all such acts, deeds and things in the name and on behalf of the Company as they may consider expedient.
- 24) To undertake any branch or kind of business which the company is expressly or by implication authorized to undertake at such time or times as it shall think fit and to keep in abeyance any such branch or kind of business even though it may have been actually commenced or not, so long as the Board may deem it expedient not to commence or proceed with such branch or kind of business.

#### **APPOINTMENT OF INDEPENDENT DIRECTOR**

184. Pursuant to section 149 and rules as may be applicable and subject to the provisions of Schedule IV the company shall appoint such number of independent directors from time to time as may be determined by central government by the Central Government.

Every independent director shall at the first meeting of the Board in which he participates as a director and

thereafter at the first meeting of the Board in every financial year or whenever there is any change in the circumstances which may affect his status as an independent director, give a declaration that he meets the criteria of independence.

Notwithstanding anything contained in any other provision of this Act, but subject to the provisions of sections 197 and 198, an independent director shall not be entitled to any stock option and may receive remuneration by way of fee provided under sub-section (5) of section 197, reimbursement of expenses for participation in the Board and other meetings and profit related commission as may be approved by the members.

Subject to the provisions of section 152, an independent director shall hold office for a term up to five consecutive years on the Board of a company, but shall be eligible for reappointment on passing of a special resolution by the company and disclosure of such appointment in the Board's report.

No independent director shall hold office for more than two consecutive terms, but such independent director shall be eligible for appointment after the expiration of three years of ceasing to become an independent director:

Provided that an independent director shall not, during the said period of three years, be appointed in or be associated with the company in any other capacity, either directly or indirectly.

Notwithstanding anything contained in this Act –

- (i) an independent director;
- (ii) a non-executive director not being promoter or key managerial personnel,

shall be held liable, only in respect of such acts of omission or commission by a company which had occurred with his knowledge, attributable through Board processes, and with his consent or connivance or where he had not acted diligently.

The provisions of sub-sections (6) and (7) of section 152 in respect of retirement of directors by rotation shall not be applicable to appointment of independent directors.

## **KEY MANAGERIAL PERSONNEL**

### **APPOINTMENT OF KEY MANAGERIAL PERSONNEL**

185.

- 1) Subject to the provisions of Sections 203 and other applicable provisions, if any of the Act, Company shall appoint whole-time key managerial personnel by means of a resolution of the Board containing the terms and conditions of the appointment including the remuneration.
- 2) A whole-time key managerial personnel shall not hold office in more than one company except in its subsidiary company at the same time:

Provided that nothing contained in this sub-clause shall disentitle a key managerial personnel from being a director of any company with the permission of the Board:

Provided further that whole-time key managerial personnel holding office in more than one company at the same time on the date of commencement of this Act, shall, within a period of six months from such commencement, choose one company, in which he wishes to continue to hold the office of key managerial personnel:

Provided also that a company may appoint or employ a person as its managing director, if he is the managing director or manager of one, and of not more than one, other company and such appointment or employment is made or approved by a resolution passed at a meeting of the Board with the consent of all the directors present at the meeting and of which meeting, and of the resolution to be moved thereat, specific notice has been given to all the directors then in India.



- 3) If the office of any whole-time key managerial personnel is vacated, the resulting vacancy shall be filled-up by the Board at a meeting of the Board within a period of six months from the date of such vacancy.

#### **REMUNERATION OF KEY MANAGERIAL PERSONNEL**

186. The remuneration of Key Managerial Personnel shall from time to time, be fixed by the Board and may be by way of salary or commission or participation in profits or by any or all of these modes or in any other form and shall be subject to the limitations prescribed in Schedule V along with Sections 196 and 197 of the Act.

#### **DIRECTORS MAY CONFER POWER ON MANAGING DIRECTOR**

187. Subject to the provisions of the Act and to the restrictions contained in these Articles, Board may from time to time entrust to and confer upon a Managing Director for the time being such of the powers exercisable by the Board under these Articles as it 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 it thinks expedient.

#### **CERTAIN PERSONS NOT TO BE APPOINTED AS MANAGING DIRECTORS**

188. No company shall appoint or continue the employment of any person as managing director, whole-time director or manager who –

- (a) is below the age of twenty-one years or has attained the age of seventy years:

Provided that appointment of a person who has attained the age of seventy years may be made by passing a special resolution in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such person;

- (b) is an undischarged insolvent or has at any time been adjudged as an insolvent;
- (c) has at any time suspended payment to his creditors or makes, or has at anytime made, a composition with them; or
- (d) has at any time been convicted by a court of an offence and sentenced for a period of more than six months.

A person shall not be eligible for appointment as a director of a company if such person suffers any of the disqualifications provided under Section 164 of the Act.

189. Special to any contract between him and the Company, a Managing or Wholetime Director shall not, while he continues to hold that office, be subject to retirement by rotation and he shall not be reckoned as a Director for the purpose of determining the rotation of retirement of Directors or in fixing the number of Directors to retire but (subject to the provision of any contract between him and the Company), he shall be subject to the same provisions as to resignation and removal as the Directors of the Company and shall, ipso facto and immediately, cease to be a Managing Director if he ceases to hold the office of Director from any cause.
190. The Company shall not appoint or employ at the same time more than one of the following categories of managerial personnel namely:-
- a) Managing Director and
- b) Manager.

and shall duly observe the provisions of Section 196 of the Act regarding prohibition of simultaneous appointment of different categories of managerial personnel therein referred to.

