



WELPAR PHARMBIZZ LIMITED

Our Company was originally formed as a partnership firm under the Indian Partnership Act, 1932 in the name of "Welcome Agencies" pursuant to deed of partnership dated February 09, 2011. Thereafter our firm got converted to a public limited company under Part I of Chapter XXI of the Companies Act, 2013 under the name of "Welpar Pharmbizz Limited" at Mumbai, Maharashtra, under the provisions of the Companies Act, 2013 vide Certificate of Incorporation dated May 10, 2018 bearing Corporate Identification Number U74999MH2018PLC309197. For further details of Incorporation, and Registered Office of our company, please refer to chapter titled "Our History and Corporate Structure" beginning on page 106 of this Draft Red Herring Prospectus.

Registered Office: 23B, Floor-2, Plot-13, Shree Ram Industrial, Estate, 13 G. D. Ambekar Marg, Wadala, Mumbai – 400 031, Maharashtra, India

Tel: 022-24137702; **E-mail:** investors@welpar.in; **Website:** www.welpar.in

Contact Person: Ms. Mitti Mitesh Jain, Company Secretary and Compliance Officer

PROMOTERS OF OUR COMPANY: MR. PARAS KANHAIYALAL CHHAJED, MR. DIPESH PARAS CHHAJED & MR. MANISH PARAS CHHAJED

INITIAL PUBLIC OFFER OF UPTO 50,50,000* EQUITY SHARES OF FACE VALUE OF ₹10/- EACH OF WELPAR PHARMBIZZ LIMITED (THE "COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ [●] PER EQUITY SHARE (THE "ISSUE PRICE") AGGREGATING TO ₹ [●] LAKH ("THE ISSUE"), OF WHICH [●] EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ [●] PER EQUITY SHARE AGGREGATING TO ₹ [●] LAKH WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER TO THE ISSUE (THE "MARKET MAKER RESERVATION PORTION"). THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION i.e. NET ISSUE OF [●] EQUITY SHARES OF FACE VALUE OF ₹10/- EACH AT A PRICE OF ₹ [●] PER EQUITY SHARE AGGREGATING TO ₹ [●] LAKH ARE HEREIN AFTER REFERRED TO AS THE "NET ISSUE". THE ISSUE AND THE NET ISSUE WILL CONSTITUTE [●] % AND [●] % RESPECTIVELY OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY. THE FACE VALUE OF THE EQUITY SHARES IS RS. 10 EACH. THE PRICE BAND AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGER ("BRLM") AND WILL BE ADVERTISED IN ALL EDITIONS OF THE ENGLISH NATIONAL NEWSPAPER [●], ALL EDITIONS OF THE HINDI NATIONAL NEWSPAPER [●] AND [●] EDITIONS OF THE REGIONAL NEWSPAPER, EACH WITH WIDE CIRCULATION, AT LEAST 2 (TWO) WORKING DAYS PRIOR TO THE BID/ISSUE OPENING DATE WITH THE RELEVANT FINANCIAL RATIOS CALCULATED AT THE FLOOR PRICE AND THE CAP PRICE AND SHALL BE MADE AVAILABLE TO THE BSE LIMITED ("BSE", REFERRED TO AS THE "STOCK EXCHANGE") FOR THE PURPOSE OF UPLOADING ON IT'S WEBSITE.**

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

In terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015, all potential investors shall participate in the Issue only through an Application Supported by Blocked Amount ("ASBA") process providing details about the bank account which will be blocked by the Self Certified Syndicate Banks ("SCSBs") for the same. For details in this regard, specific attention is invited to the chapter titled "Issue Procedure" beginning on page 180 of this Draft Red Herring Prospectus. A copy of Red Herring Prospectus and Prospectus will be delivered for registration to the Registrar as required under Section 32 of the Companies Act, 2013.

In terms of Rule 19(2)(b)(i) of the Securities Contracts (Regulation) Rules, 1957, as amended (the "SCRR") the Issue is being made for at least 25% of the post-Issue paid-up Equity Share capital of our Company. The Issue is being made in accordance with Chapter IX of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time ("SEBI (ICDR) Regulations"), wherein not more than 50 % of the Net Issue shall be available for allocation on a proportionate basis to QIBs (the "QIB category"), 5% of the QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. Further, not less than 15% of the Net Issue will be available for allocation on a proportionate basis to Non-Institutional Investors and not less than 35% of the Net Issue will be available for allocation to Retail Individual Investors, in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price. All investors shall participate in this Issue mandatorily through the Applications Supported by Blocked Amount ("ASBA") process by providing details of their respective bank accounts which will be blocked by SCSBs. For further details please refer the section titled "Issue Information" beginning on page 170 of this Draft Red Herring Prospectus.

RISK IN RELATION TO THE FIRST ISSUE

This being the first Public Issue of our Company, there has been no formal market for the securities of our Company. The Issue Price as stated in "Basis for Issue Price" on page 74 of Draft Red Herring Prospectus should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed on SME platform of BSE Limited. No assurance can be given regarding an active or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this offering. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares issued in the Issue have neither been recommended nor approved by Securities and Exchange Board of India nor does Securities and Exchange Board of India guarantee the accuracy or adequacy of this Draft Red Herring Prospectus. Specific attention of the investors is invited to the section titled "Risk Factors" beginning on page 22 of this Draft Red Herring Prospectus.

COMPANY'S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to our Company and the Issue which is material in the context of the Issue, that the information contained in this Draft Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

LISTING

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

BOOK RUNNING LEAD MANAGER



GRETEX CORPORATE SERVICES PRIVATE LIMITED

Registered Office: Office no.102, 1st Floor, Kanakia Atrium-2, Chakala Andheri Kurla Road, Behind Courtyard Marriot, Mumbai – 400 093

Tel No.: +91 – 22 – 6708 6181

Email: info@gretexgroup.com

Website: www.gretexcorporate.com

Contact Person: Ms. Amina Khan

SEBI Registration No: INM000012177

CIN: U74999MH2008PTC288128

REGISTRAR TO THE ISSUE



LINK INTIME INDIA PRIVATE LIMITED

C-101, 1st Floor, 247, Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083

Tel No.: +91 – 22 – 4918 6200

Fax No.: +91 – 22 – 4918 6195

Email: welpar ipo@linkintime.co.in

Website: www.linkintime.co.in

Contact Person: Ms. Shanti Gopalkrishnan

SEBI Registration No: INR000004058

CIN: U67190MH1999PTC118368

BID/ISSUE PROGRAMME

BID/ISSUE OPENS ON: [●]**

BID/ISSUE CLOSES ON: [●]**

*Number of Shares may need to be adjusted for lot size upon determination of Issue Price.

**Subject to finalization of basis of allotment.

*** Our Company may, in consultation with the BRLM, consider closing the Bidding by QIB Bidders one Working Day Prior to the Bid/Issue Closing Date in accordance with the SEBI regulation

INDEX

PARTICULARS	PAGE
SECTION I: GENERAL	
DEFINITIONS AND ABBREVIATIONS	2
CERTAIN CONVENTIONS, USE OF FINANCIAL INFORMATION AND MARKET DATA AND CURRENCY OF PRESENTATION	14
FORWARD LOOKING STATEMENTS	16
SECTION II: SUMMARY OF OFFER DOCUMENT	17
SECTION III: RISK FACTORS	22
SECTION IV: INTRODUCTION	41
THE ISSUE	41
SUMMARY OF FINANCIAL INFORMATION	43
SECTION V: GENERAL INFORMATION	46
SECTION VI: CAPITAL STRUCTURE	57
SECTION VII: PARTICULARS OF THE ISSUE	68
OBJECTS OF THE ISSUE	68
BASIS FOR ISSUE PRICE	74
STATEMENT OF POSSIBLE TAX BENEFITS	77
SECTION VIII: ABOUT THE ISSUER	80
INDUSTRY OVERVIEW	80
OUR BUSINESS	87
KEY INDUSTRY REGULATIONS AND POLICIES	101
OUR HISTORY AND CORPORATE STRUCTURE	106
OUR MANAGEMENT	109
OUR PROMOTERS AND PROMOTER GROUP	125
OUR GROUP ENTITIES	130
RELATED PARTY TRANSACTIONS	133
DIVIDEND POLICY	134
SECTION IX: FINANCIAL INFORMATION	135
FINANCIAL STATEMENTS AS RESTATED	135
MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL POSITION AND RESULTS OF OPERATIONS	136
FINANCIAL INDEBTEDNESS	147
SECTION X: LEGAL AND OTHER INFORMATION	149
OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS	149
GOVERNMENT AND OTHER STATUTORY APPROVALS	158
OTHER REGULATORY AND STATUTORY DISCLOSURES	163
SECTION XI: ISSUE INFORMATION	170
TERMS OF THE ISSUE	170
ISSUE STRUCTURE	177
ISSUE PROCEDURE	180
RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES	215
SECTION IX: MAIN PROVISIONS OF ARTICLES OF ASSOCIATION	219
SECTION X: OTHER INFORMATION	237
MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION	237
DECLARATION	239

SECTION I: GENERAL

DEFINITIONS AND ABBREVIATIONS

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

All references to “Our Company”, “we”, “our”, “us”, “WELPAR”, “WPL” or “Welpar Pharmbizz Limited”, are to our Company which is incorporated under the Companies Act, 2013 and having its Registered Office at 23B, Floor - 2, Plot – 13, Shree Ram Industrial Estate, 13, G.D. Ambekar Marg, Wadala, Mumbai – 400 031.

The words and expressions used in this Draft Red Herring Prospectus, but not defined herein, shall have the same meaning ascribed to such terms under the SEBI (ICDR) Regulations, the Companies Act, and the SCRA, the Depositories Act and the rules and regulations made there under, as the case may be. Notwithstanding the foregoing, the terms not defined but used in the sections titled “*Statement of Possible Tax Benefits*”; “*Financial Statements as Restated*”; “*Outstanding Litigation and Material Developments*”; and “*Main Provisions of Articles of Association*” beginning on pages 77, 135, 149 and 219 respectively, shall have the meanings ascribed to such terms in these respective sections.

Unless the context otherwise indicates or implies, the following terms shall have the meanings provided below in this Draft Red Herring Prospectus, and references to any statute or regulations or policies will include any amendments or re-enactments thereto, from time to time. In case of any inconsistency between the definitions given below and the definitions contained in the General Information Document (as defined below), the definitions given below shall prevail.

Company Related Terms

Term	Description
“Welpar Pharmbizz Limited”, “WELPAR”, “WPL”, “We” or “us” or “Our Company” or “the Issuer”	Welpar Pharmbizz Limited, a public limited Company incorporated under the Companies Act, 2013 and having its registered office at 23B, Floor - 2, Plot – 13, Shree Ram Industrial Estate, 13, G.D. Ambekar Marg, Wadala, Mumbai – 400031.
AOA/Articles / Articles of Association	Unless the context otherwise requires, refers to the Articles of Association of Welpar Pharmbizz Limited, as amended from time to time
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 rules made thereunder vide Board Resolution dated December 26, 2018.
Banker to the Company	Such banks which are disclosed as bankers to the Company in the chapter titled “ <i>General Information</i> ” beginning on page 46 of this Draft Red Herring Prospectus.
Board/ Board of Directors / Our Board/Directors	The Board of Directors of our Company, including all duly constituted Committees thereof.
Chief Financial Officer / CFO	The Chief Financial Officer of our Company, Mr. Manish Paras Chhajed
CIN / Corporate Identity Number	Corporate Identification Number of our Company U74999MH2018PLC309197
Company Secretary and Compliance Officer	The Company Secretary and Compliance Officer of our Company, Ms. Mitti Mitesh Jain
Equity Shareholders / Shareholders	The holders of the Equity Shares of the Company
Equity Shares / Shares	The equity shares of our Company of a face value of ₹10/- each unless otherwise specified in the context thereof

Term	Description
Financial Statements as Restated	Restated financial statements of assets and liabilities for the period ended July 31, 2018 and May 09, 2018 along with for the year ended March 31, 2018, 2017 and 2016 and statement of profit and loss and cash flows at and for the period ended on July 31, 2018 and May 09, 2018 along with for the year ended March 31, 2018, 2017 and 2016 for our Company prepared in accordance with SEBI ICDR Regulations and other applicable laws.
Group Companies/Entities	Such companies as are included in the chapter titled “ <i>Our Group Entities</i> ” beginning on page 130 of this Draft Red Herring Prospectus
Independent Director	A non-executive, Independent Director as per the section 149 of the Companies Act, 2013 and the Listing Regulations
ISIN	International Securities Identification Number, being INE02TO01016
Key Management Personnel / KMP	Key management personnel of our Company in terms of Section 2(51) of the Companies Act, 2013 and Regulation 2(1)(bb) of the SEBI (ICDR) Regulations. and as identified in chapter titled “ <i>Our Management</i> ” beginning on page 109 of this Draft Red Herring Prospectus
Materiality Policy	The policy adopted by our Board on July 22, 2018 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.
MD or Managing Director	The managing director of our Company being Mr. Dipesh Paras Chhajed
MoA / Memorandum of Association	The Memorandum of Association of our Company, as amended from time to time
Nomination & Remuneration Committee	The committee of the Board of Directors constituted as the Company’s Nomination & Remuneration Committee in accordance with Section 178(1) of the Companies Act, 2013 and rules made thereunder vide Board resolution dated August 01, 2018.
Promoters	Promoters of our company being Mr. Paras Kanhaiyalal Chhajed, Mr. Dipesh Paras Chhajed and Mr. Manish Paras Chhajed
Promoter Group	Persons and entities constituting the promoter group of our Company, pursuant to Regulation 2(1)(pp) of the SEBI (ICDR) Regulations and as enlisted in the chapter titled “ <i>Our Promoters and Promoter Group</i> ” beginning on page 125 of this Draft Red Herring Prospectus.
Registered Office	The registered office of our Company situated at 23B, Floor - 2, Plot – 13, Shree Ram Industrial Estate, 13, G.D. Ambekar Marg, Wadala, Mumbai – 400031
RoC / Registrar of Companies	Registrar of Companies, Mumbai situated at Everest, 5 th Floor, 100 Marine Drive, Mumbai – 400002, Maharashtra
Stakeholders’ Relationship Committee	The committee of the Board of Directors constituted as the Company’s Stakeholders’ Relationship Committee in accordance with and Section 178(5) of the Companies Act, 2013 and rules made thereunder vide Board resolution dated August 01, 2018
Statutory Auditor and Peer Reviewed Auditor or Auditor	The Statutory & Peer Review Auditor of our Company, M/s Pankaj P. Sanghavi & Co., Chartered Accountants (FRN: 107356W) holding a valid peer review certificate dated February 07, 2017
“you”, “your” or “yours”	Prospective Investors in this Issue.

Issue Related Terms

Term	Description
Acknowledgement Slip	The acknowledgement slips or document issued by the Designated Intermediary to a Bidder as proof of registration of Bid.
Allot / Allotment /Allotted	Unless the context otherwise requires, allotment of the Equity Shares pursuant to the issue of Equity Shares to the successful Bidders.
Allotment Advice	Note or advice or intimation of Allotment sent to each successful Bidder who has been or is to be Allotted the Equity Shares after approval of the Basis of Allotment by the Designated Stock Exchange.

Term	Description
Allottee(s)	A successful Bidders to whom the Equity Shares are being Allotted.
Application Supported by Blocked Amount/ ASBA	An application for subscribing to the Issue, along with an authorization to self-certified syndicate bank to block the application money in a bank account
ASBA Account	Account maintained with an SCSB and specified in the Bid cum Application Form which will be blocked by such SCSB to the extent of the appropriate Bid Amount in relation to a Bid by an ASBA Bidder.
ASBA Bidder(s)	Any prospective investors in this Issue who apply for Equity Shares of our Company through the ASBA process in terms of this Draft Red Herring Prospectus
ASBA / Location(s) / Specified Cities	Locations at which ASBA Applications can be uploaded by the SCSBs, namely Mumbai, New Delhi, Chennai, Kolkata.
Bankers to the Issue/ Refund Banker	Bank which is a clearing member and registered with SEBI as banker to an issue and with whom the Public Issue Account will be opened, in this case being [●]
Bankers to the Issue Agreement	Bankers to the Issue Agreement entered on [●] amongst our Company, Book Running Lead Manager, the Registrar to the Issue and Banker to the Issue for collection of the Bid Amount on the terms and conditions thereof
Basis of Allotment	The basis on which the Equity Shares will be Allotted to successful Bidders under the Issue, described in “ <i>Issue Procedure</i> ” beginning on page 180 of this Draft Red Herring Prospectus
Bid	An indication to make an issue during the Bid/ Issue Period by a Bidder pursuant to submission of the Bid cum Application Form, to subscribe to or purchase the Equity Shares at a price within the Price Band, including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations in accordance with the Draft Red Herring Prospectus and Bid cum Application Form
Bidding	The process of making a Bid.
Bid Amount	The highest value of optional Bids indicated in the Bid cum Application Form and in the case of Retail Individual Bidders Bidding at Cut Off Price, the Cap Price multiplied by the number of Equity Shares Bid for by such Retail Individual Bidder and mentioned in the Bid cum Application Form and payable by the Retail Individual Bidder or blocked in the ASBA Account upon submission of the Bid in the Issue.
Bid cum Application Form	The ASBA Form where the context so requires, in terms of which a Bidder makes a Bid in terms of the Red Herring Prospectus which will be considered as an application for Allotment.
Bid Lot	[●] equity shares and in multiples of [●] equity shares thereafter
Bid/ Issue Closing Date	[●], the date after which the Syndicate, the Designated Branches and the Registered Brokers will not accept any Bids.
Bid/ Issue Opening Date	[●], the date on which the Syndicate, the Designated Branches and the Registered Brokers shall start accepting Bids
Bid/ Issue Period	The period between the Bid/ Issue Opening Date and the Bid/ Issue Closing Date, inclusive of both days, during which Bidders can submit their Bids, including any revisions thereof.
Bidder	Any prospective investor who makes a Bid pursuant to the terms of the Red Herring Prospectus and the Bid cum Application Form and unless otherwise stated or implied.
Bidding/Collection Centres	Centres at which the Designated intermediaries shall accept the ASBA Forms, i.e. Designated SCSB Branch for SCSBs, specified locations for syndicate, broker centre for registered brokers, designated RTA Locations for RTAs and designated CDP locations for CDPs
Book Building Process/ Book Building Method	The book building route as provided under Schedule XIII of the SEBI (ICDR) Regulations, 2018 in terms of which this Issue is being made
Book Running Lead Manager or BRLM	The Book Running Lead Manager to the Issue namely Gretex Corporate Services Private Limited. SEBI Registered Category I Merchant Banker.

Term	Description
Broker Centers	Broker centers notified by the Stock Exchanges, where the Bidders can submit the Bid cum Application Forms to a Registered Broker. The details of such broker centers, along with the name and contact details of the Registered Brokers, are available on the website of the BSE Limited on the following link- www.bseindia.com
Brokers to the Issue	All recognized members of the stock exchange would be eligible to act as the Brokers to the Issue
Business Day	Any day on which commercial banks are open for the business
CAN / Confirmation of Allocation Note	The note or advice or intimation sent to each successful Bidder indicating the Equity Shares which will be Allotted/ transferred, after approval of Basis of Allotment by the Designated Stock Exchange.
Cap Price	The higher end of the Price Band, above which the Issue Price will not be finalized and above which no Bids will be accepted
Client ID	Client identification number of the Bidder's beneficiary account
Collection Centers	Centers at which the Designated Intermediaries shall accept the ASBA Forms
Collecting Depository Participant or CDP	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure applications at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Collecting Registrar and Share Transfer Agent	Registrar to an issue 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 Branches of the SCSBs	Such branches of the SCSBs which coordinate with the Book Running Lead Manager, the Registrar to the Issue and the Stock Exchange and a list of which is available at www.sebi.gov.in or at such other website as may be prescribed by SEBI from time to time
Cut Off Price	The Issue Price, which shall be any price within the Price band as finalized by our Company and in consultation with the BRLM. Only Retail Individual Investors are entitled to Bid at the Cut-off Price and Non-Institutional Investors are not entitled to Bid at the Cut-off Price.
Demographic Details	The details of the Bidders including the Bidders address, names of the Bidders father/husband, investor status, occupations and bank account details
Depository / Depositories	A depository registered with SEBI under the SEBI (Depositories and Participants) Regulations, 1996
Depository Participant / DP	A depository participant as defined under the Depositories Act
Designated CDP Locations	Such centres of the CDPs where Bidders can submit the Bid cum Application Forms. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Bid cum Application Forms are available on the website of the Stock Exchange (www.bseindia.com) and updated from time to time.
Designated Date	The date on which the Collection Banks transfer funds from the public issue accounts, and the SCSBs issue instructions for transfer of funds from the ASBA Accounts, to the Public Issue Account or the Refund Account, as appropriate, in terms of the Red Herring Prospectus following which the Board of Directors may Allot Equity Shares to successful Bidders in the Fresh Issue may give delivery instructions for the transfer of the respective Offered Shares
Designated Intermediaries / Collecting Agent	An SCSB with whom the bank account to be blocked, is maintained, a syndicate member (or sub-syndicate member), a Registered Broker, Designated CDP Locations for CDP, a Registrar to an Issue and Share Transfer Agent (RTA) (whose names are mentioned on website of the stock exchange as eligible for this activity)
Designated RTA Locations	Such locations of the RTAs where Bidders can submit the Bid cum Application Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept Bid cum Application Forms are available on the website of the Stock Exchange (www.bseindia.com)

Term	Description
Designated SCSB Branches	Such branches of the SCSBs which shall collect the Bid cum Application Forms, a list of which is available on the website of SEBI at http://www.sebi.gov.in/ or at such other website as may be prescribed by SEBI from time to time
Designated Stock Exchange/ Stock Exchange	BSE Limited.
Draft Red Herring Prospectus / DRHP	This Draft Red Herring Prospectus dated January 31, 2019 filed with BSE Limited
Eligible NRI	A non-resident Indian, resident in a jurisdiction outside India where it is not unlawful to make an issue or invitation under the Issue and in relation to whom the Prospectus constitutes an invitation to subscribe for the Equity Shares.
Eligible QFIs	QFIs from such jurisdictions outside India where it is not unlawful to make an issue or invitation under the Issue and in relation to whom the Red Herring Prospectus constitutes an invitation to purchase the Equity Shares issued thereby and who have opened demat accounts with SEBI registered qualified depository participants.
Equity Shares or Ordinary Shares	The ordinary shares of our Company having a face value of ₹ 10/-, unless otherwise specified in the context thereof
First Bidder/ Applicant	Bidder whose name shall be mentioned in the Bid cum Application Form or the Revision Form and in case of joint bids, whose name shall also appear as the first holder of the beneficiary account held in joint names
Floor Price	The lowest end of the Price Band, subject to any revision thereto, at or above which the issue Price will be finalized and below which no Bids (or revisions thereof) will be accepted
General Information Document	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 and (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016 notified by the SEBI and included in “ <i>Issue Procedure</i> ” beginning on page 180 of this Draft Red Herring Prospectus
IPO	Initial Public Offering
Issue / Public issue / Issue size / Initial Public issue / Initial Public Issue / Initial Public Offering/IPO/Present Issue	Initial Public issue of upto 50,50,000 Equity Shares of face value of ₹10/- each of our Company for cash at a price of ₹ [●] per Equity Share (including a share premium of ₹ [●] per Equity Share) aggregating to ₹ [●] Lakh by our Company, in terms of this Draft Red Herring Prospectus
Issue Agreement	The agreement dated January 28, 2019 entered into between our Company and the Book Running Lead Manager, pursuant to which certain arrangements are agreed to in relation to the Issue
Gross Proceeds	The proceeds of the Issue. For further information about use of the issue Proceeds refer to the chapter titled “ <i>Objects of the Issue</i> ” beginning on page 68 of this DRHP.
Listing Agreement	Unless the context specifies otherwise, this means the Equity Listing Agreement to be signed between our Company and the BSE Limited.
Market Making Agreement	Market Making Agreement dated January 28, 2019 between our Company, Book Running Lead Manager and Market Maker
Market Maker	Market Maker appointed by our Company from time to time, in this case being Gretex Share Broking Private Limited who 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	[●] Equity Shares of ₹10/- each at ₹ [●] per Equity Share aggregating to ₹ [●] Lakh reserved for subscription by the Market Maker
Mutual Fund(s)	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended from time to time

Term	Description
Mutual Fund Portion	5% of the QIB Portion i.e. [●] Equity Shares available for allocation to Mutual Funds, out of the QIB Portion, subject to valid bids being received at or above issue price
Net Issue	The Issue excluding the Market Maker Reservation Portion of [●] Equity Shares of face value of ₹10/- each fully paid up for cash at a price of ₹ [●] per Equity Share including share premium of ₹ [●] per Equity Share aggregating ₹ [●] Lakh by our Company
Net Proceeds	Proceeds of the Issue that will be available to our Company, which shall be the gross proceeds of the Issue less the issue expenses
Non-Institutional Investors / NIIs	All Bidders (including Category III FPIs which are foreign corporates or foreign individuals but not including NRIs, other than Eligible NRIs) that are not QIBs or Retail Individual Bidder
Non-Resident	A person resident outside India, as defined under FEMA Regulations
Non-Resident Indian/ NRI	A person resident outside India, who is a citizen of India or a Person of Indian Origin as defined under FEMA Regulations, as amended
Person or Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, company, limited liability partnership, partnership, limited liability company, joint venture, or trust or any other entity or organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires.
Price Band	Price band of a minimum price of [●] per Equity Share (Floor Price) and the maximum price of [●] per Equity Share (Cap Price) including any revisions thereof The Price Band will be decided by our Company in consultation with the BRLM and the minimum Bid Lot size for the Issue will be decided by our Company and in consultation with the BRLM and will be advertised, at least two Working Days prior to the Bid/Issue Opening Date, in all editions of the English national newspaper [●], all editions of the Hindi national newspaper [●] and the [●] edition of the Regional newspaper [●], each with wide circulation
Pricing Date	The date on which our Company in consultation with the BRLM, will finalise the Issue Price
Prospectus	The Prospectus to be filed with the RoC in accordance with the provisions of Section 26 of the Companies Act, 2013 The prospectus to be filed with the RoC after the Pricing Date in accordance with Section 32 of the Companies Act, 2013, and the SEBI ICDR Regulations containing, inter alia, the Issue Price that is determined at the end of the Book Building Process, the size of the Issue and certain other information including any addenda or corrigenda thereto
Public Issue Account	The account to be opened with the Banker to the Issue under Section 40 of the Companies Act, 2013 to receive monies from the ASBA Accounts on the Designated Date
Qualified Institutional Buyers or QIBs	A qualified institutional buyer as defined under Regulation 2(1) (ss) of the SEBI ICDR Regulations, 2018
QIB Portion	The portion of the Issue being not more than 50 % of the Net Issue consisting of [●] Equity Shares which shall be Allotted to QIBs subject to valid Bids being received at or above the Issue Price.
Red Herring Prospectus or RHP	The Red Herring Prospectus to be issued in accordance with Section 32 of the Companies Act, 2013 and the provisions of the SEBI ICDR Regulations, which will not have complete particulars of the price at which the Equity Shares will be issued and the size of the Issue, including any addenda or corrigenda thereto
Refund Account	Account to which Application monies to be refunded to the Bidders in case of failure of the Off
Registered Brokers	Individuals or companies registered with SEBI as “Trading Members” (except Syndicate/Sub-Syndicate Members) who hold valid membership of BSE having right to trade in stocks listed on Stock Exchanges, through which investors can buy or sell securities listed on stock exchanges.
Registrar Agreement	The Agreement between the Registrar to the Issue and the Issuer Company dated January 28, 2019 in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to the Issue.

Term	Description
Registrar and Share Transfer Agents or RTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Applications at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Registrar to the Issue	Link Intime India Private Limited
Retail Individual Bidders/ RIBs/ Retail Individual Investors/ RIIs	Individual Bidders, submitting Bids, who have Bid for Equity Shares for an amount not more than ₹ 2.00 Lakh in any of the Bidding Options in the Net Issue (including HUFs applying through their Karta and Eligible NRIs and does not include NRIs other than Eligible NRIs)
Revision Form	The form used by the Bidders to modify the quantity of Equity Shares or the Bid Amount in any of their Bid Cum Application Forms or any previous Revision Form(s).
SEBI (Foreign Portfolio Investor) Regulations	Securities and Exchange Board of India (Foreign Portfolio Investor) Regulations, 2014
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 thereunder and the general or special orders, guidelines or circulars made or issued by the Board thereunder and the provisions of the Companies Act, 2013 or any previous company law and any subordinate legislation framed thereunder, which are administered by the Board.
Self-Certified Syndicate Banks/SCSB's/SCSB	Banks registered with SEBI, issuing services in relation to ASBA, a list of which is available on the website of SEBI at www.sebi.gov.in and updated from time to time and at such other websites as may be prescribed by SEBI from time to time
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time
SME Platform of BSE	The SME platform of BSE Limited, approved by SEBI as an SME Exchange for listing of equity shares issued under Chapter IX of the SEBI ICDR Regulations.
Specified Locations	Collection centres where the SCSBs shall accept Bid cum Application Form, a list of which is available on the website of the SEBI (www.sebi.gov.in) and updated from time to time
Specified securities	The equity shares issued through this Draft Red Herring Prospectus/ Red Herring Prospectus/ Prospectus
Sub Syndicate Member	A SEBI Registered member of BSE appointed by the BRLM and/or syndicate member to act as a Sub Syndicate Member in the Issue.
Syndicate	Includes the BRLM, Syndicate Members and Sub Syndicate Members
Syndicate Agreement	The agreement dated [●] entered into amongst our Company, the BRLM and the Syndicate Members, in relation to the collection of Bids in this Issue.
Syndicate ASBA Bidding Locations	Bidding Centres where an ASBA Bidder can submit their Bid in terms of SEBI Circular no CIR/CFD/DIL/1/2011 dated April 29, 2011, namely Mumbai, Chennai, Kolkata, Delhi and Hyderabad.
Syndicate Members/Members of the Syndicate	Intermediaries registered with the SEBI eligible to act as syndicate member and who is permitted to carry on the activity as an underwriter, in this case being [●].
Underwriter	Gretex Corporate Services Private Limited
Underwriting Agreement	The agreement dated January 28, 2019 entered into between the Underwriter and our Company
Working Day(s)	In accordance with Regulation 2(1)(mmm) of SEBI ICDR Regulations, 2018 working days means, all days on which commercial banks in the city as specified in the Draft Red Herring Prospectus are open for business 1. However, in respect of announcement of price band and bid/issue period, working day shall mean all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in the city as notified in the Draft Red Herring Prospectus are open for business 2. In respect to the time period between the bid/issue closing date and the listing of the specified securities on the stock exchanges, working day shall mean all trading days of the stock exchanges, excluding Sundays and bank holidays in accordance with circular issued by SEBI.

Conventional and General Terms and Abbreviations

Term	Description
A/c	Account
ACS	Associate Company Secretary
AGM	Annual General Meeting
AIF(s)	Alternative Investment Funds as defined in and registered with SEBI 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
B. A.	Bachelor of Arts
B. Com	Bachelor of Commerce
Bn	Billion
BRLM	Book Running Lead Manager
CAGR	Compounded Annual Growth Rate
Category I Foreign Portfolio Investor(s)	FPIs registered as Category I Foreign Portfolio Investors under the SEBI FPI Regulations.
Category II Foreign Portfolio Investor(s)	An FPI registered as a Category II Foreign Portfolio Investor under the SEBI FPI Regulations
Category III Foreign Portfolio Investor(s)	FPIs registered as category III FPIs under the SEBI FPI Regulations, which shall include all other FPIs not eligible under category I and II foreign portfolio investors, such as endowments, charitable societies, charitable trusts, foundations, corporate bodies, trusts, individuals and family offices
CC	Cash Credit
CCI	The Competition Commission of India
CDSL	Central Depository Services (India) Limited
CFO	Chief Financial Officer
CGST	Central GST
CIN	Corporate Identification Number
CIT	Commissioner of Income Tax
COPRA	The Consumer Protection Act, 1986
CST	Central Sales Tax
Companies Act	Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon notification of the Notified Sections) and the Companies Act, 2013, to the extent in force pursuant to the notification of the Notified Sections, read with the rules, regulations, clarifications and modifications thereunder
Companies Act 1956	Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon notification of the Notified Sections)
Companies Act 2013	Companies Act, 2013, to the extent in force pursuant to the notification of the Notified Sections, read with the rules, regulations, clarifications and modifications thereunder
Consolidated FDI Policy	The current consolidated FDI Policy, effective from August 28, 2017, issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India, and any modifications thereto or substitutions thereof, issued from time to time
Contract Act	The Indian Contract Act, 1872
CSR	Corporate Social Responsibility
Depositories Act	The Depositories Act, 1996
Depository	A depository registered with the SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996
DIN	Director Identification Number
DIPP	Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, GoI

Term	Description
DP	Depository Participant
DP ID	Depository Participant's identity number
DTC	Direct Tax Code, 2013
EBITDA	Earnings Before Interest, Tax, Depreciation and Amortisation
EBITDA Margin	EBITDA divided by revenue from operations (net).
ECS	Electronic Clearing System
EGM	Extraordinary General Meeting
Electricity Act	The Electricity Act, 2003
EPA	The Environment Protection Act, 1986
EPF Act	The Employees' Provident Funds and Miscellaneous Provisions Act, 1952
EPS	Earnings per share
ER Act	The Equal Remuneration Act, 1976
ESI Act	The Employees' State Insurance Act, 1948
FCNR Account	Foreign Currency Non-Resident (Bank) account established in accordance with the FEMA
FDI	Foreign direct investment
FEMA	The Foreign Exchange Management Act, 1999 read with rules and regulations there under
FEMA 2000	The Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000
FII(s)	Foreign Institutional Investors as defined under SEBI FPI Regulations
Financial Year / Fiscal Year / FY	The period of 12 months commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar year
FIPB	Foreign Investment Promotion Board
Foreign Portfolio Investor or FPIs	A foreign portfolio investor, as defined under the SEBI FPI Regulations and registered with SEBI under applicable laws in India.
Fugitive economic offender	An individual who is declared a fugitive economic offender under section 12 of the Fugitive Economic Offenders Act, 2018
FVCI	Foreign Venture Capital Investors (as defined under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000) registered with SEBI
GAAP	Generally Accepted Accounting Principles
GIR Number	General Index Registry Number
GoI/Government	Government of India
GST Act	The Central Goods and Services Tax Act, 2017
ICAI	The Institute of Chartered Accountants of India
ICDR/ ICDR Regulations/ SEBI ICDR/ SEBIs (ICDR) Regulations	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, including instructions and clarifications issued by SEBI from time to time.
ICSI	The Institute of Company Secretaries of India
ID Act	The Industrial Disputes Act, 1947
IDRA	The Industrial (Development and Regulation) Act, 1951
IFRS	International Financial Reporting Standards
IFSC	Indian Financial System Code
IGST	Integrated GST
IT Act	Income Tax Act, 1961
Indian GAAP	Generally Accepted Accounting Principles in India
INR or Rupee or ₹ or Rs.	Indian Rupee, the official currency of the Republic of India
Insider Trading Regulations	The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended.
IPO	Initial Public Offering
ISIN	International Securities Identification Number
KMP	Key Managerial Personnel
Ltd.	Limited
M. A	Master of Arts

Term	Description
M.B.A	Master of Business Administration
MCA	The Ministry of Corporate Affairs, GoI
M. Com	Master of Commerce
MCI	Ministry of Commerce and Industry, GoI
MSME	Micro, Small and Medium Enterprise
Mn	Million
MoF	Ministry of Finance, Government of India
MOU	Memorandum of Understanding
Mutual Funds	Mutual funds registered with the SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
NA	Not Applicable
NAV	Net asset value
No.	Number
Notified Sections	The sections of the Companies Act, 2013 that have been notified by the MCA and are currently in effect
NPV	Net Present Value
NR/ Non-resident	A person resident outside India, as defined under the FEMA and includes a Non-resident Indian
NRE Account	Non-Resident External Account established and operated in accordance with the FEMA
NRI	Non-Resident Indians
NRO Account	Non-Resident Ordinary Account established and operated in accordance with the FEMA
NSDL	National Securities Depository Limited
OCB	Overseas Corporate Bodies
p.a.	per annum
Pcs	Pieces
P/E Ratio	Price/Earnings Ratio
PAN	Permanent account number
PAT	Profit after Tax
PIL	Public Interest Litigation
PPP	Public Private Partnership
Public Liability Act/PLI Act	The Public Liability Insurance Act, 1991
Pvt./(P)	Private
PWD	Public Works Department of state governments
QFI(s)	Qualified Foreign Investor(s) as defined under the SEBI FPI Regulations
QIC	Quarterly Income Certificate
RBI	The Reserve Bank of India
R&D	Research & Development
Registration Act	The Indian Registration Act, 1908
RoC	The Registrar of Companies
ROE	Return on Equity
RONW	Return on Net Worth
RTGS	Real Time Gross Settlement
Rule 144A	Rule 144A under the U.S. Securities Act, 1933
SCRA	Securities Contracts (Regulation) Act, 1956, as amended from time to time
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended from time to time.
SEBI	The Securities and Exchange Board of India constituted under the SEBI Act
SEBI (ICDR) Regulations	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, including instructions and clarifications issued by SEBI from time to time
SEBI (LODR) Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including instructions and clarifications issued by SEBI from time to time
SEBI Act	The Securities and Exchange Board of India Act, 1992

Term	Description
SEBI AIF Regulations	Securities and Exchange Board of India (Alternate Investment Funds) Regulations, 2012
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000
Sec.	Section
SGST	State GST
SHWW/SHWW Act	The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013
SICA	Sick Industrial Companies (Special Provisions) Act, 1985
SME	Small and Medium Enterprise
STT	Securities Transaction Tax
SEBI Takeover Regulations	The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time.
TM Act	The Trademarks Act, 1999
U.S. GAAP	Generally Accepted Accounting Principles in the United States of America
U.S. Securities Act	The United States Securities Act, 1933
US\$ or USD or US Dollars	United States Dollar, the official currency of the United States of America
USA or U.S. or US	United States of America
VAT	Value Added Tax
Wilful Defaulter	A wilful defaulter, as defined under Regulation 2(1)(III) of the SEBI ICDR Regulations, means a person or an issuer who or which is categorized as a wilful defaulter by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India

Technical / Industry Related Terms

Term	Description
ASSOCHAM	The Associated Chambers of Commerce and Industry of India
ARV	Anti-Retroviral
CAGR	Compound Annual Growth Rate
CCEA	Cabinet Committee on Economic Affairs
CPI	Consumer Price Index
CSO	Central Statistics Organisations
DIPP	Department of Industrial Policy and Promotion
ESC	The Electronics and Computer Software Promotion Council
FICCI	The Federation of Indian Chambers of Commerce and Industry
FDI	Foreign Direct Investment
FTA's	Foreign Tourist Arrivals
FEE	Foreign Exchange Earnings
FTP	Foreign Trade Policy
GDP	Gross Domestic Product
GST	Goods and Service Tax
GVA	Gross Value Added
IBC	Insolvency and Bankruptcy Code
IIP	Index of Industrial Production
ILO	International Labour Organisation
IPM	Indian Pharmaceutical Market
IMF	International Monetary Fund
MSME	Ministry of Micro, Small and Medium Enterprises
MSP	Minimum Support Price
NASSCOM	The National Association of Software and Services Companies
NEIDS	North-East Industrial Development Scheme
NGNF	Non-Government Non-Financial

NPE	National Policy on Electronics
ODF	Open Defecation Free
OMO	Open Market Operation
OTC	Over-the Counter
PMEGP	Prime Minister's Employment Generation Programme
PMFBY	Pradhan Mantri Fasal Bima Yojana
PMGSY	Pradhan Mantri Gram Sadak Yojana
RBI	Reserve Bank of India
SKUs	Stock Keeping Unit
UNICEF	United Nations International Children's Emergency Fund
WEO	World Economic Outlook
WPI	Wholesale Price index
WTO	World Trade Organisation

CERTAIN CONVENTIONS, USE OF FINANCIAL INFORMATION AND MARKET DATA AND CURRENCY OF PRESENTATION

In this Draft Red Herring Prospectus, the terms “we”, “us”, “our”, the “Company”, “our Company”, “Welpar Pharmbizz Limited”, “WELPAR”, and “WPL”, unless the context otherwise indicates or implies, refers to Welpar Pharmbizz Limited.

CERTAIN CONVENTIONS

All references to “India” are to the Republic of India and all references to the “Government” are to the Government of India.

FINANCIAL DATA

Unless stated otherwise, the financial data in this Draft Red Herring Prospectus is derived from our audited financial statements for the financial years ended March 31, 2016, 2017 and 2018 and period ended May 09, 2018 and July 31, 2018 prepared in accordance with Indian GAAP, the Companies Act and restated in accordance with the SEBI (ICDR) Regulations and the Indian GAAP which are included in this Draft Red Herring Prospectus, and set out in “*Financial Statements as Restated*” beginning on page 135 of this Draft Red Herring Prospectus.

Our Company’s financial year commences on April 1 of the immediately preceding calendar year and ends on March 31 of that particular calendar year, so all references to a particular financial year are to the 12 month period commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar year.

There are significant differences between the Indian GAAP, the International Financial Reporting Standards (the “IFRS”) and the Generally Accepted Accounting Principles in the United States of America (the “U.S. GAAP”). Accordingly, the degree to which the 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, the Indian GAAP, the Companies Act and the SEBI (ICDR) Regulations on the financial disclosures presented in this Draft Red Herring Prospectus should accordingly be limited. We have not attempted to quantify the impact of the IFRS or the U.S. GAAP on the financial data included in this Draft Red Herring Prospectus, nor do we provide a reconciliation of our financial statements to those under the U.S. GAAP or the IFRS and we urge you to consult your own advisors regarding such differences and their impact on our financial data.

Certain figures contained in this Draft Red Herring Prospectus, including financial information, have been subject to rounding adjustments. All decimals have been rounded off to two decimal points, except for figures in percentage. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row. However, where any figures that may have been sourced from third-party industry sources are rounded off to other than two decimal points in their respective sources, such figures appear in this Draft Red Herring Prospectus as rounded-off to such number of decimal points as provided in such respective sources.

Any percentage amounts, as set forth in “*Risk Factors*”, “*Our Business*”, “*Management’s Discussion and Analysis of Financial Conditions and Results of Operations*” and elsewhere in this Draft Red Herring Prospectus, unless otherwise indicated, have been calculated based on our restated financial statement prepared in accordance with Indian GAAP.

CURRENCY AND UNITS OF PRESENTATION

In this Draft Red Herring Prospectus, unless the context otherwise requires, all references to (a) ‘Rupees’ or ‘₹’ or ‘Rs.’ or ‘INR’ are to Indian rupees, the official currency of the Republic of India; (b) ‘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’ or ‘Lac’ or ‘Lacs’, means ‘One hundred thousand’ and the word ‘Million’ means ‘Ten Lakh’ and the word ‘Crore’ means ‘Ten Million’ and the word ‘Billion’ means ‘One Thousand Million’.

INDUSTRY AND MARKET DATA

Unless stated otherwise, Industry and Market data and various forecasts used throughout this Draft Red Herring Prospectus have been obtained from publicly available Information, Industry Sources and Government Publications.

Industry Sources as well as Government Publications generally state that the information contained in those publications has been obtained from sources believed to be reliable, but their accuracy and completeness and underlying assumptions are not guaranteed, and their reliability cannot be assured.

Although we believe that industry data used in this Draft Red Herring Prospectus is reliable, it has not been independently verified by the Book Running Lead Manager or our Company or any of their affiliates or advisors. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in the section “**Risk Factors**” beginning on page 22 of this Draft Red Herring Prospectus. Accordingly, investment decisions should not be based solely on such information.

Future looking statements speak only as of the date of this Draft Red Herring Prospectus. Neither we, our Directors, Book Running Lead Manager, Underwriter nor any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with SEBI requirements, the BRLM and our Company will ensure that investors in India are informed of material developments until the grant of listing and trading permission by the Stock Exchange.

FORWARD LOOKING STATEMENTS

All statements contained in this Draft Red Herring 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 Red Herring Prospectus regarding matters that are not historical facts. These forward-looking statements and any other projections contained in this Draft Red Herring Prospectus (whether made by us or any third party) are predictions and involve known and unknown risks, uncertainties and other factors that may cause 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", "aim", "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. Important factors that could cause actual results to differ materially from our expectations include but are not limited to:

- general economic and business conditions in the markets in which we operate and in the local, regional and national and international economies;
- our ability to successfully implement strategy, growth and expansion plans and technological initiatives;
- our ability to respond to technological changes;
- our ability to attract and retain qualified personnel;
- 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 favourable terms;
- our ability to manage our growth effectively;
- our ability to compete effectively, particularly in new markets and businesses;
- changes in laws and regulations relating to the industry in which we operate 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 "**Risk Factors**", "**Our Business**" and "**Management's Discussion and Analysis of Financial Conditions and Results of Operations**" beginning on page 22, 87 and 136 respectively of this Draft Red Herring Prospectus.

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

SECTION II: SUMMARY OF OFFER DOCUMENT

OVERVIEW OF INDUSTRY

The Indian pharmaceutical industry has contributed immensely not just to Indian but to global healthcare outcomes. India continues to play a material role in manufacturing various critical, high- quality and low-cost medicines for Indian and global markets. It supplies 50 to 60 percent of global demand for many vaccines (including ARVs), 40 percent of generics consumed in the US and 25 percent of all the medicines dispensed in the UK. Over the last 5 years, 35 to 38 percent of total ANDAs approved (including 25 to 30 percent of total injectable ANDAs) have been filed from Indian sites. The Indian Pharmaceutical Market (IPM) was valued at ₹ 10,278 crore in the month of September 2016 clocking a strong 10% growth over same period last year (SPLY). On a MAT September basis, the industry was valued at ₹111,022 crores and reflected a 13% growth with volumes contributing around 40% of this growth and New Introductions playing an important role with around 38% contribution to the overall growth. The retail channel remained the largest channel in IPM contributing 84% of the overall sales and reflected a 13% growth. The hospital and doctor channel contributed to 10% & 6% of the overall sales and reflected a 17% & 15% growth respectively on a MAT September basis.

For further details please see the chapter titled “Industry Overview” beginning on page 80 of this DRHP.