## **THE SECRETARY**

191. The Board may, from time to time, appoint and at its discretion, remove any individual (hereinafter called the Secretary) to perform any function which by the Act are to be performed by the Secretary and to execute any other ministerial or administrative duties which may from time to time be assigned to the Secretary by the Board. The Board may also at any time appoint some persons (who need not be the Secretary) to keep the registers required to be kept by the Company. The appointment of Secretary shall conform to the provisions of Section 203 of the Act.

## **THE SEAL, ITS CUSTODY AND USE**

192. The Board of Directors shall provide a Common Seal for the purpose of the Company and shall have power from time to time to destroy the same and substitute a new Seal in lieu thereof and shall provide for the safe custody of the Seal for time being and the Seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors and except in the presence of at least two Director or such other person as the Directors may appoint for the purpose and the Directors or other persons aforesaid shall sign every instrument to which the Seal of the Company is so affixed in their presence.

## **MINUTES**

- 193.
- 1) The Company shall cause minutes of all proceedings of every General Meeting and all proceedings of every meeting of its Board of /directors or of every Committee of the Board to be kept by making within thirty days of the conclusion of every such meeting concerned, entries thereof in books kept for that, their pages consecutively numbered.
  - 2) Each page of every such book shall be initialed or signed and the last Page of the record of proceedings of each meeting in such books shall be dated and signed.
    - (a) in the case of minutes of proceedings of a meeting of the Board or of a committee hereof, by the Chairman of the next succeeding meeting.
    - (b) In the case of minutes of proceedings of a General Meeting, by the chairman of the same meeting within the aforesaid period of thirty Days or in the event of the death or inability of that Chairman within that period, by a Director duly authorized by the Board for the purpose.
194. Minutes of proceedings of every General Meeting and of the proceedings of every meeting of the Board kept in accordance with the provisions of Article 198 above, shall be evidence of the proceedings recorded therein.
195. Where minutes of the proceedings of every General Meeting of the Company or of any meeting of the Board or of a Committee of the Board have been kept in accordance with the provisions of article 199 above then, until the contrary is proved the meeting shall be deemed to have been duly called and held and all proceedings thereat to have duly taken place and in particular all appointments of Directors or liquidators made at the meeting shall be deemed to be Valid.
- 196.
- 1) The books containing the minutes of the proceedings of any General Meeting of the Company shall be kept at the registered office of the Company and shall be open for inspection of members without charge between the hours 2 p.m. and 5 p.m. during business hours on each working day except Saturday.
  - 2) Any member of the Company shall be entitled to be furnished, within seven days after he has made a request in writing in that behalf to the Company, with a copy of any minutes referred above on payment of such sum not exceeding Ten Rupees for every page thereof required to be copied.
  - 3) In no case the minutes of proceedings of a meeting shall be attached to any such book as aforesaid by pasting or otherwise.

- 4) The minutes of different meetings shall contain a fair and correct summary of proceedings thereat.
- 5) All appointments of officers made at any of the meetings aforesaid shall be included in the minutes of the meeting.
- 6) In the case of a meeting of the Board of Directors or of a committee of the Board, the minutes shall also contain -
  - (a) the names of the directors present at the meeting; and
  - (b) in the case of each resolution passed at the meeting, the names of the directors, if any, dissenting from, or not concurring with the resolution.
- 7) Nothing contained in clauses (1) to (6) there shall not be included in the minutes, any matter which, in the opinion of the Chairman of the meeting –
  - (a) is or could reasonably be regarded as defamatory of any person; or
  - (b) is irrelevant or immaterial to the proceedings; or
  - (c) is detrimental to the interests of the company.

The Chairman shall exercise and absolute discretion in regard to the inclusion or non-inclusion of any matters in the minutes on the grounds specified in this clause.

#### **PRESUMPTIONS TO BE DRAWN WHERE MINUTES DULY DRAWN AND SIGNED**

197. Where minutes of the proceedings of any general meeting of the Company or of any meeting of its Board of Directors or of a Committee of the Board have been kept in accordance with the provisions of Section 118 of the act then, until the contrary is proved, the meeting shall be deemed to have been duly called and held, and all proceedings thereat to have duly taken place and in particular all appointments of directors or Liquidators made at the meeting shall be deemed to be valid and the minutes shall be evidence of the proceedings recorded therein.

#### **DIVIDENDS**

198. 1) No dividend shall be declared or paid by a company for any financial year except –
- a) out of the profits of the company for that year arrived at after providing for depreciation or out of the profits of the company for any previous financial year or years arrived at after providing for depreciation in accordance with the provisions of that sub-section and remaining undistributed, or out of both; or
  - b) out of money provided by the Central Government or a State Government for the payment of dividend by the company in pursuance of a guarantee given by that Government: Provided that a company may, before the declaration of any dividend in any financial year, transfer such percentage of its profits for that financial year as it may consider appropriate to the reserves of the company:
- Provided further that where, owing to inadequacy or absence of profits in any financial year, any company proposes to declare dividend out of the accumulated profits earned by it in previous years and transferred by the company to the reserves, such declaration of dividend shall not be made except in accordance with such rules as may be determined by central government in this behalf:
- Provided also that no dividend shall be declared or paid by a company from its reserves other than free reserves.
- 2) The depreciation shall be provided in accordance with the provisions of Schedule II of the act.
  - 3) The Board of Directors of a company may declare interim dividend during any financial year out of the

surplus in the profit and loss account and out of profits of the financial year in which such interim dividend is sought to be declared:

Provided that in case the company has incurred loss during the current financial year up to the end of the quarter immediately preceding the date of declaration of interim dividend, such interim dividend shall not be declared at a rate higher than the average dividends declared by the company during the immediately preceding three financial years.

- 4) The amount of the dividend, including interim dividend, shall be deposited in a scheduled bank in a separate account within five days from the date of declaration of such dividend.
- 5) No dividend shall be paid by a company in respect of any share therein except to the registered shareholder of such share or to his order or to his banker and shall not be payable except in cash:

Provided that nothing in this sub-section shall be deemed to prohibit the capitalization of profits or reserves of a company for the purpose of issuing fully paid-up bonus shares or paying up any amount for the time being unpaid on any shares held by the members of the company:

Provided further that any dividend payable in cash may be paid by cheque or warrant or in any electronic mode to the shareholder entitled to the payment of the dividend.

- 6) A company which fails to comply with the provisions of sections 73 and 74 shall not, so long as such failure continues, declare any dividend on its equity shares.

#### **DIVIDEND TO JOINT HOLDERS**

199. Any one of several persons who are registered as joint holders of any Shares may give effectual receipts for all dividends or bonus and payments on account of dividends in respect of such Shares.
200. 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.

No amount paid or credited as paid on a share in advance of calls shall be treated as paid up on the share.

#### **APPORTIONMENT OF DIVIDENDS**

201. All dividends shall be apportioned and paid proportionate 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.

#### **DECLARATION OF DIVIDENDS**

202. The Company in General Meeting may, subject to the provisions of Section 123 of the Act, declare a dividend to be paid to the members according to their right and interests in the profits and may fix the time for payment.

#### **RESTRICTION ON AMOUNT OF DIVIDEND**

203. No larger dividend shall be declared than is recommended by the Board, but the Company in General Meeting may declare a smaller dividend.

#### **DIVIDEND OUT OF PROFITS ONLY AND NOT TO CARRY INTEREST**

204. 1) No dividend shall be payable except out of the profits of the Company arrived at as stated in Section 123 of the Act.

- 2) The declaration of the Board as to the amount of the net profits of the Company shall be conclusive.

#### **INTERIM DIVIDENDS**

205. The Board of Directors may from time to time pay the members such interim dividends as appears to it to be justified by the profits of the Company in accordance with Section 123 of the Act.

#### **DEBTS MAY BE DEDUCTED**

206. The Board may retain any dividends payable on shares on which the Company has a lien and may apply the same in or towards the satisfaction of the debts, liabilities or engagements in respect of which lien exists.

#### **DIVIDEND AND CALL TOGETHER**

207. Any General Meeting declaring an dividend may make a call on the members of such amount as the meeting fixes but so that the call on each members shall not exceed the dividend payable on him and so that the call may be made payable at the same time as the dividend and dividend may; if so arranged between the Company and the member, be set off against the call.

#### **EFFECT OF TRANSFER**

208. Right to dividend, right shares and bonus shares shall be held in abeyance pending registration of transfer of shares in conformity with the provision of Section 126 of the Act.

#### **RETENTION IN CERTAIN CASES**

209. The Board may retain the dividends payable upon share in respect of which any person is under Articles entitled to become a member of which any person under that Article is entitled to transfer until such person shall become a member in respect of such shares or shall duly transfer the same.

#### **NO MEMBER TO RECEIVE INTEREST OR DIVIDEND WHILST INDEBTED TO THE COMPANY AND COMPANY'S RIGHT TO REIMBURSEMENT THERE OUT**

210. No member shall be entitled to receive payment of an interest or dividend in respect of his own share or shares whilst any money may be due or owing from him to the Company in respect of such share or shares otherwise howsoever either alone or jointly with any other person or persons and the Board may deduct from the interest or dividend payable to any shareholder all sums or money so due from him to the Company.

#### **PAYMENT BY POST**

211. Any dividend payable in cash may be paid by cheque or warrant sent through the post directly to the registered address of the shareholder entitled to the payment of the dividend or in the case of joint shareholders to the registered address of that one whose name stands first on the Register of Members in respect of the joint shareholding or to such persons and to such address as the shareholders of the joint shareholders may in writing direct and every cheque or warrant so sent shall be made payable to the order of the person to whom it is sent and the Company shall not be responsible or liable for any cheque or warrant lost in transit or for any dividend lost to the member or person entitled thereto by the forged endorsement of any cheque or warrant of the fraudulent recovery thereof by any other means. The Company may, if it thinks fit, call upon the shareholders when applying for dividends or bonus to produce their share certificates at the registered office or other place where the payment of dividend is to be made.

#### **DIVIDEND TO BE PAID WITHIN THIRTY DAYS**

212. The Company shall pay dividend or send the warrant in respect thereof to the shareholder entitled to the payment of the dividend within Thirty days from the date of the declaration of the dividend unless:

- (a) the dividend could not be paid by reason of the operation of any law or

- (b) a shareholder has given directions to the Company regarding the payment of dividend and these directions can not be complied with or
- (c) there is dispute, regarding the right to receive the dividend or
- (d) the dividend has been lawfully adjusted by the Company against any sum due to it from the shareholder or
- (e) for any other reason, the failure to pay the dividend or to post the warrant within the period aforesaid was not due to any default on the part of the Company.

#### **UNPAID OR UNCLAIMED DIVIDEND**

213.