OVERVIEW OF BUSINESS

We are engaged in the business of distributing pharmaceutical products of various companies. The company’s key area of focus and business is around distribution of branded ethical medicines. Welpar Pharmbizz Limited works with more than 150 national and multi-national pharmaceutical companies, for distribution a product portfolio of more than 10,000 SKUs.

As of date, company primary line of business is distribution of branded ethical medicines, however there are many categories such as OTC, Ayurvedic products which have a huge scope of business in them. Welpar Pharmbizz Limited plans to tap an entire new product segment such as OTC, but also to add more SKUs in the current basket within current segments.

We have already undergone the initial pain of setting up a distribution network with around 4,000 clients from various categories, entire infrastructure and systems to conduct timely delivery, a team of motivated personnel and logistic arrangements to get our product delivered on time. Now each new product range, for example Ayurveda or OTC, or each new SKU is directly accessible to a group of 4,000 ready customers with whom we transact on a regular basis. This not only is a statement of our ability to market a product, but also helps us in being a preferred distribution stockiest to work with which will help us in tapping new brands and companies.

Our Company is promoted by the following Promoters:

1. Mr. Paras Kanhaiyalal Chhajed
2. Mr. Dipesh Paras Chhajed
3. Mr. Manish Paras Chhajed

For, further details regarding business see the chapter titled “Our Business” beginning on page 87 of this DRHP and risk involved in Business of the Company and risk in relation to the Issue, refer to chapter titled “Risk Factor” beginning on page 22 of this DRHP.

DETAILS OF THE ISSUE

Initial public issue of upto 50,50,000 equity shares of face value of ₹10.00 each (“equity shares”) of Welpar Pharmbizz Limited (the “company” or the “issuer”) for cash at a price of ₹ [●] per equity share including a share premium of ₹ [●] per equity share (the “issue price”) aggregating to ₹ [●] Lakh (“the issue”), of which [●] equity shares of face value of ₹ 10.00 each for cash at a price of ₹ [●] per equity share including a share premium of ₹ [●] per equity share aggregating to ₹ [●] lakh will be reserved for subscription by market maker to the issue (the “market maker reservation portion”). the issue less the market maker reservation portion i.e. net issue of [●] equity shares of face value of ₹10.00 each at a price of ₹ [●] per equity share aggregating to ₹ [●] Lakh are herein after

referred to as the “net issue”. the issue and the net issue will constitute [●] % and [●] % respectively of the post issue paid up equity share capital of our company.

OBJECT OF THE ISSUE

Our Company proposes to utilize the funds which are being raised through this Issue towards the below mentioned objects and gain benefits of listing on SME Platform of BSE Limited:

Sl. No.	Particulars	Amount (₹ in Lakh)
1.	To part finance working capital requirements of the Company	[●]
2.	To meet General corporate purposes	[●]
3.	To meet expenses related to the Issue	[●]
	Total	[●]

We believe that listing will enhance our corporate image and brand name and create a public market for Equity Share of our Company in India and will further enable us to avail future growth opportunities.

PRE-ISSUE SHAREHOLDING OF PROMOTER AND PROMOTER GROUP

Our Promoter and Promoter Group are collectively holding 1,33,97,000 equity shares of our Company aggregating to 100.00% of the pre-issue paid-up share capital of our Company. Following are the details of shareholding of Promoters and promoter group:

Particulars	Pre-Issue	
	Number of Shares	Percentage (%) holding
Promoters (A)		
Mr. Paras Kanhaiyalal Chhajed	36,69,155	27.39
Mr. Dipesh Paras Chhajed	31,33,630	23.39
Mr. Manish Paras Chhajed	24,21,090	18.07
Total (A)	92,23,875	68.85
Promoter Group (B)		
Mr. Kiran Paras Chhajed	33,18,629	24.77
Ms. Anita Kiran Chhajed	10	0.00
Ms. Chandrakala Manish Chhajed	10	0.00
Ms. Pallavi Dipesh Chhajed	10	0.00
Mr. Ashok Chhajed	8,54,466	6.38
Total (B)	41,73,125	31.15
Total (A+B)	1,33,97,000	100.00

SUMMARY OF FINANCIAL INFORMATION

Following are details as per the restated consolidated financial statements for the period ended July 31, 2018; May 09, 2018 and financial years ended on March 31, 2018; 2017 and 2016:

(Amount (₹) in Lakh)

Particulars	July 31, 2018*	May 09, 2018	March 31, 2018	March 31, 2017	March 31, 2016
Share Capital	1,339.70	802.31	780.67	321.92	331.91
Net Worth	1,443.44	1,391.03	1,340.59	491.51	465.89
Total Revenue	1,809.71	759.56	7,421.58	7,670.11	7,443.83
Profit after tax	121.18	51.86	390.29	35.64	27.86
Earnings per share (in ₹)	8.57	48.92	368.20	33.63	26.29
NAV per equity share (in ₹)	10.77	1,312.30	1,264.70	463.73	439.52
Total borrowings	2,047.62	1,861.14	1,662.62	1,336.69	1,189.08

*Not annualised

AUDITOR QUALIFICATIONS

There is no Auditor qualification which have not been given effect to in the Restated Financial Statements.

SUMMARY OF OUTSTANDING LITIGATIONS

Our Company, Subsidiaries, Promoters and Directors are currently involved in certain litigation which is currently pending at various stages, the details of the same are summarized in the table set forth below:

Category	Type of cases	Number of Outstanding Matters	Aggregate Amount involved (₹ in Lakh)
A. Cases filed against our Company			
Taxation	Income Tax Proceedings	Nil	Nil
	Tax Deduction at Source	1	27,790
	GST, Sales Tax and Service Tax	Nil	Nil
Other pending litigations	Civil proceedings	Nil	Nil
B. Cases filed against our Promoters			
Criminal	Section 409/465/468/469/501/120B of Indian Penal Code, 1860	Nil	Nil
Taxation	Income Tax Proceedings	2	5,650
Other pending litigations	Civil proceedings	Nil	Nil
C. Cases filed against our Directors			
Taxation	Income Tax Proceedings	2	5,650
D. Cases filed against our Group Companies			
Taxation	Income Tax Proceedings	1	1,990
	Tax Deduction at Source	Nil	Nil

For further details in relation to legal proceedings involving our Company, Subsidiaries, Promoters and Directors, refer chapter titled “*Outstanding Litigation and Material Developments*” beginning on page 149 of this Draft Red Herring Prospectus.

RISK FACTORS

Please see the chapter “*Risk Factors*” beginning on page 22 of this Draft Red Herring Prospectus.

SUMMARY OF CONTINGENT LIABILITIES

Following is the summary of Contingent Liability as of the date of this Draft Red Herring Prospectus.

Particulars	Amount (in ₹)
Income Tax demands and TDS	31,620
Bank Guarantees/ Corporate Guarantees	NIL
Total	31,620

For further details regarding the same, refer the Chapter titled “*Financial Statement as Restated*” beginning on page 135 of this Draft Red Herring Prospectus.

SUMMARY OF RELATED PARTY TRANSACTIONS

Following is the summary detail of the related party transactions entered by the Company for the period ended July 31, 2018 & May 09, 2018 and financial year ended on March 31, 2018, 2017 and 2016:

(Amount (₹) in Lakh)

Name	Relationship	Nature of Transaction	Amount Outstanding 31.07.2018 (Payable)/ Receivable	Amount Outstanding 09.05.2018 (Payable)/ Receivable	Amount Outstanding 31.03.2018 (Payable)/ Receivable	Amount Outstanding 31.03.2017 (Payable)/ Receivable	Amount Outstanding 31.03.2016 (Payable)/ Receivable
Dipesh Chhajed	Director	Remuneration	3.99	-	-	-	-
		Rent	19.97	18.40	16.83	7.83	15.36
		Rent	-	-	-	1.80	3.60
Kiran Chhajed	Director	Remuneration	3.99	-	-	-	-
Manish Chhajed	Director	Remuneration	3.99	-	-	-	-
Welcome Enterprises	Welpar is Partner	Purchase	-	337.10	336.69	-	-
Welcome Healthcare	Director is a Proprietor	Purchase	0.07	0.07	3.13	0.07	0.07
Paras Chhajed	Partner's Father	Rent	1.08	0.54	0.54	0.54	0.54
Welcome Healthcare	Partner in Welcome Enterprises is Proprietor of the firm	Purchase	165.24	126.43	126.30	-	-
Welcome Agencies		Purchase	2.98	3.55	-	-	-
Shobha Chhajed	Wife of Partner (Paras Chhajed)	Rent	-	-	-	1.80	3.45
	Mother of Partner (Dipesh Chhajed)	Rent	-	-	-	-	3.45

For further details of the same refer the Annexure – 30 under Chapter titled “*Financial Statement as Restated*” beginning on page 135 of this Draft Red Herring Prospectus.

DETAILS OF FINANCING ARRANGEMENTS

There are no financing arrangements whereby 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 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 Red Herring Prospectus.

WEIGHTED AVERAGE PRICE AT WHICH THE EQUITY SHARES ACQUIRED BY EACH OF OUR PROMOTERS

The weighted average price at which equity shares acquired by our Promoters is set forth in the table below:

Name of the Promoters	No. of Equity Shares held	Average cost of Acquisition (in ₹)
Mr. Paras Kanhaiyalal Chhajed	36,69,155	10.00
Mr. Dipesh Paras Chhajed	31,33,630	10.00
Mr. Manish Paras Chhajed	24,21,090	10.00

AVERAGE COST OF ACQUISITION OF SHARES

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

Name of the Promoters	No. of Equity Shares held	Average cost of Acquisition (in ₹)
Mr. Paras Kanhaiyalal Chhajed	36,69,155	10.00
Mr. Dipesh Paras Chhajed	31,33,630	10.00
Mr. Manish Paras Chhajed	24,21,090	10.00

DETAILS OF PRE-IPO PLACEMENT

Our company is not considering any pre-IPO placement of equity shares of the Company.

EQUITY SHARES ISSUED FOR CONSIDERATION OTHER THAN CASH IN LAST ONE YEAR

Except as mentioned below, we have not issued any Equity Shares for consideration other than cash during last one year from the date of this Draft Red Herring Prospectus:

Date of Allotment	Number of Equity Shares	Face Value (₹)	Offer Price (₹)	Reasons for Allotment	Allottees	No. of Shares Allotted
July 20, 2018	70,60,655	10.00	10.00	By way of Conversion of Unsecured Loans	Mr. Paras Kanhaiyalal Chhajed	36,53,255
					Mr. Manish Paras Chhajed	23,68,090
					Mr. Dipesh Paras Chhajed	10,39,310
	62,30,345	10.00	10.00	By way of acquiring 99% stake in partnership firm "Welcome Enterprises"	Mr. Dipesh Paras Chhajed	20,57,260
					Mr. Ashok Chhajed	8,54,466
					Mr. Kiran Paras Chhajed	33,18,619

SPLIT / CONSOLIDATION OF EQUITY SHARES IN THE LAST ONE YEAR

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

SECTION III: RISK FACTORS

RISK FACTORS

An investment in Equity Shares involves a high degree of risk. You should carefully consider all the information in this Draft Red Herring Prospectus, including the risks and uncertainties described below, before making an investment 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. 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.

Unless otherwise stated in the relevant risk factors set forth below, we are not in a position to specify or quantify the financial or other implications of any of the risks mentioned herein. 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. To obtain a better understanding, you should read this section in conjunction with the chapters titled “*Our Business*” beginning on page 87, “*Industry Overview*” beginning on page 80 and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” beginning on page 136 respectively, of this Draft Red Herring Prospectus.

Materiality:

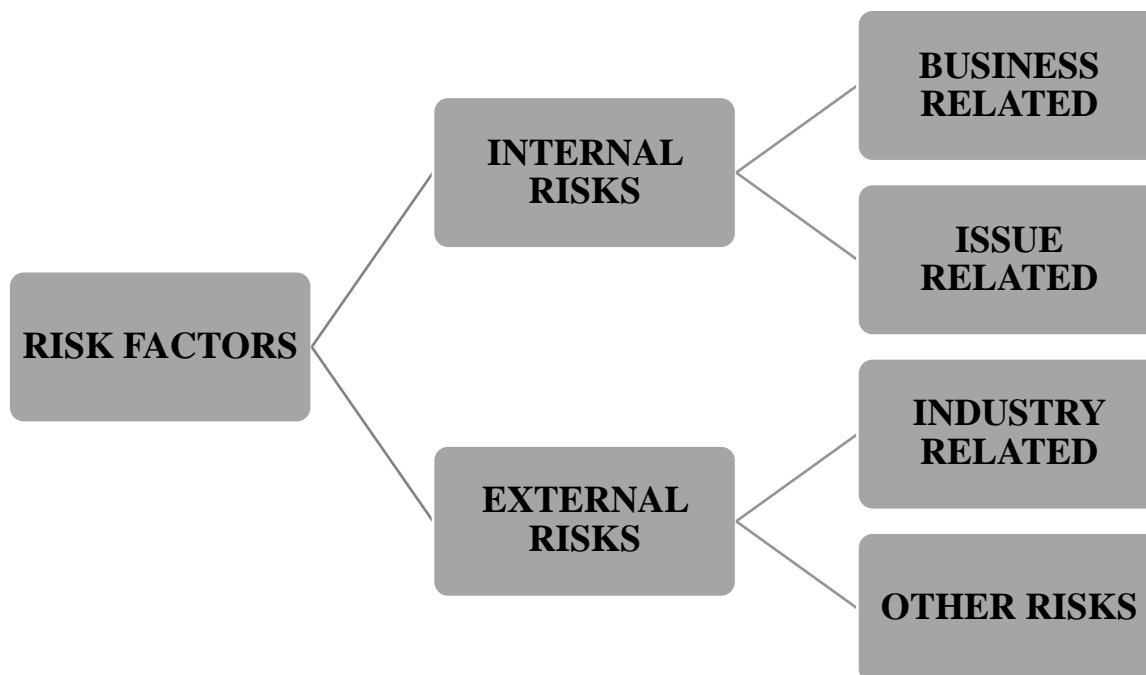
The Risk Factors have been determined on the basis of their materiality. The following factors have been considered for determining the materiality of Risk Factors:

- Some events may not be material individually but may be found material collectively;
- Some events may have material impact qualitatively instead of quantitatively;
- Some events may not be material at present but may have material impact in future.

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, the financial information of the Company used in this section is derived from our financial statements under Indian GAAP, as restated in this Draft Red Herring Prospectus. 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 Abbreviations*” beginning on page 2 of this Draft Red Herring 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 Red Herring Prospectus, any discrepancies in any table between total and sums of the amount listed are due to rounding off.

The risk factors are classified as under for the sake of better clarity and increased understanding:



INTERNAL RISKS FACTORS

A. BUSINESS RELATED RISKS

1. *There are outstanding legal proceedings involving our Company, Promoters, Directors and Group Companies. Any adverse decision in such proceeding may have a material adverse effect on our business, results of operations and financial condition.*

We are involved in certain legal proceedings which are pending at different levels of adjudication before various courts, tribunals, enquiry officers, and appellate authorities. We cannot provide assurance that these legal proceedings will be decided in our favour. Any adverse decisions in any of the proceedings may have a significant adverse effect on our business, results of operations, cash flows and financial condition. A summary of the pending civil and other proceedings involving Our Company is provided below:

A classification of legal proceedings is mentioned below:

Category	Type of cases	Number of Outstanding Matters	Aggregate Amount involved (₹ in Lakh)
E. Cases filed against our Company			
Taxation	Income Tax Proceedings	Nil	Nil
	Tax Deduction at Source	1	27,790
	GST, Sales Tax and Service Tax	Nil	Nil
Other pending litigations	Civil proceedings	Nil	Nil
F. Cases filed against our Promoters			
Criminal	Section 409/465/468/469/501/120B of Indian Penal Code, 1860	Nil	Nil
Taxation	Income Tax Proceedings	2	5,650
Other pending litigations	Civil proceedings	Nil	Nil
G. Cases filed against our Directors			
Taxation	Income Tax Proceedings	2	5,650
H. Cases filed against our Group Companies			
Taxation	Income Tax Proceedings	1	1,990
	Tax Deduction at Source	Nil	Nil

The amounts claimed in these proceedings have been disclosed to the extent ascertainable and include amounts claimed jointly and severally. If any new developments arise, such as a change in Indian law or rulings against us by appellate courts or tribunals, we may need to make provisions in our financial statements that could increase our expenses and current liabilities. For further details of legal proceedings involving the Company, please see “*Outstanding Litigation and Material Developments*” beginning on page 149 of this Draft Red Herring Prospectus.

2. We have certain contingent liabilities that have not been provided for in our Company’s financials which if materialized, could adversely affect our financial condition.

Our contingent liabilities as on the date of the Draft Red Herring Prospectus is as under:

Particulars	Amount (in ₹)
Income Tax demands and TDS	31,620
Bank Guarantees/Corporate Guarantees	NIL
Total	31,620

In the event any such contingencies mentioned above were to materialize or if our contingent liabilities were to increase in the future, our financial condition could be adversely affected. For further details, see the section entitled — “*Financial Statements as Restated*” beginning on page 135 of this Draft Red Herring Prospectus

3. Being a pharmaceutical company, we operate in a highly regulated and controlled industry. Any change in regulatory environment may have an impact on the business of the Company.

Being a pharmaceutical company operate in an industry which is highly regulated and controlled. The industry has extensive regulations pertaining to research, testing, and manufacturing, quality standards, selling and marketing of pharmaceutical products. Regulatory authorities in each of these markets must approve our products before our Company or our distribution agents can market them. Applicable regulations have become increasingly stringent, a trend which may continue in the future. The penalties for non-compliance with these regulations can be severe, including the revocation or suspension of our business license, imposition of fines and criminal sanctions in those jurisdictions. Regulatory agencies may at any time inspect our manufacturing facilities for the quality of our products. If any inspection or quality assessment results in observations/ alerts or sanctions, the relevant regulator may amend or withdraw our existing approvals to manufacture and market our products in such jurisdiction, which could adversely affect our business, financial condition and results of operations. If we fail to comply with applicable statutory or regulatory requirements, there could be a delay in the submission or grant of approval for the manufacturing and marketing new products. Moreover, if we fail to comply with the various conditions attached to such approvals, licenses, registrations and permissions once received, the relevant regulatory body may suspend, curtail or revoke our ability to market such products or impose fines upon us. In many of the international markets in which we sell our products, the approval process for a new product is complex, lengthy and expensive. The time taken to obtain approvals varies by country, but generally takes between six months and several years from the date of application. If we fail to obtain such approvals, licenses, registrations and permissions, in a timely manner or at all, our business, results of operations and financial condition could be adversely affected.

We believe that our Company keeps itself abreast of the various developments relating to the regulatory environment and gears itself in order to comply with such regulatory changes, application and the renewal of regulatory approvals. However, in case our Company is unable to adapt itself to such regulatory changes, obtain the necessary approvals / renewals for all our products the business of the Company may be impacted adversely.

4. We do not own Dispatch Centre, which we have taken on lease. Any termination of agreements may require us to vacate such premises and adversely affect our business operations.

Our dispatch centre is situated at A-30, Shree Ram Industrial, Estate, 13 G. D. Ambekar Marg, Wadala, Mumbai – 400031, Maharashtra taken on lease from Mr. Dipesh Paras Chhajed, If any such lease agreement under which we occupy the premises is not renewed on terms and conditions that are favorable to us, or at all, we may suffer a disruption in our operation which could have a material adverse effect on our business, financial condition and results of operations. If we do not comply with certain conditions of the lease, the

lessor may terminate the lease, which could have an adverse effect on our operations and there can be no assurance that renewal of lease agreement with the owner will be entered into. In the event of nonrenewal of lease, we may be required to shift our office to a new location and there can be no assurance that the arrangement we enter into in respect of new premises would be on such terms and conditions as the present one. For more details on properties taken on lease by our Company, please refer section “Our Properties” in the chapter titled “***Our Business***” beginning on page 87 of the Draft Red Herring Prospectus.

5. *We generally do business with our customers on purchase order basis and do not enter into long term contracts with most of them.*

Our Company has had long standing business relationships with various customers and has been selling our products to such customers, for several years. However, we have not entered into any specific contracts with these customers and we cater to them on an order-by-order basis. As a result, our customers can terminate their relationships with us without any notice and, without consequence, which could materially and adversely impact our business. Consequently, our revenue may be subject to variability because of fluctuations in demand for our products. Our Company's customers have no obligation to place order with us and may either cancel, reduce or delay orders. The orders placed by our Company's customers are dependent on factors such as the customer satisfaction with the level of consistency of the products that our Company supplies, fluctuation in demand. Although we place a strong emphasis on quality, timely delivery of our products and prompt availability of a variety range of products, in the absence of long-term contracts, any sudden change in the buying pattern of buyers could adversely affect the business and the profitability of our Company.

We derive significant part of our business from few clients. Any shortfall in business from such party will materially impact our business and will have an adverse effect on our results of operations and financial conditions.

6. *Our Industry depends upon strict quality check system on pharmaceuticals products.*

Pharmaceuticals products comes with an expire date and hence for this purpose the company has an efficient quality check system. Such quality check ensures the company that no expire medicines get supplied to the customer. But we mostly rely on the manufactures for the products that we procure from them to sell it to our customers if there are any quality control problems at our vendors manufacturing facility or those of our suppliers, third party manufacturers may damage our reputation and expose us or them to litigation, which could adversely affect our result of operations and financial conditions.

7. *Our Group Entities are engaged in the same line of business similar to our Company. Hence, the risk of conflict of interest among these group entities may adversely affect business operations and financial condition of our Company*

Our Group Entities namely, Welcome Enterprises and Welcome Healthcare are engaged in the similar line of business, as of our Company. Further, we have not entered into any non-compete agreement with the said entity. We cannot assure that our Promoters who has common interest in said entity will not favour the interest of the said entity. As a result, conflicts of interests may arise in allocating business opportunities amongst our Company and our Group Entities in circumstances where our respective interests' conflict. In cases of conflict, our Promoter may favour other companies/entities in which our Promoter has interest. There can be no assurance that our Promoters or our Group Entities 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. For details regarding Group Companies, please see “***Our Group Entities***”, beginning on page 130 of this Draft Red Herring Prospectus.

8. *We are dependent upon key suppliers for our products and any disruption in their supply could disrupt our business and adversely affect our financial results.*

We are, to a major extent, dependent on external suppliers for our products in which we trade, and we do not have any long-term supply agreements or commitments in relation to the same. Consequently, we are exposed to price and supply fluctuations and these fluctuations may adversely affect our ability to obtain orders and/or to execute them in a timely manner, which would have a material adverse effect on our business, results of operations and financial condition. In case of non-availability of materials on favorable terms, we may have to procure the same at the terms and conditions prevalent at that point. This will result in reducing our revenues

by a considerable amount due to shortage of material or due to inability to procure the same. This in turn will have an adverse effect on our business, financial condition and results of operations.

9. *Strong competition in the Ayurvedic & Herbal Medicine sector could decrease the market share and compel the company to either reduce the cost charged or increase the sales prices being charged to the end consumer. In either of the cases, we may have an adverse impact on the revenues and profitability.*

The industry in which we are operating is highly and increasingly competitive and unorganized. The competitive pricing and other factors may adversely affect our results of operations and financial condition. Competition may result in pricing pressures, reduced profit margins or loss market share or a failure to grow our market share, any of which could substantially harm our business and results of operations. There can be no assurance that we can effectively compete with our competitors in the future, and any such failure to compete effectively may have a material adverse effect on our business, financial condition and results of operations.

10. *Our Company has not created charge for the secured loan borrowed from Bank.*

The Stock, Book Debts, Bills Receivables and Immovable property of the Company are hypothecated to NKGSB Co-op Bank Limited and executed Composite Hypothecated Agreement on January 04, 2019 for which the eform CHG-1 has not been file with RoC as on the date of filing of the Draft Red Herring Prospectus. The delay in filing of such form may result in an additional fee which would affect the profits of the Company.

11. *Our Company has not file the Income Tax Return and not paid Income Tax*

Our Company erstwhile Welcome Agencies has not file the Income Tax Return for the A.Y. 2018-19 and also not paid the income tax as per the audited financial for the F.Y. 2017-18 as on the date of filing of Draft Red Herring Prospectus. Also, Welcome Enterprise (“Subsidiary Entity”) has not file the Income Tax Return for the A.Y. 2018-19 and also not paid the income tax as per the audited financial for the F.Y. 2017-18 as on the date of filing of Draft Red Herring Prospectus. Moreover, the Advance Tax payment required to be paid as per Income Tax Act, 1961 upto December 31, 2018 (i.e. 75% of the projected Income for the FY 2018-19) relating to AY 2019-20 has not been paid. The above tax payment required to be paid will further increase with the interest thereon as per the provisions of Income Tax Act which will have impact on the Cash Flow of the Company. We may face implications with regard to the same in future.

12. *Certain filings made by our Company with RoC are filed after the due date of the event and certain provisions of the Companies Act may not be followed or complied.*

The Company has to comply with the various law, rules and regulation for good corporate governance, the company has filed various forms with the RoC for the events that took place in the company and of which the filing is mandatory under Companies Act 2013 and rules made their under. The Company may not comply with certain provisions of the Companies Act. The company has filed several forms after the due date which result in an additional fee which cost extra to the company. There can be instances in future where the company may file the forms or returns at such date which would attract additional fees from the RoC and such additional fees will be paid by the company from the profits of the company. Further, the Company has not executed the Agreement with the Managing Director and Whole Time Director at the time of appointment i.e. June 01, 2018 but executed the same on October 10, 2018.

The original partnership deed between the three existing partners was not amended. Therefore, the pre-requisite requirement of having seven partners in case of conversion of partnership firm into public limited company was not complied which is required to be complied under Part 1 of Chapter XXI of the Companies Act, 2013.

Any penalty or action taken by any regulatory authorities in future for non-compliance with provisions of corporate and other law could impact the financial position of our Company to that extent.

13. *Our Company has not created charge for the secured loan borrowed from Bank.*

Our Company has taken secured loan from NKGSB Co-op Bank Limited and executed agreement on January 04, 2018, the eform CHG-1 was not filed as on the filing of this Draft Red Herring Prospectus. There may be possibility that the company may file the form after due date which result in an additional fee which cost extra to the company. There can be instances in future where the company may file the forms or returns at such date which would attract additional fees from the RoC and such additional fees will be paid by the company from the profits of the company.

14. *The prices of the pharma product are regulated by various government policies which creates little value addition of products*

In India the Pharma sector is highly regulated by the government, the prices of the pharma product is regulated by various government policies and hence the manufactures have to manufacture the products in the given price range, any decrease in the original price of the products would lose the chance of our company to add more value to the products and sell it to our customers. Being a distributor, stockist, C&F we face the limitation of adding much value to the products we distribute. Hence in the future, we face the risk of being eliminated from the supply chain of products from manufacturer to the end user.

15. *We require a number of approvals, NOCs, licences, registrations and permits in the ordinary course of our business. Some of our approvals are required to be transferred in the name of “Welpar Pharmbizz Limited” from “Welcome Agencies” pursuant to conversion of the firm into company and failure or delay in obtaining the same in a timely manner may adversely affect our operations.*

We require several statutory and regulatory permits, NOCs, licenses and approvals in the ordinary course of our business, some of which our Company has either received, applied for or is in the process of application in case of renewal as and when required in the ordinary course. Previously we were a partnership firm in the name of “Welcome Agencies” after complying with the relevant provisions and procedures of Companies Act 2013, the firm was converted into public limited company followed by the name change of the company to “Welpar Pharmbizz Limited”. There are some of the approvals which are in the previous name, we are taking necessary steps for transferring the same in the new name of our company. In case we fail to transfer/obtain the same in the name of our company same may adversely affect our business or we may not be able to carry our business.

Any failure to apply for and obtain the required approvals, licences, NOCs, registrations or permits in a timely manner, or any suspension or revocation of any of the approvals, licences, registrations and permits would result in a delay in our business operations which could otherwise adversely affect our financial condition, results of operations and prospects of the Company. We cannot assure you that the approvals, licences, registrations and permits issued to us would not be suspended or revoked in the event of non-compliance or alleged non-compliance with any terms or conditions thereof, or pursuant to any regulatory action. In addition to same, our failure to comply with existing or increased regulations, or the introduction of changes to existing regulations, could adversely affect our business and results of operations. please see chapters titled “**Key Industry Regulations and Policies**” and “**Government and Other Statutory Approvals**” beginning on pages 101 and 158 respectively of this Draft Red Herring Prospectus.

16. *Our Insurance Coverage may not be adequate*

Our Company has obtained insurance coverage in respect of certain risks. We have taken insurance policies which cover loss or damage by Earthquake (Fire and Shock) for our registered and dispatch office only. While we believe that we maintain insurance coverage in adequate amounts consistent with size of our business, our insurance policies do not cover all risks, specifically risks like loss of profits, losses due to terrorism etc. Further, there can be no assurance that our insurance policies will be adequate to cover the losses in respect of which the insurance has been availed. If we suffer a significant uninsured loss or if insurance claim in respect of the subject-matter of insurance is not accepted or any insured loss suffered by us significantly exceeds our insurance coverage, our business, financial condition and results of operations may be materially and adversely affected. For further details, please refer chapter titled “**Our Business**” beginning on page 87 of this Draft Red Herring Prospectus.

17. If we fail to establish and maintain effective internal control over our financial reporting, we may have misstatements in our financial statements, and we may not be able to report our financial results in a timely manner and as a result current and potential investor could lose confidence in our financial reporting.

If we fail to maintain the adequacy of our internal controls, we may be unable to provide financial information in a timely and reliable manner. Any such difficulties or failure may have an adverse effect on our business, financial condition and operating results. In the event that we are able to identify any errors or issues with our internal controls over financial reporting and we are not able to remedy the weakness in a timely manner, we may not be able to provide financial information in a timely and reliable manner and we may incorrectly report financial information, either of which could subject us to sanctions or investigation by regulatory authorities. In addition, there could be a negative reaction in the financial markets due to a loss of confidence in the reliability of our financial statements.

18. Our revenue from sales in the domestic market is limited to only one region. Our growth strategy to expand into new geographic areas in India poses risks. We may not be able to successfully manage some or all of such risks, which may have a material adverse effect on our revenues, profits and financial condition.

Our distribution operation is been geographically concentrated in the city of Mumbai. Our domestic market is limited to only one region in India such as Mumbai. Our business is therefore significantly dependent on the general economic condition and activity in the domestic market in which we operate along with the Government policies relating to pharmaceutical industry in all these regions, including central, state and local government policies in India. Although investment in the pharmaceutical industry in the areas in which we operate has been encouraged, there can be no assurance that this will continue.

We may expand geographically in the domestic and international market and may not gain acceptance or be able to take advantage of any expansion opportunities outside our current markets. This may place us at a competitive disadvantage and limit our growth opportunities. We may face additional risks if we undertake operations in other geographic areas in which we do not possess the same level of familiarity as competitors. For example, expanding our scope by marketing our products in the regulated markets may prove difficult due to the stringent norms and we may have to discontinue our activities in such areas. If we undertake operations in different geographical locations than those currently is; we may be affected by various factors, including but not limited to:

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

19. Our Business is largely dependent on the extended working capital

We are in the business of distribution of pharmaceutical products as a stockist & C&F in the Mumbai region, we have large customer base in Mumbai, and the company believes in satisfying the demand of the customer in time in order to maintain a reputation in the market, Now in order to fulfil the demand of the customers the company needs to have the desired products and for this the company needs intense investment of working capital. If there is any inability to manage inventory, debtors and trade receivables from our side this may lead to stretch in working capital cycle, which may leave us unable to finance the same which will directly impact our financial performance.

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

We require certain statutory and regulatory permits, licenses and approvals to operate our business. Though we believe that we have obtained all the required permits and licenses which are adequate to run our business however we cannot assure that there is no other statutory/regulatory requirement which we are required to comply with. Further our Company has been formed from the conversion of the Partnership Firm into public limited company and some of our approvals/certificates are in the name of our previous name which are not

yet changed. Further, some of these approvals are granted for fixed periods of time and need renewal from time to time. We are required to renew such permits, licenses and approvals. There can be no assurance that the relevant authorities will issue any of such permits or approvals in time or at all. Failure by us to renew, maintain or obtain the required permits or approvals in time may result in the interruption of our operations and may have a material adverse effect on our business.


21. *We have entered into related party transactions in the past and may continue to do so in the future.*

Our Company has entered into various transactions with our Promoter, Promoter Group, Directors and Group Company. While we believe that all such transactions are conducted on arm's length basis, there can be no assurance that we could not have achieved more favorable terms had such transactions were not entered into with related parties. Furthermore, it is likely that we will enter into related party transactions in future. There can be no assurance that such transactions, individually or in aggregate, will not have an adverse effect on our financial condition and results of operation. For details on the transactions entered by us, please refer to chapter "**Related Party Transactions**" beginning on page 133 of the Draft Red Herring Prospectus.

22. *We have not received complete information with respect to persons forming part of our Promoter Group*

We have not received complete information with respect to persons forming part of our Promoter Group. Our Company has issued letter dated January 29, 2019 to the relatives of our Individual promoters to provide certain details but they have not provided the company any of the information, and the company has not received any answer from the followings i) Sharda Chhajed, ii) Ashok Chhajed, iii) Vijay Chhajed iv) Vinod Chhajed v) Sunanda Jain vi) Trupti Chordiya vii) Kantilal Parakh viii) Pushpa Parakh ix) Yogesh Parakh x) Yashasvi Parakh xi) Nemichand Chopra xii) Shantide Chopra xiii) Devendra Chopra xiv) Darshan Chopra xv) Veena Jain xvi) Mamta Ostwal xvii) Mohanlal Chordiya xviii) Kanchanbai Chordiya xix) Nitesh Chordiya xx) Sachin Chordiya xxi) Sunita Chordiya xxii) Shashikant Lodha xxiii) Mahendra Lodha. Therefore, the disclosures made in this Draft Red Herring Prospectus are limited to the extent of information that has been made available by our Promoters in relation to Promoter Group and Group Entities.

23. *The logo used by our Company is not registered and we are in the process of seeking registration of trademark of our logo. Failure to protect our intellectual property may adversely affect our reputation, goodwill and business operations.*

Currently we are using logo i.e.  which is not yet registered in the name of our Company. Our Company has made an application to the registry of Trademark vide application no. 3866188 and 3866189 dated June 21, 2018 under class 5 and 35 respectively and currently the status of trademark has been showing objected. Any failure to get the same registered in our name may cause any third-party claim and may lead to litigation which could have an adverse effect on our business operations and reputation.

24. *The Company is dependent on its promoters and any inability on their part to contribute to the business may affect its performance.*

The Company is dependent on the experience and the continued efforts of its promoters who are first- and second-generation entrepreneurs and have been associated with the company since inception. The promoters have been involved with critical functions like marketing, and other operations of the Company. The Company also has a qualified team of marketing executives, finance professionals and other professionals who are involved in the day-to-day operations of the Company. This reduces the company's dependence on the promoters to manage the operations of the Company. However, any incorrect decisions taken by these professional, may adversely affect the business operations and the financial condition of the company.

25. *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.

26. *Fluctuations in interest rates could adversely affect our results of operations.*

An increase in the interest rates on our existing or future debt will increase the cost of servicing such debt. We cannot assure you, however, that we will be able to do so on commercially reasonable terms or any of such agreements we enter into will protect us fully against our interest rate risk. Any increase in interest expense may have an adverse effect on our business prospects, financial condition and results of operations.

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

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

28. *Our business largely depends on the performance of our manufactures. Any non-performance by these manufactures may adversely affect our business operations, profitability and cash flows.*

Our business largely depends on the performance of our manufactures, who may be responsible for selling us the products that we distribute at domestic level. Currently, we have tie up with various manufactures from whom we purchase the products and then sell them to our customers. We can give no assurance that the performance of such manufactures will meet our required specifications or performance parameters. Additionally, we do not have any non-compete agreement with such manufactures and in the event that such manufactures enter into agreements with competitors, we may not be able to take any course of action. Furthermore, our agreements with our manufactures are fairly standard and may not adequately protect our Company in the event of any disputes or differences with our manufactures. Any, non-performance of obligations by our manufactures or any breach of the terms of the agreement by our manufactures may render our Company remediless and thereby consequently exposing our Company to adverse consequences and financial implications. As a result, our growth, results of operations and the integrity of our brand name in these areas is dependent on the performance of these manufactures.

29. *Compliance with, and changes in, safety, health and environmental laws and various labor, workplace and related laws and regulations including terms of approvals granted to us may increase our compliance costs and as such adversely affect our business, prospects, results of operations and financial condition.*

We are subject to a broad range of safety, health, environmental, labour, workplace and related laws and regulations in the jurisdictions in which we operate, which impose controls on the disposal and storage of raw materials, noise emissions, air and water discharges; on the storage, handling, discharge and disposal of chemicals, employee exposure to hazardous substances and other aspects of our operations. For example, laws in India limit the amount of hazardous and pollutant discharge that our manufacturing facility may release into the air and water. The discharge of substances that are chemical in nature or of other hazardous substances into the air, soil or water beyond these limits may cause us to be liable to regulatory bodies and incur costs to remedy the damage caused by such discharges. Any of the foregoing could subject us to litigation, which may increase our expenses in the event we are found liable and could adversely affect our reputation.

Additionally, for any non-compliance, the government or the relevant regulatory bodies may require us to shut down our facility, which in turn could lead to product shortages that may delay or prevent us from fulfilling our obligations to our customers. The adoption of stricter health and safety laws and regulations, stricter interpretations of existing laws, increased governmental enforcement of laws or other developments in the future may require that we make additional capital expenditures, incur additional expenses or take other actions in order to remain compliant and maintain our current operations. Complying with, and changes in, these laws and regulations or terms of approval may increase our compliance costs and adversely affect our business, prospects, results of operations and financial condition. We are also subject to the laws and

regulations governing relationships with employees in such areas as minimum wage and maximum working hours, overtime, working conditions, hiring and termination of employees, contract labour and work permits. Our business is also subject to, among other things, the receipt of all required licenses, permits and authorizations including manufacturing permits and environmental, health and safety permits. There is a risk that we may inadvertently fail to comply with such regulations, which could lead to enforced shutdowns and other sanctions imposed by the relevant authorities, as well as the withholding or delay in receipt of regulatory approvals for our new products.

30. *We are dependent upon the growth prospects of the healthcare sector, where our products are largely used to cater masses.*

Our Company falls under the pharmaceutical industry of which we undertake trading of pharmaceutical products. Our products are used generally in the healthcare sector and thus cater to the requirements of the healthcare sector at large, thus any slowdown in the growth rate or downward trend in any healthcare facilities in the country directly or indirectly impact our own growth prospects and may result in decline in profits and turnover of sales.

A significant disruption to our distribution network or any disruption of civil infrastructure, transport or logistic services, may create delays in deliveries of products distributed by us. We rely on various forms of transportation, such as roadways, waterways, airways and railways to receive raw materials required for our products and to deliver our finished products to our customers. We also depend on third party transportation for delivery of our raw materials and finished products. Unexpected delays in those deliveries, including due to delays in obtaining customs clearance for raw materials imported by us, or increases in transportation costs, could significantly decrease our ability to make sales and earn profits. Unexpected demand for our products may also require us to use faster, but more expensive, transportation methods, which could adversely affect our gross margins. In addition, labor shortages or labor disagreements in the transportation or logistics industries or long-term disruptions to the national and international transportation infrastructure that lead to delays or interruptions of deliveries could materially adversely affect our business.

Further, we cannot assure you that we will be able to secure sufficient transport capacity for these purposes. A significant disruption to our distribution network or any disruption of civil infrastructure could lead to a failure by us to provide products distributed by us in a timely manner, which would adversely affect our business and results of operations.

31. *Our ability to pay dividends in the future will depend on our earnings, financial condition, working capital requirements and capital expenditures.*

Our ability to pay dividends in the future will depend on our earnings, financial condition, cash flows, working capital requirements and our capital expenditure. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board and subsequent approval of shareholders and will depend on factors that our Board and shareholders deem relevant, including among others, our future earnings, financial condition, cash requirements, business prospects and any financing arrangements. We may decide to retain all of our earnings to finance the development and expansion of our business and, therefore, may not declare dividends on our Equity Shares. We cannot assure you that we will be able to pay dividends at any point in the future. For details of dividend paid by our Company in the past, please refer to the chapter titled "*Dividend Policy*" beginning on page 134 of Draft Red Herring Prospectus.

32. *Certain agreements/ deeds may be inadequately stamped or may not have been registered as a result of which our operations may be impaired.*

Our certain agreements/ deeds may not have been stamped adequately or registered. 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 vis-à-vis the said premises and our non-compliance of local laws relating to stamp duty and registration may adversely impact the continuance of our activity from such premises. Our deed of dispatch office is not registered.

33. *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. 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 clients. 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.

34. *Fraud, theft, employee negligence or similar incidents may adversely affect our results of operations and financial condition.*

Our operations may be subject to incidents of theft or damage to inventory in transit, prior to or during stocking and display. Although till date we have never experienced any such instance, there can be no assurance that we will not experience any fraud, theft, employee negligence, security lapse, loss in transit or similar incidents in the future, which could adversely affect our results of operations and financial condition. Additionally, losses due to theft, fire, breakage or damage caused by other casualties, could adversely affect our results of operations and financial condition.

35. *If we are unable to source business opportunities effectively, we may not achieve our financial objectives.*

Our ability to achieve our financial objectives will depend on our ability to identify, evaluate and accomplish business opportunities. To grow our business, we will need to hire, train, supervise and manage new employees and to implement systems capable of effectively accommodating our growth. However, we cannot assure you that any such employees will contribute to the success of our business or that we will implement such systems effectively. Our failure to source business opportunities effectively could have a material adverse effect on our business, financial condition and results of operations. It is also possible that the strategies used by us in the future may be different from those presently in use. No assurance can be given that our analyses of market and other data or the strategies we use or plans in future to use will be successful under various market conditions.

36. *The deployment of funds raised through this Issue shall not be subject to any Monitoring Agency and shall be purely dependent on the discretion of the management of Our Company.*

Since, the Issue size is less than ₹10,000 Lakh, there is no mandatory requirement of appointing an Independent Monitoring Agency for overseeing the deployment of utilization of funds raised through this Issue. The deployment of these funds raised from this Issue, is hence, at the discretion of the management and the Board of Directors of Our Company and Our Company's management will have flexibility in applying the proceeds of the Issue and will not be subject to monitoring by any independent agency. The fund requirement and deployment mentioned in the Objects of the Issue is based on internal management estimates and have not been appraised by any bank or financial institution. Any inability on our part to effectively utilize the Issue proceeds could adversely affect our financials. However, our Audit Committee will monitor the utilization of the proceeds of this Issue and prepare the statement for utilization of the proceeds of this Issue. Also, in accordance with Section 27 of the Companies Act, 2013, a company shall not vary the objects of the Issue without the Company being authorized to do so by our shareholders by way of special resolution and other compliances as applicable in this regard. Our Promoters and controlling shareholders shall provide exit opportunity to such shareholders who do not agree to the proposal to vary the objects, at such price, and in such manner, as may be prescribed by SEBI, in this regard.

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

After completion of the Issue, our Promoters and Promoter Group will collectively own [●] % of the Equity Shares. As a result, our Promoters together with the members of the Promoter Group will be able to exercise a significant degree of influence over us and will be able to control the outcome of any proposal that can be approved by a majority shareholder vote, including, the election of members to our Board, in accordance with the Companies Act. Such a concentration of ownership may also have the effect of delaying, preventing or deterring a change in control of our Company in addition, our Promoters will continue to have the ability to cause us to take actions that are not in, or may conflict with, our interests or the interests of some or all of our

creditors or minority shareholders, and we cannot assure you that such actions will not have an adverse effect on our future financial performance or the price of our Equity Shares.

- 38. *Industry information included in this Draft Red Herring Prospectus has been derived from industry reports commissioned by us for such purpose. There can be no assurance that such third-party statistical, financial and other industry information is either complete or accurate.***

We have relied on the reports of certain independent third party for purposes of inclusion of such information in this Draft Red Herring Prospectus. These reports are subject to various limitations and based upon certain assumptions that are subjective in nature. We have not independently verified data from such industry reports and other sources. Although we believe that the data may be considered to be reliable, their accuracy, completeness and underlying assumptions are not guaranteed, and their dependability cannot be assured. While we have taken reasonable care in the reproduction of the information, the information has not been prepared or independently verified by us, or any of our respective affiliates or advisors and, therefore, we make no representation or warranty, express or implied, as to the accuracy completeness of such facts and statistics. Due to possibly flawed or ineffective collection methods 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 for other economies and should not be unduly relied upon. Further, there is no assurance that they are stated or compiled on the same basis or with the same degree of accuracy as may be the case elsewhere. Statements from parties that involve estimates are subject to change, and actual amounts may differ materially from those included in this Draft Red Herring Prospectus.

- 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 Exchanges which require us to file unaudited financial results on 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.

B. ISSUE RELATED RISKS

- 40. *There are restrictions on daily/weekly/monthly movements in the price of the Equity Shares, which may adversely affect a shareholders' ability to sell, or the price at which it can sell, Equity Shares at a particular point in time.***

Once listed, we would be subject to circuit breakers imposed by all stock exchanges in India, which does not allow transactions beyond specified increases or decreases in the price of the 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 circuit breakers is set by the stock exchanges based on the historical volatility in the price and trading volume of the Equity Shares. The stock exchanges do not inform us of the percentage limit of the circuit breaker in effect from time to time and may change it without our knowledge. This circuit breaker limits the upward and downward movements in the price of the Equity Shares. As a result of this circuit breaker, no assurance may be given regarding your ability to sell your Equity Shares or the price at which you may be able to sell your Equity Shares at any particular time.

- 41. *The purposes for which the proceeds of the Fresh Issue are to be utilized have not been appraised by any bank or financial institution. In the event of any upward revision in the estimates, our proposed expenditure would increase which could adversely affect our results of operations, profitability and our ability to effectively implement our business plans.***

Our Company intends to use the Net Proceeds for capital expenditures described in the chapter titled "**Objects of the Issue**" beginning on page 68 of this Draft Red Herring Prospectus. Our Company's management will have broad discretion to use the Net Proceeds, and investors will be relying on the judgment of our Company's management in relation to the application of the Net Proceeds. The funding plans are in accordance with our Company's own estimates and current market conditions and have not been appraised by any bank or financial institution. Our Company may have to revise its management estimates from time to time and consequently, its requirements may change.

This may result in the rescheduling of our expansion programmes or increase in our proposed expenditure for our expansion and which may adversely affect our results of operations profitability and our ability to effectively implement our business plans. Additionally, various risks and uncertainties, including those set forth in the section "**Risk Factors**", may limit or delay our Company's efforts to use the Net Proceeds to achieve profitable growth in its business. Further, the utilization of the proceeds from the Fresh Issue will be monitored by our Board and is not subject to any monitoring by any independent agency.

42. After this Issue, the price of the Equity Shares may be highly volatile, or an active trading market for the Equity Shares may not develop.

The price of the Equity Shares on the Stock Exchanges may fluctuate as a result of the factors, including:

- a. Volatility in the Indian and global capital market;
- b. Company's results of operations and financial performance;
- c. Performance of Company's competitors,
- d. Adverse media reports on Company or pertaining to the agriculture Industry;
- e. Changes in our estimates of performance or recommendations by financial analysts;
- f. Significant developments in India's economic and fiscal policies; and
- g. Significant developments in India's environmental regulations.

Current valuations may not be sustainable in the future and may also not be reflective of future valuations for our industry and our Company. There has been no public market for the Equity Shares and the prices of the Equity Shares may fluctuate after this Issue. There can be no assurance that an active trading market for the Equity Shares will develop or be sustained after this Issue or that the price at which the Equity Shares are initially traded will correspond to the price at which the Equity Shares will trade in the market subsequent to this Issue.

43. The Issue Price of the Equity Shares may not be indicative of the market price of the Equity Shares after the Issue.

The Issue Price of the Equity Shares will be determined by our Company in consultation with the BRLM. This price will be based on numerous factors, as described under "**Basis for Issue Price**" beginning on page 74 of this Draft Red Herring Prospectus and may not be indicative of the market price for the Equity Shares after the Issue. The market price of the Equity Shares could be subject to significant fluctuations after the Issue and may decline below the Issue Price. We cannot assure you that you will be able to resell your Equity Shares at or above the Issue Price.

44. The average cost of acquisition of Equity Shares by our Promoters is lower than the issue price.

Our Promoters' average cost of acquisition of Equity Shares in our Company is lower than the Issue Price as decided by the Company in consultation with the Book Running Lead Manager. For further details, regarding average cost of acquisition of Equity Shares by our Promoters in our Company and build-up of Equity Shares by our Promoters in our Company, please refer chapter title "**Capital Structure**" beginning on page 57 of this Draft Red Herring Prospectus.

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

The Equity Shares will be listed on the Stock Exchange. Pursuant to Indian regulations, certain actions must be completed before the Equity Shares can be listed and trading may commence. We cannot assure you that

the Equity Shares will be credited to investor's demat accounts, or that trading in the Equity Shares will commence, within the time periods specified in the Draft Red Herring Prospectus. Any failure or delay in obtaining the approval would restrict your ability to dispose of the Equity Shares. In accordance with section 40 of the Companies Act, 2013, in the event that the permission of listing the Equity Shares is denied by the stock exchanges, we are required to refund all monies collected to investors.

46. QIB and Non-Institutional Investors are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid.

Pursuant to the SEBI ICDR Regulations, QIBs and Non-Institutional Investors are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid. Retail Individual Investors can revise their Bids during the Bid Period and withdraw their Bids until Bid Closing Date. While our Company is required to complete Allotment pursuant to the Issue within six Working Days from the Bid Closing Date, events affecting the Bidders' decision to invest in the Equity Shares, including material adverse changes in international or national monetary policy, financial, political or economic conditions, our business, results of operations or financial condition may arise between the date of submission of the Bid and Allotment. Our Company may complete the Allotment of the Equity Shares even if such events occur, and such events may limit the Bidders ability to sell the Equity Shares Allotted pursuant to the Issue or cause the trading price of the Equity Shares to decline on listing.

47. The Issue price of our Equity Shares may not be indicative of the market price of our Equity shares after the issue.

The Issue price of our equity Shares has been determined by fixed price method. This price is based on numerous factors and may not be indicative of the market price of our Equity Shares after the Issue. The market price of our Equity Shares could be subject to significant fluctuation after the issue and may decline below the issue price. We cannot assure you that you will be able to sell your Equity Shares at or above the Issue price. For further details, you may refer chapter titled "**Basis for Issue Price**" beginning on the page 74 of this Draft Red Herring Prospectus.

Some of the factors which may affect our share price without limitations are as follows:

- Reports on research by analysts.
- Changes in revenue.
- Variations in growth rate of our financial indicators such as earning per share, income, profit etc.
- General Market Condition
- Domestic and International Economy.

48. 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 Promoter 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.

49. Any future issuance of Equity Shares, or convertible securities or other equity linked securities by us and any sale of Equity Shares by our Promoters may dilute your shareholding and adversely affect the trading price of the Equity Shares.

After the completion of the Issue, our Promoters will continue to own a majority of our outstanding Equity Shares. Any future issuance of the Equity Shares, convertible securities or securities linked to the Equity Shares by us, may dilute your shareholding in our Company, adversely affect the trading price of the Equity Shares and our ability to raise capital through issue of our securities. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of the Equity Shares. We cannot assure you that we will not issue additional Equity Shares. The disposal of Equity Shares by any of our Promoters, or the perception that such sales may occur may significantly affect the trading price of the Equity Shares. Except as disclosed in "**Capital Structure**" beginning on page 57 of this Draft Red Herring Prospectus,

we cannot assure you that our Promoters will not dispose of, pledge or encumber their Equity Shares in the future.

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

Under the Companies Act, a company incorporated in India must offer its equity shareholders pre-emptive rights to subscribe and pay for a proportionate number of equity shares to maintain their existing ownership percentages prior to issuance of any new equity shares, unless the pre-emptive rights have been waived by the adoption of a special resolution by holders of three-fourths of the equity shares voting on such resolution. However, if the law of the jurisdiction that you are in does not permit the exercise of such pre-emptive rights without our filing an offering document or registration statement with the applicable authority in such jurisdiction, you will be unable to exercise such pre-emptive rights, unless we make such a filing. If we elect not to file a registration statement, the new securities may be issued to a custodian, who may sell the securities for your benefit. The value such custodian receives on the sale of any such securities and the related transaction costs cannot be predicted. To the extent that you are unable to exercise pre-emptive rights granted in respect of our Equity Shares, your proportional interests in our Company may be reduced.

EXTERNAL RISK FACTORS

A. INDUSTRY RELATED RISKS

51. Future concerns of Pharma Industry

Pharmaceutical Industry is one of the most regulated industry in the world. Government keeps on upgrading the laws applicable to the companies belonging in the pharma sector. Any change in rules & regulations by regulatory authorities will have a direct impact on the performance of pharmaceutical companies in India, the manufacturing companies would have to comply with the norms and the non-complicates would have an effect on the out flow of the products which would directly affect us since we are in the business of distributing their products, Stricter norms in India for companies doing business in the pharmaceutical industry could affect our ability to effectively market their products.

52. Reforms in the health care industry and the uncertainty associated with pharmaceutical pricing, reimbursement and related matters could adversely affect the pricing and demand for our products.

In India, pharmaceutical prices are subject to regulation and the Government has been actively reviewing prices for pharmaceuticals and margins offered to trade. The existence of price controls can limit the revenues we earn from our products. India enacted the National Pharmaceuticals Pricing Policy in 2012, which lays down the principles for pricing essential drugs. As a result, a number of drug formulations were identified as essential drugs and were added to India 's National List of Essential Medicines and these drugs are subjected to price controls in India. On May 15, 2013, the Department of Pharmaceuticals released the revised DPCO 2013 (which replaced the earlier Drugs (Prices Control) Order, 1995). The DPCO 2013 governs the price control mechanism for formulations listed in the National List of Essential Medicines. Under the DPCO 2013, the price of scheduled drugs is determined on the basis of the average market price of the relevant drug, arrived at by considering the prices charged by all companies that have a market share of equal to or more than 1.0% of the total market turnover on the basis of moving annual turnover of the drug. The DPCO 2013 was amended in 2016 and the Drugs (Price Control) Amendment Order, 2016 fixed or revised ceiling prices of certain formulations under the DPCO. The NPPA may also notify the ceiling price for additional formulations under the DPCO or some or all of the remaining formulations listed in the National List of Essential Medicines.

53. Stricter marketing norms prescribed by a new code of conduct in India for companies doing business in the pharmaceuticals industry could affect our ability to effectively market our products which may affect our profitability.

In 2014, the Ministry of Chemicals and Fertilizers, Department of Pharmaceuticals, Government of India introduced Uniform Code of Pharmaceuticals Marketing Practices (UCPMP) with effect from January 1, 2015. This code of conduct for marketing practices for the Indian pharmaceutical industry is expected to be voluntarily adopted by pharmaceutical companies The UCPMP amongst other things provides detailed

guidelines about promotional materials, conduct of medical representatives, physician samples, gifts and relationships with healthcare professionals. For example, under the UCPMP, pharmaceutical companies may not supply or offer any gifts, pecuniary advantages or benefits in kind to persons qualified to prescribe or supply drugs. Further, the management of the company is responsible for ensuring adherence to the UCPMP and a self-declaration is required to be submitted by the management within two months of the closure of every financial year to the industry association. Although these guidelines are voluntary in nature, they may be codified in the future and we may have to spend a considerable amount of time and resources to conform to the requirements of the UCPMP.

54. Changes in technology may render our current technologies obsolete or require us to make substantial capital investments.

Our industry is continually changing due to technological advances and scientific discoveries. These changes result in the frequent introduction of new products and significant price competition. If our pharmaceutical technologies become obsolete our business and results of operations could be adversely affected. Although we strive to maintain and upgrade our technologies, facilities consistent with current national and international standards, the technologies, facilities and machinery we currently use may become obsolete. The cost of implementing new technologies and upgrading our manufacturing facilities could be significant, which could adversely affect our business, results of operations and financial condition.

55. Changes in government regulations or their implementation could disrupt our operations and adversely affect our business and results of operations.

Our business and industry are regulated by different laws, rules and regulations framed by the Central and State Government. These regulations can be amended/ changed on a short notice at the discretion of the Government. If we fail to comply with all applicable regulations or if the regulations governing our business or their implementation change adversely, we may incur increased costs or be subject to penalties, which could disrupt our operations and adversely affect our business and results of operations.

56. Malpractices by some players in the industry affect overall performance of emerging Companies

The industry in which our Company operates is subject to risk associated with unethical business practices such as unethical marketing, dishonest advertising, questionable pricing practices, inaccurate claims with regards to safety and efficacy of the product etc. Consumers' attitude toward the industry today is dominated by a sense of mistrust, paving a way for regulators for stricter entry barriers and introduction of code of conducts; making the entire industry environment regulated and controlled. Malpractices by some players in the industry affects the overall performance of the emerging Companies like our as the industry norms are applicable to all at parity. Any unethical business practices by any industry player or intermediary may impact our business and results of operations.

B. OTHER RISKS

57. The Companies (Amendment) Act, 2017 has effected significant changes to the existing Indian Company law framework, which may subject us to higher compliance requirements and increase our compliance costs.

Companies Act, 2013 was notified in a phased manner starting from April 1, 2014. More recently Companies (Amendment) Act, 2017 has got President's assent and has been notified on January 03, 2018. A majority of the provisions and rules under the Companies Act, 2013 have been further modified. Further, we cannot currently determine the impact of provisions of the Companies Act, 2013 which have been recently amended or the provisions which are yet to come into force. To ensure compliance with the requirements of the Companies Act, 2013, as amended till date, we may need to allocate additional resources, which may increase our regulatory compliance costs and divert management attention.

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

Under current Indian tax laws and regulations, capital gains arising from the sale of equity shares in an Indian Company are generally taxable in India. Any gain on the sale of shares on a stock exchange held for more than 12 months will not be subject to capital gains tax in India if the securities transaction tax ("STT") has been

paid on the transaction. The STT will be levied on and collected by an Indian stock exchange on which equity shares are sold. Any gain on the sale of shares held for more than 12 months to an Indian resident, which are sold other than on a stock exchange and as a result of which no STT has been paid, will be subject to long term capital gains tax in India. Further, any gain on the sale of shares held for a period of 12 months or less will be subject to capital gains tax in India. Further, any gain on the sale of listed equity shares held for a period of 12 months or less which are sold other than on a stock exchange and on which no STT has been paid, will be subject to short term capital gains tax at a relatively higher rate as compared to the transaction where STT has been paid in India.

In Finance Bill 2017, section 10(38) was amended to provide that exemption under this section for income arising on transfer of equity share acquired on or after 1st day of October 2004 shall be available only if the acquisition of share is chargeable to Securities Transactions Tax (STT) under Chapter VII of the Finance (No 2) Act, 2004. In case this provision becomes effective, sale shares acquired on or after 1st day of October 2004 on which STT was not charged will attract tax under provisions of Long-Term Capital Gains.

As per Finance Bill 2018, exemption under section 10(38) for income arising from long term gains on transfer of equity share shall not be available on or after 1st day of April 2018 if the long-term capital gains exceed ₹ 1 Lakh p.a. Such income arising from long term gains on transfer of equity share on or after 1st day of April 2018 in excess of ₹ 1 Lakh pa. shall be chargeable at the rate of 10%. Capital gains arising from the sale of shares will be exempt from taxation in India in cases where an exemption is provided under a tax treaty between India and the country of which the seller is a resident. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdictions on gains arising from a sale of the shares subject to relief available under the applicable tax treaty or under the laws of their own jurisdiction.

59. Significant differences exist between Indian GAAP and other accounting principles, such as U.S. GAAP and IFRS, which may be material to the financial statements, prepared and presented in accordance with SEBI ICDR Regulations contained in this Draft Red Herring Prospectus.

As stated in the reports of the Auditor included in this Draft Red Herring Prospectus under chapter "**Financial Statements as Restated**" beginning on page 135 the financial statements included in this Draft Red Herring Prospectus are based on financial information that is based on the audited financial statements that are prepared and presented in conformity with Indian GAAP and restated in accordance with the SEBI ICDR Regulations, and no attempt has been made to reconcile any of the information given in this Draft Red Herring Prospectus to any other principles or to base it on any other standards. Indian GAAP differs from accounting principles and auditing standards with which prospective investors may be familiar in other countries, such as U.S. GAAP and IFRS. Significant differences exist between Indian GAAP and U.S. GAAP and IFRS, which may be material to the financial information prepared and presented in accordance with Indian GAAP contained in this Draft Red Herring Prospectus. Accordingly, the degree to which the financial information included in this Draft Red Herring Prospectus will provide meaningful information is dependent on familiarity with Indian GAAP, the Companies Act and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian GAAP on the financial disclosures presented in this Draft Red Herring Prospectus should accordingly be limited.

60. Political instability or a change in economic liberalization and deregulation policies could seriously harm business and economic conditions in India generally and our business in particular.

The Government of India has traditionally exercised and continues to exercise influence over many aspects of the economy. Our business and the market price and liquidity of our Equity Shares may be affected by interest rates, changes in Government policy, taxation, social and civil unrest and other political, economic or other developments in or affecting India. The rate of economic liberalization could change, and specific laws and policies affecting the information technology sector, foreign investment and other matters affecting investment in our securities could change as well. Any significant change in such liberalization and deregulation policies could adversely affect business and economic conditions in India, generally, and our business, prospects, financial condition and results of operations, in particular.

61. Financial instability in Indian Financial Markets could adversely affect our Company's results of operation and financial condition.

In this globalized world, the Indian economy and financial markets are significantly influenced by worldwide economic, financial and market conditions. Any financial turmoil, say in the United States of America, Europe, China or other emerging economies, 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. Indian financial markets have also experienced the contagion effect of the global financial turmoil. Any prolonged financial crisis may have an adverse impact on the Indian economy, thereby resulting in a material and adverse effect on our Company's business, operations, financial condition, profitability and price of its Shares. Stock exchanges in India have in the past experienced substantial fluctuations in the prices of listed securities.

62. We cannot guarantee the accuracy or completeness of facts and other statistics with respect to India, the Indian economy and our industry contained in the Draft Red Herring Prospectus.

While facts and other statistics in this Draft Red Herring Prospectus relating to India, the Indian economy and our industry has been based on various government publications and reports from government 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 80 of this Draft Red Herring Prospectus. Due to possibly flawed or ineffective data collection methods 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 should not be unduly relied upon. 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.

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

Global economic and political factors that are beyond our control, influence forecasts and directly affect performance. These factors include interest rates, rates of economic growth, fiscal and monetary policies of governments, inflation, deflation, foreign exchange fluctuations, consumer credit availability, fluctuations in commodities markets, consumer debt levels, unemployment trends and other matters that influence consumer confidence, spending and tourism. Increasing volatility in financial markets may cause these factors to change with a greater degree of frequency a magnitude, which may negatively affect our stock prices.

64. 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.

65. The extent and reliability of Indian infrastructure could adversely affect our Company's results of Operations and financial condition.

India's physical infrastructure is in developing phase compared to that of many developed nations. Any congestion or disruption in its port, rail and road networks, electricity grid, communication systems or any other public facility could disrupt our Company's normal business activity. Any deterioration of India's physical infrastructure would harm the national economy; disrupt the transportation of goods and supplies, and costs to doing business in India. These problems could interrupt our Company's business operations, which could have an adverse effect on its results of operations and financial condition.

66. Natural calamities could have a negative impact on the Indian economy and cause Our Company's business to suffer.

India has experienced natural calamities such as earthquakes, tsunami, floods etc. In recent years, the extent and severity of these natural disasters determine their impact on the Indian economy. Prolonged spells of abnormal rainfall or other natural calamities could have a negative impact on the Indian economy, which could adversely affect our business, prospects, financial condition and results of operations as well as the price of the Equity Shares.

67. Terrorist attacks, civil unrests and other acts of violence or war involving India or other countries could adversely affect the financial markets, our business, financial condition and the price of our Equity Shares.

Any major hostilities involving India or other acts of violence, including civil unrest or similar events that are beyond our control, could have a material adverse effect on India's economy and our business. Incidents such as the terrorist attacks, other incidents such as those in US, Indonesia, Madrid and London, and other acts of violence may adversely affect the Indian stock markets where our Equity Shares will trade the global equity markets as well generally. Such acts could negatively impact business sentiment as well as trade between countries, which could adversely affect our Company's business and profitability. Additionally, such events could have a material adverse effect on the market for securities of Indian companies, including the Equity Shares.

68. The nationalized goods and services tax (GST) regimes implemented by the Government of India have impact on our operations.

The Government of India has from July 01, 2017 has implemented the Goods and Service Tax a comprehensive national goods and service tax (GST) regime that combines taxes and levies by the Central and State Governments into a unified rate structure.

69. Any downgrading of India's sovereign rating by an independent agency may harm our ability to raise financing.

Any adverse revisions to India's credit ratings for domestic and international debt by international rating agencies may adversely impact our ability to raise additional financing, and the interest rates and other commercial terms at which such additional financing may be available. This could have an adverse effect on our business and future financial performance, our ability to obtain financing for capital expenditures and the trading price of our Equity Shares.

SECTION IV: INTRODUCTION

THE ISSUE

The following is the summary of the Issue:

Particulars	Details of Equity Shares
Issue of Equity Shares	Up to 50,50,000* Equity Shares of ₹10.00 each fully paid-up of our Company for cash at a price of ₹ [●] per Equity Share aggregating to ₹ [●] Lakh
<i>Out of which:</i>	
Market Maker Reservation Portion	[●] Equity Shares of ₹10.00 each fully paid-up of our Company for cash at a price of ₹ [●] per Equity Share aggregating to ₹ [●] Lakh
Net Issue to the Public	[●] Equity Shares of ₹10.00 each fully paid-up of our Company for cash at a price of ₹ [●] per Equity Share aggregating to ₹ [●] Lakh
<i>Out of which:</i>	
A) QIB Portion	[●] Equity Shares of ₹10.00 each fully paid-up of our Company are available for allocation
<i>Of which:</i>	
Available for allocation to Mutual Funds (5% of the QIB Portion) *	[●] Equity Shares of ₹10.00 each
Balance of all QIBs	[●] Equity Shares of ₹10.00 each
B) Retail Individual Investors Portion	[●] Equity Shares of ₹10.00 each fully paid-up of our Company for cash at a price of ₹ [●] per Equity Share aggregating to ₹ [●] Lakh will be available for allocation to Investors upto ₹ 2.00 Lakh
C) Non-Institutional Investors Portion	[●] Equity Shares of ₹10.00 each fully paid-up of our Company for cash at a price of ₹ [●] per Equity Share aggregating to ₹ [●] Lakh will be available for allocation to Investors above ₹ 2.00 Lakh
Pre and Post-Issue Equity Shares	
Equity Shares outstanding prior to the Issue	1,33,97,000 Equity Shares of ₹10.00 each
Equity Shares outstanding after the Issue	[●] Equity Shares of ₹10.00 each
Use of proceeds of this Issue	Please refer to the chapter titled “ <i>Objects of the Issue</i> ” beginning on page 68 of this Draft Red Herring Prospectus.

*Number of shares may need to be adjusted for bid lot size upon determination of the Issue Price.

Note:

- Public Issue of up to 50,50,000 Equity Shares of ₹10.00 each for cash at a price of ₹ [●] per Equity Share of our Company aggregating to ₹ [●] Lakh 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 chapter “*Terms of the Issue*” beginning on page 170 of this Draft Red Herring Prospectus. The present Issue has been authorized pursuant to a resolution of our Board of Directors dated July 22, 2018 and by special resolution passed under Section 62(1) (c) of the Companies Act, 2013 at the Extra-ordinary General Meeting of the members held on December 26, 2018.
- As per Regulation 253 of the SEBI (ICDR) Regulations, 2018, the allocation in the net issue to the public category shall be made as follows:
 - Minimum thirty five percent of the net issue to Retail Individual Investors; and
 - The balance net issue shall be made available to Non-Institutional Investors, including Qualified Institutional Buyers, Corporate Bodies/Institutions



- c) The unsubscribed portion in either of the categories specified in (a) or (b) above may be allocated to the bidder in the other category.
3. 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.
4. Our Company shall ensure that out of total allocated shares to the Category - Non-Institutional Investors, including Qualified Institutional Buyers, at least 15% of net issue of shares to the public shall be allocated to Non-Institutional Investors and not more than 50% shall be allocated to Qualified Institution Buyers including allocation of 5% to Mutual Funds.

For further details please refer to section titled “***Issue Information***” beginning on page 170 of this Draft Red Herring Prospectus.

SUMMARY OF FINANCIAL INFORMATION

CONSOLIDATED STATEMENT OF ASSETS AND LIABILITIES AS RESTATED

(₹ In Lakh except share data and unless otherwise stated)

	As At 31.07.2018	As At 09.05.2018	As at March 31,		
			2018	2017	2016
EQUITY AND LIABILITIES					
<u>Shareholders' Funds</u>					
a. Share Capital	1,339.70	802.31	780.67	321.92	331.91
b. Other Equity	103.74	588.72	559.92	169.63	133.98
	1,443.44	1,391.03	1,340.59	491.55	465.89
<u>Non-Current Liabilities</u>					
a. Long Term Borrowings	335.41	335.38	335.39	35.42	95.36
b. Other Non-Current Liabilities	-	-	-	-	-
c. Deferred Tax Liabilities	-	-	-	-	-
d. Long Term Provisions	-	-	-	-	-
	335.41	335.38	335.39	35.42	95.36
<u>Current Liabilities</u>					
a. Short Term Borrowings	1,712.21	1,525.76	1,327.23	1,301.26	1,093.72
b. Trade Payables	926.82	485.86	350.40	166.68	143.38
c. Other Current Liabilities	377.49	442.36	500.13	141.95	259.98
d. Short Term Provisions	265.88	209.27	186.21	2.34	5.22
	3,282.41	2,663.26	2,363.97	1,612.24	1,502.30
TOTAL OF EQUITY AND LIABILITIES	5,061.25	4,389.67	4,039.94	2,139.21	2,063.55
ASSETS					
<u>Non-Current Assets</u>					
a. Fixed Assets					
i. Tangible Assets	133.46	138.98	139.98	157.61	174.62
ii. Intangible Assets	-	-	-	-	-
iii. Capital W-I-P	30.00	-	-	-	-
b. Non-Current Investments	9.02	9.02	9.02	9.02	7.02
c. Deferred tax assets	1.42	1.46	1.47	1.25	0.91
d. Long-term loans and advances	0.40	0.40	0.40	0.40	0.39
e. Other non-current assets					
	174.30	149.86	150.87	168.28	182.94
<u>Current Assets</u>					
a. Current Investment					
b. Inventories	1,934.50	1,541.70	1,453.23	1,117.90	1,086.39
c. Trade Receivables	2,522.51	2,240.99	2,013.93	813.92	753.73
d. Cash and Cash Equivalents	78.05	66.50	28.94	25.76	29.29
e. Short Term Loans & Advances	351.74	389.58	392.41	12.85	10.65
f. Other Current Assets	0.15	1.03	0.56	0.50	0.55
	4,886.95	4,239.81	3,889.07	1,970.93	1,880.61
TOTAL OF ASSETS	5,061.25	4,389.67	4,039.94	2,139.21	2,063.55

CONSOLIDATED STATEMENT OF PROFIT AND LOSS AS RESTATED

(₹ In Lakh except share data and unless otherwise stated)

Particulars	As At 31.07.2018	As At 09.05.2018	For the year ended March 31,		
			2018	2017	2016
INCOME					
Revenue from Operations	1,808.83	758.67	7,416.04	7,661.75	7,431.56
Other Income	0.87	0.89	5.54	8.36	12.27
Total Income (A)	1,809.71	759.56	7,421.58	7,670.11	7,443.83
EXPENDITURE					
Purchase of Stock-In-Trade	2,650.52	705.54	6,544.18	6,934.23	6,752.02
Change in inventory of Stock-in-trade	-1,185.62	-88.48	-335.33	-31.51	-77.86
Employee benefit expenses	41.50	9.19	104.88	172.37	157.89
Finance costs	59.81	33.88	222.11	197.64	218.60
Depreciation and amortisation expense	5.52	1.11	20.38	23.91	30.06
Other Expenses	60.14	23.39	269.47	319.31	322.03
Total Expenses (B)	1,631.86	684.63	6,825.70	7,615.96	7,402.73
Profit/(Loss) before exceptional, extraordinary items and tax	177.84	74.93	595.88	54.15	41.11
Less: Exceptional Items	-	-	-	-	-
Profit/(Loss) before extraordinary items and tax (A-B)	177.84	74.93	595.88	54.15	41.11
Prior Period Items	-	-	-	-	-
Extra ordinary items	-	-	-	-	-
Profit/(Loss) before tax	177.84	74.93	595.88	54.15	41.11
Tax expense:					
Current tax	56.61	23.06	206.05	18.85	14.17
Earlier Year Tax adjusted in the year to which it relates	-	-	0.24	0.00	0.01
Deferred Tax	-0.05	-0.01	0.22	0.34	0.91
MAT Credit					-
Profit/(Loss) after tax	121.18	51.86	390.29	35.64	27.86
Profit for the year	121.18	51.86	390.29	35.64	27.86
Basic & Diluted Earnings Per Share	8.57	48.92	368.20	33.63	26.29

CONSOLIDATED STATEMENT OF CASH FLOW AS RESTATED

(₹ In Lakh except share data and unless otherwise stated)

Particulars	As At 31.07.2018	As At 09.05.2018	For the year ended March 31,		
			2018	2017	2016
<u>Cash Flow From Operating Activities:</u>					
Profit before tax	177.84	74.93	595.88	54.15	41.11
Dividend Received	-	-	-0.66	-0.60	-0.60
Preliminary Expenditure	-14.48	-	-	-	-
Interest Paid	59.81	33.88	222.11	197.64	218.60
Depreciation	5.52	1.11	20.38	23.91	30.06
Operating Profit Before Working Capital Changes	228.69	109.92	837.71	275.10	289.16
Adjusted for (Increase)/ Decrease in:					
Other Current assets	0.88	-0.47	-0.06	0.05	-0.55
Inventories	-392.80	-88.48	-335.33	-31.51	-77.86
Trade Receivables	-281.52	-227.06	-1,200.01	-60.19	-187.86
Trade Payables	440.96	135.46	183.72	23.30	-50.51
Short term loans & advances	37.84	2.82	-380.79	-2.22	49.16
Other Current Liabilities	-64.87	-57.76	358.17	-118.03	7.62
Short Term Borrowings	132.14	175.48	25.97	207.54	178.78
Deduct: Direct taxes (Net)	-	-	-20.69	-21.72	-9.63
Cash Generated From Operations	101.32	49.91	-531.30	272.32	198.31
<u>Cash Flow From Investing Activities:</u>					
Cash acquired on account of merger					
Purchase of fixed assets	-	-0.11	-2.75	-6.89	-12.80
Dividend Income	-	-	0.66	0.60	0.60
Capital Work in progress	-30.00	-	-	-	-
Purchase of Non-current investments	-	-	-	-2.00	-
(Increase)/Decrease in Long term Loans & Advances	-	-	-0.01	-	-
Net Cash Flow from/(used in) Investing Activities: (B)	-30.00	-0.11	-2.10	-8.29	-12.19
<u>Cash Flow from Financing Activities:</u>					
<u>Issue Price</u>					
Proceeds from Issue of shares	0.00	-	-	-	-
Receipt / (repayment) of long-term borrowings	0.03	-0.00	299.96	-59.93	-29.91
Capital Introduced	-	21.64	458.75	-9.99	63.26
Interest Paid	-59.81	-33.88	-222.11	-197.64	-218.60
Net Cash Flow from/(used in) Financing Activities (C)	-59.78	-12.24	536.60	-267.56	-185.25
Net Increase/(Decrease) in Cash & Cash Equivalents (A+B+C)	11.55	37.55	3.20	-3.54	0.87
Cash & Cash Equivalents as at Beginning of the Year	66.50	28.95	25.75	29.29	28.42
Cash & Cash Equivalents as at End of the Year	78.05	66.50	28.95	25.75	29.29
Closing Cash and Bank Balance shown in Balance Sheet	78.06	66.50	28.94	25.76	29.29
Bank Balance	16.51	9.47	8.09	3.76	0.82
Cash Balance	61.55	57.03	20.85	22.00	28.47

SECTION V: GENERAL INFORMATION

Our company was originally formed as Partnership firm under the Indian Partnership Act, 1932 in the name and style of “Welcome Agencies” pursuant to partnership deed dated February 09, 2011 between Mr. Paras Kanhaiyalal Chhajed, Mr. Manish Paras Chhajed and Mrs. Shobha Paras Chhajed having its principal place of business at 116, Wadala, Udyog Bhawan, Naigaum Cross Road, Wadala, Mumbai - 400031 on the terms and conditions contained in the said partnership deed. The partnership firm was registered on September 03, 2013 with the Registrar of Firms, Mumbai. Subsequently the deed of retirement-cum-admission was executed on December 02, 2013 where Ms. Shobha Paras Chhajed retired as a partner and Mr. Dipesh Paras Chhajed was admitted as a new partner with the addition in the place of business at B-23, Wadala Shriram Industrial Estate, 13, G.D. Ambedkar Road, Wadala, Mumbai – 400031. Further the Partnership Firm was converted into Public Limited Company “Welpar Pharbizz Limited” on May 10, 2018 pursuant to Part I of Chapter XXI of the Companies Act, 2013 vide certificate of incorporation issued by Registrar of Companies, Central Registration Centre. The Corporate Identification Number of our Company is U74999MH2018PLC309197.

Mr. Paras Kanhaiyalal Chhajed, Mr. Kiran Paras Chhajed, Mr. Dipesh Paras Chhajed, Mr. Manish Paras Chhajed, Mrs. Anita Kiran Chhajed, Mrs. Chandrakala Manish Chhajed and Mrs. Pallavi Dipesh Chhajed were the initial subscribers to the Memorandum and Articles of Association of our Company.

REGISTERED OFFICE OF OUR COMPANY

WELPAR PHARMBIZZ LIMITED

23B, Floor - 2, Plot – 13, Shree Ram Industrial Estate,
13, G.D. Ambekar Marg, Wadala, Mumbai – 400 031,
Maharashtra, India

Tel. No: 022-24137702

Email: info@welpar.in

Website: www.welpar.in

Corporate Identification Number: U74999MH2018PLC309197

DISPATCH CENTER OF OUR COMPANY

A-30, Wadala Shree Ram Industrial Estate,
13, G.D. Ambekar Marg, Wadala, Mumbai – 400 031,
Maharashtra, India

REGISTRAR OF COMPANIES

Registrar of Companies, Mumbai

100, Everest, Marine Drive,
Mumbai - 400 002, Maharashtra, India

Email: roc.mumbai@mca.gov.in

Website: www. mca.gov.in

DESIGNATED STOCK EXCHANGE

BSE Limited (SME Platform)

P.J. Towers, Dalal Street,
Mumbai – 400001, Maharashtra, India

Email: equity.ipo@bseindia.com

Website: www.bsisme.com

BOARD OF DIRECTORS OF OUR COMPANY

Our Company’s Board comprises of the following Directors:

Name	Designation	Address	DIN
Mr. Dipesh Paras Chhajed	Managing Director	301, Shree Panch Kutir Hsg Soc, Plot No. 48, N.S.Road No.1, J.V.P.D Scheme, Juhu, Mumbai – 400 049, Maharashtra, India	08130363
Mr. Kiran Paras Chhajed	Whole Time Director	301, Shree Panch Kutir Hsg Soc, Plot No. 48, N.S.Road No.1, J.V.P.D Scheme, Juhu, Mumbai – 400 049, Maharashtra, India	06471251
Mr. Manish Paras Chhajed	Executive Director	301, Shree Panch Kutir Hsg Soc, Plot No. 48, N.S.Road No.1, J.V.P.D Scheme, Juhu, Mumbai – 400 049, Maharashtra, India	06471255
Mrs. Pallavi Dipesh Chhajed	Non-Executive Director	301, Shree Panch Kutir Hsg Soc, Plot No. 48, N.S.Road No.1, J.V.P.D Scheme, Juhu, Mumbai – 400 049, Maharashtra, India	08130364
Mr. Aakash Hinger	Non-Executive Independent Director	Opp Head Post Office, Kankroli Rajsamand - 313 324 Rajasthan, India	08190142
Mr. Shubham Sanjay Salvi	Non-Executive Independent Director	Janaki Apartment, S.V. Road, Hindu Colony Flat No. 1, Ratnagiri - 415 612, Maharashtra, India	08190167

For detailed profile of our Board of Directors, please refer to the section titled “*Our Management*” beginning on page 109 of this Draft Red Herring Prospectus.

COMPANY SECRETARY & COMPLIANCE OFFICER

Ms. Mitti Mitesh Jain

Welpar Pharmbizz Limited
 23B, Floor - 2, Plot – 13, Shree Ram Industrial Estate,
 13, G.D. Ambekar Marg, Wadala, Mumbai – 400 031
Tel. No: 022-24137702
Email: investors@welpar.in
Website: www.welpar.in

CHIEF FINANCIAL OFFICER

Mr. Manish Paras Chhajed

Welpar Pharmbizz Limited
 23B, Floor - 2, Plot – 13, Shree Ram Industrial Estate,
 13, G.D. Ambekar Marg, Wadala, Mumbai – 400 031
Tel. No: 022-24137702
Email: finance@welpar.in
Website: www.welpar.in

Note: Investors can contact our Company Secretary and Compliance Officer, the Book Running Lead Manager or the Registrar to the Issue, in case of any pre-issue or post-issue related problems, such as non-receipt of letters of allotment, non-credit of allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders and non-receipt of funds by electronic mode etc.

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

Further, the investors shall also enclose the Acknowledgement Slip from the Designated Intermediaries in addition to the documents/ information mentioned above.

Details of Key Intermediaries pertaining to this Issue and our Company:

BOOK RUNNING LEAD MANAGER

Gretex Corporate Services Private Limited

Office No.102, 1st Floor, Kanakia Atrium-2, Behind Courtyard Marriott Hotel,
Andheri Kurla Road, Chakala, Andheri-East, Mumbai - 400 093

Maharashtra, India

Tel: 022-6708 6181 /9836822199

Email: info@gretexgroup.com/ mb@gretexgroup.com

Website: www.gretexcorporate.com

Contact Person: Ms. Amina Khan

SEBI Registration No: INM000012177

CIN: U74999MH2008PTC288128

REGISTRAR TO THE ISSUE

Link Intime India Private Limited

C 101, 247 Park, L.B.S. Marg, Vikhroli (West),
Mumbai – 400 083

Tel: +91 – 22 – 4918 6200

Email: welpar.ipo@linkintime.co.in

Website: www.linkintime.co.in

Contact Person: Ms. Shanti Gopalkrishnan

SEBI Registration No: INR000004058

CIN: U67190MH1999PTC118368

LEGAL ADVISOR TO THE ISSUE

M. V. Kini, Law Firm

Kini House, 6/39 Jangpura-B,

New Delhi - 110014, India

Tel: 011-24371038/ 39/ 40/ +91 9899016169

Website: www.mvkini.com

Email: raj@mvkini.com

Contact Person: Ms. Raj Rani Bhalla

BANKERS TO THE COMPANY

NKGSB Co-op Bank Limited, Wadala

Tel No: 022-24155510

Fax No.: 022-24155510

Email: wadala35@nksb-bank.com

Website: www.nksb-bank.com

Contact Person: Ms. Charuta Borkar

BANKERS TO THE ISSUE

[•]

[•]

Tel No: [•]

Email: [•]

Website: [•]

Contact Person: [•]

STATUTORY & PEER REVIEW AUDITOR*

Pankaj P. Sanghavi & Co.

Chartered Accountants

8, 4th Floor, Shaniya, Enclave, V.P. Road, Vile Parle (West),

Mumbai – 400056, Maharashtra, India

Tel: 022-40124156 / 57 / 58

Email: hemant@cappsco.in

Website: www.cappsco.in

Contact Person: CA Hemant R. Shah

Firm Registration No: 107356W

Membership No: 047287

** Pankaj P. Sanghavi & Co., Chartered Accountants, are appointed as peer review auditors of our Company in compliance with section IX of part A of Schedule VIII of SEBI (ICDR) and hold a valid peer review certificate No. 009631 dated February 07, 2017 issued by the “Peer Review Board” of the Institute of Chartered Accountants of India, New Delhi.*

SYNDICATE MEMBER

[•]

DESIGNATED INTERMEDIARIES

Self-Certified Syndicate Banks (“SCSBs”)

The lists of banks that have been notified by SEBI to act as SCSB for the ASBA process are provided on the website of SEBI on <http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>. For details of the Designated Branches of SCSBs collecting the Bid cum Application Forms, please refer to the above-mentioned SEBI link.

Registered Brokers

Bidders can submit Bid cum Application Form for the Issue using the stock brokers network of the Stock Exchanges, i.e. through the Registered Brokers at the Brokers Centres. The list of the Registered Brokers, including details such as postal address, telephone number and e-mail address, is provided on the website of the SEBI (www.sebi.gov.in), and updated from time to time. For details on Registered Brokers, please refer <http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>.

Registrar to the Issue and Share Transfer Agents (“RTA”)

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 the SEBI (www.sebi.gov.in), and updated from time to time. For details on RTA, please refer <http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>.

Collecting Depository Participants (“CDP”)

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 website of Stock Exchange. The list of branches of the SCSBs named by the respective SCSBs to receive deposits of the Bid cum Application Forms from the Designated Intermediaries will be available on the website of the SEBI (www.sebi.gov.in) and updated from time to time.

STATEMENT OF INTER-SE ALLOCATION OF RESPONSIBILITIES

GreteX Corporate Services Private Limited is the sole Book Running Lead Manager to this Issue and all the responsibilities relating to co-ordination and other activities in relation to the Issue shall be performed by them and hence a statement of inter-se allocation of responsibilities is not required.

CREDIT RATING

This being an Issue of Equity Shares, credit rating is not required.

IPO GRADING

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

DEBENTURE TRUSTEES

Since this is not a debenture issue, appointment of debenture trustee is not required.

MONITORING AGENCY

As per regulation 262(1) of the SEBI ICDR Regulations, the requirement of Monitoring Agency is not mandatory if the Issue size is below ₹10,000 Lakh. Since the Issue size is only of ₹ [●] Lakh, our Company has not appointed any monitoring agency for this Issue. However, as per Section 177 of the Companies Act, 2013, the Audit Committee of our Company, would be monitoring the utilization of the proceeds of the Issue.

APPRAISING ENTITY

No appraising entity has been appointed in respect of any objects of this Issue.

EXPERT OPINION

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

Our Company has received consent from the Auditors of the Company to include their name as an expert in this Draft Red Herring Prospectus in relation to the (a) Auditors' Reports on the restated Audited financial statements; and (b) Statement of Possible Tax Benefits and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

FILING THE DRAFT OFFER DOCUMENT/ OFFER DOCUMENT

The Draft Red Herring Prospectus has not been filed with SEBI, nor has SEBI issued any observation on the Offer Document in terms of Regulation 246 of SEBI (ICDR), 2018. However, pursuant to sub regulation (5) of regulation 246, the copy of Draft Red Herring Prospectus shall also be furnished to the board in a soft copy. Pursuant to SEBI Circular Number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, a copy of the Red Herring Prospectus and Prospectus will be filed online through SEBI Intermediary Portal at <https://siportal.sebi.gov.in>. A copy of the Red Herring Prospectus and Prospectus along with the documents required to be filed under Section 32 of the Companies Act, 2013 will be delivered to the Registrar of Companies, Mumbai, situated 100, Everest, Marine Drive, Mumbai – 400 002, Maharashtra, India.

BOOK BUILDING PROCESS

Book building, with reference to the Issue, refers to the process of collection of Bids on the basis of the Red Herring Prospectus within the Price Band. The Price Band shall be determined by our Company in consultation with the BRLM in accordance with the Book Building Process, and advertised in all editions of a widely circulated English Newspaper, all editions of a widely circulated Hindi Newspaper and a widely circulated [●] Newspaper, [●] being the regional language of state where registered office of the Company is situated, at least two working days prior to the Bid/ Issue Opening date. The Issue Price shall be determined by our Company, in consultation with the BRLM in accordance with the Book Building Process after the Bid/ Issue Closing Date. Principal parties involved in the Book Building Process are: -

- Our Company;

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

The SEBI ICDR Regulations have permitted the Issue of securities to the public through the Book Building Process, wherein not more than 50% of the Net Issue shall be allotted on a proportionate basis to QIBs, of which 5 % shall be reserved for Mutual Funds. Further not less than 15 % of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35 % of the Net Issue shall be available for allocation on a proportionate basis to Retail Individual Bidders, subject to valid Bids being received at or above the Issue Price.

Subject to valid Bids being received at or above the Issue Price, under-subscription, if any, in the Non-Institutional Portion and Retail Portion would be allowed to be met with spill-over from other categories or a combination of categories at the discretion of our Company, in consultation with the BRLM and the Designated Stock Exchange. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill over from other categories or a combination of categories.

Such number of Equity Shares representing 5% of the QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only. The remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to QIBs, subject to valid Bids being received from them at or above the Issue Price. In the event that the demand from Mutual Funds is greater than [●] Equity Shares, allocation shall be made to Mutual Funds proportionately, to the extent of the Mutual Fund Portion. The remaining demand by the Mutual Funds shall, as part of the aggregate demand by QIBs, be available for allocation proportionately out of the remainder of the Net QIB Portion, after excluding the allocation in the Mutual Fund Portion. However, in the event of under-subscription in the Mutual Fund Portion, the balance Equity Shares in the Mutual Fund Portion will be added to the Net QIB Portion and allocated to QIBs (including Mutual Funds) on a proportionate basis, subject to valid Bids at or above Issue Price.

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

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

For further details on the method and procedure for Bidding, please see section entitled “*Issue Procedure*” beginning on page 180 of this Draft Red Herring Prospectus.

Illustration of Book Building and Price Discovery Process (Investors should note that this example is solely for illustrative purposes and is not specific to the Issue) Bidders can bid at any price within the price band. For instance, assume a price band of ₹20.00 to ₹24.00 per equity share, Issue size of 3,000 equity shares and receipt of five bids from bidders, details of which are shown in the table below. A graphical representation of the consolidated demand and price would be made available at the bidding centres during the bidding period. The illustrative book below shows the demand for the equity shares of the issuer company at various prices and is collated from bids received from various investors.

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

The price discovery is a function of demand at various prices. The highest price at which the issuer is able to Issue the desired number of shares is the price at which the book cuts off, i.e., ₹ 22/- in the above example. The issuer, in consultation with the Book Running Lead Manager will finalize the Issue price at or below such cut-off price, i.e., at or below ₹ 22/-. All bids at or above this Issue price and cut-off bids are valid bids and are considered for allocation in the respective categories.

Steps to be taken by the Bidders for Bidding:

1. Check eligibility for making a Bid (see section titled “*Issue Procedure*” beginning on page 180 of this Draft Red Herring Prospectus);
2. Ensure that you have a demat account and the demat account details are correctly mentioned in the Bid cum Application Form;
3. Ensure correctness of your PAN, DP ID and Client ID mentioned in the Bid cum Application Form. Based on these parameters, the Registrar to the Issue will obtain the Demographic Details of the Bidders from the Depositories.
4. Except for Bids on behalf of the Central or State Government officials, residents of Sikkim and the officials appointed by the courts, who may be exempt from specifying their PAN for transacting in the securities market, for Bids of all values ensure that you have mentioned your PAN allotted under the Income Tax Act in the Bid cum Application Form. The exemption for Central or State Governments and officials appointed by the courts and for investors residing in Sikkim is subject to the Depository Participant’s verification of the veracity of such claims of the investors by collecting sufficient documentary evidence in support of their claims
5. Ensure that the Bid cum Application Form is duly completed as per in the Bid Cum Application Form.

BID / ISSUE PROGRAMME

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

Event	Indicative Date
Bid/ Issue Opening Date	[●]
Bid/ Issue Closing Date	[●]
Finalization of Basis of Allotment with the Designated Stock Exchange	[●]
Initiation of Refunds	[●]
Credit of Equity Shares to Demat Accounts of Allottees	[●]
Commencement of trading of the Equity Shares on the Stock Exchange	[●]

The above timetable is indicative and does not constitute any obligation on our Company or the Book Running 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 Issue Closing Date, the timetable may change due to various factors, such as extension of the Issue Period by our Company, or any delays in receiving the final listing and trading approval from the Stock Exchange. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws.