- 1) Where a dividend has been declared by a company but has not been paid or claimed within thirty days from the date of the declaration to any shareholder entitled to the payment of the dividend, the company shall, within seven days from the date of expiry of the said period of thirty days, transfer the total amount of dividend which remains unpaid or unclaimed to a special account to be opened by the company in that behalf in any scheduled bank to be called the Unpaid Dividend Account.
- 2) The company shall, within a period of ninety days of making any transfer of an amount under sub-section (1) to the Unpaid Dividend Account, prepare a statement containing the names, their last known addresses and the unpaid dividend to be paid to each person and place it on the website of the company, if any, and also on any other website approved by the Central Government for this purpose, in such form, manner and other particulars as may be determined by central government.
- 3) If any default is made in transferring the total amount referred to in sub-section (1) or any part thereof to the Unpaid Dividend Account of the company, it shall pay, from the date of such default, interest on so much of the amount as has not been transferred to the said account, at the rate of twelve per cent. per annum and the interest accruing on such amount shall endure to the benefit of the members of the company in proportion to the amount remaining unpaid to them.
- 4) Any person claiming to be entitled to any money transferred under sub-section (1) to the Unpaid Dividend Account of the company may apply to the company for payment of the money claimed.
- 5) Any money transferred to the Unpaid Dividend Account of a company in pursuance of this section which remains unpaid or unclaimed for a period of seven years from the date of such transfer shall be transferred by the company along with interest accrued, if any, thereon to the Fund established under sub-section (1) of section 125 and the company shall send a statement in the prescribed form of the details of such transfer to the authority which administers the said Fund and that authority shall issue a receipt to the company as evidence of such transfer.
- 6) All shares in respect of which unpaid or unclaimed dividend has been transferred under sub-section (5) shall also be transferred by the company in the name of Investor Education and Protection Fund along with a statement containing such details as may be determined by central government and that there shall be no forfeiture of unclaimed dividends before the claim becomes barred by law:

Provided that any claimant of shares transferred above shall be entitled to claim the transfer of shares from Investor Education and Protection Fund in accordance with such procedure and on submission of such documents as may be determined by central government.

#### **CAPITALIZATION OF RESERVES**

214.

- a. Any General Meeting may, upon the recommendation of the Board resolve that any moneys, investments or other assets forming part of the undistributed profits of the Company standing to the credit of any of the profit and loss account or any capital redemption reserve fund or in hands of the Company and available for dividend or representing premium received on the issue of shares and standing to the credit of the share premium account be capitalized and distributed amongst such of the

shareholders as would be entitled to receive the same if distributed by way of dividend and in the same proportions on the footing that they become entitled thereto as capital and that all or any part of such capitalized fund shall not be paid in cash but shall be applied subject to the provisions contained in clause (b) hereof on behalf of such shareholders in full or towards:

- (1) Paying either at par or at such premium as the resolution may provide any unissued shares or debentures or debenture-stock of the Company which shall be allotted, distributed and credited as fully paid up to and amongst such members in the proportions aforesaid; or
  - (2) Paying up any amounts for the time being remaining unpaid on any shares or debentures or debenture-stock held by such members respectively; or
  - (3) Paying up partly in the way specified in sub-clause (1) and partly in that specified in sub-clause (2) and that such distribution or payment shall be accepted by such shareholders in full satisfaction of their interest in the said capitalized sum.
- b.
- (1) Any moneys, investments or other assets representing premium received on the issue of shares and standing to the credit of share premium account; and
  - (2) If the Company shall have redeemed any redeemable preference shares, all or any part of any capital redemption fund arising from the redemption of such shares may, by resolution of the Company be applied only in paying up unissued shares of the Company to be issued to members of the Company as fully paid bonus shares to be issued to such members of the Company as the General Meeting may resolve upto an amount equal to the nominal amount of the shares so issued.
- c. Any General Meeting may resolve that any surplus moneys arising from the realization of any capital assets of the Company or any investments representing the same or any other undistributed profits of the Company not subject to charge for income-tax be distributed amongst the members on the footing that they receive the same as capital.
- d. For the purpose of giving effect to any such resolution, the Board may settle any difficulty which may arise in regard to the distribution of payment as aforesaid as it thinks expedient and in particular it may issue fractional certificates and may fix the value for distribution of any specific assets and may determine that cash payments be made to any members on the footing of the value so fixed and may vest any such cash, share, debentures, debenture-stock, bonds or other obligation in trustees upon such trust for the persons entitled thereto as may seem expedient to the Board and generally may make such arrangement for acceptance, allotment and sale of such shares, debentures, debenture-stock, bonds or other obligations and fractional certificates or otherwise as it may think fit.
- e. If and whenever any share becomes held by any member in fraction, the Board may subject to the provisions of the Act and these Articles and to the directions of the Company in General Meeting, if any, sell the shares which members hold in fractions for the best price reasonably obtainable and shall pay and distribute to and amongst the members entitled to such shares in due proportion the net proceeds of the sale thereof, for the purpose of giving effect to any such sale, the Board may authorize any person to transfer the shares sold to the purchaser thereof, comprised in any such transfer and he 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 of invalidity in the proceedings with reference to the sale.
- f. Where required; a proper contract shall be delivered to the Registrar for registration in accordance with Section 39 of the Companies Act 2013 and the Board may appoint any person to sign such contract on behalf of the persons entitled to the dividend or capitalized fund and such appointment shall be effective.

#### **FRACTIONAL CERTIFICATES**

215.

- (1) Whenever such a resolution as aforesaid shall have been passed, the Board shall;

- (a) make all appropriations and applications of the undivided profits resolved to be capitalized thereby and all allotments and issues of fully paid Shares and
  - (b) Generally do all acts and things required to give effect thereto.
- (2) The Board shall have full power:
- (a) to make such provision by the issue of fractional cash certificate or by payment in cash or otherwise as it thinks fit, in the case of Shares becoming distributable in fractions, also
  - (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 thereof of the respective proportions of the profits resolved to be capitalised of the amounts remaining unpaid on their existing Shares.
- (3) Any agreement made under such authority shall be effective and binding on all such Members.
- (4) that for the purpose of giving effect to any resolution, under the preceding paragraph of this Article, the Directors may give such directions as may be necessary and settle any question or difficulties that may arise in regard to any issue including distribution of new Shares and fractional certificates as they think fit.