Bids and any revision to the same shall be accepted only between 10.00 a.m. and 5.00 p.m. (IST) during the Issue Period. On the Issue Closing Date, the Bids and any revision to the same shall be accepted between 10.00 a.m. and 5.00 p.m. (IST) or such extended time as permitted by the Stock Exchanges, in case of Bids by Retail Individual Bidders after taking into account the total number of bids received up to the closure of timings and reported by the Book Running Lead Manager to the Stock Exchanges. It is clarified that Bids not uploaded on the electronic system would be rejected. Bids will be accepted only on Working Days. Neither our Company nor the Book Running Lead Manager is liable for any failure in uploading the Bids due to faults in any software/hardware system or otherwise.

Non-Retail Bidders shall not be allowed to either withdraw or lower the size of their Bid at any stage. Non-Retail Bidders may revise their Bids upwards (in terms of quantity of Equity Shares) during the Issue Period. Such upward revision must be made using the Revision Form.

In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical or electronic Bid cum Application Form, for a particular Bidder, the Registrar to the Issue shall ask the relevant SCSBs / RTAs / DPs / Stock Brokers, as the case may be, for rectified data.

UNDERWRITER

Our Company and Book Running Lead Manager to the Issue hereby confirm that the Issue is 100% Underwritten. The underwriting agreement is dated January 28, 2019 and pursuant to the terms of the underwriting agreement, obligations of the underwriter are subject to certain conditions specified therein. The underwriter has indicated their intention to underwrite following number of specified securities being issued through this Issue.

Name, Address, Telephone, Facsimile, and Email of the Underwriters	Indicated number of Equity Shares to be Underwritten	Amount Underwritten (in Lakh)	% of the total Issue size Underwritten
Gretex Corporate Services Private Limited Office No.102, 1 st Floor, Kanakia Atrium-2, Behind Courtyard Marriott Hotel, Andheri Kurla Road, Chakala, Andheri-East, Mumbai-400093 Maharashtra, India Tel: 022-67086181/ 9836822199 Email: info@gretexgroup.com/ mb@gretexgroup.com Website: www.gretexcorporate.com Contact Person: Mr. Alok Harlalka SEBI Registration No: INM000012177 CIN: U74999MH2008PTC288128	[●]	[●]	100.00
TOTAL	[●]	[●]	100.00

Includes [●] 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.

In the opinion of the Board of Directors of our Company, the resources of the above-mentioned Underwriter are sufficient to enable them to discharge their underwriting obligations in full.

CHANGES IN THE AUDITORS DURING THE LAST THREE YEARS

Since our company was incorporated in the year 2018, there is no change in the auditors during the last three years.

M/s. Khakhar & Associates were the auditors of our erstwhile partnership firm for the financial ended on March 31, 2018.

However, our company has appointed M/s Pankaj P. Sanghavi & Co, Chartered Accountants as the first auditor of the company on May 15, 2018. The tenure of such appointment is till the conclusion of 1st Annual General Meeting.

DETAILS OF MARKET MAKING ARRANGEMENT FOR THIS ISSUE

Our Company and the Book Running Lead Manager has entered into Market Making Agreement dated January 28, 2019 with the following Market Maker to fulfill the obligations of Market Making for this Issue:

Gretex Share Broking Private Limited

Office No.-13, 1st Floor, New Bansilal Building,
Raja Bahadur Mansion, 9-15, Homi Modi Street, Fort,
Mumbai – 400 023, Maharashtra, India

Tel: 022 -4002 5273

Email: sherwoodpvtltd@yahoo.co.in

Contact Person: Mr. Alok Harlalka

SEBI Registration No.: INB011394633

Market Maker Registration No. (SME Segment of BSE): SME MM0617628062012

CIN: U65900MH2010PTC289361

Gretex Share Broking Private Limited (Formerly known as Sherwood Securities Private Limited), registered with SME Platform of BSE Limited will act as the market maker and have agreed to receive or deliver the specified securities in the market making process for a period of three (3) 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, and as amended from time to time and the circulars issued by the BSE Limited 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 shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by the Stock Exchange. The spread (difference between the sell and buy quote) shall not be more than 10% or as specified by the Stock Exchange from time to time and the same shall be updated in the Prospectus. Further, the Market Maker shall inform the Stock Exchange in advance for each and every black out period when the quotes are not being issued by the Market Maker.
- 2) The prices quoted by Market Maker shall be in compliance with the Market Maker Spread requirements and other particulars as specified or as per the requirements of Stock Exchange and SEBI from time to time
- 3) The minimum depth of the quote shall be ₹ 1.00 Lakh. However, the investors with holdings of value less than ₹ 1.00 Lakh shall be allowed to Issue their holding to the Market Maker in that scrip provided that they sell their entire holding in that scrip in one lot along with a declaration to the effect to the selling broker. Based on the IPO price of [●] per share the minimum bid lot size is [●] Equity Shares thus minimum depth of the quote shall be [●] until the same, would be revised by BSE Limited.
- 4) After a period of three (3) months from the market making period, the market maker would be exempted to provide quote if the Shares of market maker in our Company reaches to 25%. (Including the 5% of Equity Shares of the Issue.) Any Equity Shares allotted to Market Maker under this Issue over and above 25% equity shares would not be taken in to consideration of computing the threshold of 25%. As soon as the Shares of market maker in our Company reduce to 24%, the market maker will resume providing 2-way quotes.
- 5) There shall be no exemption/threshold on downside. However, in the event the market maker exhausts his inventory through market making process, the concerned stock exchange may intimate the same to SEBI after due verification.
- 6) Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker, for the quotes given by him.
- 7) There would not be more than five Market Maker for a script at any point of time and the Market Maker may compete with other Market Maker for better quotes to the investors. At this stage, Gretex Share Broking Private Limited is acting as the sole Market Maker.
- 8) 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. 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.

- 9) The shares of our Company will be traded in continuous trading session from the time and day our 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.
- 10) There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily/fully from the market – for instance due to system problems, any other problems. All controllable reasons require prior approval from the Exchange, while *force-majeure* will be applicable for non-controllable reasons. The decision of the Exchange for deciding controllable and non-controllable reasons would be final.
- 11) The Market Maker shall have the right to terminate said arrangement by giving a one month notice or on mutually acceptable terms to the Book Running Lead Manager, who shall then be responsible to appoint a replacement Market Maker.
- 12) In case of termination of the above-mentioned Market Making agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Book Running Lead Manager to arrange for another Market Maker in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of regulation 261 of the SEBI (ICDR) Regulations, 2018. Further our Company and the Book Running Lead Manager reserve the right to appoint other Market Maker either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Maker does not exceed five or as specified by the relevant laws and regulations applicable at that particular 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.
- 13) BSE Limited SME Exchange will have all margins which are applicable on the BSE Limited Main Board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. BSE Limited can impose any other margins as deemed necessary from time-to-time.
- 14) BSE Limited SME Exchange will monitor the obligations on a real time basis and punitive action will be initiated for any exceptions and/or non-compliances. Penalties/ fines may be imposed by the Exchange on the Market Maker, in case he is not able to provide the desired liquidity in a particular security as per the specified guidelines. These penalties / fines will be set by the Exchange from time to time. The Exchange will impose a penalty on the Market Maker in case he is not present in the market (issuing two-way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market making activities/ trading membership.
- 15) 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.
- 16) Price Band and Spreads: SEBI Circular bearing reference no: CIR/MRD/DP/ 02/2012 dated January 20, 2012, has laid down that for issue size up to ₹ 250 crores, the applicable price bands for the first day shall be:
 - a. 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.
 - b. 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 following spread will be applicable on the SME Exchange Platform.

Si no.	Market Price slab (in ₹)	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

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

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

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

- 18) 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 Red Herring Prospectus and after giving effect to the Issue is set forth below:

<i>Amount (₹ in Lakh except share data)</i>			
Sl. No.	Particulars	Aggregate Nominal Value	Aggregate value at Issue Price
A.	Authorised Equity Share Capital		
	1,85,00,000 Equity Shares of ₹10.00 each	1850.00	-
B.	Issued, Subscribed and Paid-Up Share Capital before the Issue		
	1,33,97,000 Equity Shares of ₹10.00 each	1339.70	-
C.	Present Issue in terms of this Draft Red Herring Prospectus *		
	Issue of upto 50,50,000** Equity Shares of face value of ₹10.00 each for cash at a price of ₹ [●] (including premium of ₹ [●] per Equity Share.	[●]	[●]
	Which comprises:	[●]	[●]
	[●] Equity Shares of face value of ₹10.00 each for cash at a price of ₹ [●] (including premium of ₹ [●]) per Equity Share reserved as Market Maker portion.	[●]	[●]
	Net Issue to the Public of [●] Equity Shares of face value of ₹10.00 each for cash at a price of ₹ [●] (including premium of ₹ [●] per Equity Share.	[●]	[●]
	Of which:		
	[●] Equity Shares of ₹ 10.00 each at a price of ₹ [●] per Equity Share will be available for allocation to QIB Portion.		
	[●] Equity Shares of ₹ 10.00 each at a price of ₹ [●] per Equity Share will be available for allocation to Retail Individual Investors upto ₹ 2.00 Lakh.	[●]	[●]
	[●] Equity Shares of ₹10.00 each at a price of ₹ [●] per Equity Share will be available for allocation to Other than Retail Individual Investors above ₹2.00 Lakh.	[●]	[●]
D.	Issued, Subscribed and Paid-up Share Capital after the Offer		
	[●] Equity Shares of ₹10.00 each	[●]	-
E.	Securities Premium Account		
	Before the Offer		--
	After the Offer		[●]

*The present Issue of [●] Equity Shares in terms of Draft Red Herring Prospectus has been authorized pursuant to a resolution of our Board of Directors dated July 22, 2018 and by special resolution passed under Section 28 of the Companies Act, 2013 at the Extra-ordinary General Meeting of the members held on December 26, 2018.

**Number of shares may need to be adjusted for bid lot size upon determination of the Issue Price.

For details of the change in authorized capital of our Company, see “**Our History and Corporate Structure**”- Amendments to our Memorandum of Association beginning on Page 106 of this Draft Red Herring Prospectus.

Class of Shares

Our Company has one class of share capital i.e. Equity Shares of ₹10.00 each only. All Equity Shares issued are fully paid up.

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

Notes to Capital Structure

1. Details of changes in Authorized Share Capital of Our Company since incorporation

Particulars of Change		Date of Shareholders' Meeting	AGM/EOGM
From	To		
The Authorised Share Capital of ₹10,60,000 consisting of 1,06,000 Equity Share of ₹10.00 each		On Incorporation	--
The Authorised Share Capital of ₹10,60,000/- consisting of 1,06,000 Equity Share of ₹10.00 each	The Authorised Share Capital of ₹13,00,00,000/- consisting of 1,30,00,000 Equity Share of ₹10.00 each.	June 01, 2018	EOGM
The Authorised Share Capital of ₹13,00,00,000/- consisting of 1,30,00,000 Equity Share of ₹10.00 each.	The Authorised Share Capital of ₹18,50,00,000/- consisting of 1,85,00,000 Equity Share of ₹10.00 each.	July 20, 2018	EOGM

2. History of Issued and Paid Up Share Capital of our Company

The history of the equity share capital of our Company is set forth below:

Date of allotment	Number of Equity Shares allotted	Face value (₹)	Issue Price (₹)	Nature of Consideration	Nature of allotment	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital (₹)	Cumulative Securities Premium (₹)
On Incorporation	1,06,000	10.00	10.00	Other than cash	Subscription to MOA pursuant conversion of partnership firm. ^{(i)*}	1,06,000	10,60,000	-
July 20, 2018	70,60,655	10.00	10.00	Other than cash	By way of Conversion of Unsecured Loans ⁽ⁱⁱ⁾	71,66,655	7,16,66,550	-
	62,30,345	10.00	10.00	Other than cash	Issue of Equity shares against the acquisition of 99% of capital in partnership firm "Welcome Enterprises" ⁽ⁱⁱⁱ⁾	1,33,97,000	13,39,70,000	-

*Equity Shares allotted pursuant to conversion of Welcome Agencies; partnership firm into our Company under Part I of Chapter XXI of the Companies Act, 2013

(i) **Initial Subscribers to the MOA subscribed to 1,06,000 Equity Shares of face value of ₹ 10.00 each as per the details given below*:**

Sl. No.	Name	No. of Equity Shares
1.	Mr. Paras Kanhaiyalal Chhajed	15,900
2.	Mr. Kiran Paras Chhajed	10

3.	Mr. Dipesh Paras Chhajed	37,060
4.	Mr. Manish Paras Chhajed	53,000
5.	Ms. Anita Kiran Chhajed	10
6.	Ms. Chandrakala Manish Chhajed	10
7.	Ms. Pallavi Dipesh Chhajed	10
Total		1,06,000

* Equity Shares allotted pursuant to conversion of Welcome Agencies; partnership firm into our Company under Part I of Chapter XXI of the Companies Act, 2013

(ii) Further Allotment of 70,60,655 Equity Shares of Face Value of ₹ 10.00 at par by way of conversion of loan to Equity:

Sl. No.	Name	No. of Equity Shares
1.	Mr. Paras Kanhaiyalal Chhajed	36,53,255
2.	Mr. Manish Paras Chhajed	23,68,090
3.	Mr. Dipesh Paras Chhajed	10,39,310
Total		70,60,655

(iii) Further Allotment of 62,30,345 Equity Shares of Face Value of ₹ 10.00 at par by way of acquiring 99% stake in partnership firm "Welcome Enterprises":

Sl. No.	Name	No. of Equity Shares
1.	Mr. Dipesh Paras Chhajed	20,57,260
2.	Mr. Ashok Chhajed	8,54,466
3.	Mr. Kiran Paras Chhajed	33,18,619
Total		62,30,345

3. Issue of Equity Shares for Consideration other than Cash.

We have issued 1,32,91,000 Equity Shares for consideration other than cash, the details of such allotment are as follows:

Date of Allotment	Number of Equity Shares	Face Value (₹)	Offer Price (₹)	Reasons for Allotment	Allottees	No. of Shares Allotted
On Incorporation	1,06,000	10.00	10.00	By conversion of Welcome Agencies; partnership firm into our Company under Part I of Chapter XXI of the Companies Act, 2013	Mr. Paras Kanhaiyalal Chhajed	15,900
					Mr. Kiran Paras Chhajed	10
					Mr. Dipesh Paras Chhajed	37,060
					Mr. Manish Paras Chhajed	53,000
					Ms. Anita Kiran Chhajed	10
					Ms. Chandrakala Manish Chhajed	10
					Ms. Pallavi Dipesh Chhajed	10
July 20, 2018	70,60,655	10.00	10.00	By way of Conversion of Unsecured Loans	Mr. Paras Kanhaiyalal Chhajed	36,53,255
					Mr. Manish Paras Chhajed	23,68,090
					Mr. Dipesh Paras Chhajed	10,39,310
	62,30,345	10.00	10.00	By way of acquiring 99% stake in partnership firm "Welcome Enterprises"	Mr. Dipesh Paras Chhajed	20,57,260
					Mr. Ashok Chhajed	8,54,466
				Mr. Kiran Paras Chhajed	33,18,619	

4. No Equity Shares have been allotted pursuant to any scheme approved under Section 230-234 of the Companies Act, 2013.
5. We have not re-valued our assets since inception and have not issued any equity shares (including bonus shares) by capitalizing any revaluation reserves.
6. Our Company has issued entire Equity Shares in the one year immediately preceding the date of this Draft Red Herring Prospectus at a price which is lower than the Issue Price.
7. Our Company does not have any Employee Stock Option Scheme / Employee Stock Purchase Scheme for our employees and we do not intend to allot any shares to our employees under Employee Stock Option Scheme / Employee Stock Purchase Scheme from the proposed issue. As and when, options are granted to our employees under the Employee Stock Option Scheme, our Company shall comply with the SEBI (Share Based Employee Benefits) Regulations, 2014.
8. As on the date of this Draft Red Herring Prospectus, our Company does not have any preference Share Capital.
9. **Our Shareholding Pattern**

Pursuant to Regulation 31 of the SEBI (LODR) Regulations, 2015, the shareholding pattern of our company is as below:



Category	Category of shareholder	Nos. 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 nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities*				No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) As a % of (A+B+C2)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number 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)	
								Class Equity Shares of ₹10/- each	Class eg: y	Total								
I	II	III	IV	V	VI	VII = IV+V+VI	VIII	IX				X	XI=VIII+IX	XII		XIII		XIV
(A)	Promoter & Promoter Group	8	1,33,97,000	-	-	1,33,97,000	100.00	1,33,97,000	-	1,33,97,000	100.00	-	100.00	-	-	-	-	1,33,97,000
(B)	Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C)	Non-Promoter-Non-Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C2)	Shares held by Emp. Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total	8	1,33,97,000	-	-	1,33,97,000	100.00	1,33,97,000	-	1,33,97,000	100.00	-	100.00	-	-	-	-	1,33,97,000

*As on the date of this Draft Red Herring Prospectus 1 Equity Shares holds 1 vote.

**All Pre IPO-Equity shares of our Company will be locked in as mentioned above prior to listing of shares on SME Platform of BSE Ltd.

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

In terms of SEBI circular no. Cir/ISD/3/2011 dated June 17, 2011 and SEBI circular bearing no. SEBI/Cir/ISD/05 /2011, dated September 30, 2011, our Company shall ensure that the Equity Shares held by the Promoters / members of the Promoter Group shall be dematerialised prior to listing of shares.

10. The shareholding pattern of our Promoters and Promoter Group before and after the Issue is set forth below:

Particulars	Pre-Issue		Post-Issue	
	Number of Shares	Percentage (%) holding	Number of Shares	Percentage (%) holding
Promoters (A)				
Mr. Paras Kanhaiyalal Chhajed	36,69,155	27.39	36,69,155	●
Mr. Dipesh Paras Chhajed	31,33,630	23.39	31,33,630	●
Mr. Manish Paras Chhajed	24,21,090	18.07	24,21,090	●
Total (A)	92,23,875	68.85	92,23,875	●
Promoter Group (B)				
Mr. Kiran Paras Chhajed	33,18,629	24.77	33,18,629	●
Ms. Anita Kiran Chhajed	10	Negligible	10	●
Ms. Chandrakala Manish Chhajed	10	Negligible	10	●
Ms. Pallavi Dipesh Chhajed	10	Negligible	10	●
Mr. Ashok Kanhaiyalal Chhajed	8,54,466	6.38	8,54,466	●
Total (B)	41,73,125	31.15	41,73,125	●
Total (A+B)	1,33,97,000	100.00	1,33,97,000	●

11. Details regarding major shareholders:

(a) List of shareholders holding 1% or more of the paid-up capital of our company as on date of this Draft Red Herring Prospectus:

Particulars	Number of Shares	Percentage (%) holding
Mr. Paras Kanhaiyalal Chhajed	36,69,155	27.39
Mr. Dipesh Paras Chhajed	31,33,630	23.39
Mr. Manish Paras Chhajed	24,21,090	18.07
Mr. Kiran Paras Chhajed	33,18,629	24.77
Mr. Ashok Kanhaiyalal Chhajed	8,54,466	6.38
Total	1,33,96,970	99.99

(b) Our Company has not issued any convertible instruments like warrants, debentures etc. since its Incorporation and there are no outstanding convertible instruments as on date of the Draft Red Herring Prospectus.

(c) List of shareholders holding 1% or more of the paid-up capital of our company as on date two years prior to the date of the Draft Red Herring Prospectus:

Our Company was incorporated on May 10, 2018 and thus shareholders holding 1% or more of the paid-up capital two years prior to the date of this Draft Red Herring Prospectus are not available.

(d) **List of shareholders holding 1% or more of the paid-up capital of our company as on date one year prior to the date of the Draft Red Herring Prospectus:**

Our Company was incorporated on May 10, 2018 and thus shareholders holding 1% or more of the paid-up capital one year prior to the date of this Draft Red Herring Prospectus are not available.

(e) **List of shareholders holding 1% or more of the paid-up capital of our company as on date ten days prior to the date of the Draft Red Herring Prospectus:**

Particulars	Number of Shares	Percentage (%) holding
Mr. Paras Kanhaiyalal Chhajed	36,69,155	27.39
Mr. Dipesh Paras Chhajed	31,33,630	23.39
Mr. Manish Paras Chhajed	24,21,090	18.07
Mr. Kiran Paras Chhajed	33,18,629	24.77
Mr. Ashok Kanhaiyalal Chhajed	8,54,466	6.38
Total	1,33,96,970	99.999

12. 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 Red Herring 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 this 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.

13. Details of our Promoters' Shareholding

As on the date of this Draft Red Herring Prospectus, our Promoters Mr. Paras Kanhaiyalal Chhajed, Mr. Dipesh Paras Chhajed and Mr. Manish Paras Chhajed hold 92,23,875 Equity Shares, constituting 68.85% of the pre-issued, subscribed and paid-up Equity Share capital of our Company.

Build-up of our Promoters' shareholding in Our Company

Mr. Paras Kanhaiyalal Chhajed

Date of Allotment/ Acquisition/ Sale	Number of Equity Shares	Face Value (₹)	Issue/ Acquisition/ Sale Price per Equity Share (₹)	Nature of Consideration (Cash/ Other than Cash)	Nature of transaction	% of pre-issue equity share capital	% of post issue equity share capital	Source of funds
On Incorporation	15,900	10.00	10.00	Other cash than	Subscription to the MOA	0.12	[●]	Conversion of Firm*
July 20, 2018	36,53,255	10.00	10.00	Other cash than	Conversion of Unsecured Loans	27.27	[●]	NA
Total	36,69,155					27.39	[●]	

* Conversion of partnership firm to our Company.

Mr. Dipesh Paras Chhajed

Date of Allotment/ Acquisition/ Sale	Number of Equity Shares	Face Value (₹)	Issue/ Acquisition/ Sale Price per Equity Share (₹)	Nature of Consideration (Cash/ Other than Cash)	Nature of transaction	% of pre-issue equity share capital	% of post issue equity share capital	Source of funds
On Incorporation	37,060	10.00	10.00	Other than cash	Subscription to the MOA	0.28	[●]	Conversion of Firm*
July 20, 2018	10,39,310	10.00	10.00	Other than cash	Conversion of Unsecured Loans	7.76	[●]	NA
	20,57,260	10.00	10.00	Other than cash	Issue of Equity shares against the acquisition of 99% of capital in partnership firm "Welcome Enterprises"	15.36	[●]	NA
Total	31,33,630					23.39	[●]	

* Conversion of partnership firm to our Company.

Mr. Manish Paras Chhajed

Date of Allotment/ Acquisition/ Sale	Number of Equity Shares	Face Value (₹)	Issue/ Acquisition/ Sale Price per Equity Share (₹)	Nature of Consideration (Cash/ Other than Cash)	Nature of transaction	% of pre-issue equity share capital	% of post issue equity share capital	Source of funds
On Incorporation	53,000	10.00	10.00	Other than cash	Subscription to the MOA	0.40	[●]	Conversion of Firm*
July 20, 2018	23,68,090	10.00	10.00	Other than cash	Conversion of Unsecured Loans	17.68	[●]	NA
Total	24,21,090					18.07	[●]	

* Conversion of partnership firm to our Company.

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

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

Name of the Promoters	No. of Equity Shares held	Average cost of Acquisition (in ₹)
Mr. Paras Kanhaiyalal Chhajed	36,69,155	10.00
Mr. Dipesh Paras Chhajed	31,33,630	10.00
Mr. Manish Paras Chhajed	24,21,090	10.00

15. We have 8 (Eight) Shareholders as on the date of this Draft Red Herring Prospectus.

16. Acquisition and sale/transfer of Equity Shares by our Promoters in last 6 months

There has been no acquisition, sale or transfer of Equity Shares by our Promoters during last 6 months preceding the date of filing of this Draft Red Herring Prospectus.

17. No financing arrangements have been entered by the members of the Promoter Group, the Directors, or their relatives for the purchase by any other person of the securities of our Company other than in the normal course of business of the financing entity during a period of six months preceding the date of filing of this Draft Red Herring Prospectus.

18. Details of Promoters’ Contribution and Lock-in for Three Years

Pursuant to the Regulation 236 and 238 of SEBI (ICDR) Regulations, 2018, an aggregate of at least 20% of the post Issue Equity Share capital of our Company held by our Promoters shall be considered as Promoters’ contribution (“Promoters’ Contribution”) and locked-in for a period of three years from the date of Allotment.

As on date of this Draft Red Herring Prospectus, our Promoters collectively hold 92,23,875 Equity Shares constituting [●] % of the Post Issue Issued, Subscribed and Paid-up Equity Share Capital of our Company, which are eligible for Promoters’ Contribution.

Our Promoters have granted consent to include such number of Equity Shares held by them as may constitute of the post issue Equity Share capital of our Company as Promoters’ Contribution and have agreed not to sell or transfer or pledge or otherwise dispose of in any manner, the Promoters’ Contribution from the date of filing of this Draft Red Herring Prospectus until the commencement of the lock-in period specified above. Details of the Equity Shares forming part of Promoters’ Contribution and proposed to be locked-in for a period of three years are as follows:

Date of Allotment/transfer/made fully paid up	Nature of acquisition	Number of Equity Shares	Face Value per Equity Share (₹)	Issue price per Equity Share (₹)	% of Pre-Issue Equity Share Capital	% of Post-Issue Equity Share Capital
Mr. Paras Kanhaiyalal Chhajed						
[●]	[●]	[●]	10.00	[●]	[●]	[●]
Mr. Dipesh Paras Chhajed						
[●]	[●]	[●]	10.00	[●]	[●]	[●]
Mr. Manish Paras Chhajed						
[●]	[●]	[●]	10.00	[●]	[●]	[●]

The Equity Shares that are being locked-in are not, and will not be, ineligible for computation of Promoters’ Contribution under Regulation 237 of the SEBI (ICDR) Regulations, 2018. In this computation, as per Regulation 237 of the SEBI (ICDR) Regulations, our Company confirms that the Equity Shares locked-in do not, and shall not, consist of:

- (i) The Equity Shares acquired during the three years preceding the date of this Draft Red Herring Prospectus
 - for consideration other than cash and revaluation of assets or capitalization of intangible assets, or
 - bonus shares issued out of revaluations reserves or unrealized profits or against equity shares which are otherwise ineligible for computation of Promoter’s Contribution;
- (ii) The Equity Shares acquired during the year preceding the date of this Draft Red Herring Prospectus, at a price lower than the price at which the Equity Shares are being offered to the public in the Issue;
- (iii) The Equity Shares allotted to promoters during the year preceding the date of Draft Red Herring Prospectus, at a price less than the issue price, against funds brought in by them during that period, formed by conversion

of partnership firm, where the partners of the erstwhile partnership firm are the promoters of the issuer and there is no change in the management; And that the Equity Shares allotted to promoters are against the capital existing in partnership firm for a period of less than one year on a continuous basis;

- (iv) The Equity Shares held by the Promoters that are subject to any pledge or any other form of encumbrance.

Specific written consent has been obtained from the Promoters for inclusion of the Equity Shares for ensuring lock-in of three years to the extent of minimum 20% of post issue Paid-up Equity Share Capital from the date of allotment in the proposed public Issue.

The minimum Promoters' Contribution has been brought to the extent of not less than the specified minimum lot and from the persons defined as Promoters under the SEBI (ICDR) Regulations. The Promoters' Contribution constituting [●]% of the post issue capital shall be locked-in for a period of three years from the date of Allotment of the Equity Shares in the Issue.

19. Equity Shares locked-in for one year other than Minimum Promoters' Contribution

Pursuant to regulation 238(b) and 239 of the SEBI (ICDR) Regulations, other than the Equity Shares held by our Promoters, which will be locked-in as minimum Promoters' contribution for three years, all pre-Issue Equity Shares shall be subject to lock-in for a period of one year from the date of Allotment in this Issue.

20. Inscription or Recording of non-transferability

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

21. Pledge of Locked in Equity Shares

Pursuant to Regulation 242 of the SEBI (ICDR) Regulations, the locked-in Equity Shares held by our Promoters can be pledged with any scheduled commercial bank or public financial institution or systematically important non-banking finance company or a housing finance company as collateral security for loans granted by them, provided that:

- a) if the equity shares are locked-in in terms of clause (a) of regulation 238, the loan has been granted to the company or its subsidiary(ies) for the purpose of financing one or more of the objects of the issue and pledge of equity shares is one of the terms of sanction of the loan;
- b) if the specified securities are locked-in in terms of clause (b) of regulation 238 and the pledge of specified securities is one of the terms of sanction of the loan.

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

22. Transferability of Locked in Equity Shares

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

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

Group) holding the equity shares which are locked-in along with the equity shares proposed to be transferred, subject to continuation of lock-in for the remaining period with transferee and such transferee shall not be eligible to transfer them till the lock-in period stipulated has expired.

23. Our Company, our Directors and the Book Running Lead Manager to this Issue have not entered into any buy-back or similar arrangements with any person for purchase of our Equity Shares issued by our Company.
24. As on date of the Draft Red Herring Prospectus, there are no partly paid-up equity shares and all the Equity Shares of our Company are fully paid up. Further, since the entire money in respect of the Issue is being called on Bid application, all the successful bidders will be issued fully paid-up equity shares.
25. Neither the Lead Manager, nor their associates hold any Equity Shares of our Company as on the date of the Draft Red Herring Prospectus.
26. Our Company does not have any Employee Stock Option Scheme / Employee Stock Purchase Scheme for our employees, and we do not intend to allot any shares to our employees under Employee Stock Option Scheme / Employee Stock Purchase Scheme from the proposed issue. As and when, options are granted to our employees under the Employee Stock Option Scheme, our Company shall comply with the SEBI Share Based Employee Benefits Regulations, 2014.
27. Prior to this Initial Public Offer, our Company has not made any public issue or right issue to public at large.
28. There are no safety net arrangements for this public issue.
29. As on the date of filing of this Draft Red Herring Prospectus, there are no outstanding warrants, options or rights to convert debentures, loans or other financial instruments into our Equity Shares.
30. As per RBI regulations, OCBs are not allowed to participate in this Issue.
31. Our Company has not raised any bridge loan against the proceeds of this Issue. However, depending on business requirements, we might consider raising bridge financing facilities, pending receipt of the Net Proceeds.
32. Our Company undertakes that at any given time, there shall be only one denomination for our Equity Shares, unless otherwise permitted by law.
33. Our Company shall comply with such accounting and disclosure norms as specified by SEBI from time to time.
34. No payment, direct or indirect in the nature of discount, commission, allowances or otherwise shall be made either by us or our Promoters to the persons who receive allotments, if any, in this Issue.
35. Our Promoters and the members of our Promoter Group will not participate in this Issue.
36. Our Company has not made any public issue since its incorporation.
37. As on the date of this Draft Red Herring Prospectus, the Book Running Lead Manager and their respective associates (determined as per the definition of 'associate Company' under Section 2(6) of the Companies Act, 2013) do not hold any Equity Shares in our Company.
38. Our Company shall ensure that transactions in the Equity Shares by the Promoters and the Promoter Group between the date of filing this Draft Red Herring Prospectus and the Bid/ Issue Closing Date shall be reported to the Stock Exchange within twenty-four hours of such transaction.
39. For the details of transactions by our Company with our Promoter Group, Group Companies during the financial years ended March 31, 2016, 2017 and 2018 and for the period ended May 09, 2018 and July 31, 2018 please refer "**Financial Statements as Restated**" beginning on page 135 of this Draft Red Herring Prospectus.

SECTION VII: PARTICULARS OF THE ISSUE

OBJECT OF THE ISSUE

The Issue includes a fresh Issue of upto 50,50,000 Equity Shares of our Company at an Issue Price of ₹ [●] per Equity Share.

Our Company proposes to utilize the funds which are being raised through this Issue towards the below mentioned objects and gain benefits of listing on SME Platform of BSE Limited:

OBJECT OF THE ISSUE

Sl. No.	Particulars	Amount (₹ in Lakh)
1.	To part finance working capital requirements of the Company	[●]
2.	To meet General corporate purposes	[●]
3.	To meet expenses related to the Issue	[●]
	Total	[●]

We believe that listing will enhance our corporate image and brand name and create a public market for Equity Share of our Company in India and will further enable us to avail future growth opportunities.

Our company is engaged in the business of distributing pharmaceutical products of various healthcare companies. The main object clause and the ancillary object clause of the Memorandum of Association of our Company enable us to undertake our existing activities and the activities for which we are raising funds through the Issue. The existing activities of our Company are within the object clause of our Memorandum.

The Fund requirement and deployment is based on internal management estimates and has not been appraised by any bank and financial institution.

FUND REQUIREMENTS

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

The details of the proceeds of the Issue are summarized below:

Particulars	Amount (₹ in Lakh)
Gross Proceeds from the Issue	[●]
(Less): Issue related expenses	[●]
Net Proceeds	[●]

UTILISATION OF NET PROCEEDS

We intend to utilize the Net Proceeds from the Issue, in the manner set below:

Sl. No.	Particulars	Amount (₹ in Lakh)
1.	To part finance working capital requirements of the Company	[●]
2.	To meet General corporate purposes	[●]
	Total	[●]

MEANS OF FINANCE

The above-mentioned fund requirement will be met from the proceeds of the Issue. We intend to fund the shortfall, if any, from internal accruals.

We propose to meet the requirement of funds for the stated objects of the Issue from the IPO Proceeds. Hence, no amount is required to be raised through means other than the Issue Proceeds. 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 firm arrangements of finance through verifiable means for 75% of the stated means of finance, excluding the Issue Proceeds and existing identifiable internal accruals) are not applicable.

The fund requirements are based on internal management estimates and have not been appraised by any bank or financial institution or any other independent agency. These are based on current conditions and are subject to change in the light of changes in external circumstances or costs or other financial conditions and other external factors.

In case of any increase in the actual utilization of funds earmarked for the Objects, such additional funds for a particular activity will be met by way of means available to our Company, including from internal accruals. If the actual utilization towards any of the Objects is lower than the proposed deployment such balance will be used for future growth opportunities including funding existing objects, if required. In case of delays in raising funds from the Issue, our Company may deploy certain amounts towards any of the above-mentioned Objects through a combination of Internal Accruals or Unsecured Loans.

As we operate in competitive environment, our Company may have to revise its business plan from time to time and consequently our fund requirements may also change. Our Company's historical expenditure may not be reflective of our future expenditure plans. Our Company may have to revise its estimated costs, fund allocation and fund requirements owing to various factors such as economic and business conditions, increased competition and other external factors which may not be within the control of our management. This may entail rescheduling or revising the planned expenditure and funding requirements, including the expenditure for a particular purpose at the discretion of the Company's management.

For further details on the risks involved in our business plans and executing our business strategies, please see the chapter titled "*Risk Factors*" beginning on page 22 of this Draft Red Herring Prospectus.

DETAILS OF THE OBJECTS

1. TO PART FINANCE WORKING CAPITAL REQUIREMENTS OF THE COMPANY

We finance our working capital requirement from our internal accruals. Considering the existing and future growth, the incremental working capital needs of our Company, as assessed based on the internal workings of our Company is expected to reach ₹ 898.51 Lakh and ₹ 2230.57 Lakh for FY 2018-2019 and 2019-2020 respectively. We intend to meet our working capital requirements to the extent of ₹ [●] Lakh from the Net Proceeds of this Issue and the balance will be met from internal accruals at an appropriate time as per the requirement.

Basis of estimation of working capital

The details of our Company's composition of working capital as at March 31, 2018 based on the Restated Summary Statements. Further the source of funding of the same are as set out in the table below:

(₹ in Lakh)

Particulars	Mar 31, 2018 (Restated)	Mar 31, 2019 (Estimated)	Mar 31, 2020 (Estimated)
Current Assets			
Inventories	755.92	952.46	1676.76
Trade Receivables	1283.87	1123.85	1977.78
Cash and cash equivalents	16.78	35.45	13.88
Other Current Assets	143.11	15.00	15.00
Total (A)	2199.68	2126.75	3683.42
Current Liabilities			
Short-term Borrowings	688.82	800.00	800.00
Trade Payables	433.60	236.20	437.89

Other Current Liabilities	220.16	126.60	83.36
Short Term Provisions	84.51	65.44	131.60
Total (B)	1,427.09	1,228.24	1,452.85
Net Working Capital (A) - (B)	772.59	898.51	2230.57
Incremental Working Capital		125.92	1,332.06
Funding Pattern:			
Internal Accruals			[●]
Part of the IPO Proceeds			[●]

Assumptions for working capital requirement

Particulars	Holding (in days)		Holding (in days)	Justification of Holding Period Levels
	Holding level for F.Y.		Holding level for F.Y.	
	2017-18	2018-19 (Estimated)	2019-20 (Estimated)	
Current Assets				
Inventories	94	89	89	We have assumed inventories holding level of 89 days in the financial year 2018-19 and 2019-20 which is almost in line with the holding level of financial year 2017-18 of 94 days as, we intend to continue the same holding policy and expect the same clearance levels as maintained in past.
Trade Receivables	130	89	89	We have assumed trade receivables credit period of 89 days in the financial year 2018-19 and 2019-20 which is below the credit period of financial year 2017-18 of 130 days as we expect to realise our receivables in the same manner as done previously to grow our operations.
Current Liabilities				
Trade Payables	50	21	21	We have assumed trade payables credit period of 21 days for the financial year 2018-19 and 2019-20 as against 50 days in the financial year 2017-18, as going forward, we intend to pay our creditors more quickly than past as more funds would be available with us through our proposed initial public offer which would help us in paying our liabilities quickly. This would help us in maintaining good terms with our creditors. This would help us to avail good cash discounts and negotiate with our vendors on better price to our advantage.

2. GENERAL CORPORATE PURPOSE

Our Company proposes to deploy the balance Net Proceeds aggregating ₹[●] Lakh towards general corporate purposes, subject to such utilization not exceeding 25% of the Issue size, in compliance with the SEBI Regulations, including but not limited to strategic initiatives, partnerships and joint ventures, meeting exigencies which our Company may face in the ordinary course of business, meeting expenses incurred in the ordinary course of

business and any other purpose as may be approved by the Board or a duly appointed committee from time to time, subject to compliance with the necessary provisions of the Companies Act. Our Company's management, in accordance with the policies of the Board, will have flexibility in utilizing any surplus amounts.

3. PUBLIC ISSUE EXPENSE

The estimated Issue related expenses include Issue Management Fee, Underwriting, Printing and Distribution Expenses, Legal Fee, Advertisement Expenses, Registrar's Fees, Depository Fee and Listing Fee. The total expenses for this Issue are estimated to be approximately ₹ [●] Lakh. All the Issue related expenses shall be met out of the proceeds of the Issue and the break-up of the same is as follows:

Particulars	Expenses (₹ in Lakh)	Expenses (% of total Issue expenses)	Expenses (% of Gross Issue Proceeds)
Fees payable to Book Running Lead Manager (including Underwriting Commission), Registrar to the Issue, Legal Advisor, Fees to Regulatory including stock exchanges, Auditor Fees, Advertisement & Marketing Expenses, Printing & distribution of Issue Stationary, Postage and Misc. Expenditure	[●]	[●]	[●]
Total Estimated Issue Expenses	[●]	[●]	[●]

** SCSBs will be entitled to a processing fee of ₹ [●] per Bid cum Application Form for processing of the Bid cum Application Forms procured by other Application Collecting Intermediary and submitted to them on successful allotment.

Selling commission payable to Registered broker, SCSBs, RTAs, CDPs on the portion directly procured from Retail Individual Bidders and Non-Institutional Bidders, would be [●] % on the Allotment Amount# or ₹[●] whichever is less on the Applications wherein shares are allotted.

The commissions and processing fees shall be payable within 60 working days post the date of receipt of final invoices of the respective intermediaries

#Amount Allotted is the product of the number of Equity Shares Allotted and the Issue Price.

FUNDS DEPLOYED AND SOURCES OF FUNDS DEPLOYED

Our Statutory & Peer Review Auditor, M/s. Pankaj P. Sanghavi & Co., Chartered Accountants, vide their certificate dated January 31, 2019 have confirmed that as on January 31, 2019, the following funds have been deployed for the proposed object of the Issue:

Sl. No.	Particulars	(₹ in Lakh) Amount deployed
1.	Issue Expenses	9.29
	Total	9.29

SOURCES OF FINANCING FOR THE FUNDS DEPLOYED

Our Statutory & Peer Review Auditor, M/s. Pankaj P. Sanghavi & Co., Chartered Accountants, vide their certificate dated January 31, 2019 have also confirmed the amount deployed so far towards part of the Issue expenses has been financed through internal sources.

Sl. No.	Particulars	(₹ in Lakh) Amount deployed
1.	Internal Accruals	9.29
	Total	9.29

APPRAISAL

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

SHORTFALL OF FUNDS

Any shortfall in meeting the fund requirements will be met by way of internal accruals and or unsecured Loans.

BRIDGE FINANCING FACILITIES

As on the date of this Draft Red Herring Prospectus, we have not raised any bridge loans which are proposed to 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.

MONITORING UTILIZATION OF FUNDS

As the size of the Fresh Issue does not exceed ₹ 10,000 Lakh, 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 Offer. Our Board and Audit Committee shall monitor the utilization of the Net Proceeds.

Pursuant to Regulation 32 of the Listing Regulations, our Company shall on a half yearly basis disclose to the Audit Committee the uses and application of the Net Proceeds. 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 Year, we will utilize such unutilized amount in the next financial year. Further, in accordance with Regulation 32(1)(a) of the Listing Regulations 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 Red Herring Prospectus.

INTERIM USE OF PROCEEDS

Pending utilization of the Issue proceeds of the Issue for the purposes described above, our Company will deposit the Net Proceeds with scheduled commercial banks included in schedule II of the RBI Act.

Our Company confirms that it shall not use the Net Proceeds for buying, trading or otherwise dealing in shares of any listed Company or for any investment in the equity markets or investing in any real estate product or real estate linked products.

VARIATION IN OBJECTS

In accordance with Section 13(8) and 27 of the Companies Act, 2013, 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 shall be published in accordance with the Companies Act and the rules thereunder. As per the current provisions of the Companies Act, our Promoter or controlling Shareholders would be required to provide an exit opportunity to such shareholders who do not agree to the proposal to vary the objects, at such price, and in such manner, as may be prescribed by SEBI, in this regard.



OTHER CONFIRMATIONS

No part of the Net Proceeds will be paid by us as consideration to our Promoters and Promoter Group, our Directors, associates or Key Managerial Personnel, except in the normal course of business and in compliance with the applicable laws.

BASIS FOR ISSUE PRICE

The Issue Price will be determined by our Company in consultation with the Book Running Lead Manager on the basis of an assessment of market demand for the Equity Shares through the Book Building Process and on the basis of qualitative and quantitative factors as described below. The face value of the Equity Shares of our Company is ₹10 each and the Issue Price is [●] times of the face value at the lower end of the Price Band and [●] times of the face value at the higher end of the Price Band. Investors should also refer “*Our Business*”, “*Risk Factors*” and “*Financial Statements as Restated*” beginning on pages 87, 22 and 135 respectively, of this Draft Red Herring Prospectus, to have an informed view before making an investment decision.

QUALITATIVE FACTORS

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

- Management and Employee expertise;
- Quality Service;
- Needs of customers;
- High level of customer satisfaction;
- Existing distribution and sales networks;
- Distribution network.

For further details, refer to heading ‘*Our Competitive Strengths*’ under chapter titled “*Our Business*” beginning on page 87 of this Draft Red Herring Prospectus.

QUANTITATIVE FACTORS

The information presented below relating to the Company is based on the restated financial statements of the Company for the period ended July 31, 2018 and financial years ended March 31, 2018, 2017 and 2016 prepared in accordance with Indian GAAP, the Companies Act and Restated in accordance with SEBI ICDR Regulations. For details, refer chapter titled “*Financial Statements as Restated*” beginning on pages 135 and **Error! Bookmark not defined.** of this Draft Red Herring Prospectus.

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

1. Earnings per Share (EPS) as per Accounting Standard 20 as adjusted for changes in capital based on Consolidated restated financials

Year/ Period Ended	Basic & Diluted EPS (₹)	Weight
March 31, 2018	368.20	3
March 31, 2017	33.63	2
March 31, 2016	26.29	1
Weighted Average		71.35
For the period ended May 09, 2018*		48.92
For the period ended July 31, 2018*		8.57

*Not Annualised

Notes:

1. Since Welpar Pharbizz Limited was formed through conversion of Welcome Agencies, Partnership Firm w.e.f. May 10, 2018 and therefore, Profit for calculation of Basic & Diluted EPS for the year ended March 31, 2018, 2017 and 2016 and weighted average EPS on restated basis are taken of Welcome Agencies, Partnership Firm.
2. Weighted average number of Equity Shares are the number of Equity Shares outstanding at the beginning of the period/ year adjusted by the number of Equity Shares issued during the period/ year multiplied by the time weighing factor. The time weighing factor is the number of days for which the specific shares are

outstanding as a proportion of total number of days during the period/ year. The figures disclosed above are based on the Restated Summary Financial Information of our Company.

3. The face value of each Equity Share is ₹ 10.
 4. Basic EPS and Diluted EPS calculations are in accordance with Accounting Standard 20 (AS-20) 'Earnings per Share', notified under Section 133 of Companies Act, 2013 read together along with paragraph 7 of the Companies (Accounts) Rules, 2014.
 5. 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.
 6. Diluted Earnings per share = Net profit after tax, as restated / Weighted average number of diluted equity shares outstanding during the year/ period.
 7. 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].
 8. While arriving at the net profit after tax for the year ended March 31, 2016 for the purpose of calculating earnings per share above, extraordinary items have not been excluded as the same were expense items.
- 2. Price to Earnings (P/E) ratio in relation to Price Band of ₹ [●] to ₹ [●] per Equity Share of face value ₹ 10 each fully paid up.**

Based on Restated Consolidated Financial Statements		
Particulars	P/E at the lower end of Price band (no. of times)	P/E at the higher end of Price band (no. of times)
P/E ratio based on Basic & Diluted EPS for FY 2017-18	[●]	[●]
P/E ratio based on Weighted Average Basic & Diluted EPS	[●]	[●]

3. Return on Networth (RoNW)

Based on Restated Consolidated Financial Statements		
Year/ Period Ended	RoNW (%)	Weight
March 31, 2018	29.11	3
March 31, 2017	7.25	2
March 31, 2016	5.98	1
Weighted Average		7.06
For the period ended May 09, 2018*		3.73
For the period ended July 31, 2018*		8.40

*Not Annualised

Notes:

1. Since Welpar Pharbizz Limited was formed through conversion of Welcome Agencies, Partnership Firm w.e.f. May 10, 2018 and therefore, Networth for calculation of RoNW for the year ended March 31, 2018, 2017 and 2016 and weighted average EPS on restated basis are taken of Welcome Agencies, Partnership Firm.
2. 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 restated as at year/period end.
3. 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].