#### **DIVIDEND IN CASH**

216. No dividends shall be payable except in cash, provided that nothing in this Article shall be deemed to prohibit the capitalization of the profits or reserves of the Company for the purpose of issuing fully paid up bonus Shares or paying up any amount for the time being unpaid on any Shares held by Members of the Company.
217. The Board shall give effect to the resolution passed by the Company in pursuance of all the above Articles.

#### **BOOKS OF ACCOUNTS**

##### **BOOKS OF ACCOUNTS TO BE KEPT**

218. The Company shall cause to be kept proper books of account with respect to:
- (i) all sums of money received and expended by a company and matters in relation to which the receipts and expenditure take place;
  - (ii) all sales and purchases of goods and services by the company;
  - (iii) the assets and liabilities of the company; and
  - (iii) the items of cost as may be determined by central government under section 148 in the case of a company which belongs to any class of companies specified under that section;

##### **BOOKS WHERE TO BE KEPT AND INSPECTION**

219. 1) Every company shall prepare and keep at its registered office books of account and other relevant books and papers and financial statement for every financial year which give a true and fair view of the state of the affairs of the company, including that of its branch office or offices, if any, and explain the transactions effected both at the registered office and its branches and such books shall be kept on accrual basis and according to the double entry system of accounting.



All or any of the books of account aforesaid and other relevant papers may be kept at such other place in India as the Board of Directors may decide and where such a decision is taken, the company shall, within seven days thereof, file with the Registrar a notice in writing giving the full address of that other place. The company may keep such books of account or other relevant papers in electronic mode in such manner as may be determined by central government.

- 2) Where a company has a branch office in India or outside India, it shall be deemed to have complied with the provisions of sub-clause (1), if proper books of account relating to the transactions effected at the branch office are kept at that office and proper summarized returns periodically are sent by the branch office to the company at its registered office or the other place referred to in sub-clause (1).
- 3) The books of account of every company relating to a period of not less than eight financial years immediately preceding a financial year, or where the company had been in existence for a period less than eight years, in respect of all the preceding years together with the vouchers relevant to any entry in such books of account shall be kept in good order.
- 4) The Company may keep such books of accounts or other relevant papers in electronic mode in such manner as may be prescribed.

#### **INSPECTION BY MEMBERS**

220. Board of Directors shall, from time to time, determine whether and to what extent and at what times and places and under what conditions or regulations accounts the and books and the documents of the Company or any of them shall be open to the inspection of the members and no member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred statute or authorised by the Board of Directors or by a resolution of the Company in General Meeting.

#### **TRANSFER BOOKS AND REGISTER OF MEMBERS WHEN CLOSED**

221. The Board shall have power on giving not less than seven days' previous notice by advertisement in some newspaper circulating in the district in which the office of the Company is situated, to close the Transfer books, the Register of members or Register of debenture holders at such time or times and for such period or periods, not exceeding thirty days at a time and not exceeding in the aggregate forty-five days in each year.

If the transfer books have not been closed at any time during a year, the Company shall at least once a year, close the books at the time of its Annual General Meeting. The minimum time gap between the two book closures and/or record dates would be atleast 30 (thirty) days.

#### **STATEMENT OF ACCOUNTS TO BE LAID IN GENERAL MEETING**

222. The Board of Directors shall from time to time, in accordance with Sections 129 and 134 of the Act, cause to be prepared and to be laid before the Company in General Meeting, such Balance Sheets, Profits & Loss Accounts and reports as are required by these Sections.

#### **FINANCIAL STATEMENT**

223. Subject to the provisions of Section 129 of the Act, every Financial Statement of the Company shall be in the forms set out in Schedule II of the Act, or as near there to as circumstances admit. So long as the Company is a holding Company having a subsidiary the Company shall conform to Section 129 and other applicable provisions of the Act.

If in the opinion of the Board, any of the current assets of the Company have not a value on realization in the ordinary course of business at least equal to the amount at which they are stated, the fact that the Board is of that opinion shall be stated.

#### **AUTHENTICATION OF FINANCIAL STATEMENT**

224. The Financial Statements shall be signed in accordance with the provisions of Section 134 of the said Act.

The Financial Statement, shall be approved by the Board of Directors before they are submitted to the auditors for report thereon Profit and Loss Accounts to be Annexed and Auditors' Report to be attached to the Balance Sheet. The Profit and Loss Account shall be annexed to the Balance and the Auditors' Report including the Auditor's separate, special or supplementary report, if any, shall be attached thereon.

#### **BOARD'S REPORT TO BE ATTACHED TO FINANCIAL STATEMENT**

225. Every Financial Statement laid before the Company in General Meeting shall have attached to it a Report by the Board of Directors with respect to the State of the Company's affairs and such other matters as prescribed under Section 134 of the Act and the Rules made thereunder. The Report shall so far as it is material for the appreciation of the state of the Company's affairs by its members and will not in the Board's opinion be harmful to the business of the Company or of any of its subsidiaries deal with any changes which have occurred during the financial year in the nature of the Company of Company's business, or of the Company's subsidiaries or in the nature of the business in which the Company has an interest. The board shall also give the fullest information and explanation in its Report or in cases falling under the proviso to Section 129 of the Act in an addendum to that Report, on every reservation, qualification or adverse remark contained in the Auditor's Report. The Board's Report and addendum (if any) thereto shall be signed by its Chairman if he is authorized in that behalf by the Board; and where he is not so authorized shall be signed by such number of Directors as are required to sign the Financial Statements of the Company by virtue of sub-clauses (a) and (b) of Article 229. The Board shall have the right to charge any person not being a Director with the duty of seeing that the provisions of sub-clauses (a) and (b) of this Article are complied with. Every Financial Statement of the Company when audited and approved and adopted by the members in the annual general meeting shall be conclusive except as regards in matters in respect of which modifications are made thereto as may from time to time be considered necessary by the Board of Directors and or considered proper by reason of any provisions of relevant applicable statutes and approved by the shareholders at a subsequent general meeting.

#### **RIGHT OF MEMBERS TO COPIES OF FINANCIAL STATEMENT AND AUDITOR'S REPORT**

226. A copy of every Financial Statement and the auditor's report and every other document required by law to be annexed or attached, as the case may be; to the balance sheet which is to be laid before the Company in General Meeting, shall be made available for inspection at the Registered Office of the Company during the working hours for a period of 21 days before the date of the meeting. A statement containing the salient features of such documents in the prescribed form or copies of the documents aforesaid as may be permitted by Section 136 of the Act and as the Company may deem fit, will be sent to every member of the Company and to every Trustees for the holders of any debentures issued by the Company, not less than 21 days before the meeting as laid down in Section 136 of the Act. Provided that it shall not be necessary to send copies of the documents aforesaid to:
- (a) to a member or holder of the debenture of the Company who is not entitled to have the notice of general meeting of the Company sent to him and whose address the Company is unaware;
  - (b) to more than one of the joint holder of any shares or debentures some of whom are and some of whom are not entitled to have such notice sent to them, by those who are not so entitled.

#### **A COPY OF THE FINANCIAL STATEMENT ETC. TO BE FILED WITH REGISTRAR**

227. After the Financial Statements have been laid before the Company at the annual general Meeting, a copy of the Financial Statement duly signed as provided under Section 137 of the Act together with a copy of all documents which are required to be annexed there shall be filed with the Registrar so far as the same be applicable to the Company.

#### **RIGHT OF MEMBER TO COPIES OF AUDITED FINANCIAL STATEMENT**

228. (1) Without prejudice to the provisions of section 101, a copy of the financial statements, including consolidated financial statements, if any, auditor's report and every other document required by law to be annexed or attached to the financial statements, which are to be laid before a company in its general meeting, shall be sent to every member of the company, to every trustee for the debenture-holder of any debentures issued by the company, and to all persons other than such member or

trustee, being the person so entitled, not less than twenty-one days before the date of the meeting.

The provisions of this clause shall be deemed to be complied with, if the copies of the documents are made available for inspection at its registered office during working hours for a period of twenty-one days before the date of the meeting and a statement containing the salient features of such documents in the prescribed form or copies of the documents, as the company may deem fit, is sent to every member of the company and to every trustee for the holders of any debentures issued by the company not less than twenty-one days before the date of the meeting unless the shareholders ask for full financial statements.

The Central Government may prescribe the manner of circulation of financial statements of companies having such net worth and turnover as may be determined by central government and company shall also place its financial statements including consolidated financial statements, if any, and all other documents required to be attached thereto, on its website, which is maintained by or on behalf of the company.

Provided also that every subsidiary or subsidiaries shall –

- (a) place separate audited accounts in respect of each of its subsidiary on its website, if any;
  - (b) provide a copy of separate audited financial statements in respect of each of its subsidiary, to any shareholder of the company who asks for it.
- (2) A company shall allow every member or trustee of the holder of any debentures issued by the company to inspect the documents stated under sub-clause (1) at its registered office during business hours.

#### **ACCOUNTS TO BE AUDITED**

229.

- (1) Once at least in every year they accounts of the Company shall be examined by one or more Auditors who shall report to the shareholders as to whether the Balance Sheet reflects a true and fair view of the state of affairs of the Company as at that date and the Profit and Loss Account discloses a true and fair view of the profit and loss incurred by the Company during the year under review.
- (2) The appointment, remuneration, rights, powers & duties of the Company's Auditor shall be regulated in accordance with the provision of the Act.

#### **APPOINTMENT OF AUDITORS**

230.

- (1) Auditors shall be appointed and their qualifications, rights and duties regulated in accordance with Section 139 to 143, 145 and 146 of the Act and rules made thereunder.
- (2) The Company shall, at the first annual general meeting, appoint an individual or a firm as an auditor who shall hold office from the conclusion of that meeting till the conclusion of its sixth annual general meeting and thereafter till the conclusion of every sixth meeting and the manner and procedure of selection of auditors by the members of the company at such meeting shall be according to the provisions of the Act.

Provided that the company shall place the matter relating to such appointment for ratification by members at every annual general meeting.

Provided further that before such appointment is made, the written consent of the auditor to such appointment, and a certificate from him or it that the appointment, if made, shall be in accordance with the conditions as may be determined by central government, shall be obtained from the auditor:

Provided also that the certificate shall also indicate whether the auditor satisfies the criteria provided in Section 141:

Provided also that the company shall inform the auditor concerned of his or its appointment, and also file a notice of such appointment with the Registrar within fifteen days of the meeting in which the auditor is appointed.

- (3) At any Annual General Meeting a retiring Auditor by whatsoever authority appointed shall be reappointed unless:
- (a) he is not disqualified for re-appointment;
  - (b) he has not given the company a notice in writing of his unwillingness to be re-appointed; and
  - (c) a special resolution has not been passed at that meeting appointing some other auditor or providing expressly that he shall not be re-appointed.
- (4) The company shall not appoint or reappoint -
- (a) an individual as auditor for more than one term of five consecutive years; and
  - (b) an audit firm as auditor for more than two terms of five consecutive years:

Provided that—

- (i) an individual auditor who has completed his term under clause (a) shall not be eligible for re-appointment as auditor in the same company for five years from the completion of his term.
  - (ii) an audit firm which has completed its term under clause (b), shall not be eligible for re-appointment as auditor in the same company for five years from the completion of such term.
- (5) Where at any annual general meeting, no auditor is appointed or re-appointed, the existing auditor shall continue to be the auditor of the company.