4. Minimum Return on Total Net Worth post Issue needed to maintain Pre-Issue EPS for the year ended March 31, 2018:

Based on Restated Consolidated Financial Statements	
Particulars	(%)
At Cap Price	[●]
At Floor Price	[●]

5. Net Asset Value (NAV) per share:

Based on Restated Consolidated Financial Statements	
Particulars	Amount (₹) per Share
Net Asset Value per Equity Share as of July 31, 2018	10.77
Net Asset Value per Equity Share as of May 09, 2018	1,312.30
Net Asset Value per Equity Share as of March 31, 2018	1,264.70
Net Asset Value per Equity Share after the Issue - At Cap Price	[●]
Net Asset Value per Equity Share after the Issue - At Floor Price	[●]
Issue Price per equity share	[●]

Notes:

1. Since Welpar Pharmbizz Limited was formed through conversion of Welcome Agencies, Partnership Firm w.e.f. May 10, 2018 and therefore, Net worth for calculation of NAV for the year ended March 31, 2018, 2017 and 2016 and weighted average EPS on restated basis are taken of Welcome Agencies, Partnership Firm.
2. Net Asset Value per Equity Share has been computed as Net Worth divided by closing number of equity shares.
3. Issue Price per equity share will be determined on conclusion of Book Building Process and will be updated in the final prospectus to be filed with the Registrar of Companies (ROC).

6. Comparison with listed industry peers:

We believe that there are no listed Companies in India which are engaged in the business of distributing pharmaceutical products of various healthcare companies. We operate as a C & F Agent, stockiest and distributor in Maharashtra. Further, there are no listed entities which are focused exclusively on the segment in which we operate. Hence, it is not possible to provide an industry comparison in relation to our Company.

Notes:

The Issue Price of Welpar Pharmbizz Limited is ₹ [●] per Equity Share. Welpar Pharmbizz Limited is a Book Built issue and price band for the same shall be published 2 working days before opening of the Issue in English and Hindi National newspapers and one regional newspaper with wide circulation.

STATEMENT OF POSSIBLE TAX BENEFITS

To
The Board of Directors,
Welpar Pharmbizz Limited,
23B, Floor - 2, Plot – 13, Shree Ram Industrial Estate,
13, G.D. Ambedkar Marg, Wadala, Mumbai – 400031,
Maharashtra, India

Dear Sirs,

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

We hereby report that the enclosed annexure, prepared by the Management of the Company, states the possible special tax benefits available to the Company and the shareholders of the Company under the Income - Tax Act, 1961 (‘Act’) as applicable to the Financial Year 2018-19 relevant to Assessment Year 2019-20, presently in force in India. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the Act. Hence, the ability of the Company or its shareholders to derive the special tax benefits is dependent upon fulfilling such conditions which, based on business imperatives which the Company may face in the future, the Company may or may not choose to fulfill.

The benefits discussed in the enclosed annexure cover 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. This statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. A shareholder is advised to consult his/ her/ its own tax consultant with respect to the tax implications arising out of his/her/its participation in the proposed issue, particularly in view of ever-changing tax laws in India.

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

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

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.

No assurance is given that the revenue authorities/ courts will concur with the views expressed herein. The views are based on the existing provisions of law and its interpretation, which are subject to change from time to time. We would not assume responsibility to update the view, consequence to such change.

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

Welpar Pharbizz Limited



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

**For Pankaj P. Sanghavi & Co.
Chartered Accountants
Firm Registration No.: 107356W**

**Hemant R Shah
Partner
Membership No.: 047287**

**Date: January 30, 2019
Place: Mumbai**

ANNEXURE TO THE STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO WELPAR PHARMBIZZ LIMITED (“THE COMPANY”) AND IT’S SHAREHOLDERS UNDER THE APPLICABLE TAX LAWS IN INDIA

The information provided below sets out the possible special tax benefits available to the Company and the Equity Shareholders under the Income Tax Act, 1961 presently in force in India. It is not exhaustive or comprehensive and is not intended to be a substitute for professional advice. Investors are advised to consult their own tax consultant with respect to the tax implications of an investment in the Equity Shares particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the benefits, which an investor can avail.

1. Special Tax Benefits to the Company

There are no Special tax benefits available to the Company.

2. Special Tax Benefits available to the shareholders of the Company

There are no Special Tax Benefits available to the shareholders of the Company.

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. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes. We do not assume responsibility to update the views consequent to such changes. We shall not be liable to any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to any other person in respect of this statement.

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.

For Pankaj P. Sanghavi & Co.
Chartered Accountants
Firm Registration No.: 107356W

Hemant R Shah
Partner
Membership No.: 047287

Date: January 30, 2019
Place: Mumbai

SECTION VIII: ABOUT THE ISSUER

INDUSTRY OVERVIEW

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

Our company, Welpar Pharbizz Limited, is engaged in the business of distributing pharmaceutical products of various companies. The company's key area of focus and business is around distribution of branded ethical medicines. Welpar Pharbizz works with more than 150 national and multi-national pharmaceutical companies, for distribution a product portfolio of more than 10,000 SKUs.

ABOUT INDIAN ECONOMY GROWTH RATE & STATISTICS

Introduction

India has emerged as the fastest growing major economy in the world as per the Central Statistics Organisations (CSO) and International Monetary Fund (IMF) and it is expected to be one of the top three economic powers of the world over the next 10-15 years, backed by its strong democracy and partnerships. India's GDP is estimated to have increased 6.6 per cent in 2017-18 and is expected to grow 7.3 per cent in 2018-19.

Market size

India's gross domestic product (GDP) at constant prices grew by 7.2 per cent in September-December 2017 quarter as per the Central Statistics Organisation (CSO). Corporate earnings in India are expected to grow by 15-20 per cent in FY 2018-19 supported by recovery in capital expenditure, according to JM Financial.

The tax collection figures between April 2017- February 2018 show an increase in net direct taxes by 19.5 per cent year-on-year and an increase in net direct taxes by 22.2 per cent year-on-year.

India has retained its position as the third largest start up base in the world with over 4,750 technology start-ups, with about 1,400 new start-ups being founded in 2016, according to a report by NASSCOM.

India's labour force is expected to touch 160-170 million by 2020, based on rate of population growth, increased labour force participation, and higher education enrolment, among other factors, according to a study by ASSOCHAM and Thought Arbitrage Research Institute.

India's foreign exchange reserves were US\$ 422.53 billion in the week up to March 23, 2018, according to data from the RBI.

Government Initiatives

The Union Budget for 2018-19 was announced by Mr. Arun Jaitley, Union Minister for Finance, Government of India, in Parliament on February 1, 2018. This year's budget will focus on uplifting the rural economy and strengthening of the agriculture sector, healthcare for the economically less privileged, infrastructure creation and improvement in the quality of education of the country. As per the budget, the government is committed towards doubling the farmers' income by 2022. A total of ₹14.34 lakh crore (US\$ 225.43 billion) will be spent for creation of livelihood and infrastructure in rural areas. Budgetary allocation for infrastructure is set at ₹ 5.97 lakh crore (US\$ 93.85 billion) for 2018-19. All-time high allocations have been made to the rail and road sectors.

India's unemployment rate is expected to be 3.5 per cent in 2018, according to the International Labour Organisation (ILO).

Numerous foreign companies are setting up their facilities in India on account of various government initiatives like Make in India and Digital India. Mr. Narendra Modi, Prime Minister of India, has launched the Make in India initiative with an aim to boost the manufacturing sector of Indian economy, to increase the purchasing power of an average Indian consumer, which would further boost demand, and hence spur development, in addition to benefiting investors. The Government of India, under the Make in India initiative, is trying to give boost to the contribution made by the manufacturing sector and aims to take it up to 25 per cent of the GDP from the current 17 per cent. Besides, the Government has also come up with Digital India initiative, which focuses on three core components: creation of digital infrastructure, delivering services digitally and to increase the digital literacy.

Some of the recent initiatives and developments undertaken by the government are listed below:

The Union Cabinet gave its approval to the North-East Industrial Development Scheme (NEIDS) 2017 in March 2018 with an outlay of Rs 3,000 crores (US\$ 460 million) up to March 2020.

In March 2018, construction of 321,567 additional houses across 523 cities under the Pradhan Mantri Awas Yojana (Urban) has been approved by the Ministry of Housing and Urban Poverty Alleviation, Government of India with an allocation of Rs 18,203 crore.

The Ministry of Power, Government of India has partnered with the Ministry of Skill Development & Entrepreneurship to provide training to the manpower in six states in an effort to speed up the implementation of SAUBHAGYA (Pradhan Mantri Sahaj Bijli Har Ghar Yojna).

Prime Minister's Employment Generation Programme (PMEGP) will be continued with an outlay of Rs 5,500 crore (US\$ 844.81 million) for three years from 2017-18 to 2019-20, according to the Cabinet Committee on Economic Affairs (CCEA).

In February 2018, The Union Cabinet Committee has approved setting up of National Urban Housing Fund (NUHF) for Rs 60,000 crore (US\$ 9.3 billion) which will help in raising requisite funds in the next four years.

The target of an Open Defecation Free (ODF) India will be achieved by October 2, 2019 as adequate funding is available to the Swachh Bharat Mission (Gramin), according to Ms Uma Bharti, Minister of Drinking Water and Sanitation, Government of India.

The Government of India has succeeded in providing road connectivity to 85 per cent of the 178,184 eligible rural habitations in the country under its Pradhan Mantri Gram Sadak Yojana (PMGSY) since its launch in 2014.

A total of 15,183 villages have been electrified in India between April 2015-November 2017 and complete electrification of all villages is expected by May 2018, according to Mr Raj Kumar Singh, Minister of State (IC) for Power and New & Renewable Energy, Government of India.

The Government of India has decided to invest Rs 2.11 trillion (US\$ 32.9 billion) to recapitalize public sector banks over the next two years and ₹ 7 trillion (US\$ 109.31 billion) for construction of new roads and highways over the next five years.

The mid-term review of India's Foreign Trade Policy (FTP) 2015-20 has been released by Ministry of Commerce & Industry, Government of India, under which annual incentives for labour intensive MSME sectors have been increased by 2 per cent.

The India-Japan Act East Forum, under which India and Japan will work on development projects in the North-East Region of India will be a milestone for bilateral relations between the two countries, according to Mr Kenji Hiramatsu, Ambassador of Japan to India.

The Government of India will spend around Rs 1 lakh crore (US\$ 15.62 billion) during FY 18-20 to build roads in the country under Pradhan Mantri Gram Sadak Yojana (PMGSY).

The Government of India plans to facilitate partnerships between gram panchayats, private companies and other social organisations, to push for rural development under its 'Mission Antyodaya' and has already selected 50,000 panchayats across the country for the same.

The Government of India and the Government of Portugal have signed 11 bilateral agreements in areas of outer space, double taxation, and nano technology, among others, which will help in strengthening the economic ties between the two countries.

India's revenue receipts are estimated to touch Rs 28-30 trillion (US\$ 436- 467 billion) by 2019, owing to Government of India's measures to strengthen infrastructure and reforms like demonetisation and Goods and Services Tax (GST).

(Source: <https://www.ibef.org/economy/indian-economy-overview>)

Global Pharmaceutical Market

The global pharmaceuticals market is estimated to grow at a CAGR of 5.6% between calendar years 2015 and 2020 (Source: IMS Prognosis Global 2016-2020). IMS has identified 21 'pharmerging' markets, including China, India, Brazil and Russia, based on macroeconomic metrics and pharmaceuticals market forecasts. India is one of the largest contributors to the global pharmaceuticals market growth and is ranked third among the 'pharmerging' markets in terms of pharmaceuticals sales. According to IMS, pharmaceutical sales in 'pharmerging' markets are expected to grow at a CAGR of approximately 7.6% between calendar years 2015 and 2020, which is higher than major developed countries and rest of the world, which are forecasted to grow at a CAGR of approximately 5.5% and 2.6%, respectively, between the same periods. 'Pharmerging' markets are expected to increase their share in the global pharmaceuticals market sales growth from 25.1% in calendar year 2016 to 30.5% in calendar year 2020 (Source: IMS Prognosis Global 2016-2020).

(Source: IMS Prognosis Global 2016-2020)

Indian Pharmaceutical Industry

The Indian pharmaceutical industry has contributed immensely not just to Indian but to global healthcare outcomes. India continues to play a material role in manufacturing various critical, high- quality and low-cost medicines for Indian and global markets. It supplies 50 to 60 percent of global demand for many vaccines (including ARVs), 40 percent of generics consumed in the US and 25 percent of all the medicines dispensed in the UK . Over the last 5 years, 35 to 38 percent of total ANDAs approved (including 25 to 30 percent of total injectable ANDAs) have been filed from Indian sites. Affordable anti-retroviral (ARV) drugs from India were a major factor in AIDS patients getting greater access to treatment. India supplies 60 percent of global ARV drugs and 30 percent of the annual UNICEF requirement.

(Source: FICCI – Trends and Opportunities for Indian Pharma)

The Indian Pharmaceutical Market (IPM) was valued at ₹10,278 crs in the month of September 2016 clocking a strong 10% growth over same period last year (SPLY). On a MAT September basis, the industry was valued at ₹1,11,022 crores and reflected a 13% growth with volumes contributing around 40% of this growth and New Introductions playing an important role with around 38% contribution to the overall growth. The retail channel remained the largest channel in IPM contributing 84% of the overall sales and reflected a 13% growth. The hospital and doctor channel contributed to 10% & 6% of the overall sales and reflected a 17% & 15% growth respectively on a MAT September basis.

IPM continued to remain fragmented with top 10 companies occupying 43% of the share and top 20 companies reflecting strong double-digit growth for the month. Companies 31-40 collectively reflected a single digit growth on account of Himalaya (9%), Unique Pharma (9%) and Astra Zeneca (3%) which reflected a low growth. Seven out of the top 10 companies reflected a double digit growth with Sun Pharma (11%), Cipla (11%), Alkem (16%), Macleods (18%), Lupin (15%) outpacing the market for the month while among the 11-20 companies, Aristo (17%), Glenmark (16%), USV (11%), Micro (15%) & IPCA (13%) grew faster than the market.

Among top 25 companies, Sun Pharma maintained its top position in the IPM with a market share of 7.84% and 11.4% growth, Intas gained 2 ranks and moved to 10th rank for the Month while Zydus and Novartis* gained 1 rank each and moved to 8th & 15th rank respectively vis-à-vis August 2016. Domestic companies continued to dominate the market with a 79% share in Sep'16 with a growth of 11%. MNCs on the other hand reflected a growth of 6.5% for the month, after reaching a six-month high growth of 12.5% in August. Large MNCs like

Abbott, GSK and Pfizer which contributed almost 57% of the total MNC share in the month reflected growths of 10%, 3% and 1% respectively.

(IMS Health Market Reflection Report for September 2016)

India's strong position as a pharmaceutical supplier rests on its ability to provide high quality medicines backed by strong innovation capabilities and a structural cost advantage. The cost of manufacturing formulations in India remains 30-40 percent lower than other comparative manufacturing hubs such as China and Eastern Europe, notwithstanding low productivity levels¹⁵. This is driven by lower labour costs vis-à-vis other geographies¹⁶. Despite inflationary trends, India's labour cost advantage will sustain in the medium to long term, especially if Indian companies can improve productivity through operational excellence and digital initiatives. The supply of local talent into the pharmaceutical industry (e.g., B.Pharm, M.Pharm, B.Sc.) is stronger than in countries such as China. Indian pharmaceutical companies are foraying into complex products (e.g., microspheres, liposomes, emulsions), building capabilities in R&D and the manufacturing of these products while still ensuring the required quality.

However, the industry is also facing several challenges in supplying to export markets, which must be addressed going forward.

- The increasing pricing pressure in the regulated market is squeezing margins and profitability. Key drivers include customer consolidation, greater competition in commoditized, easy-to-manufacture products with increased ANDA approvals, and a slowdown in new launches.
- Another key challenge stems from compliance issues affecting the reliability of supply. While many Indian companies have fared well in regulatory audits over the last year and seem to be emerging out of remediation, others continue to face challenges.
- India continues to rely on imports of key starting materials, intermediates and APIs for, China with the share of dependence increasing over time. This potentially exposes us to raw material supply disruptions and pricing volatility.

There is an opportunity for India pharmaceutical to drive growth by building on the cost advantage and improving reliability of supply—major buying criteria for customers. Three priority areas thus emerge for Indian pharmaceutical companies:

- Build stronger quality systems and achieve full compliance
- Re-focus efforts on operational excellence
- Alternate sourcing and self-sufficiency in APIs / intermediates

These imperatives are inter-related—operational excellence is a strong enabler of quality and supply reliability. Analysis based on McKinsey's proprietary POBOS database of global pharmaceutical manufacturing sites shows that the sites with the best quality performance also often have the best operations performance. Institutionalizing quality and compliance excellence. The last few years have seen Indian pharmaceutical manufacturers experience intense regulatory scrutiny and numerous compliance challenges in meeting the evolving cGMP requirements. However, similar trends are seen at leading pharmaceutical companies in other major manufacturing hubs as well China, Europe, North America. Many global pharmaceutical companies have gone through a similar learning curve of multi-year and network-wide remediation.

Key Characteristics of the IPM

The IPM is characterized by the following key factors:

- **Large out of pocket spend and low per capita health expenditure:** In 2014, India ranked 64th globally out of 218 countries, in terms of out of pocket expenditure, as a percentage of private expenditure on health. In 2014, per capita expenditure on health in India was US\$ 75, as against US\$ 420 in China, US\$ 99 in Indonesia, and US\$ 127 in Sri Lanka. (Source: World Bank, <http://wdi.worldbank.org/table/2.15>)
- **Branded generics:** Branded generics (off-patent drugs with a trade name) dominate the IPM, contributing to approximately 98% of retail sales in Fiscal 2016 (Source: IMS TSA MAT, March 2016). In Fiscal 2016, the IPM had 32,706 brands across all therapeutic areas and the top 300 brands accounted for 30.5% of the sales in the IPM. The top 100 brands accounted for 30.7% of the overall sales in the

chronic category and for 21.1% of the overall sales in the acute category for Fiscal 2016. (Source: IMS TSA MAT, March 2016).

- **Prescriptions led:** A large portion of the IPM is prescription led, with the prescriber base comprising Registered Medical Practitioners. Hospitals and OTC account for a smaller portion of the IPM. A growth in the number of Registered Medical Practitioners combined with other drivers including a rise in the patient population, increasing affordability, and improving medical infrastructure and diagnostics has led to a growth in the number of prescriptions.
- **Rising prevalence of chronic diseases:** Rising demand for drugs that treat chronic illness, driven by a growing incidence of lifestyle disorders has led to an increase in the share of the chronic category in the IPM from 30.5% in Fiscal 2012 to 33.4% in Fiscal 2016 (Source: IMS TSA MAT, March 2016).
- **Metro cities and class 1 towns:** According to IMS, metro cities and class 1 towns in India accounted for 64.5% of the IPM revenues in Fiscal 2016. The contribution of metro cities and class 1 towns to revenues for Fiscal 2016 from the chronic category of the IPM were higher, at 70.9%, as compared to acute category, at 61.2%. Further, the chronic category has grown at a faster pace in metro cities and class 1 towns at 14.0% and 14.9%, respectively between Fiscals 2012 and 2016 while growth in the acute category in metro cities and class 1 towns has been 11.7% and 9.8%, respectively, for the same period. (Source: IMS TSA and Town Class MAT, March 2016).
- **Domestic companies dominate market share:** Domestic companies accounted for a majority of the revenues in the IPM, with a share of 77.7% of revenues, for Fiscal 2016, compared to 74.9%, for Fiscal 2012 (Source: IMS TSA MAT, March 2016). Multi-national corporations had a lower share of the IPM, partly due to branded generics dominating the IPM accounting for approximately 98% of retail sales in Fiscal 2016 (Source: IMS TSA MAT, March 2016).
- **Fragmented supplier base:** The IPM is characterized by fragmentation in the supplier base, which consisted of 493 companies, in Fiscal 2016. However, the top 10 companies and the top 25 companies accounted for 42.6% and 70.7% of the IPM, respectively for Fiscal 2016. (Source: IMS TSA MAT, March 2016).

Building operational excellence

While the overall cost of manufacturing in India is likely to remain competitive, productivity in Indian pharmaceutical sites continues to be 40-50 percent lower than the global median¹⁷. This presents a significant opportunity to drive efficiencies and offset some of the cost pressures. While the traditional Lean applications continue to drive efficiencies, advances in availability of data coupled with disruptions in computational power and advanced analytics allow pharmaceutical companies to uncover new opportunities for performance improvements. While on average, the pharmaceutical industry lags advanced industries in the adoption of digital & advanced analytics, players who have merely piloted these applications have seen 10-30% improvement in conversion costs, deviations, yields and equipment efficiencies.

Top Companies in India Pharmaceutical Industry

The top 10 companies in the IPM, by revenues, accounted for 42.6% and 42.5% of the total market share based on revenue for Fiscal 2016 (Source: IMS TSA MAT, March 2016) and for the six months ended September 30, 2016 (Source: IMS TSA, for six months ended September 30, 2016), respectively.

The top 10 companies by market share have grown at a median CAGR of approximately 12.0% between Fiscals 2012 and 2016. (Source: IMS TSA MAT, March 2016)

The following table sets forth market share by revenue for the top 35 companies in the IPM, along with CAGR between Fiscals 2012 and 2016:

Sl. No.	Name of Company	Market Share – IPM (for fiscal 2016)	CAGR
1.	Sun	8.0%	10.6%
2.	Abbott	6.3%	8.4%
3.	Cipla	5.3%	13.6%
4.	Mankind	3.8%	16.2%
5.	Alkem	3.4%	13.5%
6.	GlaxoSmithKline	3.5%	4.0%
7.	Zydus Cadila	3.3%	6.7%
8.	Lupin	3.2%	15.4%
9.	MacLeods	3.1%	18.1%
10.	Pfizer	2.9%	8.9%
11.	Intas	2.8%	15.9%
12.	Dr. Reddy's	2.4%	14.2%
13.	Torrent	2.3%	9.6%
14.	Aristo	2.3%	14.8%
15.	Emcure	2.3%	13.1%
16.	Sanofi	2.2%	7.2%
17.	Glenmark	2.1%	19.3%
18.	USV	2.0%	16.2%
19.	Micro Labs	1.6%	9.2%
20.	Alembic	1.6%	11.7%
21.	Wockhardt	1.6%	11.5%
22.	IPCA Labs	1.4%	15.5%
23.	Novartis International	1.2%	8.9%
24.	FDC	1.1%	8.2%
25.	Unichem	1.1%	7.7%
26.	MSD	1.0%	12.9%
27.	Cadila	1.0%	15.9%
28.	Merck	0.9%	14.0%
29.	Franco	0.8%	12.1%
30.	Himalaya	0.7%	14.6%
31.	Indoco	0.7%	12.3%
32.	Eris Life Sciences	0.7%	28.0%
33.	Ajanta Pharma	0.6%	33.5%
34.	Blue Cross	0.5%	11.8%
35.	Unique Pharma	0.5%	15.5%

(Source: IMS TSA MAT, March 2016)

Investments and Recent Developments

The Union Cabinet has given its nod for the amendment of the existing Foreign Direct Investment (FDI) policy in the pharmaceutical sector in order to allow FDI up to 100 per cent under the automatic route for manufacturing of medical devices subject to certain conditions.

The drugs and pharmaceuticals sector attracted cumulative FDI inflows worth US\$ 15.83 billion between April 2000 and June 2018, according to data released by the Department of Industrial Policy and Promotion (DIPP). Some of the recent developments/investments in the Indian pharmaceutical sector are as follows:

In August 2018, the market grew by 8.7 per cent year-on-year with sales of Rs 11,342 crore (US\$ 1.69 billion). During April-June 2018, pharmaceutical sector in India witnessed private equity and venture capital investments of US\$ 396 million.

In 2017, Indian pharmaceutical sector witnessed 46 merger & acquisition (M&A) deals worth US\$ 1.47 billion. The exports of Indian pharmaceutical industry to the US will get a boost, as branded drugs worth US\$ 55 billion will become off-patent during 2017-2019.

Government Initiatives

Some of the initiatives taken by the government to promote the pharmaceutical sector in India are as follows:

The National Health Protection Scheme is largest government funded healthcare programme in the world, which is expected to benefit 100 million poor families in the country by providing a cover of up to Rs 5 lakh (US\$ 7,723.2) per family per year for secondary and tertiary care hospitalization. The programme was announced in Union Budget 2018-19.

In March 2018, the Drug Controller General of India (DCGI) announced its plans to start a single-window facility to provide consents, approvals and other information. The move is aimed at giving a push to the Make in India initiative.

The Government of India is planning to set up an electronic platform to regulate online pharmacies under a new policy, in order to stop any misuse due to easy availability.

The Government of India unveiled 'Pharma Vision 2020' aimed at making India a global leader in end-to-end drug manufacture. Approval time for new facilities has been reduced to boost investments.

The government introduced mechanisms such as the Drug Price Control Order and the National Pharmaceutical Pricing Authority to deal with the issue of affordability and availability of medicines.

Road Ahead

Medicine spending in India is expected to increase at 9-12 per cent CAGR between 2018-22 to US\$ 26-30 billion, driven by increasing consumer spending, rapid urbanisation, and raising healthcare insurance among others.

Going forward, better growth in domestic sales would also depend on the ability of companies to align their product portfolio towards chronic therapies for diseases such as such as cardiovascular, anti-diabetes, anti-depressants and anti-cancers that are on the rise.

The Indian government has taken many steps to reduce costs and bring down healthcare expenses. Speedy introduction of generic drugs into the market has remained in focus and is expected to benefit the Indian pharmaceutical companies. In addition, the thrust on rural health programmes, lifesaving drugs and preventive vaccines also augurs well for the pharmaceutical companies.

Exchange Rate Used: ₹ 1 = US\$ 0.0149 as on June 29, 2018.

(Source: <https://www.ibef.org/industry/pharmaceutical-india.aspx>)

OUR BUSINESS

The following information is qualified in its entirety by, and should be read together with, the more detailed financial and other information included in this Draft Red Herring Prospectus, including the information contained in the section titled “*Risk Factors*”, beginning on page no. 22 of this Draft Red Herring Prospectus

This section should be read in conjunction with, and is qualified in its entirety by, the more detailed information about our Company and its financial statements, including the notes thereto, in the section title “*Risk Factors*” and the chapters titled “*Financial Statement as Restated*” and “*Management Discussion and Analysis of Financial Conditions and Results of Operations*” beginning on page no 22, 135 and 136 of this Draft Red Herring Prospectus

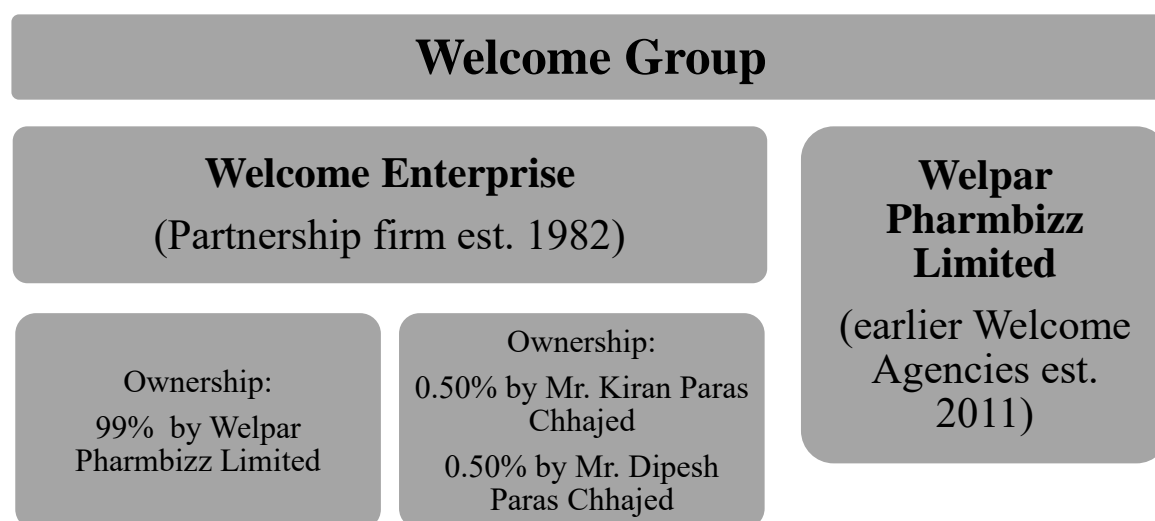
Unless the context otherwise requires, in relation to business operations, in this section of this Draft Red Herring Prospectus, all references to "we", "us", "our" and "our Company" are to Welpar Pharbizz Ltd and Group Entities as the case may be.

OVERVIEW

The Welcome Group consists of one Public Limited Company and a Partnership firm. Welpar Pharbizz Limited (formerly known as Welcome Agencies) is the Public limited Company and Welcome Enterprises is a partnership Firm. Welcome Enterprises was incorporated as partnership Firm on August 09, 1982. Welpar Pharbizz Limited holds the majority stake as partner in Welcome Enterprises.

Our company was originally formed as Partnership firm under the Indian Partnership Act, 1932 in the name and style of “Welcome Agencies” pursuant to partnership deed dated February 09, 2011 between Mr. Paras Kanhaiyalal Chhajed, Mr. Manish Paras Chhajed and Mrs. Shobha Paras Chhajed having its principal place of business at 116, Wadala, Udyog Bhawan, Naigaum Cross Road, Wadala, Mumbai - 400031 on the terms and conditions contained in the said partnership deed. The partnership firm was registered on September 03, 2013 with the Registrar of Firms, Mumbai. Subsequently the deed of retirement-cum-admission was executed on December 02, 2013 where Ms. Shobha Paras Chhajed retired as a partner and Mr. Dipesh Paras Chhajed was admitted as a new partner with the addition in the place of business at B-23, Wadala Shriram Industrial Estate, 13, G.D. Ambedkar Road, Wadala, Mumbai – 400031. Further the Partnership Firm was converted into Public Limited Company “Welpar Pharbizz Limited” on May 10, 2018 pursuant to Part I of Chapter XXI of the Companies Act, 2013 vide certificate of incorporation issued by Registrar of Companies, Central Registration Centre. The Corporate Identification Number of our Company is U74999MH2018PLC309197.

WELCOME GROUP'S CORPORATE STRUCTURE



Our company, Welpar Pharmbizz Limited, is engaged in the business of distributing pharmaceutical products of various healthcare companies such as Lupin, Intas Pharmaceuticals, Abbott Healthcare, Glaxo Smithkline Pharma, Torrent Pharmaceuticals, Macleods Pharmaceutical and many more. We operate as a C & F Agent, stockiest and distributor in Mumbai, Maharashtra based out of our office in Wadala, Mumbai and dispatch centre also in Mumbai.

Our product portfolio includes:

- a) Ethical Medicines
- b) Ayurveda Medicines
- c) Surgical Implants
- d) and Health Monitoring Systems

from a large variety of suppliers which are leading pharmaceutical companies in the business.

Welcome Group was established by Shri Paras Kanhaiyalal Chhajed, Chairman, in 1982 with an objective to create top class marketing, logistics and distribution channel catering to healthcare industry. Our founder Mr. Paras Chhajed is very well supported by his three sons Shri. Kiran Paras Chhajed, Shri. Manish Paras Chhajed and Shri. Dipesh Paras Chhajed, along with a team of dedicated professionals at various levels of the organisation. At present, Welpar Pharmbizz a part of Welcome Group has established itself as a leading C & F agent, stockist and distributor of more than 100 national and multi-national pharmaceutical companies and brands. As of date, our company serves to approximately 4,000 customers in various categories such as:

- a) Retailers & Chemists/Pharmacy: *This customer segment contributes to about 90% of our orders.*
- b) Wholesalers such as: *The Pharma Hub, S P Shah, M R Enterprises, Medi Point Pharma, Welcome Enterprises, etc.*
- c) Hospitals & Institutions such as: *Nowrojee Wadia Hospital, Baijerbai Wadia Hospital, New Habibl Hospital, K.J. Somaiya Hospital, Terna Sahyadri Hospital, etc.*
- d) Corporate and Government Agencies such as: T.N. Medical College (Nair Hospital)

In the past few years our company has grown its customer base at a steady rate, reaching around the 4,000 from virtually nothing when it was started back in 1982.

For the Period ended July 31, 2018 the total revenue of Our Company as per the restated consolidated financials was ₹ 1,809.71 Lakh and ₹ 7,421.58 Lakh for the year ended March 31, 2018. Further, our PAT as per the restated consolidated financials for the period ended July 31, 2018 was ₹ 121.18 Lakh and fiscal year ended on March 31, 2018 was ₹ 390.29 Lakh.

LOCATION

Registered Office	23B, Floor-2, Plot-13, Shree Ram Industrial, Estate, 13 G. D. Ambekar Marg, Wadala, Mumbai – 400031, Maharashtra, India.
Dispatch Centre	A-30, Shree Ram Industrial, Estate, 13 G. D. Ambekar Marg, Wadala, Mumbai – 400031, Maharashtra, India

BUSINESS OF OUR COMPANY

Our company, Welpar Pharmbizz Limited, is engaged in the business of distributing pharmaceutical products of various companies. The company's key area of focus and business is around distribution of branded ethical medicines. Welpar Pharmbizz Limited works with more than 150 national and multi-national pharmaceutical companies, for distribution a product portfolio of more than 10,000 SKUs.

As of date, company primary line of business is distribution of branded ethical medicines, however there are many categories such as OTC, Ayurvedic products which have a huge scope of business in them. Welpar Pharmbizz Limited plans to tap an entire new product segment such as OTC, but also to add more SKUs in the current basket within current segments.

We have already undergone the initial pain of setting up a distribution network with around 4,000 clients from various categories, entire infrastructure and systems to conduct timely delivery, a team of motivated personnel and logistic arrangements to get our product delivered on time. Now each new product range, for example Ayurveda or OTC, or each new SKU is directly accessible to a group of 4,000 ready customers with whom we transact on a regular basis. This not only is a statement of our ability to market a product, but also helps us in being a preferred distribution stockist to work with which will help us in tapping new brands and companies.

Welpar Pharbizz Limited has created its name as synonymous to customer satisfaction. We are known to be the supplier which has one of the largest product portfolios, having associations with some of the largest companies in the business. Most prominently we are known for adhering to our strict 'timely delivery policy'. The order that our salesman book from the customers and delivered to them within a span of 4 to 5 hours, on the same day on which the order was placed. This feature of our puts us on the preferred list of suppliers of our clients, as they are assured to same day delivery from us, this means less holding of inventory for our customers as they can get orders delivered on the same day of request, which in turns reduces the requirement to pile-up unnecessary inventory. We are able to conduct same day delivery because of the processes and technological aid we use in our entire delivery chain. As soon as an order is placed by the on-ground salesman the dispatch centre receives it in a matter of minutes, this is then processed by our dispatch centre and delivered using our logistics partners.

OUR BUSINESS MODEL

a) Value Proposition

Our company is a redistribution stockist, distribution a pharmaceutical product portfolio of 10,000+ SKU manufactured by a group of around 150 national and multinational pharmaceutical companies. Currently the company caters to mainly ethical medicines distribution.

b) Customer Relationships

Customer relationship is one of the founding pillars of our business. Since its inception our company has been a very customer centric organisation for which customer satisfaction comes first. We have been able to achieve this customer satisfaction with the help of timely deliveries, ease of placing orders, and our stellar customer services; this has helped in creating a family of around 4,000 customers from various categories such as retailers, chemists, hospitals, institutions, government agencies, etc.

c) Customer Segments

We have a base of around 4,000 customers from various categories such as:

- i) Retailers & Chemists/Pharmacy: *This customer segment contributes to about 90% of our orders.*
- ii) Wholesalers such as: *The Pharma Hub, S P Shah, M R Enterprises, Medi Point Pharma, Welcome Enterprises, etc.*
- iii) Hospitals & Institutions such as: *Nowrojee Wadia Hospital, Baijerbai Wadia Hospital, New Habib Hospital, K.J. Somaiya Hospital, Terna Sahyadri Hospital, etc.*
- iv) Corporate and Government Agencies such as: *T.N. Medical College (Nair Hospital).*

d) Channels of Distribution

We distribute our products directly through our dispatch centre located in Wadala, Mumbai and with the help of third-party logistic partners. There are no other distribution channels; however, our company does a small part of its business with wholesalers who in turn re-sell the products.

e) Key Activities

Our key activities involve a) Taking orders from customers using our sales & marketing team b) Expanding our customer base and c) Adding new pharmaceutical companies & products to our portfolio.

f) Key Resources

Our key resources are a) Working capital b) Distribution network and c) Business Relationships

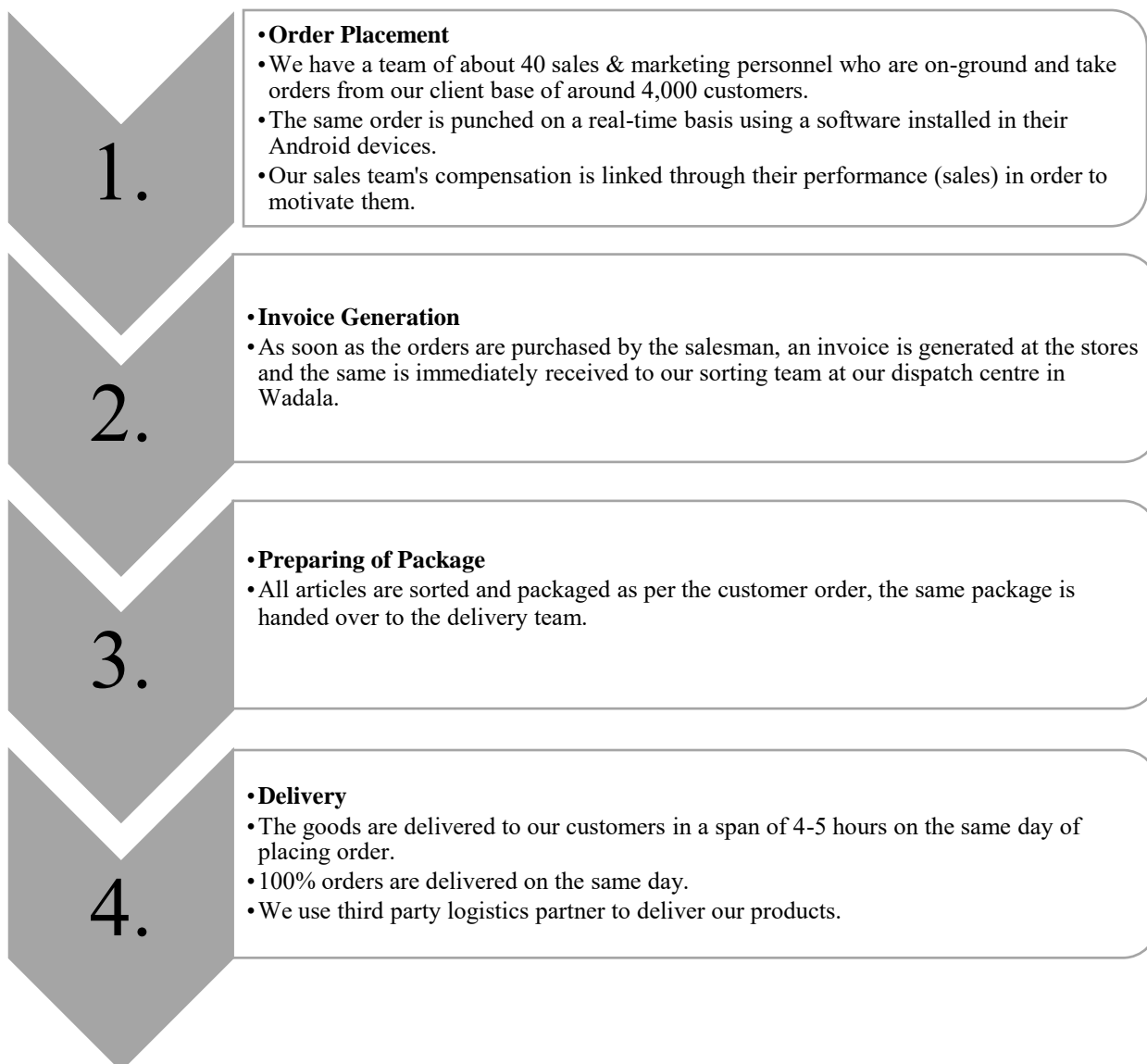
g) Key Partnerships

We have key partnerships with a) Pharmaceutical companies with whom we sign Memorandum of Understanding (MoUs) b) Third-party logistics partners

h) Revenue Streams

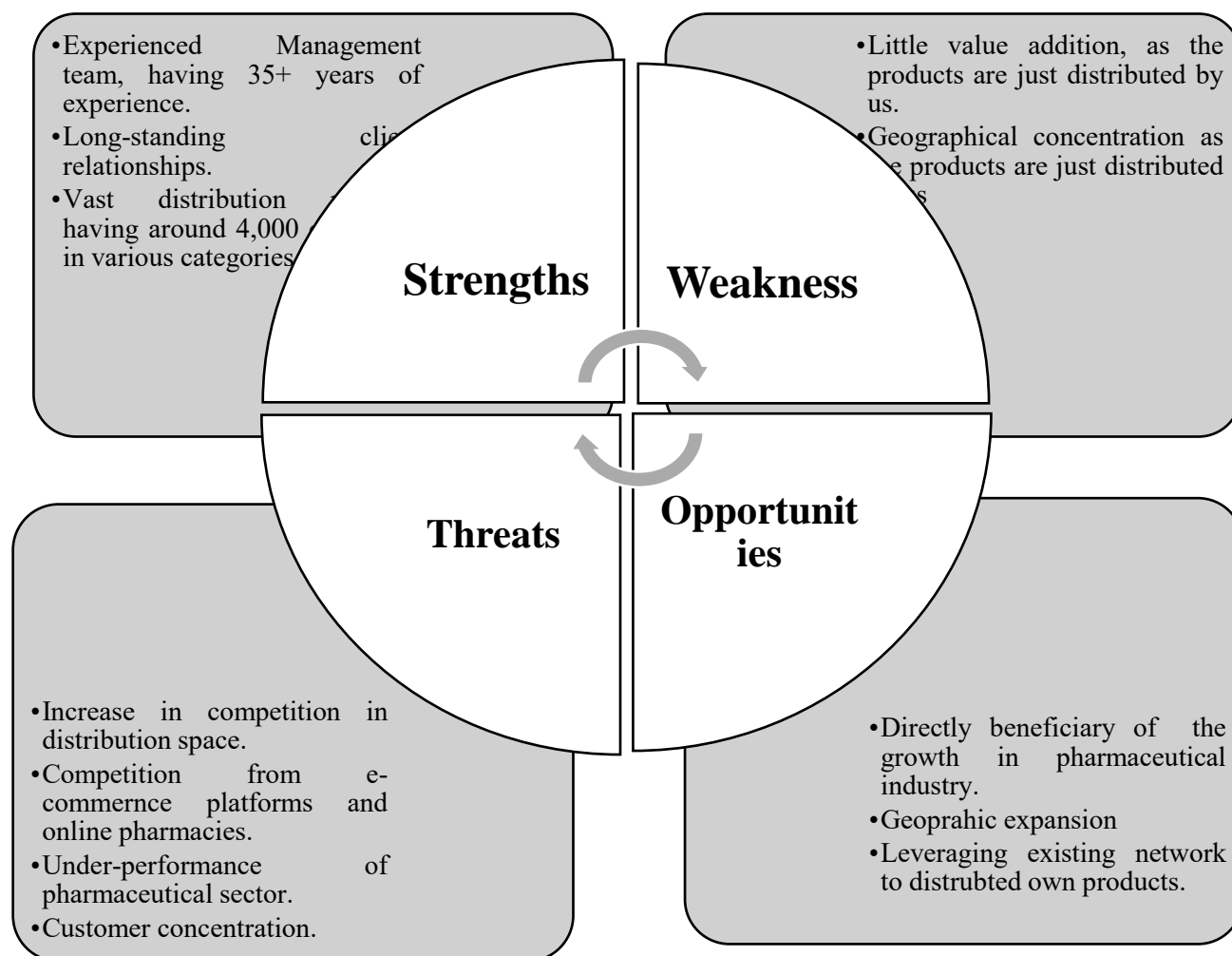
Currently our company has only one revenue stream i.e. Distribution of Pharmaceutical Products. Hence all of the revenue is derived from the same.

OUR PROCESS





SWOT ANALYSIS



OUR COMPETITIVE STRENGTHS

Management and Employee expertise

At the helm of Welpar Pharbizz Limited is a team of promoters and managers who have been involved in the business for more than 35 years, having rich experience in the business of trading, providing logistics for pharmaceutical products and working with large pharmaceutical corporations. Our promoters are actively involved in the business with continuous personal attention.

The team comprises of personnel having operational and business development experience. We believe that our management experience and their understanding of our industry will enable us to continue to take advantage of both current and future market opportunities. Our Company is having a team strength of 28 permanent employees, along with a team of around 40 sales & marketing personnel who aren't on permanent payroll of our company. Our Management's experience and knowledge enables us in addressing and mitigating various risks inherent in our business, including competition, the global economic crisis related effects and fluctuations in the prices.

Quality Service

We believe in providing quality and timely service to our customers. We have set very high standards for ourselves when it comes to timeliness and quality of service we provide to our customers. The stringent systems ensure that all the products reach our customers on stipulated time and there are minimum errors to ensure reduced product rejection. We believe that our quality service for the last 3 decades have earned us a goodwill from our customers, which has resulted in customer retention and order repetition. It has also helped us to add to our existing customer base. We have developed internal procedure of checking the client orders at each stage from customer order to delivery. Our company focuses on maintaining the level of consistently in our service, thereby building customer loyalty for our Brand.

Needs of customers

We have a system in place which has attained high level of knowledge about the needs of our customers, resulting from continuous two-way communication between our representatives and customers. We have a team of individuals who are constantly analyzing the market scenario and study our customer's requirements. We try to cater to our customer's requirements by offering them a vast basket of product range. Our experience combined with our professionalism and capacity to deliver has helped us to grow at a steady rate in the last 3 decades. Our aim is to earn customer's trust and confidence through personal attention, passion for what we do and commitment to long-lasting relationship. We are prepared to go an extra mile to deliver to our customers' a measurable business value and help them adopt and succeed in the Pharma distribution industry.

High level of customer satisfaction

Our customers are highly satisfied with our services from purchase order to quality to delivery to customer complain redressal mechanism. We have been able to achieve this customer satisfaction with the help on timely deliveries, ease of placing orders, and our stellar customer services; this has helped in creating a family of around 4,000 customers from various categories such as retailers, chemists, hospitals, institutions, government agencies, etc.

Existing distribution and sales networks

Our Company is having good channel for distribution to a large number of clients be it retailers, pharmacies, hospitals, institutions, government agencies. We have employed a sales and marketing team of around 40 salesman who are equipped with tablets/smart phones with adequate software to take orders from customers which is intimated at the dispatch centre in matter of a few minutes. We have excellent market grip within Maharashtra. Further the Company is looking forward for expansion of its geographical market as there are lots of opportunities in International region.

Location

Our Company is situated at the heart of Mumbai with all the infrastructure facilities and both skilled and unskilled manpower are available at competitive cost. Being in Mumbai gives us location advantage of being in proximity to the largest market in Maharashtra.

BUSINESS STRATEGY

Using Established Relationships with Pharmaceutical Companies

We have established a long-standing relationship with leading national and multi-national pharmaceutical companies like Lupin, Intas Pharmaceuticals, Abbott Healthcare, Glaxo Smithkline Pharma, Torrent Pharmaceuticals, Macleods Pharmaceutical and many more. Our company has entered into a memorandum of understanding (MoU) with many of these companies for acting as redistribution stockists. These relationships have been created over a period of 3 decades and are the foundation of our business. In the years to come we will use these relationships to expand the portfolio of both, our product segments and new pharmaceutical companies.

New Product Segments

Company's current key area of focus and business is around distribution of branded ethical medicines. We work with more than 150 national and multi-national pharmaceutical companies, for distribution a product portfolio of more than 20,000 SKUs. However, there are many categories apart from ethical medicines such as OTC, Ayurvedic products, etc. which have a huge scope of business in them. Welpar Pharmbizz plans to tap an entire new product segment such as OTC, but also to add more SKUs in the current basket within current segments. This will be a lucrative activity for Welpar Pharmbizz Limited, as we already have the entire distribution network, clientele to work with.

Enhancing & Retaining our Customer Base

At present our customer base comprises of more than 4,000 clients from various categories such as a) Retailers & Chemists b) Wholesalers c) Hospitals & Institutions d) Corporate and Government agencies. In the years to come we intend to grow not only our number of customers & associations, but also the volume to each customer. With growth in the pharmaceutical sector, opportunities for growth will also increase in our business.

We have been a customer-oriented company, and customer satisfaction has been our strategy to strive and improve our relationships. Our focus on providing quality-service, ease of conducting business, quick and effective follow-ups with customers will not only ensure in repetitive business but also bring in new business.

Improving Operational & Functional Efficiencies

Our Company intends to improve efficiencies at each level of our process, this we believe will help us in achieving cost reductions and have a competitive edge over our peers. We believe that this can be achieved through continuous improvement in:

- a) Ease of conducting business for our clients
- b) Technological improvements
- c) Faster logistics & delivery systems
- d) Properly incentivised teams

Building-up as a Professional Organisation

We believe for a business to grow beyond a certain size, it needs to be run as a professional organisation. No organisation run in a promoter-centric or an unorganised structure can become a large business. We believe in transparency, commitment and coordination in our work, with all our stakeholders. We have the right blend of experienced and dynamic team and staff which takes care of our day-to-day operations. We also consult with external agencies on a case to case basis on technical and financial aspects of our business.

Develop cordial relationship with our Suppliers, Customer and employees

We believe in maintaining good relationship with our Suppliers and Customers which is the most important factor to keep our Company growing. Our dedicated and focused approach and efficient and timely delivery of products has helped us build strong relationships over a number of years. We bag and place repetitive order with our customers as well as with our suppliers. For us, establishing strong, mutually beneficial long-term relationships with strategic supplier relationship management is a critical step in improving performance across the supply chain, generating greater cost efficiency and enabling the business to grow and develop.

Marketing Strategy:

Our intention at generating revenue is to ensure that we offer a variety of products and services to our different clients. We intend to generate revenue through the sale of these products and services such as Sale of branded and generic drugs in wholesale to chain pharmacies, local pharmacies. We believe in traditional marketing, which is the process of direct customer contact to create exchanges that satisfy the Company's objectives. Marketing for us means fully utilizing all of the Company's resources into getting the customers to buy products from us. Our Company provides the direct selling facility to Retails, Institutions and Semi wholesalers.

INFRASTRUCTURE FACILITIES FOR UTILITIES LIKE WATER, ELECTRICITY

Infrastructure Facilities

Our registered office and stores facilities are located at Dadar, Mumbai (Maharashtra) and 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.

Power

We have arrangements for regular power supply at our stores and registered office.

Water

Our registered office has adequate water supply arrangements for human consumption purpose. The requirements are fully met at the existing premises.

Plant & Machinery

Since we are having Pharmaceutical logistic business, we do not own plant and machinery.

Collaboration

As on the date of filing of the Draft Red Herring Prospectus our company have not entered into any technical, financial or other collaboration. Although our company holds a major stake in Welcome enterprises, a partnership firm & our company work along with the partnership firm.

INTELLECTUAL PROPERTY

Our corporate name and logo have not been registered under the Trade Marks Act, 1999.

S. No.	Proprietor	Trademark/Logo	Registration/ Application No.	Class/Category	Registration/ Application Date	Status/ Validity
1	Welpar Pharmbizz Ltd		3866188	5 Wordmark	June 21, 2018	Objected
2	Welpar Pharmbizz Ltd		3866189	35 Wordmark	June 21, 2018	Objected

EXPORT AND EXPORT OBLIGATIONS

As on date of this Draft Red Herring Prospectus, our Company does not have any export and export obligation.

MARKETING STRATEGY

The efficiency of the marketing and sales network is critical to the success of our Company. Our success lies in the strength of our relationship with our customers who have been associated with our Company. To increase our

portfolio of customers, we identify the prospective clients, understand their requirements, explain them our product range and value addition we can offer.

We intend to focus on following marketing strategies:

1. Focus on existing markets.
2. To expand our existing distribution base
3. Continuously holding markets trends.
4. Supply of Quality Products.
5. Fulfilment of Order in a timely manner.

We intend to expand our existing customer base by reaching out to other geographical areas. We are committed to promote our business both domestically and internationally by widening our presence through our marketing network.

OUR PROPERTY

We have our properties located at following:

Owned Property

Following Properties are owned by our company

Location	Usage	Area of the Property (in Square feet)
Unit No. 23B, Floor-2, Plot-13, Shree Ram Industrial, Estate, 13 G. D. Ambekar Marg, Wadala, Mumbai City, Maharashtra, India, 400031	Registered Office	966 sq. ft.

Property taken on lease / License:

Following Properties are taken on lease / License by our company.

Name of Licensor	Name of Licensee	Area of the Property (in Square feet)	Address of the Property	Period of Agreement	Usage	Compensation
Mr. Dipesh Paras Chhajed	Welpar Pharmabizz Limited	820 sq. ft. (Built-up area)	A-30, Shree Ram Industrial, Estate, 13 G. D. Ambekar Marg, Wadala, Mumbai City, Maharashtra, India, 400031	June 01, 2018 to May 31, 2023	Dispatch Centre	₹ 72,500 per month plus applicable taxes

INSURANCE

We maintain insurance for Earthquake (Fire and Shock) (Add on 1009) policy which provides insurance cover against loss or damage by Earthquake (Fire and Shock) are as follows:

Insured's Details:

Insured Name	Welpar Pharmabizz Limited
Address	A30, B23 Wadala Sri Ram Industrial Estate, 13 G D Ambekar Road, Wadala, Mumbai – 400031, Maharashtra, India

Policy Details

Policy Number	14200011170100001083
Period of Insurance	From: 17/03/2018 12:00:01 AM To: 16/03/2019 11:59:59 PM
Date of Proposal	17-Mar-18
Prev. Policy No	14200011160100001169

Collection Particular

Premium	35,321
GST	6,358
Total (₹)	41,679
Receipt No & Date	14200081170000019999 – 13/03/18

Block Details**Location 1:**

Risk Code	4	
Location Address with Pin Code	Wadala Mumbai, Wadala Mumbai MH013, Mumbai – 400031, Maharashtra, India	
Description of Property	NA	
Sl. No	Assets Description	Sum Insured (₹)
1	On Building – Superstructure	3,50,00,000
2	On Building – Plant & foundations	0
3	On Plant, machinery and accessories	0
4	On Furniture, Fittings, Fixtures and other Contents	25,00,000
5	On stocks and Stocks in process	7,00,00,000
6	On Stock held in trust	0
7	Others (To Specify)	NA
Total Sum Insured		10,75,00,000

HUMAN RESOURCES

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 its kind of business.

As on the date of this Draft Red Herring Prospectus, we have 32 employees on payroll. Our manpower is a prudent mix of the experienced and youth which gives us the dual advantage of stability and growth. Our work processes and skilled/ semi-skilled/ unskilled resources together with our management team have enabled us to implement our growth plans.

Department	No of Employees
Management	2
Finance	1
Secretarial & Compliance	1
Administrative (Billing) Department	2
Cash Department	2
Dispatch Department	14
Expiry Department	5
IT Department	1
Manager	1
Purchase & Procurement Department	2
Sales & Department	1
TOTAL	32

HEALTH, SAFETY AND ENVIRONMENT

We are committed to best practices and we believe that we comply in all material respects with applicable health, safety and environment laws and regulations. In order to ensure effective implementation of best practices, we ensure that all our vehicles have the required permits, emission test certificates and insurance as required under law at all times. We believe that accidents and occupational health hazards can be significantly reduced through the systematic analysis and control of risks and by providing appropriate training to our employees.

COMPETITION

We operate in a competitive atmosphere. Some of our competitors may have greater resources than those available to us. While product quality, brand value, distribution network, etc. are key factors in client decisions among competitors, however, price is the deciding factor in most cases.

We compete against our competitors by effectively ensuring consistent timely services at competitive prices. No such consignments are accepted which are beyond our control and the best part is the only thing we know “is to provide a good health care to public at large”

MAJOR CUSTOMER AND SUPPLIERS

Top 10 Customers as on July 31, 2018

(Amount in ₹)

Sl. No.	Name of Debtor	Amount of Sales	% of Total Sales
1	Welcome Wellness India Private Limited	30,240,000	31.77
2	Welcome Enterprises	4,661,187	4.90
3	Shri Swami Samarth Med Stores	19,250,66	2.02
4	The National Consumers	19,02,051	2.00
5	Welcome Healthcare	1,767,536	1.86
6	Medi Point Pharma	900,337	0.95
7	New Noor Medical Stores	841,670	0.88
8	Dheer Healthcare Private Limited	763,149	0.80
9	M K Pharma	646,229	0.68
10	Mangal Enterprises	616,586	0.65

Top 10 Suppliers as on July 31, 2018

(Amount in ₹)

Sl. No.	Name of Creditor	Amount of Purchase	% of Total Purchase
1	Welcome Enterprises	36,542,811	19.77
2	Welcome Healthcare	20,135,733	10.89
3	Macleods Pharmaceuticals Limited	13,815,119	7.47
4	Ramdas Sales Corporation	108,76,576	5.88
5	Lupin Limited	6,727,837	3.64
6	Abbott Healthcare Private Limited	6,258,985	3.39
7	Glaxo Smithline Pharma Limited	5,850,503	3.17
8	Intas Pharmaceuticals	51,75,715	2.80
9	Sonofi India Limited	4,616,087	2.50
10	Torrent Pharmaceuticals Limited	3,935,680	2.13

MAJOR DEBTORS & CREDITORS

Top 10 Debtors as on July 31, 2018

(Amount in ₹)

Sl. No.	Name of Debtor	Amount of Revenue	% of Total Sales
1	Welcome Wellness India Private Limited	30,240,000	36.81
2	Welcome Enterprises	16,468,277	20.05
3	Shri Swami Samarth Med Stores	28,065,000	34.17

4	The National Consumers	970,440	1.18
5	Shri Swami Samarth Med Stores	626,605	0.76
6	Pharma Distributor	763,211	0.93
7	M.K. Pharma	735,107	0.89
8	Mangal Enterprises	437,607	0.53
9	New Noor Medical Stores	292,807	0.36
10	Bharat Medico	222,641	0.27

Top 10 Creditors as on July 31, 2018

(Amount in ₹)

Sl. No.	Name of Creditor	Balance Outstanding	% of Total Purchase
1	Welcome Enterprises	65,220,475	79.40%
2	Macleods Pharmaceutical	4,155,694	5.06%
3	Ramdas Sales Corporati	3,037,860	3.70%
4	Glaxo Smithline Pharm	1,360,498	1.66%
5	Abbott Healthcare Private Limited	13,14,113	1.60%
6	Lupin Limited	1,229,776	1.50%
7	Aristo Pharmaceuticals	981,525	1.19%
8	Torrent Pharmaceutical	699,687	0.85%
9	Agio Pharmaceuticals Limited	399,089	0.49%
10	Abbott India Limited	340,027	0.41%

EXPANSION OF BUSINESS:

Welpar Pharbizz Limited, has prominently focused on the business of distribution since its inception. Our main business activity has been to establish a vast customer base/clientele, which has customer from various categories be it Pharmacies, Chemists, Hospitals, Institutions or Government & Corporate Agencies. We have been able to grow a tremendous footing in the Pharmacy segment, which contributes around 90% of our orders.

With the focus of being one of the leaders in the Pharma distribution and marketing, Welpar Pharbizz Limited is now planning to use their distribution network in other business segments as well.

a) Direct Marketing

Welpar Pharbizz plans to tie-up with third parties for manufacturing of Pharmaceutical products under its own brand. We plan to acquire finished products from third-party manufacturers and then market them under our brand names, through our own established distribution network.

b) Extension Counters

As a part of the expansion strategy to increase the current business, the company is in the process of implementing systematic expansion plans by setting up extension counters at strategic places spread across Mumbai. The company has hired professionals for the project implementation services like designing, planning and project management. We plan to open 2 extension counters/ Tie-ups/ Branches in Western Suburbs and Central Suburbs each, of the Mumbai region. We are also planning to venture beyond Mumbai, Maharashtra region.

c) Increasing Product Portfolio

We plan to add more number of SKUs in the current product category i.e. Ethical medicines; along with that we also plan to add new product categories such as OTC, Ayurveda, etc.

d) Retail Stores

We plan to open a chain of retail medical stores across Mumbai.

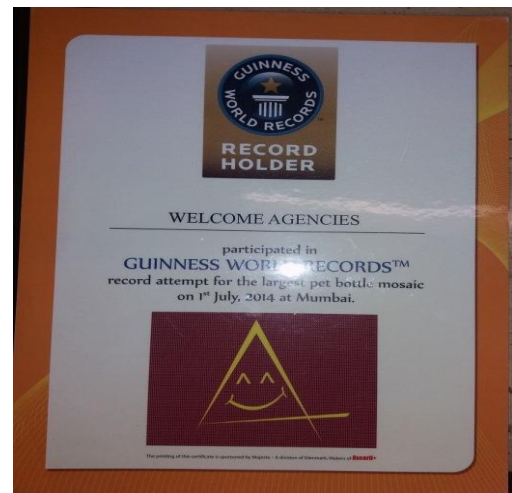
EXPANSION PLANS

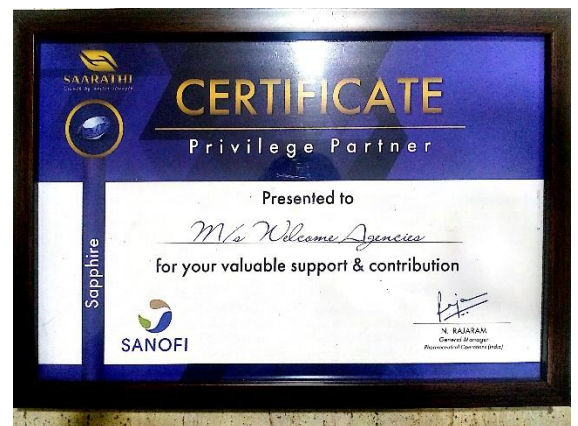


- Open Branches**
 - 2 Extension Counters / Tie-up / Branches in Western Suburbs.
 - 2 Extension Counters / Tie-up / Branches in Central Suburbs.
 - Venture Beyond Mumbai. Maharashtra
- Increase Product Range**
 - Bring more reputed companies in the Supply Basket.
 - Focus more on OTC/FMCG Products with higher margins.
 - Start Manufacturing products under its own brand name,
- Retail Stores**
 - Open Chain of retails Medical stores across Mumbai.
 - Start Franchisee Model for Retail Store Management.

AWARDS AND RECOGNITIONS

Some of the awards that we have received in recognition of our achievements, products or services are as follows:





KEY INDUSTRY REGULATIONS AND POLICIES

The following description is a summary of the relevant 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. For details of Government Approvals obtained by the Company in compliance with these regulations, see section titled “Government and Other Statutory Approvals” beginning on page 158 of this Draft Red Herring Prospectus.

INDUSTRY SPECIFIC REGULATIONS

Drugs and Cosmetics Act, 1940 (“DC Act”)

The DC Act regulates the import, manufacture, distribution and sale of drugs and cosmetics in India as well as aspects relating to labeling, packing and testing. The DC Act also prohibits the import of certain categories of drugs and cosmetics. It further mandates that every person holding a license to import, manufacture, distribute or sell drugs and cosmetics must keep and maintain such records, registers and other documents as may be prescribed which may be subject to inspection by the relevant authorities. Under the DC Act, the Government may, by notification in the Official Gazette, regulate or prohibit the manufacture, sale or distribution of a drug, if it is satisfied that in the public interest, it is necessary or expedient to do so or that the use of such drug is likely to involve any risk to human beings or animals or that it does not have the therapeutic value claimed or purported to be claimed for it or contains ingredients and in such quantity for which there is no therapeutic justification.

Drugs and Cosmetics Rules, 1945

Drugs and Cosmetics Rules, 1945 (the “DCA Rules”) have been enacted to give effect to the provisions of the DC Act. The DCA Rules prescribes the drugs or classes of drugs or cosmetics or classes of cosmetics for the import of which a licence is required and prescribe the form and conditions of such licence. Further, the DCA Rules provide for the cancellation or suspension of such licence in any case where any provisions or rule applicable to the import of drugs and cosmetic is contravened or any of the conditions subject to which the licence is issued is not complied with. The DCA Rules further prescribe the manner of labeling and packaging of drugs.

Drugs (Control) Act, 1950 (the “Drugs Control Act”)

The Drugs Control Act was enacted to provide for the control of sale, supply and distribution of drugs. The Drug Control Act empowers the Central Government to inter alia declare any drug to be a drug to which the Drugs Control Act shall apply and to fix maximum prices and maximum quantities thereof, which may be held or sold, by a dealer or producer. The Drugs Control Act also provides for penalties arising due to contraventions of any of the provisions of the Drugs Control Act or of any direction made under authority conferred by the Drugs Control Act.

Essential Commodities Act, 1955 (the “ECA”)

The ECA provides for the control of the production, supply and distribution of, and trade and commerce in certain commodities including drugs. The ECA gives powers to the Government amongst others, to control production, supply and distribution of essential commodities for maintaining or increasing supplies and for securing their equitable distribution and availability at fair prices. Using the powers under it, various ministries/departments of the Government have issued control orders for regulating production, distribution, quality aspects, movement and prices pertaining to the commodities which are essential and administered by them. The respective State Governments have issued various control orders to regulate various aspects of trading in essential commodities such as food grains, edible oils, pulses kerosene, sugar and drugs. The Collector of the District or the concerned authority has the power to confiscate the commodity if it contravenes such orders of the State Government.

Food Safety and Standards Act, 2006 (the “FSSA”)

FSSA was enacted on August 23, 2006 with a view to consolidate the laws relating to food and to establish the Food Safety and Standards Authority of India (the “Food Authority”) for setting out scientific standards for articles of food and to regulate their manufacture, storage, distribution, sale and import to ensure availability of safe and wholesome food for human consumption. The FSSA also sets out requirements for licensing and registering food businesses safety, and responsibilities of the food business operator and liability of manufacturer and sellers.

Bureau of Indian Standards Act, 2016 (the “BIS Act”)

BIS Act was notified on March 22, 2016 and came into effect from October 12, 2017. The BIS Act establishes the Bureau of Indian Standards (BIS) as the National Standards Body of India. The BIS Act has enabling provisions for the Government to bring under compulsory certification regime any goods or article of any scheduled industry, process, system or service which it considers necessary in the public interest or for the protection of human, animal or plant health, safety of the environment, or prevention of unfair trade practices, or national security. The BIS Act also allows multiple type of simplified conformity assessment schemes including self-declaration of conformity against a standard which will give simplified options to manufacturers to adhere to the standards and get certificate of conformity. The BIS Act enables the Central Government to appoint any authority/agency, in addition to the BIS, to verify the conformity of products and services to a standard and issue certificate of conformity. Further, there is also a provision for repair or recall, including product liability of the products bearing standard mark but not conforming to the relevant Indian Standard.

Sales Promotion Employees (Conditions of Service) Act, 1976

The Sales Promotion Employees (Conditions of Service) Act, 1976 regulates the conditions of service of sales promotion employees and applies to pharmaceutical industry. It provides the conditions of appointment, leave and maintenance of registers and other documents of such employees.

Legal Metrology Act, 2009 (“Legal Metrology Act”)

The Legal Metrology Act, along with the relevant rules, establishes and enforces standards of weights and measures, regulates trade and commerce in weights, measures and other goods which are sold or distributed by weight, measure or numbers. It also states that any transaction/contract relating to goods/class of goods shall be as per the weight/measurement/numbers prescribed by the Legal Metrology Act. The State Government may, by notification, appoint a such officers and other employees for the State for exercising the powers and discharging the duties conferred or imposed on them by or under the Legal Metrology Act in relation to intra State trade and commerce. The Legal Metrology Act also prohibits the manufacture, packing, selling, importing, distributing, delivering, offer for sale of any pre-packaged commodity if such does not adhere to the standard regulations set out in therein or under any rules and regulations made pursuant thereto.

LAWS RELATING TO SPECIFIC STATE WHERE ESTABLISHMENT IS SITUATED

Maharashtra Shops and Establishments Act, 1948

The provisions of the Maharashtra Shops and Establishments Act, 1948 regulate the conditions of work and employment in shops and commercial establishments and generally prescribe obligations in respect of inter alia registration, opening and closing hours, daily and weekly working hours, holidays, leave, health and safety measures, and wages for overtime work.

Maharashtra Tax on Professions, Trade, Callings and Employments Act, 1975

The professional tax slabs in India are applicable to those citizens of India who are either involved in any profession or trade. The State Government of each State is empowered with the responsibility of structuring as well as formulating the respective professional tax criteria and is also required to collect funds through professional tax. The professional taxes are charged on the incomes of individuals, profits of business or gains in vocations. The professional tax is charged as per the List II of the Constitution. The professional tax is classified under various tax slabs in India. The tax payable under the State Acts by any person earning a salary or wage shall be deducted by his employer from the salary or wages payable to such person before such salary or wages is paid

to him, and such employer shall, irrespective of whether such deduction has been made or not when the salary and wage is paid to such persons, be liable to pay tax on behalf of such person and employer has to obtain the registration from the assessing authority in the prescribed manner.

Maharashtra Stamp Act, 1958 (the “Stamp Act”)

The purpose of Stamp Act was to streamline and simplify transactions of immovable properties and securities by the State government. The Stamp Act provides for the imposition of stamp duty at the specified rates on instruments listed in Schedule I of the Stamp Act. Stamp duty is payable on all instruments/ documents evidencing a transfer or creation or extinguishment of any right, title or interest in immovable property. However, under the Constitution of India, the states are also empowered to prescribe or alter the stamp duty payable on such documents executed within the state.

TAX RELATED LEGISLATIONS

Income-Tax Act, 1961 (“IT Act”)

The “IT Act” is applicable to every Company, whether domestic or foreign whose income is taxable under the provisions of the IT Act or Rules made thereunder depending upon its Residential Status and Type of Income involved. The IT Act provides for the taxation of persons resident in India on global income and persons not resident in India on income received, accruing or arising in India or deemed to have been received, accrued or arising in India. Every Company assessable to income tax under the IT Act is required to comply with the provisions thereof, including those relating to Tax Deduction at Source, Advance Tax, Minimum Alternative Tax and like. Every such Company is also required to file its returns by September 30 of each assessment year.

Goods and Services Tax Act, 2017 (the “GST Act”)

The GST Act levies indirect tax throughout India to replace many taxes levied by the Central and State Governments. The GST Act was applicable from July 1, 2017 and combine the Central Excise Duty, Commercial Tax, Value Added Tax (VAT), Food Tax, Central Sales Tax (CST), Introit, Octroi, Entertainment Tax, Entry Tax, Purchase Tax, Luxury Tax, Advertisement Tax, Service Tax, Customs Duty, Surcharges. GST will be levied on all transactions such as sale, transfer, purchase, barter, lease, or import of goods and/or services. India will adopt a dual GST model, meaning that taxation is administered by both the Union and State Governments. Transactions made within a single state will be levied with Central GST (CGST) by the Central Government and State GST(SGST) by the government of that state. For inter-state transactions and imported goods or services, an Integrated GST (IGST) is levied by the Central Government. GST is a consumption-based tax therefore, taxes are paid to the state where the goods or services are consumed and not the state in which they were produced.

IMPORTANT GENERAL LAWS

Foreign Exchange Management Act, 1999 (“FEMA”) and Regulations framed thereunder.

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

Companies Act, 2013

The Companies Act, 2013, has been introduced to replace the existing Companies Act, 1956 in a phased manner. The Ministry of Corporate Affairs has also issued rules complementary to the Companies Act, 2013 establishing the procedure to be followed by companies in order to comply with the substantive provisions of the Companies Act, 2013. Further, the Ministry of Corporate Affairs has notified Companies Amendment Act, 2017 amending various sections of the Companies Act, 2013 which came into force on February 9, 2018.

Micro, Small and Medium Enterprises Development Act, 2006

The MSMED Act seeks to facilitate the development of micro, small and medium enterprises. The MSMED Act provides that where an enterprise is engaged in the manufacturing and production of goods pertaining to any industry specified in the first schedule to the Industries (Development and Regulation) Act, 1951, the classification of an enterprise will be as follows:

- a. where the investment in plant and machinery does not exceed twenty-five lakh rupees shall be regarded as a micro enterprise;
- b. where the investment in plant and machinery is more than twenty-five lakh rupees but does not exceed five crore rupees shall be regarded as a small enterprise.
- c. where the investment in plant and machinery is more than five crore rupees but does not exceed ten crore rupees shall be regarded as a medium enterprise.

The MSMED Act provides for the memorandum of micro, small and medium enterprises to be submitted by the relevant enterprises to the prescribed authority.

The MSMED Act also provides for the establishment of the Micro and Small Enterprises Facilitation Council ('Council'). The Council has jurisdiction to act as an arbitrator or conciliator in a dispute between the supplier located within its jurisdiction and a buyer located anywhere in India.

Motor Vehicles Act, 1988, as amended ("MV Act")

The MV Act was enacted to ensure road safety and accordingly lays down norms for safety including speed limits and traffic regulations and empowers the state or the central government or any authority, constituted under the MV Act to make rules in accordance with the MV Act and to restrict the use of vehicles in the interest of public safety or convenience. The MV Act requires every vehicle to be registered and insured and for every person driving a motor vehicle to obtain a license from the appropriate licensing authority.

Central Motor Vehicle Rules, 1989 (the "CMV Rules")

The CMV Rules prescribe the procedure for grant of registration to motor vehicles and the requirements pertaining to registration numbers for vehicles. Driving when disqualified, driving dangerously or driving under the influence of drinks or drugs, altering a license and commission of any other offence punishable with imprisonment using a motor vehicle is deemed to be an offence under the MV Act.

Carriage by Road Act, 2007 read with Carriage by Road Rules, 2011

The Carriage by Road Act, 2007 and the Carriage by Road Rules, 2011 have been enacted for the regulation of common carriers, limiting their liability and declaration of value of goods delivered to them to determine their liability for loss of, or damage to, such goods occasioned by the negligence or criminal acts of themselves, their servants or agents and for matters connected therewith. No person can engage in the business of a common carrier, unless he has a certificate of registration under the Motor Vehicle Act, 1988.

Sale of Goods Act, 1930

The law relating to the sale of goods is codified in the Sale of Goods Act, 1930. It defines sale and agreement to sell as a contract whereby the seller transfers or agrees to transfer the property in goods to the buyer for a price and provides that there may be a contract of sale between part owner and another and that the contract of sale may be absolute or conditional.

Competition Act, 2002

The Competition Act, 2002 prohibits anti-competitive agreements, abuse of dominant positions by enterprises and regulates “combinations” in India. The Competition Act also established the Competition Commission of India (the “CCI”) as the authority mandated to implement the Competition Act, 2002. The provisions of the Competition Act relating to combinations were notified on March 4, 2011 and came into effect on June 1, 2011. Combinations which are likely to cause an appreciable adverse effect on competition in a relevant market in India are void under the Competition Act.

Negotiable Instruments Act, 1881 (“NI Act”)

The Act provides effective legal provision to restrain people from issuing cheques without having sufficient funds in their account or any stringent provision to punish them in the event of such cheque not being honoured by their bankers and returned unpaid.

Consumer Protection Act, 1986 (“COPRA”)

COPRA aims at providing better protection to the interests of consumers and for that purpose makes provisions for the establishment of authorities for the settlement of consumer disputes. The COPRA provides a mechanism for the consumer to file a complaint against a trader or service provider in cases of unfair trade practices, restrictive trade practices, defects in goods, deficiency in services, price charged being unlawful and goods being hazardous to life and safety when used or being offered for sale to the public.

Indian Contract Act, 1872

The Indian Contract Act, 1872 (“Contract Act”) codifies the way in which a contract may be entered into, executed, implementation of the provisions of a contract and effects of breach of a contract. A person is free to contract on any terms he chooses. The Contract Act consists of limiting factors subject to which contract may be entered into, executed and the breach enforced. It provides a framework of rules and regulations that govern formation and performance of contract. The contracting parties themselves decide the rights and duties of parties and terms of agreement.

PROPERTY RELATED LAWS

The Company is required to comply with central and state laws in respect of property. Central Laws that may be applicable to our Company's operations include the Land Acquisition Act, 1894, the Transfer of Property Act, 1882, Registration Act, 1908, Indian Stamp Act, 1899, and Indian Easements Act, 1882.

LAWS RELATING TO EMPLOYMENT AND LABOUR AND INTELLECTUAL PROPERTY

Certain other laws and regulations that may be applicable to our Company in India include the following:

- Employees Provident Fund and Miscellaneous Provisions Act, 1952
- Employees State Insurance Act, 1948
- Payment of Gratuity Act, 1972
- Minimum Wages Act, 1948 and Maharashtra Minimum Wages Rules, 1963
- Payment of Bonus Act, 1965
- Child Labour (Prohibition and Regulation) Act, 1986
- The Industrial Disputes Act, 1947
- Industrial Disputes (Central) Rules, 1957
- Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013
- Equal Remuneration Act, 1976
- Workmen’s Compensation Act, 1923
- Maternity Benefit Act, 1961
- Apprentices Act, 1961
- Copyright Act, 1957
- Trademarks Act, 1999



OUR HISTORY AND CORPORATE STRUCTURE

CORPORATE PROFILE AND BRIEF HISTORY

Our company was originally formed as Partnership firm under the Indian Partnership Act, 1932 in the name and style of “Welcome Agencies” pursuant to partnership deed dated February 09, 2011 between Mr. Paras Kanhaiyalal Chhajed, Mr. Manish Paras Chhajed and Mrs. Shobha Paras Chhajed having its principal place of business at 116, Wadala, Udyog Bhawan, Naigaum Cross Road, Wadala, Mumbai - 400031 on the terms and conditions contained in the said partnership deed. The partnership firm was registered on September 03, 2013 with the Registrar of Firms, Mumbai. Subsequently the deed of retirement-cum-admission was executed on December 02, 2013 where Ms. Shobha Paras Chhajed retired as a partner and Mr. Dipesh Paras Chhajed was admitted as a new partner with the addition in the place of business at B-23, Wadala Shriram Industrial Estate, 13, G.D. Ambedkar Road, Wadala, Mumbai – 400031. Further the Partnership Firm was converted into Public Limited Company “Welpar Pharmbizz Limited” on May 10, 2018 pursuant to Part I of Chapter XXI of the Companies Act, 2013 vide certificate of incorporation issued by Registrar of Companies, Central Registration Centre. The Corporate Identification Number of our Company is U74999MH2018PLC309197.

Our Promoter, Mr. Paras Kanhaiyalal Chhajed started his journey with the proprietary business as Traders, Exporters and Importers of Pharmaceuticals formulations, Chemicals, Raw Materials, Consignee agents, Super-stockiest, clearing and forwarding agents in the name of “**Welcome Agencies**” for 23 years and then formed the erstwhile partnership firm in the year 2011. Thereby our firm got converted into our company, Welpar Pharmbizz Limited, which is engaged in the business of distributing pharmaceutical products of various healthcare companies such as Lupin, Glaxo Smithkline Pharma, Torrent Pharmaceuticals and many more. We operate as a C & F Agent, stockiest and distributor in Mumbai, Maharashtra based out of our office in Wadala, Mumbai and dispatch center also in Mumbai. Our promoter, Mr. Paras Kanhaiyalal Chhajed is well supported by his three sons Mr. Kiran Paras Chhajed, Mr. Manish Paras Chhajed and Mr. Dipesh Paras Chhajed and a team of professional at various levels.

Mr. Paras Kanhaiyalal Chhajed, Mr. Kiran Paras Chhajed, Mr. Dipesh Paras Chhajed, Mr. Manish Paras Chhajed, Mrs. Anita Kiran Chhajed, Mrs. Chandrakala Manish Chhajed and Mrs. Pallavi Dipesh Chhajed were the initial subscribers to the Memorandum and Articles of Association of our Company.

The details in this regard have been disclosed in the chapter titled “**Capital Structure**” beginning on page 5757 of this Draft Red Herring Prospectus.

For information on our Company’s profile, activities, managerial competence, standing with reference to prominent competitors, please refer to the chapters titled “**Our Management**”, “**Our Business**” and “**Industry Overview**” beginning on pages 109, 87 and 80, respectively.

CHANGES IN OUR REGISTERED OFFICE

There has not been any change in the registered office of our Company since incorporation. As on the date of this Draft Red Herring Prospectus, our Registered Office is Located at 23B, Floor-2, Plot-13, Shree Ram Industrial, Estate, 13 G. D. Ambekar Marg, Wadala, Mumbai - 400031, Maharashtra, India.

KEY MILESTONES AND MAJOR EVENTS

Year	Event
2018	Conversion from the partnership firm into a Public Limited Company in the name and style of “ <i>Welpar Pharmbizz Limited</i> ”

DETAILS REGARDING MATERIAL ACQUISITIONS OR DIVESTMENTS OF BUSINESS/ UNDERTAKINGS, MERGERS, AMALGAMATION, ANY REVALUATION OF ASSETS ETC., IF ANY, IN THE LAST TEN YEARS.

Our Company has acquired 99.00% stake of “Welcome Enterprise”, a partnership firm on May 10, 2018. Apart from this, there are no mergers, amalgamation, revaluation of assets etc. with respect to our Company as on the date of this Draft Red Herring Prospectus.

MAIN OBJECTS OF OUR COMPANY

The main objects of our Company, as contained in our Memorandum of Association, are as set forth below:

1. *To carry on the business as dealers, Traders, Manufacturers, Whole selling and distributorship of general pharmaceutical, FMCG and Cosmetic Products.*
2. *To carry on the business as a C&F Agent and Stockist of medical, general cosmetics, FMCG and pharmaceutical products.*

AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION OF OUR COMPANY

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

Sl. No.	Date of EOGM	Nature of Amendment
1.	June 01, 2018	<u>Alteration in Capital Clause:</u> Clause V of the MOA was amended to reflect the increase in Authorised Share Capital of the Company from ₹ 10,60,000/- divided into 1,06,000 equity shares of ₹10/- each to ₹. 13,00,00,000/- divided into 1,30,00,000 equity shares of ₹ 10/- each.
2.	July 20, 2018	<u>Alteration in Capital Clause:</u> Clause V of the MOA was amended to reflect the increase in Authorised Share Capital of the Company from ₹13,00,00,000/- divided into 1,30,00,000 equity shares of ₹10/- each to ₹18,50,00,000/- divided into 1,85,00,000 equity shares of ₹ 10/- each.

DETAILS REGARDING HOLDING/ SUBSIDIARY/SUBSIDIARIES AND JOINT VENTURE(S), IF APPLICABLE, OF THE ISSUER INCLUDING:

As on date of filing of this Draft Red Herring Prospectus, our company has no holding/ subsidiary companies/ Joint venture/ associate company as defined under companies 2013 but the company holds 99% of the stake in a partnership firm. i.e. Welcome Enterprises

INJUNCTIONS OR RESTRAINING ORDER AGAINST OUR COMPANY

There are no injunctions or restraining orders against our Company.

GUARANTEES PROVIDED BY OUR PROMOTERS

Our Promoters have given guarantees to financial institutions in respect of credit facility availed by our company as of the date of this Draft Red Herring Prospectus.

CHANGES IN THE ACTIVITIES OF OUR COMPANY DURING THE LAST FIVE YEARS

There have been no changes in the activities of our Company during the last five years which may have had a material effect on the profits and loss account of our Company, including discontinuance of lines of business, loss of agencies or markets and similar factors.

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

No defaults have been called by any financial institution or bank in relation to borrowings from financial institutions or banks. For details of our financing arrangements, please refer “*Financial Indebtedness*” beginning on page 147 of this Draft Red Herring Prospectus. Further, none of our loans have been rescheduled or been converted into Equity Shares.

LOCK OUTS AND STRIKES

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

TIME AND COST OVER RUNS

Our Company has not implemented any projects and has not, therefore, experienced any time or cost overrun in relation thereto.

COLLABORATION AGREEMENTS

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

SHAREHOLDERS’ AGREEMENTS

As on the date of this Draft Red Herring Prospectus, our Company has not entered into any shareholders’ agreements.

MATERIAL AGREEMENTS

Except as described in this section, we have not entered into any material contract, not being a contract entered into in the ordinary course of business carried on or intended to be carried on by us or contract entered into more than two years before the filing of this Draft Red Herring Prospectus.

STRATEGIC PARTNERS

As of the date of this Draft Red Herring Prospectus, our Company does not have any strategic partners.

FINANCIAL PARTNERS

As on the date of this Draft Red Herring Prospectus, 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.

NUMBER OF SHAREHOLDERS

Our Company has 8 (Eight) shareholders on date of this Draft Red Herring Prospectus.

OUR MANAGEMENT

BOARD OF DIRECTORS

Under Articles of Association of our Company, the number of directors shall not be less than 3 (three) and shall not be more than 15 (fifteen) directors, subject to the applicable provisions of the Companies Act, 2013. As of the date of this Draft Red Herring Prospectus, our Company has 6 (Six) Directors on the Board.

Set forth below are details regarding the Board of Directors as on the date of this Draft Red Herring Prospectus:

Name, Father's/Husband's Name, Age, Designation, Address, Occupation, Nationality, DIN and Term	Date of Appointment/ Reappointment	Other Directorships/Designated Partners
Name: Mr. Dipesh Paras Chhajed Father's Name: Mr. Paras Kanhaiyalal Chhajed DOB: January 02, 1982 Age: 37 Years Designation: Managing Director Address: 301, Shree Panchkutir CHSL, Plot No. 48, N.S. Road No.1, J.V.P.D Scheme, Juhu, Mumbai – 400 049, Maharashtra, India Occupation: Business Nationality: Indian DIN: 08130363 Term: 3 years w.e.f. June 01, 2018	Appointed as Director on May 10, 2018 Appointed as Managing Director on June 01, 2018	Indian public limited companies <ul style="list-style-type: none"> • Nil Indian private limited companies <ul style="list-style-type: none"> • Nil Indian Limited Liability Partnerships <ul style="list-style-type: none"> • Welcome Enterprise • Welcome Health Care
Name: Mr. Kiran Paras Chhajed Father's Name: Mr. Paras Kanhaiyalal Chhajed DOB: November 29, 1977 Age: 41 Years Designation: Whole Time Director Address: 301, Shree Panch Kutir CHSL, Plot No. 48, N.S. Road No.1, J.V.P.D Scheme, Juhu, Mumbai – 400 049, Maharashtra, India Occupation: Business Nationality: Indian DIN: 06471251 Term: 3 years w.e.f. June 01, 2018	Appointed as Director on May 10, 2018 Appointed as Whole Time Director on June 01, 2018	Indian public limited companies <ul style="list-style-type: none"> • Nil Indian private limited companies <ul style="list-style-type: none"> • Nil Indian Limited Liability Partnerships <ul style="list-style-type: none"> • Welcome Enterprise
Name: Mr. Manish Paras Chhajed Father's Name: Mr. Paras Kanhaiyalal Chhajed DOB: April 08, 1979 Age: 39 Years Designation: Executive Director, Chairman & CFO Address: 301, Shree Panch Kutir CHSL, Plot No. 48, N.S. Road No.1, J.V.P.D Scheme, Juhu, Mumbai – 400049, Maharashtra, India Occupation: Business Nationality: Indian	Appointed as Director on May 10, 2018 Appointed as Executive Director and Chairman w.e.f. June 01, 2018 Appointed as Chief Financial Officer on August 01, 2018	Indian public limited companies <ul style="list-style-type: none"> • Nil Indian private limited companies <ul style="list-style-type: none"> • Nil Indian Limited Liability Partnerships <ul style="list-style-type: none"> • Welcome Enterprise

Name, Father's/Husband's Name, Age, Designation, Address, Occupation, Nationality, DIN and Term	Date of Appointment/ Reappointment	Other Directorships/Designated Partners
DIN: 06471255 Term: 3 years w.e.f. June 01, 2018		
Name: Mrs. Pallavi Dipesh Chhajed Father's Name: Mr. Kantilal Parakh DOB: September 04, 1985 Age: 33 Years Designation: Non-Executive Director Address: 301, Shree Panch Kutir CHSL, Plot No. 48, N.S. Road No.1, J.V.P.D Scheme, Juhu, Mumbai – 400 049, Maharashtra, India Occupation: Business Nationality: Indian DIN: 08130364 Term: Liable to retire by rotation	Appointed as Director on May 10, 2018	Indian public limited companies <ul style="list-style-type: none"> • Nil Indian private limited companies <ul style="list-style-type: none"> • Nil Indian Limited Liability Partnerships <ul style="list-style-type: none"> • Nil
Name: Mr. Aakash Hinger Father's Name: Mr. Ashok Hinger DOB: December 03, 1990 Age: 28 Years Designation: Independent Director Address: Opp. Head Post Office, Kankroli, Rajsamand, Rajasthan – 313 324, India Occupation: Salaried Nationality: Indian DIN: 08190142 Term: 5 Years w.e.f. August 01, 2018	Appointed as Additional Independent Director on August 01, 2018 and Regularised in EGM on December 26, 2018	Indian public limited companies <ul style="list-style-type: none"> • Nil Indian private limited companies <ul style="list-style-type: none"> • Nil Indian Limited Liability Partnerships <ul style="list-style-type: none"> • Nil
Name: Mr. Shubham Sanjay Salvi Father's Name: Mr. Sanjay Amrut Salvi DOB: May 24, 1994 Age: 24 Years Designation: Independent Director Address: Janaki Apartment, S.V. Road, Hindu Colony, Flat No. 1, Ratnagiri – 415 612, India Occupation: Business Nationality: Indian DIN: 08190167 Term: 5 Years w.e.f. August 01, 2018	Appointed as Additional Independent Director on August 01, 2018 and Regularised in EGM on December 26, 2018	Indian public limited companies <ul style="list-style-type: none"> • Nil Indian private limited companies <ul style="list-style-type: none"> • Nil Indian Limited Liability Partnerships <ul style="list-style-type: none"> • Nil

BRIEF PROFILE OF OUR DIRECTORS

1. **Mr. Dipesh Paras Chhajed**, aged 37 years, is the Managing Director and Promoter of our Company. He has been the Director of our Company since incorporation and has been appointed as Managing Director with effect from June 01, 2018. He holds Degree of Master of Business Administration in Marketing from International University of America, London, England. He has over 17 years of Industrial Experience in the

field of finance. He is largely responsible for the efficient operations of the company and its excellent financial performance.

2. **Mr. Kiran Paras Chhajed** aged 41 years, is the Whole Time Director of our Company. He is associated with our Company since incorporation and has been appointed as Whole Time Director with effect from June 01, 2018. He has passed the Second year of B.Com. Examination from University of Mumbai. He has over 20 years of business experience in pharma industry and is largely responsible for the administrative operations and human resources of the company.
3. **Mr. Manish Paras Chhajed**, aged 39 years, is the Executive Director, Chairman, CFO and Promoter of our Company. He has been a Director of our Company since incorporation and has been appointed Executive Director and Chairman on June 01, 2018. He also has been appointed as CFO with effect from August 01, 2018. He has passed the First year of B.Com. Examination in the year 2000 from University of Mumbai. He has over 15 years of Industrial Experience in distribution of Pharma Products. He is largely responsible for the efficient operations of the company and its excellent financial performance.
4. **Mrs. Pallavi Dipesh Chhajed**, aged 33 years, is Non-Executive Director of our Company. She has completed her Chartered Financial Analysts (CFA) in 2007.
5. **Mr. Aakash Ashok Hinger**, aged 28 years, is Independent Director of our Company. He has been appointed as Additional Independent Director with effect from August 01, 2018 and has been regularize in EGM held on December 26, 2018. He holds a degree of Post Graduate Diploma in Management (Rural Management) (*i.e. PGDM-Rural*) from Prin L.N. Welingkar Institute of Management Development & Research. He has professional experience of around 3 years in Marketing and Business Development
6. **Mr. Shubham Sanjay Salvi**, aged 24 years, is an Independent Director of our Company. He has been appointed as Additional Independent Director with effect from August 01, 2018 and has been regularize in EGM held on December 26, 2018. He has passed the M. Com from University of Mumbai.