#### **POWER OF BOARD TO MODIFY FINAL ACCOUNTS**

231. Every Balance Sheet and Profit and Loss Account of the Company when audited and adopted by the Company in General Meeting shall be conclusive.

#### **DOCUMENTS AND NOTICE**

##### **SERVICES OF DOCUMENTS ON MEMBER BY COMPANY**

232. Save as provided in this Act or the rules made thereunder for filing of documents with the Registrar in electronic mode, a document may be served on Registrar or any member by sending it to him by post or by registered post or by speed post or by courier or by delivering at his office or address, or by such electronic or other mode as may be determined by central government:

Provided that a member may request for delivery of any document through a particular mode, for which he shall pay such fees as may be determined by the company in its annual general meeting.

##### **SERVICE OF DOCUMENTS ON COMPANY**

233. A document may be served on a company or an officer thereof by sending it to the company or the officer at the registered office of the company by registered post or by speed post or by courier service or by leaving it at its registered office or by means of such electronic or other mode as may be determined by central government:

Provided that where securities are held with a depository, the records of the beneficial ownership may be served by such depository on the company by means of electronic or other mode.

#### **“Service of documents on the Company”**

234. Where securities are held in a Depository, the records of the beneficial ownership may be served by such Depository on the Company by means of electronic mode or other mode in accordance with the Act and rules made thereunder.

#### **AUTHENTICATION OF DOCUMENTS AND PROCEEDINGS**

235. Save as otherwise expressly provided in the Act, the rules made thereunder and these Articles, a document or proceeding requiring authentication by a company; or contracts made by or on behalf of a company, may be signed by any key managerial personnel or an officer of the company duly authorized by the Board in this behalf.

#### **REGISTERS AND DOCUMENTS**

##### **REGISTERS AND DOCUMENTS TO BE MAINTAINED BY THE COMPANY**

236. The Company shall keep and maintain registers, books and documents required by the Act or these Articles, including the following:
- (a) Register of investments made by the Company but not held in its own name, as required by Section 187(3) of the Act.
  - (b) Register of mortgages and charges as required by Section 85 of the Act.
  - (c) Register and index of Member and debenture holders as required by Section 88 of the Act.
  - (d) Register of contracts, with companies and firms in which Directors are interested as required by Section 189 of the Act.
  - (e) Register of Directors and key managerial personnel and their shareholding under Section 170 of the Act.
  - (f) Register of loans, guarantee, security and acquisition made by the company under Section 186 (9) of the Act.
  - (g) Copies of annual returns prepared under Section 92 of the Act together with the copies of certificates and documents required to be annexed thereto.

##### **MAINTENANCE AND INSPECTION OF DOCUMENTS IN ELECTRONIC FORM**

237. Without prejudice to any other provisions of this Act, any document, record, register, minutes, etc.,—
- (a) required to be kept by a company; or
  - (b) allowed to be inspected or copies to be given to any person by a company under this Act, may be kept or inspected or copies given, as the case may be, in electronic form in such form and manner as may be determined by the Central Government.

#### **INDEMNITY**

238. Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.

#### **WINDING UP**

##### **DISTRIBUTION OF ASSETS**

- 239.

- (a) If the Company shall be wound up, whether voluntarily or otherwise, the Liquidator may, with the sanction of a Special Resolution, divide amongst the contributories in specie or kind, any part of the assets of the Company and may, with the like sanction, vest any part of the assets of the Company in trustees upon such trusts for the benefit of the contributories or any of them, as the liquidator, with the like sanction, shall think fit.
- (b) If thought expedient any such division may subject to the provisions of the Act be otherwise than in accordance with the legal rights of the contributions (except where unalterably fixed by the Memorandum of Association and in particular any class may be given preferential or special rights or may be excluded altogether or in part but in case any division otherwise than in accordance with the legal rights of the contributories, shall be determined on any contributory who would be prejudicial thereby shall have a right to dissent and ancillary rights as if such determination were a Special Resolution passed pursuant to Section 319 of the Act.
- (c) In case any Shares to be divided as aforesaid involve a liability to calls or otherwise any person entitled under such division to any of the said Shares may within ten days after the passing of the Special Resolution by notice in writing direct the Liquidator to sell his proportion and pay him the net proceeds and the Liquidator shall, if practicable act accordingly.

#### **RIGHT OF SHAREHOLDERS IN CASE OF SALE**

240. A Special Resolution sanctioning a sale to any other Company duly passed pursuant to provisions of the Companies Act, 2013 may subject to the provisions of the Act in like manner as aforesaid determine that any Shares or other consideration receivable by the liquidator be distributed against the Members otherwise than in accordance with their existing rights and any such determination shall be binding upon all the Members subject to the rights of dissent and consequential rights conferred by the said sanction.

#### **SECURITY CLAUSE**

241. No member or other person (not being a Director) shall be entitled to visit or inspect any property or premises or works of the Company without the permission of the Board or to require discovery of or any information respecting any detail of the Company's trading or any matter which is or may be in the nature of a trade secret, mystery of trade, secret process or any other matter which may relate to the conduct of the business of the Company and which in the opinion of the Board, it would be inexpedient in the interest of the Company to disclose Secrecy undertaking.
242. Every Director, Manager, Auditor, Treasurer, Trustee, Member of a Committee agents, officer, servant, accountant or other person employed in the business of the Company shall, when required, sign a declaration pledging himself to observe strict secrecy respecting all transactions of the Company with the customers and the state of accounts with individual and in matters relating thereto and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties, except when required so to do by the Board or by any meeting of the shareholders, if any or by a Court of Law the person to whom matters relate and except so far as may be necessary in order to comply with any of the provision in these present contained.