CONFIRMATIONS

- None of the Directors of our Company are related to each other as per section 2(77) of the Companies Act, 2013, except as follows:

Sl. No	Name of Director	Other Directors	Relationship
1.	Mr. Dipesh Paras Chhajed	Mr. Kiran Paras Chhajed	Brother
		Mr. Manish Paras Chhajed	Brother
		Mrs. Pallavi Dipesh Chhajed	Spouse
2.	Mr. Kiran Paras Chhajed	Mr. Dipesh Paras Chhajed	Brother
		Mr. Manish Paras Chhajed	Brother
		Mrs. Pallavi Dipesh Chhajed	Sister in Law
3.	Mr. Manish Paras Chhajed	Mr. Dipesh Paras Chhajed	Brother
		Mr. Kiran Paras Chhajed	Brother
		Mrs. Pallavi Dipesh Chhajed	Sister in Law
4.	Mrs. Pallavi Dipesh Chhajed	Mr. Dipesh Paras Chhajed	Spouse
		Mr. Kiran Paras Chhajed	Brother in Law
		Mr. Manish Paras Chhajed	Brother in Law

- There are no arrangements or understanding with major shareholders, customers, suppliers or others, pursuant to which any of the Directors were selected as a Director or member of senior management.
- There are no service contracts entered into by the Directors with our Company providing for benefits upon termination of employment.
- None of our Directors are on the RBI List of willful defaulters as on date of this Draft Red Herring Prospectus.

- None of our Directors are a fugitive economic offender.
- None of our Director is or was a director of any listed Company during the last five years preceding the date of this Draft Red Herring Prospectus, whose shares have been or were suspended from being traded on the Stock Exchange(s), during the term of their directorship in such Company.
- None of our Director is or was a director of any listed Company which has been or was delisted from any stock exchange during the term of their directorship in such Company.
- None of the Promoters, Persons forming part of our Promoter Group, Directors or persons in control of our Company, has been or is involved as a promoter, director or person in control of any other Company, which is debarred from accessing the capital market under any order or directions made by SEBI or any other regulatory authority.

REMUNERATION/ COMPENSATION TO OUR DIRECTORS

Our company has been incorporated pursuant to the provisions under Part I, Chapter XXI of the Companies Act, 2013 on May 10, 2018, hence remuneration paid to our directors in last fiscal year is not applicable. However, set forth below is the remuneration paid by our Company to our Directors during the period ended July 31, 2018:

(₹ in Lakh)		
Si No	Name of Director	Remuneration paid
1.	Mr. Dipesh Paras Chhajed	6.00
2.	Mr. Kiran Paras Chhajed	6.00
3.	Mr. Manish Paras Chhajed	6.00
	Total	18.00

TERMS AND CONDITIONS OF EMPLOYMENT OF OUR MANAGING DIRECTOR AND WHOLE TIME DIRECTOR, CHAIRMAN & EXECUTIVE DIRECTOR

Mr. Dipesh Paras Chhajed

Mr. Dipesh Paras Chhajed has been appointed as Managing Director of our company vide shareholders' resolution dated June 01, 2018 for a period of 3 years commencing from June 01, 2018. The significant terms of his employment are as below:

Salary	Upto ₹ 40.00 Lakh per annum
Term	Appointed as Managing Director for the period of 3 (three) years w.e.f. June 01, 2018
Remuneration in the event of loss or inadequacy of profits	In the event of inadequacy or absence of profits in any financial years during his tenure, the Managing Director will be entitled to the remuneration as per the Schedule V of the Companies Act, 2013.

Mr. Kiran Paras Chhajed

Mr. Kiran Paras Chhajed has been appointed as the Whole Time Director of our company vide shareholders' resolution dated June 01, 2018 for a period of 3 (three) years commencing from June 01, 2018. The significant terms of his employment are as below:

Remuneration	Upto ₹ 40.00 Lakh per annum
Term	Appointed as Whole Time Director for the period of 3 (three) years w.e.f. June 01, 2018
Remuneration in the event of loss or inadequacy of profits	In the event of inadequacy or absence of profits in any financial years during his tenure, the Managing Director will be entitled to the remuneration as per the Schedule V of the Companies Act, 2013.

Mr. Manish Paras Chhajed

Mr. Manish Paras Chhajed has been appointed as the Executive Director and Chairman of our company on June 01, 2018 for a period of 3 (three) years commencing from June 01, 2018 and Chief Financial Officer of the Company w.e.f. August 01, 2018. The significant terms of his employment are as below:

Remuneration	Upto ₹ 40.00 Lakh per annum
Term	Appointed as Executive Director and Chairman for the period of 3 (three) years w.e.f. June 01, 2018

SITTING FEES

Other Non-Executive Directors and Independent Directors of the Company may be paid sitting fees, commission and 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.

BORROWING POWERS OF OUR BOARD

Our Articles of Association, subject to applicable law, authorize our Board to raise or borrow money or secure the payment of any sum of money for the purposes of our Company. Pursuant to a resolution passed by our shareholders at their meeting held on June 01, 2018, our shareholders have authorized our Board to borrow any sum of money from time to time notwithstanding that the sum or sums so borrowed together with the monies, if any, already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) exceed the paid up capital and free reserves of the Company provided such amount does not exceed ₹200 crore in excess of its paid up capital and free reserves which may have not been set apart for any purpose.

SHAREHOLDING OF DIRECTORS IN OUR COMPANY

Our Articles of Association do not require our Directors to hold qualification shares. As on date of this Draft Red Herring Prospectus, our Directors hold the following number of Equity Shares of our Company:

Name of Directors	No. of Equity Shares Held (Pre-Issue)	% of pre-Issue capital
Mr. Dipesh Paras Chhajed	31,33,630	23.39
Mr. Kiran Paras Chhajed	33,18,629	24.77
Mr. Manish Paras Chhajed	24,21,090	18.07
Mrs. Pallavi Dipesh Chhajed	10	Negligible
Total	88,73,359	66.23

INTEREST OF OUR DIRECTORS

Interest in promotion of our Company

Our Directors, Mr. Dipesh Paras Chhajed, Mr. Kiran Paras Chhajed, Mr. Manish Paras Chhajed and Ms. Pallavi Dipesh Chhajed may be deemed to be interested in the promotion of our company to the extent of the Equity Shares held by them and also to the extent of any dividend payable to them and other distributions in respect of the Equity Shares held by them. For further details, refer to chapters titled “***Our Promoters and Promoter Group***” and “***Related Party Transactions***” beginning on page 125 and 133 of this Draft Red Herring Prospectus.

Interest in the property of our Company

Except as stated in the heading titled “***Land and Properties***” under the chapter titled “***Our Business***” beginning on page 87 and chapter titled “***Related Party Transaction***” beginning on page 133 of the Draft Red Herring Prospectus, our Directors have not entered into any contract, agreement or arrangements within a period of 2 (two) years preceding the date of Draft Red Herring Prospectus 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. Further our Directors do not have any interest in any immovable property to be

acquired by the Company except otherwise disclosed in the heading titled “*Land and Properties*” under the chapter titled “*Our Business*” beginning on page 87 of the Draft Red Herring Prospectus.

Interest as Member of our Company

As on date of this Draft Red Herring Prospectus, our Directors together holds 88,73,359 Equity Shares i.e. 66.23% of the pre-issue paid up Equity Share capital of our Company. Therefore, our Directors are interested to the extent of their respective shareholding and the dividend declared and other distributions, if any, by our Company.

Interest as Creditor of our Company

As on the date of this Draft Red Herring Prospectus, except as stated in the chapter titled “*Statement of Financial Indebtedness*” and heading titled “*Related Party Transactions*” under chapter titled “*Financial Statements as Restated*”, our Company has not availed loans from Directors of our Company.

Interest in the business of Our Company

Further, save and except as stated otherwise in “*Statement of Related Parties’ Transactions*” in the chapter titled “*Financial Statements as Restated*” of this Draft Red Herring Prospectus, our Directors do not have any other interests in our Company as on the date of this Draft Red Herring Prospectus. Our Directors are not interested in the appointment of Underwriters, Registrar and Bankers to the Issue or any such intermediaries registered with SEBI.

Interest as Directors of Our Company

Our Managing Director, Whole Time Director and Executive Director & Chairman may be interested to the extent of remuneration paid to them, respectively for services rendered as a Director of our Company and reimbursement of expenses payable to them. For details please refer “*Terms and conditions of employment of our Managing Director, Whole time Director, Chairman & Executive Director*” above. Further, all our Non-Executive and Independent Directors may be interested to the extent of fees payable to them and/or the commission payable to them for attending meetings of the Board of Directors or a committee thereof. The Independent Directors are paid sitting fees for attending the meetings of the Board and committees of the Board and may be regarded as interested to the extent of such sitting fees and reimbursement of other expenses payable to them as per their terms of appointment.

Interest as Key Managerial Personnel of our Company

Our Managing Director, Whole Time Director and may be deemed to be interested to the extent of remuneration or benefits to which they are entitled to as per their terms of appointment, reimbursement of expenses payable to them for services rendered to us in accordance with the provisions of the Companies Act and in terms of agreement entered into with our Company, if any and AoA of our Company and to the extent of Equity Shares held by them in our Company. They may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of such Equity Shares. Other than as disclosed above, no other Director is interested as Key Managerial Personnel of the Company. For further details, please refer to heading titled “*Related Party Transactions*” under chapter titled “*Financial Statements as Restated*” beginning on page 135 of this Draft Red Herring Prospectus.

Interest in transactions involving acquisition of land

Our Directors are not currently interested in any transaction with our Company involving acquisition of land. Except as stated/referred to under the heading titled “*Land and Properties*” under chapter titled “*Our Business*” beginning on page 87 of this Draft Red Herring 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.

Other Interests

Except as stated above, none of the beneficiaries of loans, advances and sundry debtors are related to 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 or companies in which they are interested as a member 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.

Further, our Directors may be directors on the board, or are members, or are partners, or are trustees of certain Group Entities and may be deemed to be interested to the extent of the payments made by our Company, if any, to such Group Entities. For the payments that are made by our Company to certain Group Entities, please refer “*Financial Statements as Restated*” beginning on page 135 of this Draft Red Herring Prospectus.

PAYMENT OF BENEFITS

Except to the extent of remuneration payable to the Managing Director, Whole Time Director and Executive Directors for services rendered to our Company and to the extent of other reimbursement of expenses payable to them as per their terms of appointment, our Company has not paid in the last two years preceding the date of this Draft Red Herring Prospectus, and does not intend to pay, any amount or benefits to our Directors.

APPOINTMENT OF RELATIVES OF DIRECTORS TO ANY OFFICE OR PLACE OF PROFIT

Except as disclosed in this Draft Red Herring Prospectus, none of the relatives of our Directors currently hold any office or place of profit in our Company.

BONUS OR PROFIT-SHARING PLAN FOR OUR DIRECTORS

None of our Directors are a party to any bonus or profit-sharing plan.

POLICIES ADOPTED BY OUR COMPANY

Our Company has adopted the following policies:

- Code of Conduct
- Code of Conduct for Independent Directors
- Code of Practices and Procedure for Fair Disclosure of Unpublished Price Sensitive Information
- Whistle Blower Policy & Vigil Mechanism
- Related Party Transaction (RPT) Policy
- Policy for Preservation of Documents & Archival of Documents
- Policy for Prevention of Sexual Harassment
- Policy on Determination of Materiality of Events
- Investors Grievances Policy
- Nomination and Remuneration Policy

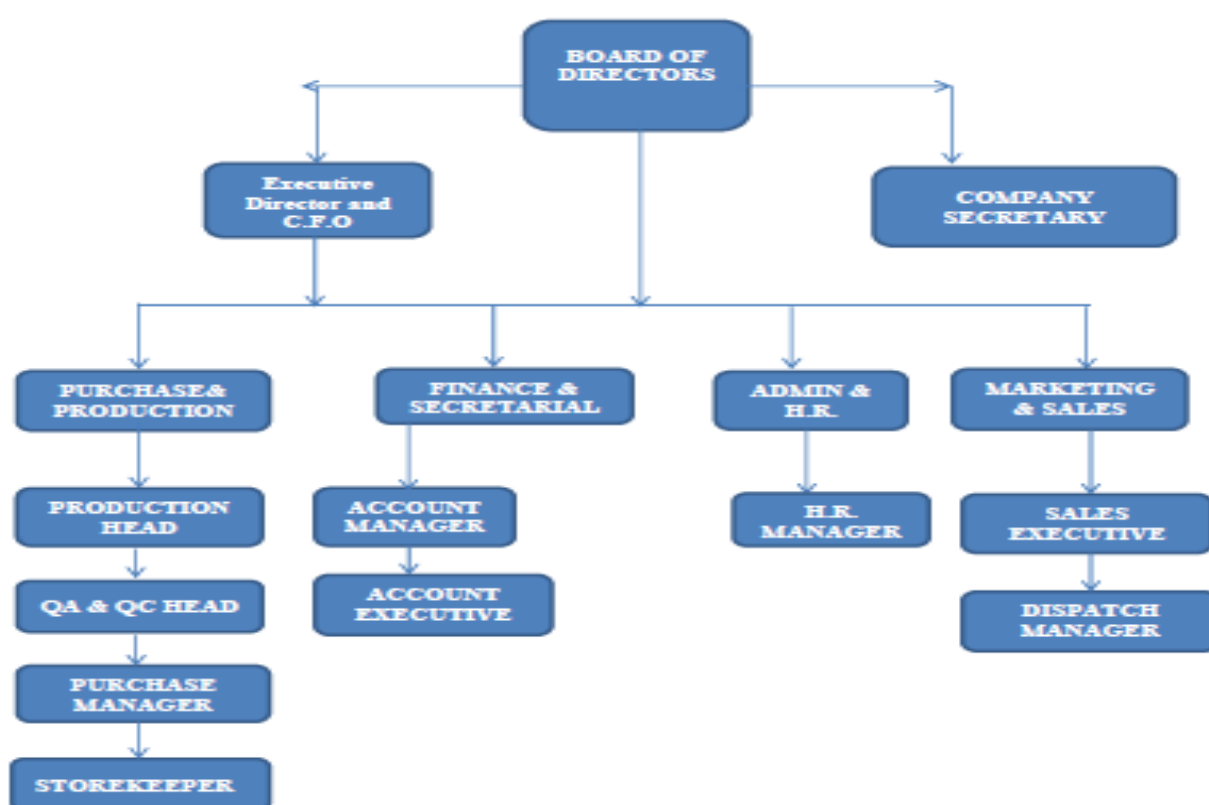
CHANGES IN OUR BOARD DURING THE LAST THREE YEARS

Except as disclosed below, there have been no changes in our Board during the last three years.

Name	Date of Event	Nature of Event	Reason
Mr. Dipesh Paras Chhajed	May 10, 2018	Appointment	Appointed as Director
Mr. Kiran Paras Chhajed	May 10, 2018	Appointment	Appointed as Director
Mr. Manish Paras Chhajed	May 10, 2018	Appointment	Appointed as Director
Mrs. Pallavi Dipesh Chhajed	May 10, 2018	Appointment	Appointed as Director
Mr. Dipesh Paras Chhajed	June 01, 2018	Change in Designation	Appointed as Managing Director

Mr. Kiran Paras Chhajed	June 01, 2018	Change in Designation	Appointed as Whole Time Director
Mr. Aakash Hinger	August 01, 2018	Appointment	Appointed as Additional Independent Director
Mr. Shubham Sanjay Salvi	August 01, 2018	Appointment	Appointed as Additional Independent Director
Mr. Aakash Hinger	December 26, 2018	Change in Designation	Regularised as Independent Director
Mr. Shubham Sanjay Salvi	December 26, 2018	Change in Designation	Regularised as Independent Director

ORGANISATION STRUCTURE



CORPORATE GOVERNANCE

In addition to the applicable provisions of the Companies Act, 2013 with respect to corporate governance, provisions of the SEBI Listing Regulations will also be complied with the extent applicable to our Company immediately upon the listing of the Equity Shares on the Stock Exchange.

Our Company stands committed to good corporate governance practices based on the principles such as accountability, transparency in dealings with our stakeholders, emphasis on communication and transparent reporting. We have complied with the requirements of the applicable regulations, including Regulations, in respect of corporate governance including constitution of the Board and Committees thereof. The Corporate governance framework is based on an effective Independent Board, the Board’s Supervisory role from the executive management team and constitution of the Board Committees, as required under law.

The Board functions either as a full board or through the various committees constituted to oversee specific operational areas.

As on the date of this Draft Red Herring Prospectus, there are 6 (six) Directors on our Board out of which more than one third are Independent Directors. Our Company is in compliance with the corporate governance norms prescribed under the Companies Act, 2013, particularly, in relation to appointment of Independent Directors to our Board and constitution of Board-level committees.

Our Company undertakes to take all necessary steps to continue to comply with all the requirements of the, the Equity Listing Agreements and the Companies Act, 2013.

COMMITTEES OF OUR BOARD

The following committees have been constituted in terms of and the Companies Act, 2013

- a. Audit Committee
- b. Stakeholders' Relationship Committee
- c. Nomination and Remuneration Committee

Audit Committee

Our Company has constituted an audit committee ("***Audit Committee***"), as per section 177 of the Companies Act 2013; vide resolution passed at the meeting of the Board of Directors held on August 01, 2018

The committee presently comprises the following three (3) directors:

Name of Director	Status in Committee	Nature of Directorship
Mr. Aakash Hinger	Chairman	Independent Director
Mr. Shubham Sanjay Salvi	Member	Independent Director
Mr. Manish Paras Chajjed	Member	Executive Director

The Company Secretary of the Company shall 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.

Powers of Audit Committee

The Audit Committee shall have powers, including the following:

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

Role of Audit Committee

The role of the Audit Committee shall include the following:

- oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
- approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- reviewing, with the management, the annual financial statements and auditor's report thereon 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;
- modified opinion(s) in the draft audit report;
- reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
- reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- approval or any subsequent modification of transactions of the listed entity with related parties;
- scrutiny of inter-corporate loans and investments;
- valuation of undertakings or assets of the listed entity, wherever it is necessary;
- evaluation of internal financial controls and risk management systems;
- reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- 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;
- discussion with internal auditors of any significant findings and follow up there on;
- 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;
- 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;
- 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;
- to review the functioning of the whistle blower mechanism;
- approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
- carrying out any other function as is mentioned in the terms of reference of the audit committee.

Further, the Audit Committee shall mandatorily review the following information:

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

The 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 two members present, or one-third of the members, whichever is greater, provided that there should be a minimum of two independent members present.

Stakeholders' Relationship Committee

Our Company has constituted a shareholder / investors grievance committee "*Stakeholders' Relationship Committee*" to redress complaints of the shareholders. The Stakeholders' Relationship Committee was constituted vide resolution passed at the meeting of the Board of Directors held on August 01, 2018.

The Stakeholders' Relationship Committee comprises:

Name of Director	Status in Committee	Nature of Directorship
Mr. Shubham Sanjay Salvi	Chairman	Independent Director
Mr. Aakash Hinger	Member	Independent Director
Mrs. Pallavi Dipesh Chhajed	Member	Non-Executive Director

The Company Secretary of the Company shall act as the Secretary of the Stakeholders' Relationship Committee.

The Stakeholders Relationship Committee shall oversee all matters pertaining to investors of our Company. The scope and function of the Stakeholders' Relationship Committee and its terms of reference shall include the following:

Tenure

The Stakeholder's Relationship Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board, to carry out the functions of the Stakeholder's Relationship Committee as approved by the Board.

Meetings

The Stakeholder's Relationship Committee shall meet at least four times a year with maximum interval of four months between two meetings and shall report to the Board on quarterly basis regard the status of redressal of complaints received from the shareholders of the Company. The quorum shall be two members present.

Role of the Stakeholders' Relationship Committee

The Committee shall consider and resolve grievances of security holders, including but not limited to:

- Allotment, transfer of shares including transmission, splitting of shares, changing joint holding into single holding and vice versa, issue of duplicate shares in lieu of those torn, destroyed, lost or defaced or where the cages in the reverse for recording transfers have been fully utilized
- Issue of duplicate certificates and new certificates on split/consolidation/renewal, etc.; and
- Review the process and mechanism of redressal of Shareholders /Investors grievance and suggest measures of improving the system of redressal of Shareholders /Investors grievances.
- Non-receipt of share certificate(s), non-receipt of declared dividends, non-receipt of interest/dividend warrants, non-receipt of annual report and any other grievance/complaints with Company or any officer of the Company arising out in discharge of his duties.
- Oversee the performance of the Registrar & Share Transfer Agent and also review and take note of complaints directly received and resolved them.
- Oversee the implementation and compliance of the Code of Conduct adopted by the Company for prevention of Insider Trading for Listed Companies as specified in the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time.
- Any other power specifically assigned by the Board of Directors of the Company from time to time by way of resolution passed by it in a duly conducted Meeting.

- Carrying out any other function contained in the equity listing agreements as and when amended from time to time.

Nomination and Remuneration Committee

Our Company has constituted a Nomination and Remuneration Committee in accordance section 178 of Companies Act 2013. The constitution of the Nomination and Remuneration Committee was approved by a Meeting of the Board of Directors held on August 01, 2018. The said committee is comprised as under:

The Nomination and Remuneration Committee comprises the following Directors:

Name of Director	Status in Committee	Nature of Directorship
Mr. Shubham Sanjay Salvi	Chairman	Independent Director
Mr. Aakash Hinger	Member	Independent Director
Mrs. Pallavi Dipesh Chhajed	Member	Non-Executive Director

The Company Secretary of the Company shall act as the Secretary of the Nomination and Remuneration Committee.

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

Tenure

The Nomination and Remuneration 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 Nomination and Remuneration Committee shall be called by at least seven days' notice in advance.

Role of the Nomination and Remuneration Committee not limited to but includes:

- Formulate the criteria for determining the qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to, the remuneration for directors, KMPs and other employees.
- Identifying persons who are qualified to become directors and may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal
- Formulation of criteria for evaluation of performance of independent directors and Board of Directors
- Devising a policy on diversity of board of directors
- Deciding on, whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- Decide the salary, allowances, perquisites, bonuses, notice period, severance fees and increment of Executive Directors.
- Define and implement the Performance Linked Incentive Scheme (including ESOP of the Company) and evaluate the performance and determine the amount of incentive of the Executive Directors for that purpose.

- Decide the amount of Commission payable to the Whole time Director / Managing Directors.
- Review and suggest revision of the total remuneration package of the Executive Directors keeping in view the performance of the Company, standards prevailing in the industry, statutory guidelines etc.
- To formulate and administer the Employee Stock Option Scheme

POLICY ON DISCLOSURES AND INTERNAL PROCEDURE FOR PREVENTION OF INSIDER TRADING

The provisions of Regulation 9 (1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 (“SEBI PIT Regulations”) will be applicable to our Company immediately upon the listing of its Equity Shares on the SME Platform of BSE. We shall comply with the requirements of the SEBI PIT Regulations on listing of Equity Shares on stock exchanges. Further, Board of Directors vide its meeting dated July 22, 2018 have formulated and adopted the code of conduct to regulate, monitor and report trading by its employees and other connected persons.

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

OUR KEY MANAGERIAL PERSONNEL

Our Company is managed by our Board of Directors, assisted by qualified and experienced professionals, who are permanent employees of our Company. Given below are the details of the Key Managerial Personnel of our Company as prescribed under the Companies Act, 2013:

Mr. Dipesh Paras Chhajed – Promoter and Managing Director

Mr. Dipesh Paras Chhajed aged 37 years, is the Managing Director and Promoter of our Company. He has been the Director of our Company since incorporation and has been appointed as Managing Director with effect from June 01, 2018. He holds Degree of Master of Business Administration in Marketing from International University of America, London, England. He has over 17 years of Industrial Experience in the field of finance. He is largely responsible for the efficient operations of the company and its excellent financial performance.

Mr. Kiran Paras Chhajed –Whole Time Director

Mr. Kiran Paras Chhajed aged 41 years, is the Whole Time Director of our Company. He is associated with our Company since incorporation and has been appointed as Whole Time Director with effect from June 01, 2018. He has passed the Second year of B.Com. Examination from University of Mumbai. He has over 20 years of business experience in pharma industry and is largely responsible for the administrative operations and human resources of the company.

Mr. Manish Paras Chhajed – Promoter, Executive Director and Chief Financial Officer

Mr. Manish Paras Chhajed, aged 39 years, is the Executive Director, Chairman, CFO and Promoter of our Company. He has been a Director of our Company since incorporation and has been appointed Executive Director and Chairman on June 01, 2018. He also has been appointed as CFO with effect from August 01, 2018. He has passed the First year of B.Com. Examination in the year 2000 from University of Mumbai. He has over 15 years of Industrial Experience in distribution of Pharma Products. He is largely responsible for the efficient operations of the company and its excellent financial performance.

Ms. Mitti Mitesh Jain – Company Secretary and Compliance Officer

Ms. Mitti Mitesh Jain, aged 32 years is the Company Secretary and Compliance Officer of our Company. She has completed her Master of Commerce from Gujarat University. She is a qualified Company Secretary and an Associate Member of the Institute of Company Secretaries of India. She has been appointed as Company Secretary w.e.f. October 01, 2018. She has an experience of over 3 years in the field of compliance. She looks after the Legal, Secretarial and Compliance Department of our Company.

STATUS OF KEY MANAGERIAL PERSONNEL

All our Key Managerial Personnel are permanent employees of our Company.

RELATIONSHIP BETWEEN KEY MANAGERIAL PERSONNEL (KMPs)

Except as stated below, none of the above-mentioned key managerial personnel are related to each other and neither are they related to our Promoter or Directors. There are no arrangements or understanding with major shareholders, customers, suppliers or others, pursuant to which any of the Key Managerial Personnel were selected as members of our senior management.

Sl. No	Name of the KMPs	Other KMPs	Relationship
1.	Mr. Dipesh Paras Chhajed	Mr. Kiran Paras Chhajed	Brother
		Mr. Manish Paras Chhajed	Brother
2.	Mr. Kiran Paras Chhajed	Mr. Dipesh Paras Chhajed	Brother
		Mr. Manish Paras Chhajed	Brother
3.	Mr. Manish Paras Chhajed	Mr. Dipesh Paras Chhajed	Brother
		Mr. Kiran Paras Chhajed	Brother

RELATIONSHIP OF DIRECTORS / PROMOTERS WITH KEY MANAGERIAL PERSONNEL (KMPs)

Except as stated below, none of the above-mentioned key managerial personnel are related to each other and neither are they related to our Promoter or Directors. There are no arrangements or understanding with major shareholders, customers, suppliers or others, pursuant to which any of the Key Managerial Personnel were selected as members of our senior management.

Sl. No	Name of Director	Other KMPs	Relationship
1.	Mr. Dipesh Paras Chhajed	Mr. Kiran Paras Chhajed	Brother
		Mr. Manish Paras Chhajed	Brother
2.	Mr. Kiran Paras Chhajed	Mr. Dipesh Paras Chhajed	Brother
		Mr. Manish Paras Chhajed	Brother
3.	Mr. Manish Paras Chhajed	Mr. Dipesh Paras Chhajed	Brother
		Mr. Kiran Paras Chhajed	Brother
4.	Mrs. Pallavi Dipesh Chhajed	Mr. Dipesh Paras Chhajed	Spouse
		Mr. Kiran Paras Chhajed	Brother in Law
		Mr. Manish Paras Chhajed	Brother in Law

SHAREHOLDING OF THE KEY MANAGERIAL PERSONNEL

As on date of this Draft Red Herring Prospectus, except as stated below, our Key Managerial Personnel do not hold any number of Equity Shares of our Company

Name of KMP	No. of Equity Shares Held (Pre-Issue)	% of pre-Issue capital
Mr. Dipesh Paras Chhajed	31,33,630	23.39
Mr. Kiran Paras Chhajed	33,18,629	24.77
Mr. Manish Paras Chhajed	24,21,090	18.07
Total	88,73,349	66.23

REMUNERATION/ COMPENSATION TO OUR KMPs

Our company has been incorporated pursuant to the provisions under Part I of Chapter XXI of the Companies Act, 2013 on May 10, 2018, hence remuneration paid to our KMPs in last fiscal year is not applicable. However, set forth below is the remuneration paid by our Company to our KMPs during the period ended July 31, 2018:

(₹ in Lakh)		
Si No	Name of KMP	Remuneration paid
1.	Mr. Dipesh Paras Chhajed	6.00
2.	Mr. Kiran Paras Chhajed	6.00
3.	Mr. Manish Paras Chhajed	6.00
4.	Ms. Mitti Mitesh Jain	NA
Total		18.00

BONUS OR PROFIT-SHARING PLAN FOR OUR KEY MANAGERIAL PERSONNEL

As on the date of this Draft Red Herring Prospectus our Company does not have any performance linked bonus or profit-sharing plan with any of our Key Managerial Personnel.

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 as on date of this Draft Red Herring Prospectus.

LOANS TO KEY MANAGERIAL PERSONNEL

There is no loan outstanding against Key Managerial Personnel as on date of this Draft Red Herring Prospectus.

INTEREST OF KEY MANAGERIAL PERSONNEL

The Key Managerial Personnel of our Company have interest in our Company to the extent of the remuneration or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of business and to the extent of Equity Shares held by them in our Company, if any and dividends payable thereon, if any. Except as disclosed in this Draft Red Herring Prospectus, none of our key managerial personnel have been paid any consideration of any nature from our Company, other than their remuneration. Except as stated in the heading titled 'Related Party Transactions' under the Section titled "**Financial Statements as Restated**" beginning on page 135 of this Draft Red Herring Prospectus and described herein above, our key managerial personnel do not have any other interest in the business of our Company.

CHANGES IN KEY MANAGERIAL PERSONNEL IN THE LAST THREE YEARS

Set forth below are the changes in our Key Managerial Personnel in the last three years immediately preceding the date of this Draft Red Herring Prospectus:

Name	Date of Event	Reason
Mr. Dipesh Paras Chhajed	June 01, 2018	Appointed as Managing Director
Mr. Kiran Paras Chhajed	June 01, 2018	Appointed as Whole Time Director
Mr. Manish Paras Chhajed	August 01, 2018	Appointed as Chief Financial Officer
Ms. Mitti Mitesh Jain	October 01, 2018	Appointed as Company Secretary

EMPLOYEES STOCK OPTION SCHEME

Our Company does not have any Employee Stock Option Scheme/ Employee Stock Purchase Scheme as on the date of filing of this Draft Red Herring Prospectus.



PAYMENT OR BENEFIT TO OFFICERS OF OUR COMPANY

Except as stated in this Draft Red Herring Prospectus and any statutory payments made by our Company, no non-salary amount or benefit has been paid, in two preceding years, or given or is intended to be paid or given to any of our Company's officers except remuneration of services rendered as Directors, officers or employees of our Company.

Except as stated in the chapter titled "*Financial Statements as Restated*" beginning on page 135 of this Draft Red Herring Prospectus, none of the beneficiaries of loans and advances and sundry debtors are related to our Company, our Directors, Our Key Managerial Personnel or our Promoter.

ARRANGEMENTS AND UNDERSTANDING WITH MAJOR SHAREHOLDERS


None of our Key Managerial Personnel or Directors has been appointed pursuant to any arrangement or understanding with our major shareholders, customers, suppliers or others. For more information, please refer chapter titled "*Our History and Corporate Structure*" beginning on page 106 of this Draft Red Herring Prospectus.

OUR PROMOTERS AND PROMOTER GROUP

Our Company is promoted by Mr. Paras Kanhaiyalal Chhajed, Mr. Dipesh Paras Chhajed and Mr. Manish Paras Chhajed. As on the date of this Draft Red Herring Prospectus, our Promoters hold 92,23,875 Equity Shares representing 68.85% of the issued and paid-up Equity Share capital of our Company. For details of the build-up of our Promoters' shareholding in our Company, see "*Capital Structure*" beginning on page 57 of this Draft Red Herring Prospectus.

BRIEF PROFILE OF OUR INDIVIDUAL PROMOTERS

Mr. Paras Kanhaiyalal Chhajed


	<p>Mr. Paras Kanhaiyalal Chhajed, aged 69 years, is the Promoter of our Company. He obtained a degree of MBA in Marketing Programme from Modern Institute of Engineering & Management. He has an experience of around 35 years in the industry in which company operates.</p> <p>Date of Birth: August 30, 1949</p> <p>Nationality: Indian</p> <p>PAN: AAAPC5836A</p> <p>Passport No: J4989939</p> <p>Driving License: MH02 19910029189</p> <p>Voter Identification Card Number: AJO2033736</p> <p>Residential Address: 301, Shri Panchkutir Housing Society, Plot No. 48, N. S. Road, No. 1, J. V. P. D. Scheme, Juhu, Mumbai – 400 049, Maharashtra, India</p> <p>Name of Bank & Bank Account No.: Kotak Mahindra Bank Ltd & 4512855912</p> <p>Other ventures promoted by him: NIL</p>
--	--

Mr. Dipesh Paras Chhajed

	<p>Mr. Dipesh Paras Chhajed, aged 37 years, is the Promoter and the Managing Director of our Company. He has passed Master of Business Administration (in Marketing) from International School Business of the International University of America, London. He has an industrial experience of around 17 years in the field of Finance.</p> <p>Date of Birth: January 02, 1982</p> <p>Nationality: Indian</p> <p>DIN: 08130363</p> <p>PAN: ADCPC7555K</p>
--	--

	<p>Passport No: Z3889805</p> <p>Driving License: MH02 20000041201</p> <p>Residential Address: 301, Shri Panchkutir Housing Society, Plot No. 48, N. S. Road, No. 1, J. V. P. D. Scheme, Juhu, Mumbai – 400 049, Maharashtra, India</p> <p>Name of Bank & Bank Account No.: Kotak Mahindra Bank Ltd & 4512857473</p> <p>Other ventures promoted by him: Welcome Enterprise Welcome Healthcare</p>
---	---

Mr. Manish Paras Chhajed

	<p>Mr. Manish Paras Chhajed, aged 39 years, is one of the Promoters, Executive Director & CFO of our Company. He has passed the First year of B.Com. Examination from University of Mumbai. He has over 15 years of Industrial Experience in distribution of Pharma Products.</p> <p>Date of Birth: April 08, 1979</p> <p>Nationality: Indian</p> <p>DIN: 06471255</p> <p>PAN: ACYPC3229P</p> <p>Passport No: Z4232599</p> <p>Driving License: MH02 29080218688</p> <p>Residential Address: 301, Shri Panchkutir Housing Society, Plot No. 48, N. S. Road, No. 1, J. V. P. D. Scheme, Juhu, Mumbai - 400 049</p> <p>Name of Bank & Bank Account No.: Kotak Mahindra Bank Limited & 4512855288</p> <p>Other ventures promoted by him: NIL</p>
--	--

DECLARATION

We confirm that the PAN, Passport number and Bank account number of our Promoters will be submitted to the Stock Exchange where the Equity Shares are proposed to be listed at the time of filing this Draft Red Herring Prospectus.

INTEREST OF OUR PROMOTER

Our Promoters are interested in our Company to the extent that they have promoted our Company and to the extent of their respective Equity shareholding in our Company and any dividend distribution that may be made by our



Company in the future. For details pertaining to our Promoters' shareholding, please refer "**Capital Structure**" beginning on page 57 of this Draft Red Herring Prospectus.

Our Promoters are not interested as a member of a firm or company, and no sum has been paid or agreed to be paid to our Promoters or to such firm or company in cash or otherwise by any person for services rendered by our Promoters or by such firm or company in connection with the promotion or formation of our Company.

Some of our Promoters may also be deemed to be interested in our Company to the extent of their shareholding in our Group Companies/Entities or share of profit in group partnership firms or LLP 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 as Restated**" and "**Capital Structure**" beginning on pages 109, 135 and 57 respectively of this Draft Red Herring Prospectus.

Except as mentioned in the chapter titled "**Our Business**" under "**Land & Properties**", our Promoters do not have any other interest in any property acquired or proposed to be acquired by our Company in a period of two years before filing of this Draft Red Herring Prospectus or in any transaction by our Company for acquisition of land, construction of building or supply of machinery.

For details of related party transactions entered into by our Company during last financial year with our Promoters and Group Entities, the nature of transactions and the cumulative value of transactions, see "**Related Party Transactions**" beginning on page 133 of this Draft Red Herring Prospectus.

Further, our Promoter(s) has given personal guarantees, respectively, towards financial facilities availed from Bankers of our Company; therefore, are interested to the extent of the said guarantees.

Further, none of our Promoters have given material guarantees to the third party (ies) with respect to the specified securities of the Company.

PAYMENT OF BENEFIT TO PROMOTERS

Except as stated above in "**Our Management**" and in "**Financial Statements as Restated**" beginning on pages 109 and 135 there has been no payment of benefits to our Promoters, members of our Promoter Group and Group Entities, during the two years preceding the filing of this Draft Red Herring Prospectus.

LITIGATION INVOLVING OUR PROMOTER

For details relating to legal proceedings involving the Promoter, please refer "**Outstanding Litigation and Material Developments**" beginning on page 149 of this Draft Red Herring Prospectus.

COMMON PURSUITS

Other than as disclosed in the chapter titled "**Our Group Entities**" beginning on page 130 of this Draft Red Herring Prospectus, our Promoter does not have any interest in any venture that is involved in any activities similar to those conducted by our Company.

CONFIRMATIONS

- Our Company, our individual Promoter and members of the promoter group are not Willful Defaulters and there are no violations of securities laws committed by our Promoter in the past and no proceedings for violation of securities laws are pending against them.
- None of our Promoters are a Fugitive Economic Offender.

- Our Promoters and members of the Promoter Group have not been prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.
- Our Promoters are not and has never been Promoters, directors or persons in control of any other Company which is prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.
- Except as disclosed in “**Outstanding Litigation and Material Developments**” beginning on page 149 of this Draft Red Herring Prospectus, there is no litigation or legal action pending or taken by any ministry, department of the Government or statutory authority during the last five years preceding the date of the Issue against our Promoters.
- Except as disclosed in “**Financial Statements as Restated**” beginning on page 135 of this Draft Red Herring Prospectus, our Promoters are not related to any of the sundry debtors or is not beneficiary of Loans and Advances given by/to our Company.

GUARANTEES

Our Promoters has given guarantees to third party as of the date of this Draft Red Herring Prospectus.

RELATIONSHIP OF OUR PROMOTERS WITH OUR DIRECTORS

Except as stated below, none of our Promoter(s) are related to any of our Company’s Directors within the meaning of Section 2 (77) of the Companies Act, 2013.

Si No	Name of Promoters	Directors	Relationship
1.	Mr. Paras Kanhaiyalal Chhajed	Mr. Dipesh Paras Chhajed	Son
		Mr. Kiran Paras Chhajed	
		Mr. Manish Paras Chhajed	
		Mrs. Pallavi Dipesh Chhajed	Daughter in Law
2.	Mr. Dipesh Paras Chhajed	Mr. Kiran Paras Chhajed	Brother
		Mr. Manish Paras Chhajed	
		Mrs. Pallavi Dipesh Chhajed	Spouse
3.	Mr. Manish Paras Chhajed	Mr. Dipesh Paras Chhajed	Brother
		Mr. Kiran Paras Chhajed	
		Mrs. Pallavi Dipesh Chhajed	Sister in Law

COMPANIES WITH WHICH OUR PROMOTERS HAVE DISASSOCIATED IN THE LAST THREE YEARS

Except as disclosed below, our Promoters have not disassociated with any Company in last three years: -

Sl. No.	Name of Company	Reason for Disassociation	Date of Disassociation
Mr. Manish Paras Chhajed			
1.	Welcome Wellness India Private Limited	Due to Pre-occupation	August 03, 2018

OUR PROMOTER GROUP

Our Promoter Group in terms of Regulation 2(1) (pp) of the SEBI (ICDR) Regulations, 2018 is as under:

A. Natural Persons who form part of our Promoter Group under Regulation 2(1) (pp) (ii) of the SEBI (ICDR) Regulations, 2018:

Relationship	Mr. Paras Kanhaiyalal Chhajed	Mr. Dipesh Paras Chhajed	Mr. Manish Paras Chhajed
Spouse	Mrs. Shobha Paras Chhajed	Mrs. Pallavi Dipesh Chhajed	Mrs. Chandrakala M Chhajed
Father	Late Kanhaiyalal Chhajed	Mr. Paras Kanhaiyalal Chhajed	Mr. Paras Kanhaiyalal Chhajed
Mother	Mrs. Sharda Chajjed	Mrs. Shobha Paras Chhajed	Mrs. Shobha Paras Chhajed
Brother	1. Mr. Ashok Chhajed 2. Mr. Vijay Chhajed 3. Mr. Vinod Chhajed	1. Mr. Manish Paras Chhajed 2. Mr. Kiran Paras Chhajed	1. Mr. Kiran Paras Chhajed 2. Mr. Dipesh Paras Chhajed
Sister	Mrs. Sunanda Jain	--	--
Daughter	--	Ms. Riti Dipesh Chhajed	1. Ms. Nishita Manish Chhajed 2. Ms. Mitanshi Manish Chhajed
Son	1. Mr. Dipesh Paras Chhajed 2. Mr. Manish Paras Chhajed 3. Mr. Kiran Paras Chhajed	Mr. Khushveer Dipesh Chhajed	--
Spouse's Father	Late Fulchand Lodha	Mr. Kantilal Parakh	Mr. Nemichand Chopra
Spouse's Mother	Late Badambai Lodha	Mrs. Pushpa Parakh	Mrs. Shanti Devi
Spouse's Brother	1. Late Rajendra Lodha 2. Mr. Shashikant Fulchand Lodha 3. Mr. Mahendra Fulchand Lodha	1. Mr. Yogesh Parakh 2. Mr. Yashasvi Parakh	1. Mr. Devendra Chopra 2. Mr. Darshan Chopra
Spouse's Sister	Mrs. Sunanda Sanghavi	--	3. Mrs. Veena Jain 4. Mrs. Mamta Jain

B. Entities forming part of the Promoter Group under Regulation 2(1) (pp) (iv) of the SEBI (ICDR) Regulations, 2018:

- Welcome Enterprises
- Welcome Healthcare
- Paras Kanhaiyalal Chhajed HUF
- Dipesh Paras Chhajed HUF
- Mansih Paras Chhajed HUF
- Bhikchand P Chhajed HUF
- Kanhaiyalal Bhikchand Chhajed HUF
- Kiran Paras Chhajed HUF

OUR GROUP ENTITIES

In accordance with the provisions of the SEBI (ICDR) Regulations, for the purpose of identification of “Group Entities”, our Company has considered companies as covered under the applicable accounting standards, i.e. Accounting Standard 18 issued by the Institute of Chartered Accountants of India and such other companies as considered material by our Board. Pursuant to a resolution dated July 22, 2018 our Board vide a policy of materiality has resolved that except as mentioned in the list of related parties prepared in accordance with Accounting Standard 18 no other Company is material in nature.

The details of our Group Entities are provided below:

1. WELCOME ENTERPRISES

Corporate Information

Incorporation Date	August 09, 1982
PAN	AAAFW0445M
Registered Office	B-8, Wadala Shriram Industrial Estate, 13 G.D. Ambekar Road, Mumbai – 400 031, Maharashtra, India
Nature of Activity	Manufacturer Representatives, Distributors and Suppliers of Pharmaceuticals and Surgical Medicines
Current Partners	1. Kiran Paras Chhajed 2. Dipesh Paras Chhajed 3. Welpar Pharbizz Limited

Financial Performance

The audited financial results of Welcome Enterprises preceding the date of this Draft Red Herring Prospectus are as follows: -

Particulars	(₹ In Lakh)		
	2018	2017	2016
Partners' Capital	626.03	169.95	129.94
Sales/Turnover including Other Income	4,716.17	4,608.12	4,391.54
Net Profit/(Loss)	214.85	22.94	20.06

Profit Sharing Ratio

Sl No.	Name of Partner	Profit Sharing Ratio
1	Mr Kiran Paras Chhajed	0.50%
2	Mr Dipesh Paras Chhajed	0.50%
3	Welpar Pharbizz Ltd	99.00%

Nature and extent of Interest of our Promoter

Our Promoter Mr. Dipesh Paras Chhajed is interested to the extent of 0.50% of share of profit in the firm.

Other disclosures

Our Company holds 99% of stake in M/s Welcome Enterprise as partner of the firm.

M/s Welcome Enterprise does not have negative net-worth for the FY 2017-18

M/s Welcome Enterprise has not made any public/right issue so far.

2. WELCOME HEALTHCARE

Corporate Information

Incorporation Date	October 25, 2011
PAN	ADCPC7555K
Registered Office	43, Broadway Shopping Centre, B A Ambedkar Road, Dadar TT, Mumbai-400014
Nature of Activity	Wholeseller of Life saving drugs
Proprietor	Mr. Dipesh Paras Chhajed

Financial Performance

The audited financial results of Welcome Healthcare preceding the date of this Draft Red Herring Prospectus are as follows:

Particulars	(₹ In Lakh)		
	2018	2017	2016
Proprietor Capital	119.98	6.81	9.35
Sales/Turnover including Other Income	737.08	528.32	324.08
Net Profit/(Loss)	20.10	13.00	8.17

Nature and extent of Interest of our Promoter

Our Promoter Mr. Dipesh Paras Chhajed is interested to the extent of 100% of share of profit in the firm.

Other disclosures

Welcome Healthcare does not have negative net-worth for the FY 2017-18

Welcome Healthcare has not made any public/right issue so far.

INTEREST OF GROUP COMPANIES

Interest in promotion of Our Company

None of our Group Entities were interested in the promotion of our Company.

In the properties acquired or proposed to be acquired by our Company in the past two years before filing the Draft Red Herring Prospectus.

Except as mentioned in the chapter titled “*Our Business*” under the heading “*Land & Properties*” beginning on page 87 of this Draft Red Herring Prospectus, none of our Group Companies have any interest in the properties acquired or proposed to be acquired by our Company in the two years preceding the filing of Draft Red Herring Prospectus or proposed to be acquired by it.

Interest in the transaction involving acquisition of land, construction of building and supply of machinery

None of our Group Entities were interested in any transaction with our Company involving acquisition of land, construction of building or supply of any machinery.

COMMON PURSUITS AMONG THE GROUP ENTITIES WITH OUR COMPANY

Our Group Entities Viz. Welcome Enterprises and Welcome Healthcare are authorised to carry on business activities, similar to that of our Company, pursuant to the provisions of their respective partnership deed. As and when conflicts arise, we will examine similar viable solutions under applicable law and as determined by our Board of Directors.