#### **KNOWLEDGE IMPLIED**

243. Each member of the Company, present and future, is to be deemed to join the Company with full knowledge of all the contents of these presents.

## SECTION XIII – 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 Draft Prospectus will be delivered to the RoC for registration and also the documents for inspection referred to hereunder, may be inspected on working days between 10.00 a.m. to 5.00 p.m. at the Registered Office of our Company located at B202, Shri Virkala Complex, M.G. Haveli R, Manekchowk Co. Op Bank, Manekchowk, Ahmedabad, Gujarat, India, 380001, from date of filing the Draft Prospectus with RoC till the Issue Closing Date on working days from 10.00 a.m. to 5.00 p.m.*

#### Material Contracts

- 1) Memorandum of Understanding dated December 21, 2019 between our Company and the Lead Manager to the Issue.
- 2) Registrar Agreement dated October 04, 2019 between our Company and the Registrar to the Issue.
- 3) Underwriting Agreement dated December 21, 2019 between our Company and Underwriter.
- 4) Market Making Agreement dated [●] between our Company, Lead Manager and Market Maker.
- 5) Tripartite agreement among the NSDL, our Company and the Registrar to the Issue dated November 18, 2019.
- 6) Tripartite agreement among the CDSL, our Company and the Registrar to the Issue dated November 14, 2019.
- 7) Escrow Agreement dated [●] signed between our Company, the Lead Manager, Banker(s) to the Issue/ Escrow Collection Bank(s) and the Registrar to the Issue.

#### Material Documents

- 1) Certified true copy of the Memorandum and Articles of Association of our Company, as amended from time to time including certificates of incorporation.
- 2) Copy of resolution passed at the meeting of the Board of Directors of our Company dated November 25, 2019, authorizing the Fresh Issue of Equity Shares.
- 3) Copy of special resolution of the shareholders passed at the Extra Ordinary General Meeting dated December 02, 2019, authorizing the Fresh Issue of Equity Shares.
- 4) Copy of resolution passed at the board meeting held on September 20, 2019 for fixing the term of appointment and the remuneration of Mr. Shubham Bharatbhai Shah, Managing Director.
- 5) Copy of resolution passed at the board meeting held on September 20, 2019 for fixing the term of appointment and the remuneration of Mr. Bharat Rasiklal Shah, Whole-Time Director.
- 6) Statement of Tax Benefits dated December 18, 2019 issued by M/s Bhagat & Co., Chartered Accountants, Independent Peer Review Certified Auditor to the Company.
- 7) Copies of Annual reports of the Company for the years ended March 31, 2019, 2018 and 2017 and for 6 months ending on September 30, 2019.
- 8) Peer Review/ Independent Auditor`s Report dated December 18, 2019 issued by M/s Bhagat & Co., Chartered Accountants, on the Restated Financial Statements for 6 months ending on September 30, 2019 and the financial years ending March 31, 2019, 2018 and 2017 of our Company.

- 9) Business Succession Agreement date December 18, 2019 entered between M/s Ravi Ornaments-Proprietary Firm and Our Company.
- 10) Consents of our Promoter, Directors, Company Secretary and Compliance Officer, Chief Financial Officer, the Lead Manager, the Registrar to the Issue, the Statutory Auditors to the Company, Peer Reviewed Auditor, the Legal Advisor to the Issue, Banker(s) to the Company, Market Maker(s), Underwriter(s), and the Banker(s) to the Issue/ Escrow Collection Bank(s) to act in their respective capacities.
- 11) Copy of approval from BSE vide letter dated [●], to use the name of BSE in this offer document for listing of Equity Shares on SME Platform of BSE Ltd.
- 12) Due Diligence Certificate dated December 23, 2019 from the Lead Manager to BSE Ltd.
- 13) Due Diligence Certificate dated [●] from the Lead Manager to be submitted to SEBI along with the filing of the Draft Prospectus.

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, subject to compliance of the provisions contained in the Companies Act and other relevant statutes.



**SECTION – XIV: DECLARATION**

We hereby declare that, all the relevant provisions Companies Act, 2013 and the rules, guidelines and regulations issued by the Government of India or the regulations/ guidelines issued by Securities and Exchange Board of India, 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 ( to the extent notified), the Securities and Exchange Board of India Act, 1992 or rules made there under or regulations/ guidelines issued, as the case may be. We further certify that all statements in this Draft Prospectus are true and correct.

**SIGNATURE BY ALL THE DIRECTORS OF OUR COMPANY**

**Name of the Directors**

**Signature**

**Mr. Shubham Bharatbhai Shah**  
**Managing Director**  
**DIN No.: 08300065**

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**Mr. Bharat Rasiklal Shah**  
**Whole Time Director**  
**DIN No.: 08300063**

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**Mrs. Pravinaben Shah**  
**Non- Executive Director**  
**DIN No.: 08300064**

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**Mr. Yashesh Vasant Patel**  
**Non-Executive Independent Director**  
**DIN No.: 08568623**

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**Mr. Parshva Mukeshkumar Shah**  
**Non-Executive Independent Director**  
**DIN No.: 08638715**

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**SIGNED BY THE CHIEF FINANCIAL OFFICER OF OUR COMPANY**

**Mr. Shubham Bharatbhai Shah**

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**SIGNED BY THE COMPANY SECRETARY & COMPLIANCE OFFICER**

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**PLACE: AHMEDABAD**

**DATE: 23/12/2019**