RELATED BUSINESS TRANSACTIONS WITHIN THE GROUP ENTITIES AND SIGNIFICANCE ON THE FINANCIAL PERFORMANCE OF OUR COMPANY

For details, please refer “*Financial Statements as Restated*” beginning on page 135 of this Draft Red Herring Prospectus.

BUSINESS INTEREST OF GROUP ENTITIES

Except as disclosed in “*Financial Statements as Restated*” beginning on page 135, none of our Group Entities has any business interest in our Company.

LITIGATIONS INVOLVING OUR GROUP ENTITIES

For details relating to legal proceedings involving our Group Entities, please refer “*Outstanding Litigation and Material Developments*” beginning on page 149 of this Draft Red Herring Prospectus.



RELATED PARTY TRANSACTIONS

For details on Related Party Transactions of our Company, please refer to Annexure 33 of section titled “*Financial Statements as Restated*” beginning on page 135 of this Draft Red Herring Prospectus.



DIVIDEND POLICY

Under the Companies Act, 2013, an Indian company pays dividends upon a recommendation by its Board of Directors and approval by a majority of the shareholders. Under the Companies Act, 2013 dividends may be paid out of profits of a company in the year in which the dividend is declared or out of the undistributed profits or reserves of the previous years or out of both.

Our Company was incorporated on May 10, 2018 and prior to incorporation it was a Partnership firm. Hence, we were not entitled to pay any dividend in last 5 years.



SECTION IX: FINANCIAL INFORMATION

FINANCIAL STATEMENTS AS RESTATED

Sl. No.	Particulars	Page No.
1	Restated Consolidated Financial Statement	F-1 to F31



Auditor's Report on the Restated Consolidated Summary Statement of Assets and Liabilities as at July 31, 2018, May 09, 2018, March 31, 2018, 2017 and 2016, Profit and Loss and Cash Flows for each of the years/period ended on July 31, 2018, May 09, 2018, March 31, 2018, 2017 and 2016 of Welpar Pharmbizz Limited (collectively, the "Restated Consolidated Summary Statements")

To,
The Board of Directors,
Welpar Pharmbizz Limited,
23B, Floor-2, Plot-13, Shree Ram Industrial
Estate, 13 G. D. Ambedkar Marg, Wadala,
MUMBAI, Mumbai City
Maharashtra-400031

1. We have examined the attached Restated Consolidated Summary Statements along with significant accounting policies and related notes of M/s Welpar Pharmbizz Limited ("the Company") and its subsidiary M/s Welcome Enterprises as at and for the period/each of the years ended July 31, 2018, May 09, 2018, March 31, 2018, 2017, 2016 annexed to this Report and prepared by the Company for the purpose of inclusion in the Draft Red Herring Prospectus/ Red Herring Prospectus/ Prospectus ("Offer Document") in connection with its proposed Initial Public Offer on the SME Platform of BSE Limited. These Restated Consolidated Summary Statements have been prepared by the Company and approved by the Board of Directors of the Company.
2. These Restated Consolidated Summary Statements have been prepared in accordance with the requirements of:
 - (i) Part I of Chapter III to the Companies Act, 2013 ("Act") read with Companies (Prospectus and Allotment of Securities) Rules 2014;
 - (ii) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 ("ICDR Regulations") issued by the Securities and Exchange Board of India ("SEBI") in pursuance to Section 11 of the Securities and Exchange Board of India Act, 1992 and related amendments / clarifications from time to time;
 - (iii) The terms of reference to our engagements with the Company requesting us to carry out the assignment, in connection with the Offer Document being issued by the Company for its proposed Initial Public Offering of equity shares on the SME Platform of BSE Limited ("IPO" or "SME IPO"); and
 - (iv) The Guidance Note on Reports in Company Prospectus (Revised 2016) issued by the Institute of Chartered Accountants of India ("Guidance Note").
3. The Restated Consolidated Summary Statements of the Company have been extracted by the management from the Audited Financial Statements of the Company for the period/each of the years ended July 31, 2018, May 09, 2018, March 31, 2018, 2017, 2016 which have been approved by the Board of Directors of the Company.



4. In accordance with the requirements of Part I of Chapter III of Act including the rules made therein, ICDR Regulations, Guidance Note and Engagement Letter, we report that:
- (i) The “Restated Consolidated Statement of Assets and Liabilities” as set out in Annexure 1 to this report, of the Company as at July 31, 2018, May 09, 2018, March 31, 2018, 2017, 2016 are prepared by the Company and approved by the Board of Directors. These Restated Consolidated Statement of Assets and Liabilities have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company and its subsidiary, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in this Report.
 - (ii) The “Restated Consolidated Statement of Profit and Loss” as set out in Annexure 2 to this Report, of the Company for the period/financial year ended July 31, 2018, May 09, 2018, March 31, 2018, 2017, 2016 are prepared by the Company and approved by the Board of Directors. These Restated Consolidated Statement of Profit and Loss have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company and its subsidiary, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in this Report.
 - (iii) The “Restated Consolidated Statement of Cash Flows” as set out in Annexure 3 to this report, of the Company for the period/financial year ended July 31, 2018, May 09, 2018, March 31, 2018, 2017, 2016 are prepared by the Company and approved by the Board of Directors. These Restated Consolidated Statement of Cash Flows have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company and its subsidiary, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in this Report.
5. Based on the above and also as per the reliance placed by us on the Audited Financial Statements of the company and Auditor’s Report thereon which have been prepared by Statutory Auditor of the Company for the period/financial year ended July 31, 2018, May 09, 2018, March 31, 2018, 2017, 2016, we are of the opinion that:
- (i) Restated Consolidated Financial Statements have been made after adjusting for the changes in accounting policies retrospectively in respective financial years to reflect the same accounting treatment as per the changed accounting policy for all reporting periods, if any.
 - (ii) Restated Consolidated Financial Statements have been made after adjusting for prior period and regrouping of material amounts in the respective financial years to which they relate.
 - (iii) There are no extra-ordinary items that need to be disclosed separately in the restated consolidated financial statements.
 - (iv) There were no qualifications in the Audit Reports issued by the Statutory Auditors for the period/financial year ended July 31, 2018, May 09, 2018, March 31, 2018, 2017, 2016 which would require adjustments in the Restated Consolidated Financial Statements of the Company.
 - (v) These Profit and Loss 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 Polices and Notes to Accounts as set out in this Report.
 - (vi) There is no Revaluation Reserve which need to be disclosed separately in the Restated Consolidated Financial Statements.



(vii) The company has not paid any dividend on its equity shares till July 31, 2018.

6. Opinion:

In our opinion and to the best of information and explanations given to us, and also as per the reliance placed on Reports submitted by previous auditors, the restated financial statement of the company, read with significant accounting policies and notes to accounts are prepared after providing appropriate adjustments and regroupings as considering appropriate and disclosed.

7. Emphasis of Matter:

a. As per Accounting Standard- 15 “Employee Benefits” issued by the Institute of Chartered Accountants of India, Company is required to assess its gratuity liability each year on the basis of actuarial valuation and make provision for gratuity liability. However, the company has not provided for gratuity liability in the restated financial statements and has not taken any actuarial valuation report for such liability for that financial year. Therefore, we are unable to comment on its impact on the profitability in the restated standalone financial statements of the Company.

a. The company has taken loan from two members amounting to Rs. 18,87,436/- (Rupees Eighteen Lacs Eighty-seven Thousand Four Hundred Thirty-six only) as on 31st July 2018 violating the section 73 of Companies Act, 2013 read with applicable rules and regulations. Since then an amount of Rupees 4,01,523/- advanced from Mr. Paras Chhajed has been repaid on 19th January, 2019.

8. Audit of the Financial Statements of the company for the period/financial year ended July 31, 2018 was conducted by M/s. Pankaj P. Sanghavi & Co., Chartered Accountants, for the period/financial year May 09, 2018 and March 31, 2018 was conducted by M/s Khakhar & Associates, Chartered Accountants, for the period/financial year March 31 2017, 2016 was conducted by M/s S B Chhajed and Co, Chartered Accountants and Audit of the Financial Statements of its subsidiary M/s. Welcome Enterprises for the period/financial year ended July 31, 2018, May 09, 2018 and March 31, 2018 was conducted by M/s. Khakhar & Associates, Chartered Accountants, for the period/financial year March 31 2017, 2016 was conducted by M/s. S.B. Chhajed & Co., Chartered Accountants, and accordingly reliance has been placed on the financial information examined by them for the said years. The financial report included for these years is based solely on the report submitted by them and no routine audit has been carried out by us.

Further, restated consolidated financial statements for the period/financial year ended July 31, 2018, May 09, 2018, March 31, 2018, 2017, 2016 have been re-audited by us as per the relevant guidelines of the ICDR Regulations.

9. We have also examined the following other restated consolidated financial information relating to the Company prepared by the Management and as approved by the Board of Directors of the Company and annexed to this report relating to the Company for the period/each of the years ended July 31, 2018, May 09, 2018, March 31, 2018, 2017, 2016 proposed to be included in the Offer Document:

- Significant Accounting Policies and Notes to Accounts as restated;
- Consolidated Reconciliation of Restated Profit as appearing in Annexure 4 to this report.
- Consolidated Reconciliation of Restated Equity as appearing in Annexure 5 to this report.

- Consolidated Details of Share Capital as Restated as appearing in Note 3 to this report;
 - Consolidated Details of Other Equity as Restated as appearing in Note 4 to this report;
 - Consolidated Details of Long-Term Borrowings as Restated as appearing in Note 5 to this report;
 - Consolidated Details of Deferred Tax Liabilities as Restated as appearing in Note 6 to this report
 - Consolidated Details of Short-Term Borrowings as Restated as appearing in Note 7 to this report;
 - Consolidated Details of Trade Payables as Restated as appearing in Note 8 to this report;
 - Consolidated Details of Other Current Liabilities as Restated as appearing in Note 9 to this report;
 - Consolidated Details of Short-Term Provisions as Restated as appearing in Note 10 to this report;
 - Consolidated Details of Tangible & Intangible Assets as Restated as appearing in Note 11 to this report;
 - Consolidated Details of Non-Current Investment as appearing in Note 12 to this report;
 - Consolidated Details of Deferred Tax Assets as Restated as appearing in Note 6 to this report
 - Consolidated Details of Long-Term Loans & Advances as Restated as appearing in Note 13 to this report;
 - Consolidated Details of Inventories as Restated as appearing in Note 14 to this report;
 - Consolidated Details of Trade Receivables as Restated enclosed as Note 15 to this report;
 - Consolidated Details of Cash and Cash Equivalents as Restated enclosed as Note 16 to this report;
 - Consolidated Details of Short-Term Loans & Advances as Restated as appearing in Note 17 to this report;
 - Consolidated Details of Other Current Assets as appearing in Note 18 to this report;
 - Consolidated Details of Revenue from operations as Restated as appearing in Note 19 to this report;
 - Consolidated Details of Particulars of Sale of Product as Restated as appearing in Note 19 to this report.
 - Consolidated Details of Other Income as Restated as appearing in Note 20 to this report;
 - Consolidated Details of Purchase of Stock-in-Trade as Restated as appearing in Note 21 to this report;
 - Consolidated Details of Changes in Inventories Stock in Trade as Restated as appearing in Note 22 to this report;
 - Consolidated Details of Employee Benefit Expenses as Restated as appearing in Note 23 to this report;
 - Consolidated Details of Finance Cost as Restated as appearing in Note 24 to this report;
 - Consolidated Details of Depreciation and Amortisation as Restated as appearing in Note 11 to this report;
 - Consolidated Details of Other expenses as Restated as appearing in Note 25 to this report;
 - Consolidated Statement of Tax Shelters as Restated as appearing in Annexure 6 to this report.
 - Consolidated Details of Other Income as Restated as appearing in Annexure 7 to this report;
 - Consolidated Details of Summary of Accounting Ratios as Restated as appearing in Annexure 8 to this report
 - Consolidated Capitalization Statement as Restated as at March 31, 2018 as appearing in Annexure 9 to this report;
 - Consolidated Details of Related Parties Transactions as Restated as appearing in Annexure 10 to this report;
 - Consolidated Details of Borrowings as Restated as appearing in Annexure 11 to this report;
10. We, Pankaj P. Sanghavi & 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 issued by the “Peer Review Board” of the ICAI.



11. 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.
12. The report should not in any way be construed as a re-issuance or re-dating of any of the previous audit reports issued by any other Firm of Chartered Accountants nor should this report be construed as a new opinion on any of the financial statements referred to therein.
13. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
14. In our opinion the above financial information contained in Annexure 1 to 34 of this report read with the respective Significant Accounting Policies and Notes to Accounts as set out in Annexure 4 are prepared after adjusting and regrouping as considered appropriate and have been prepared in accordance with the Act, ICDR Regulations, Engagement Letter and Guidance Note.
15. Our report is intended solely for use of the management and for inclusion in the Offer Document in connection with the Initial Public Offering of the Company. Our report should not be used, referred to or adjusted for any other purpose except with our consent in writing.

For Pankaj P Sanghavi & Co.
Chartered Accountants
Firm Registration No.: 107356W

Hemant R Shah
Partner
Membership No.: 047287

Place : Mumbai
Date : January 30, 2019

CONSOLIDATED STATEMENT OF ASSETS AND LIABILITIES AS RESTATED

(Rs. In Lakh except share data and unless otherwise stated)

	Notes	As At	As At	As at March 31,		
		31.07.2018	09.05.2018	2018	2017	2016
EQUITY AND LIABILITIES						
Shareholders Funds						
a. Share Capital	3	1,339.70	802.31	780.67	321.92	331.91
b. Other Equity	4	103.74	588.72	559.92	169.63	133.98
		1,443.44	1,391.03	1,340.59	491.55	465.89
Non Current Liabilities						
a. Long Term Borrowings	5	335.41	335.38	335.39	35.42	95.36
b. Other Non Current Liabilities		-	-	-	-	-
c. Deferred Tax Liabilities	6	-	-	-	-	-
d. Long Term Provisions		-	-	-	-	-
		335.41	335.38	335.39	35.42	95.36
Current Liabilities						
a. Short Term Borrowings	7	1,712.21	1,525.76	1,327.23	1,301.26	1,093.72
b. Trade Payables	8	926.82	485.86	350.40	166.68	143.38
c. Other Current Liabilities	9	377.49	442.36	500.13	141.95	259.98
d. Short Term Provisions	10	265.88	209.27	186.21	2.34	5.22
		3,282.41	2,663.26	2,363.97	1,612.24	1,502.30
TOTAL OF EQUITY AND LIABILITIES		5,061.25	4,389.67	4,039.94	2,139.21	2,063.55
ASSETS						
Non Current Assets						
a. Fixed Assets						
i. Tangible Assets	11	133.46	138.98	139.98	157.61	174.62
ii. Intangible Assets		-	-	-	-	-
iii. Capital W-I-P		30.00	-	-	-	-
b. Non Current Investments	12	9.02	9.02	9.02	9.02	7.02
c. Deferred tax assets	6	1.42	1.46	1.47	1.25	0.91
d. Long-term loans and advances	13	0.40	0.40	0.40	0.40	0.39
e. Other non-current assets						
		174.30	149.86	150.87	168.28	182.94
Current Assets						
a. Current Investment						
b. Inventories	14	1,934.50	1,541.70	1,453.23	1,117.90	1,086.39
c. Trade Receivables	15	2,522.51	2,240.99	2,013.93	813.92	753.73
d. Cash and Cash Equivalents	16	78.05	66.50	28.94	25.76	29.29
e. Short Term Loans & Advances	17	351.74	389.58	392.41	12.85	10.65
f. Other Current Assets	18	0.15	1.03	0.56	0.50	0.55
		4,886.95	4,239.81	3,889.07	1,970.93	1,880.61
TOTAL OF ASSETS		5,061.25	4,389.67	4,039.94	2,139.21	2,063.55
Significant Policies and Notes to Accounts	1 to 25					

The Notes referred to above form an integral part of these financial statements.

This is the Balance Sheet referred to in our report of even date.

For Pankaj P. Sanghavi & Co.

Chartered Accountants

Firm Registration No.: 107356W

For and on behalf of the Board of Directors

(Manish Paras Chhajed)

Director & CFO

DIN: 06471255

(Kiran Paras Chhajed)

Whole Time Director

DIN: 06471251

Hemant R Shah

Partner

Membership No.: 047287

Place : Mumbai

Date : January 30, 2019

(Mitti Mitesh Jain)

Company Secretary

WELPAR PHARMBIZZ LIMITED

CIN:U74999MH2018PLC309197

ANNEXURE -2

CONSOLIDATED STATEMENT OF PROFIT AND LOSS AS RESTATED

(Rs. In Lakh except share data and unless otherwise stated)

Particulars	Notes	As At 31.07.2018	As At 09.05.2018	For the year ended March 31,		
				2018	2017	2016
INCOME						
Revenue from Operations	19	1,808.83	758.67	7,416.04	7,661.75	7,431.56
Other Income	20	0.87	0.89	5.54	8.36	12.27
Total Income (A)		1,809.71	759.56	7,421.58	7,670.11	7,443.83
EXPENDITURE						
Purchase of Stock-In-Trade	21	2,650.52	705.54	6,544.18	6,934.23	6,752.02
Change in inventory of Stock-in-trade	22	-1,185.62	-88.48	-335.33	-31.51	-77.86
Employee benefit expenses	23	41.50	9.19	104.88	172.37	157.89
Finance costs	24	59.81	33.88	222.11	197.64	218.60
Depreciation and amortisation expense	11	5.52	1.11	20.38	23.91	30.06
Other Expenses	25	60.14	23.39	269.47	319.31	322.03
Total Expenses (B)		1,631.86	684.63	6,825.70	7,615.96	7,402.73
Profit/(Loss) before exceptional ,extraordinary items and tax		177.84	74.93	595.88	54.15	41.11
Less: Exceptional Items		-	-	-	-	-
Profit/(Loss) before extraordinary items and tax (A-B)		177.84	74.93	595.88	54.15	41.11
Prior Period Items		-	-	-	-	-
Extra ordinary items		-	-	-	-	-
Profit/(Loss) before tax		177.84	74.93	595.88	54.15	41.11
Tax expense :				-	-	-
Current tax		56.61	23.06	206.05	18.85	14.17
Earlier Year Tax adjusted in the year to which it relates		-	-	0.24	0.00	0.01
Deferred Tax		-0.05	-0.01	0.22	0.34	0.91
MAT Credit						-
Profit/(Loss) after tax		121.18	51.86	390.29	35.64	27.86
Profit for the year		121.18	51.86	390.29	35.64	27.86
Basic & Diluted Earning Per Share		8.57	48.92	368.20	33.63	26.29
Significant Policies and Notes to Accounts	1 to 25					

The Notes referred to above form an integral part of these financial statements.

This is the Statement of Profit and Loss referred to in our report of even date.

For Pankaj P. Sanghavi & Co.

Chartered Accountants

Firm Registration No.: 107356W

For and on behalf of the Board of Directors**(Manish Paras Chhajed)**

Director & CFO

DIN: 06471255

(Kiran Paras Chhajed)

Whole Time Director

DIN: 06471251

Hemant R Shah

Partner

Membership No.: 047287

Place : Mumbai

Date : January 30, 2019

(Mitti Mitesh Jain)

Company Secretary

CONSOLIDATED STATEMENT OF CASH FLOW AS RESTATED

(Rs. In Lakh except share data and unless otherwise stated)

Particulars	As At	As At	For the year ended March 31,		
	31.07.2018	09.05.2018	2018	2017	2016
Cash Flow From Operating Activities:					
Profit before tax	177.84	74.93	595.88	54.15	41.11
Dividend Received	-	-	-0.66	-0.60	-0.60
Preliminary Expenditure	-14.48	-	-	-	-
Interest Paid	59.81	33.88	222.11	197.64	218.60
Depreciation	5.52	1.11	20.38	23.91	30.06
Operating Profit Before Working Capital Changes	228.69	109.92	837.71	275.10	289.16
Adjusted for (Increase)/ Decrease in:					
Other Current assets	0.88	-0.47	-0.06	0.05	-0.55
Inventories	-392.80	-88.48	-335.33	-31.51	-77.86
Trade Receivables	-281.52	-227.06	-1,200.01	-60.19	-187.86
Trade Payables	440.96	135.46	183.72	23.30	-50.51
Short term loans & advances	37.84	2.82	-380.79	-2.22	49.16
Other Current Liabilities	-64.87	-57.76	358.17	-118.03	7.62
Short Term Borrowings	132.14	175.48	25.97	207.54	178.78
Deduct: Direct taxes (Net)	-	-	-20.69	-21.72	-9.63
Cash Generated From Operations	101.32	49.91	-531.30	272.32	198.31
Cash Flow From Investing Activities:					
Cash acquired on account of merger					
Purchase of fixed assets	-	-0.11	-2.75	-6.89	-12.80
Dividend Income	-	-	0.66	0.60	0.60
Capital Work in progress	-30.00	-	-	-	-
Purchase of Non-current investments	-	-	-	-2.00	-
(Increase)/Decrease in Long term Loans & Advances	-	-	-0.01	-	-
Net Cash Flow from/(used in) Investing Activities: (B)	-30.00	-0.11	-2.10	-8.29	-12.19
Cash Flow from Financing Activities:					
Issue Price					
Proceeds from Issue of shares	0.00	-	-	-	-
Receipt / (repayment) of long term borrowings	0.03	-0.00	299.96	-59.93	-29.91
Capital Introduced	-	21.64	458.75	-9.99	63.26
Interest Paid	-59.81	-33.88	-222.11	-197.64	-218.60
Net Cash Flow from/(used in) Financing Activities (C)	-59.78	-12.24	536.60	-267.56	-185.25
Net Increase/(Decrease) in Cash & Cash Equivalents (A+B+C)	11.55	37.55	3.20	-3.54	0.87
Cash & Cash Equivalents As At Beginning of the Year	66.50	28.95	25.75	29.29	28.42
Cash & Cash Equivalents As At End of the Year	78.05	66.50	28.95	25.75	29.29
Closing Cash and Bank Balance shown in Balance Sheet	78.06	66.50	28.94	25.76	29.29
Bank Balance	16.51	9.47	8.09	3.76	0.82
Cash Balance	61.55	57.03	20.85	22.00	28.47

This is the Cash Flow Statement referred to in our report of even date

For Pankaj P. Sanghavi & Co.

Chartered Accountants

Firm Registration No.: 107356W

For and on behalf of the Board of Directors

(Manish Paras Chhajed)

Director & CFO

DIN: 06471255

(Kiran Paras Chhajed)

Whole Time Director

DIN: 06471251

Hemant R Shah

Partner

Membership No.: 047287

Place : Mumbai

Date : January 30, 2019

(Mitti Mitesh Jain)

Company Secretary

WELPAR PHARMBIZZ LIMITED

CIN:U74999MH2018PLC309197

NOTE - 1 & 2

NOTES TO THE RESTATED FINANCIAL STATEMENTS

1 CORPORATE INFORMATION

The M/s Welpar Pharbizz Limited was incorporated on 10th May, 2018 Under the provisions of Companies Act, 2013 with Registrar of Companies , Maharashtra Vide Registration No: U74999MH2018PIC309197. Pursuant to Partner's Meeting held on 10th April, 2018 by Conversion of Partnership Firm into Company. The said partnership firm originally constituted on 3rd September, 2013.

2 SIGNIFICANT ACCOUNTING POLICIES

2.1 Basis Of Preparation of Financial Statements

The restated consolidated summary statement of assets and liabilities of the Company as at July 31, 2018, May 09, 2018, March 31, 2018, March 31, 2017, March 31, 2016 and the related restated consolidated summary statement of profits and loss and cash flows for the years ended July 31, 2018, May 09, 2018, March 31, 2018, March 31, 2017, March 31, 2016, have been compiled by the management from the audited financial statements of the Company and its subsidiary M/s. Welcome Enterprises for the period/years ended on July 31, 2018, May 09, 2018, March 31, 2018, March 31, 2017, March 31, 2016 approved by the Board of Directors of the Company. The Restated consolidated Summary Statements have been 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 notified sections, schedules, rules of the Companies Act, 2013 including the Accounting Standards as prescribed by the companies (Accounting Standard) 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 the Companies (Accounts) Rules, 2014). Restated Consolidated Summary Statements have been prepared specifically for inclusion in the offer document to be filed by the Company with the BSE SME in connection with its proposed Initial public offering of equity shares. The Company's management has recast the financial statements in the form required by Schedule III of the Companies Act, 2013 for the purpose of Restated Summary Statements.

The Restated Consolidated Financial Statement is prepared in pursuance to AS-21 on the basis of Control of the composition of the governing body of M/s. Welcome Enterprises, so as to obtain economic benefit from its activities as there was common working partners in both the Enterprises. However Restated Consolidated financial statement as on July 31, 2018 prepared on the basis of direct ownership in its wholly owned subsidiary M/s. Welcome Enterprises as the company owned 99% share in the partners' capital of M/s. Welcome Enterprises and also control exists in terms of composition of subsidiary's governing body.

As M/s Welpar Pharbizz Limited and M/S Welcome Enterprises consolidated as per AS-21, so as transaction entered in to between the organisations and balances stood as on closing date of each Restated Financial Year/ Period are eliminated in the Restated Consolidated Financial Statement.

The accounting policies adopted in the preparation of financial statements are consistent with those of previous year except as otherwise stated.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company ascertains its operating cycle for the purpose of current/non-current classification of assets and liabilities.

2.2 Presentation and disclosure of financial statements

The company followed Schedule III notified under the Companies Act 2013, for preparation and presentation of its financial statements. The adoption of Schedule III does not impact recognition and measurement principles followed for preparation of financial statements. However, it has significant impact on presentation and disclosures made in the financial statements.

The Schedule III allows line items, sub-line items and sub-totals to be presented as an addition or substitution on the face of the financial statements when such presentation is relevant to an understanding of the company's financial position or performance or to cater to industry/sector-specific disclosure requirements.

The presentation of financial statements requires estimates and assumptions to be made with respect to 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.

2.3 Use Of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles require management to make judgements, estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period end. Although these estimates are based upon 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.

2.4 Cash and cash equivalents

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.

2.5 Cash Flow Statement

Cash flow statement has been prepared as per requirements of Accounting Standard - 3. Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. Cash flows from operating, investing and financing activities of the Company are segregated, accordingly.

2.6 Accounting for Taxes on Income

Current Tax :-

Provision for current tax is made after taken into consideration benefits admissible under the provisions of the Income Tax Act, 1961.

Deferred Taxes :-

Deferred Income Tax is provided using the liability method on all temporary difference at the balance sheet date between the tax basis of assets and liabilities and their carrying amount for financial reporting purposes.

1. Deferred Tax Assets are recognized for all deductible temporary differences to the extent that it is probable that taxable profit will be available in the future against which this items can be utilized.

2. Deferred Tax Assets and liabilities are measured at the tax rates that are expected to apply to the period when the assets is realized or the liability is settled, based on tax rates (and the tax) that have been enacted or enacted subsequent to the balance sheet date.

2.7 Investments

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as Current Investments. All other investments are classified as Long Term Investments.

On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties.

Both current investments and long term investments are carried in the financial statements at cost.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

2.8 Current Assets, Loans & Advances

In the opinion of the Board and to the best of its knowledge and belief the value o realisation of current assets in the ordinary course of business would not be less than the amount at which they are stated in the Balance Sheet and repayable on demand.

2.9 **Inventories**

Stock-in-Trade purchased by the Company are carried at lower of cost less VAT/ GST availed or net realisable value after providing for obsolescence, if any.

Cost of inventories comprises all costs of purchase and other costs incurred in bringing them to their respective present location and condition.

2.10 **Property, Plant and Equipment and Depreciation**

Tangible assets

Property, plant and equipment are stated at cost net of recoverable taxes, trade discounts and rebates and include amounts added on revaluation (if any), less accumulated depreciation and impairment loss, if any. Cost comprises its purchase price, borrowing cost and any cost attributable to bringing the asset to its working condition for its intended use, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the assets.

Subsequent expenditures related to an item of property, plant and equipment are added to its book value if and only if, it is probable that future economic benefits associated with the item will flow to the Enterprises and the cost of the item can be measured reliably.

Capital work in-progress represents expenditure incurred in respect of assets which are yet to be brought to its working condition for its intended use and are carried at cost. Cost includes related acquisition expenses, construction or development cost, borrowing costs capitalised and other direct expenditure.

Depreciation

Depreciation has been provided as per Written Down value (WDV) Method at the rates and manner for the year/period ending on 10th May to 31st July, 2018, 1st April to 9th May 2018, 31st March 2018, 31st March, 2017, 31st March, 2016 and it is provided as per the useful life prescribed under schedule II of the Companies Act, 2013 on single shift till the residual value of the asset is reduced equal to 5% of the original cost. However depreciation of its subsidiary M/s Welcome Enterprises is calculated as per Written Down value (WDV) Method of Income Tax Act, 1961 as Schedule II of Companies Act is not applicable to that Enterprises.

Pro Rata Basis to result in a more appropriate preparation or presentation of the financial statements. In respect of assets added/sold during the period/year, pro-rata depreciation has been provided at the rates prescribed under Schedule II.

2.11 **Revenue Recognition**

Sale of goods and Services are recognized at the point of dispatch of goods to customers, sales are exclusive of Vat/ Gst and Freight Charges if any. The revenue and expenditure are accounted on a going concern basis.

Interest Income is Recognized on a time proportion basis taking into account the amount outstanding and the rate applicable i.e. on the basis of matching concept. Dividend from investments in shares / units is recognized when the company receives it, if any.

Rent Income is accounted as and when the invoice is raised by the Company i.e. on the 1st day of every month.

2.12 **Employees Retirement Benefit Plan**

a. Provident Fund:-

Provident fund is a defined contribution scheme as the company pays fixed contribution at predetermined rates. The obligation of the company is limited to such fixed contribution. The contributions are charged to Statement of Profit and Loss.

b. Provision for Gratuity:-

As per Accounting Standard- 15 (Employee Benefits) issued by the Institute of Chartered Accountants of India, Company is required to assess its gratuity liability each year on the basis of actuarial valuation and make provision for gratuity liability. However, company has not provided for gratuity liability in the financial statement and has not taken any actuarial valuation report. So same have been not provided in financial statements.

2.13 **Borrowing Cost**

Borrowing costs directly attributable to the acquisition of qualifying assets are capitalized till the same is ready for its intended use. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing cost is charged to revenue.

2.14 Earning Per Share

The Company reports Basic and Diluted earnings per equity share in accordance with the Accounting Standard - 20 on Earning Per Share. In determining earning per share, the Company considers the net profit after tax and includes the post tax effect of any extraordinary/exceptional items. The number of shares used in computing basic earning per share is the weighted average number of equity shares outstanding during the period. The numbers of shares used in computing diluted earning per share comprises the weighted average number of equity shares that would have been issued on the conversion of all potential equity shares. Dilutive potential equity shares have been deemed converted as of the beginning of the period, unless issued at a later date.

2.15 Provision, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognised 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 Liabilities are not recognised but are disclosed in the notes. Contingent Assets are neither recognised nor disclosed in the financial statements.

The company has an outstanding demand of Income Tax of Rs. 31,620/- of AY 2017-18 related to the erstwhile partnership firm M/s Welcome Agencies.

2.16 Contingencies and Events Occurring After the Balance Sheet Date

Effects of, events occurred after Balance Sheet date and having material effect on financial statements are reflected wherever required.

2.17 Net Profit or loss for the period/ years, prior period/ years items and changes in accounting policies

Material items of prior period, non-recurring and extra ordinary items are shown separately, If any.

2.18 Changes in Accounting Policies in the period/ years covered in the restated financials

There are no changes in significant accounting policies for the period/ years covered in the restated financials except the change in depreciation method, which was previously followed under WDV method of Income Tax Act only, now it has been changed to Companies Act.

WELPAR PHARMBIZZ LIMITED

CIN:U74999MH2018PLC309197

ANNEXURE - 4

RECONCILIATION OF RESTATED PROFIT:

(Rs. In Lakh except share data and unless otherwise stated)

Adjustments for	As At	As At	For the year ended March 31,		
	31.07.2018	09.05.2018	2018	2017	2016
Net Profit/(Loss) after Tax as per Audited Profit & Loss Account	259.18	66.67	390.97	35.55	29.39
<u>Adjustments for:</u>					
Profit from Partnership Firm	102.65	-	-	-	-
Depreciation & Amortization	2.80	-8.26	0.66	1.09	2.96
Adjustment of Deferred Tax	0.05	0.01	-0.22	-0.34	-0.91
Adjustment Provision for Tax	32.50	23.06	0.25	-0.85	-0.52
Net Profit/ (Loss) After Tax as Restated	121.18	51.86	390.28	35.65	27.87

Notes:

Explanatory notes to the above restatements made in the audited financial statements of the Company for the respective years/ period.

Adjustments having impact on Profit

Profit from Partnership Firm(M/S Welcome Enterprises) has been adjusted based on restated consolidated Depreciation for period from FY 2015-2016 to 31.07.2018 has been recalculated in accordance with WDV method on the useful lives in the manner specified in Schedule II to the Companies Act, 2013. Deferred tax is calculated in the restated accounts on account of difference of depreciation as per Companies Act and Income Tax Act. Further deferred tax has also been considered on business loss as per Income Tax. Income tax has been adjusted based on the restated profits.

Explanatory Notes regarding Adjustments

Appropriate adjustments have been made in the restated financial statements, wherever required, by reclassification of the corresponding items of income, expenses, assets and liabilities, in order to bring them in line with the groupings as per the audited financials of the Company for all the years and the requirements of the SEBI (ICDR) Regulations, 2018.

WELPAR PHARMBIZZ LIMITED

CIN:U74999MH2018PLC309197

RECONCILIATION OF RESTATED EQUITY/ NETWORTH

ANNEXURE - 5

(Rs. In Lakh except share data and unless otherwise stated)

Adjustments for	As At	As At	For the year ended March 31,		
	31.07.2018	09.05.2018	2018	2017	2016
Equity / Net worth/Partners Capital As per Audited Financials	1,480.72	1,405.92	1,342.70	492.98	467.42
<u>Adjustments for:</u>					
Differences pertaining to changes in Profit/ Loss due to Restated Effect for the period covered in Restated Financial	(154.12)	(16.92)	(2.11)	(1.43)	(1.52)
Differences pertaining to Conversion to loan from partners' capital	-	2.04	-	-	-
Adjustment on account of Capital Reserve	106.12	-	-	-	-
Adjustment on account of Other Partners' Balances in Welcome Enterprise	10.72	-	-	-	-
Equity/Net worth/ Partners Capital as Restated	1,443.44	1,391.04	1,340.59	491.55	465.90

Notes:

Explanatory notes to the above restatements made in the audited financial statements of the Company for the respective years/ period.

Adjustments having impact on Profit

Amounts relating to the prior period have been adjusted in the year to which the same relates to and the same amount is arrived on account of change in Opening Balance of Reserves & Surplus due to the restated effect on the Profit/ (Loss) of prior period

Explanatory Notes regarding Adjustments

Appropriate adjustments have been made in the restated financial statements, wherever required, by reclassification of the corresponding items of income, expenses, assets and liabilities, in order to bring them in line with the groupings as per the audited financials of the Company for all the years and the requirements of the SEBI (ICDR) Regulations, 2018.

WELPAR PHARMBIZZ LIMITED

CIN:U74999MH2018PLC309197

ANNEXURE - 6

STATEMENT OF TAX SHELTERS

(In Lakh except share data and unless otherwise stated)

Particulars	As At	As At	As at March 31		
	31.07.2018	09.05.2018	2018	2017	2016
Restated Profit before tax (A)*	177.84	74.93	595.88	54.16	41.11
Tax Rate including surcharge & Cess (%)	27.82%	30.90%	34.61%	30.90%	30.90%
MAT Rate including surcharge & Cess (%)	20.59%	19.06%	21.34%	19.06%	19.06%
Adjustments :					
Permanent Differences(B)					
Disallowance u/s 14A	-	-	-	-	-
Prior Period Items	-	-	-	-	-
Disallowance u/s 37					
Profit/(Loss) on Sale of Fixed Asset					
Expenses related to Exempt Income					
CSR Expenditure					
Any Other Item	0.16	-	0.42	7.27	1.84
Exempt Income	-	-	-	-	-
Profit from Partnership Firms	-	-	-	-	-
Dividend	-	-	-	-	-
Profit on Car Sale	-	-	-	-	-
Late fees of Tds Return	-	-	-	-	-
Late fees of VAT Return	-	-	-	-	-
Income considered separately	-	0.87	5.54	5.16	0.60
Total Permanent Differences(B)	0.16	-0.87	-5.11	2.11	1.24
Timing Differences (C)					
Difference between tax depreciation and book depreciation	-0.17	-0.04	0.65	1.09	2.96
Provision for Gratuity					
Provision for Sales Tax					
Total Timing Differences (C)	-0.17	-0.04	0.65	1.09	2.96
Net Adjustments D = (B+C)	-0.17	-0.04	0.65	1.09	2.96
Tax expense / (saving) thereon	-0.05	-0.01	0.22	0.34	0.91
Incomes Considered Separately					
Income from House Property					
Rent Received/Receivable	-	0.87	4.88	4.56	-
Less: Tax paid to local authorities	-	-	0.11	0.11	-
Annual Value	-	0.87	4.77	4.45	-
Less: Standard deduction u/s 24(a) @ 30% of Annual value	-	0.26	1.43	1.33	-
	-	0.61	3.34	3.11	-
Long Term Capital Gains:					
Higher of Sale Consideration and Stamp Valuation					
Less: Indexed Cost of Acquisition					
Long Term Capital Gain					
Short term Capital Gains:					
Sale Consideration					
Less: Cost of Acquisition					
Short Term Capital Gain					
Less: Brought Forward Loss					
Less: Deduction under chapter VIA	0.06		0.06	0.07	0.06
	-	-	0.66	0.60	0.60
	-	-	0.66	0.60	0.60
Taxable Income/(Loss) (A+F)	177.77	74.63	595.35	61.00	45.85
Restated Profit For The Purpose of MAT					
Restated Profit Before tax					
Brought Forward Loss					
Add: Provision for Gratuity as per restated accounts					
Less: Other Adjustments					
Add: Amounts Written Back					
Taxable Income/(Loss) as per MAT					
Tax at Special rate u/s 111A and 112					
Tax at Normal Rate	56.61	23.06	206.05	18.85	14.17
Adjustment of earlier years tax					
Total Tax					
Tax at MAT Rate	36.62	14.28	127.16	10.32	7.84
Income Tax as returned/computed					
Tax paid as per normal or MAT	Normal	Normal	Normal	Normal	Normal

WELPAR PHARMBIZZ LIMITED

CIN:U74999MH2018PLC309197

DETAILS OF OTHER INCOME AS RESTATED

ANNEXURE - 7

(In Lakh except share data and unless otherwise stated)

Particulars	As At	As At	For the Year Ended March 31		
	31.07.2018	09.05.2018	2018	2017	2016
Other income	0.87	0.89	5.54	8.36	12.27
Net Profit Before Tax as Restated	177.84	74.93	595.88	54.15	41.11
Percentage (%)	0.49%	1.19%	0.93%	15.44%	29.85%

Source of Income

SUNDRY BALANCES W/O	-	-	-	-	6.77	Non recurring and not related to business activity.
DISCOUNT RECEIVED	-	0.02	0.00	0.01	-	related to business activity.
DIVIDEND	-	-	0.66	0.60	0.60	related to business activity.
LIABILITIES WRITTEN OFF (NET)	-	-	-	-	1.22	related to business activity.
MISCELLANEOUS RECEIPTS	-	-	-	0.01	0.09	Non recurring and not related to business activity.
OTHER INTEREST	-	-	-	3.19	3.58	Non recurring and not related to business activity.
RENT INCOME	0.87	0.87	4.88	4.56	-	Non recurring and not related to business activity.
Total Other Income	0.87	0.89	5.54	8.36	12.27	

WELPAR PHARMBIZZ LIMITED

CIN:U74999MH2018PLC309197

DETAILS OF ACCOUNTING RATIOS AS RESTATED

ANNEXURE -8

(In Lakh except share data and unless otherwise stated)

Particulars	As At	As At	For the year ended March 31,		
	31.07.2018	09.05.2018	2018	2017	2016
Restated PAT as per Profit & Loss Statement	121.18	51.86	390.29	35.64	27.86
Restated Earnings Before Interest, Tax, Depreciation and Amortization (EBITDA)	243.17	109.92	838.37	275.70	289.76
Weighted Average Number of Equity Shares at the end of the Year/Period	14.13	1.06	1.06	1.06	1.06
Number of Equity Shares outstanding at the end of the Year/Period	133.97	1.06	1.06	1.06	1.06
Net Worth	1,443.44	1,391.03	1,340.59	491.55	465.89
Earnings Per Share					
Basic & Diluted (Pre Bonus)	8.57	48.92	368.20	33.63	26.29
Return on Net Worth (%)	8.40%	3.73%	29.11%	7.25%	5.98%
Net Asset Value Per Share (Rs)	10.77	1312.30	1264.70	463.73	439.52
Current Assets	4886.95	4239.81	3889.07	1970.93	1880.61
Current Liability	3282.41	2663.26	2363.97	1612.24	1502.30
Current ratio	1.49	1.59	1.65	1.22	1.25
Nominal Value per Equity share (Rs.)	10.00	10.00	10.00	10.00	10.00

Notes -

Ratios have been calculated as below:

Basic and Diluted Earnings Per Share (EPS) (Rs.)	$\frac{\text{Restated Profit after Tax available to equity Shareholders}}{\text{Weighted Average Number of Equity Shares at the end of the year / period}}$
Return on Net Worth (%)	$\frac{\text{Restated Profit after Tax available to equity Shareholders}}{\text{Restated Net Worth of Equity Shareholders}}$
Net Asset Value per equity share (Rs.)	$\frac{\text{Restated Net Worth of Equity Shareholders}}{\text{Number of Equity Shares outstanding at the end of the year / period}}$
Current ratio=	$\frac{\text{Current Assets}}{\text{Current Liability}}$

2. EBIDTA represents earnings (or profit/loss) before finance costs, income taxes and depreciation and amortization expenses . Extraordinary and exceptional items has been considered in the calculation of EBITDA as they were expenses items

3. Net Profit as restated, as appearing in the statement of profit and losses, has been considered for the purpose of computing the above ratios. These ratios are computed on the basis of the restated financial information of the company.

4. Earnings per share calculations are done in accordance with Accounting Standard 20 "Earnings per share " issued by the Institute of Chartered of India"

5. The paid up capital of the company as on 31.07.2018 was Rs.13,39,70,000/- consisting of 1,33,97,000 shares of Rs.10/- each. The number of shares outstanding for the period ended 09.05.2018 and year ended 31.03.2016, 2017 & 2018 has been considered as 1,06,000 shares of Rs.10/- each for the purpose of EPS, Return on Net Worth & NAV calculation.

6. Net worth for the period ended 09.05.2018 and year ended 31.03.2016, 2017 & 2018 has been considered as Partners' Capital and Share of Profit of the respective period/ years.

WELPAR PHARMBIZZ LIMITED

CIN:U74999MH2018PLC309197

ANNEXURE - 9

CAPITALISATION STATEMENT AS AT 31ST JULY, 2018**(In Lakh except share data and unless otherwise stated)**

Particulars	Pre Issue	Post Issue
Borrowings		
Short term debt (A)	1,943.71	[●]
Long Term Debt (B)	335.41	[●]
Total debts (C)	2,279.12	[●]
Shareholders' funds		
Equity share capital	1,339.70	[●]
Reserve and surplus - as restated	103.74	[●]
Total shareholders' funds	1,443.44	[●]
Long term debt / shareholders funds	0.23	[●]
Total debt / shareholders funds	1.58	[●]

Notes:

Short term debt includes current maturities of long term debt

On 10th May 2018 the company has issued 106000 equity shares of Rs.10/- each

On 20th July 2018 the company has issued 13291000 equity shares of Rs.10/- each

DETAILS OF RELATED PARTY TRANSACTIONS

Annexure - 10

(Rs. In Lakh except share data and unless otherwise stated)

Name	Relationship	Nature of Transaction	Amount of Transaction upto 31.07.2018	Amount Outstanding 31.07.2018 (Payable)/ Receivable	Amount of Transaction upto 09.05.2018	Amount Outstanding 09.05.2018 (Payable)/ Receivable	Amount of Transaction in 31.03.2018	Amount Outstanding 31.03.2018 (Payable)/ Receivable	Amount of Transaction in 31.03.2017	Amount Outstanding 31.03.2017 (Payable)/ Receivable	Amount of Transaction in 31.03.2016	Amount Outstanding 31.03.2016 (Payable)/ Receivable
Dipesh Chhajed	Director	Remuneration	6.00	3.99	-	-	-	-	3.60	-	3.60	-
		Rent	1.45	19.97	1.45	18.40	9.87	16.83	8.70	7.83	8.70	15.36
		Interest to Partners	-	-	-	-	-	-	9.91	-	4.57	-
Kiran Chhajed	Director	Remuneration	6.00	3.99	-	-	-	-	-	-	-	-
Manish Chhajed	Director	Remuneration	6.00	3.99	-	-	-	-	15.00	-	7.20	-
	Director	Interest to Partners	-	-	-	-	-	-	14.68	-	17.99	-
Paras Chhajed	Director Father	Petrol Expenses	0.62	-	0.25	-	2.64	-	2.00	-	1.68	-
	PARTNER - WA	Remuneration	-	-	-	-	-	-	4.80	-	4.80	-
	PARTNER - WA	Interest to Partners	-	-	-	-	-	-	15.98	-	7.13	-
Welcome Enterprises	Welpar is Partner	Purchase	-	-	19.30	337.10	539.68	336.69	267.97	-	173.26	-
		Interest on Loan	-	-	-	-	-	-	-	-	0.34	-
Welcome Healthcare	Director is a Proprietor	Purchase	202.57	0.07	2.21	0.07	28.13	3.13	51.70	0.07	62.54	0.07
Dipesh Chhajed		Petrol Expenses	0.02	-	-	-	-	-	-	-	-	-
		Rent	-	-	-	-	-	-	1.80	1.80	1.80	3.60
	Welcome Enterprises	Interest on Capital	-	-	-	-	-	-	11.73	-	4.32	-
		Remuneration	-	-	-	-	-	-	24.00	-	21.00	-
Paras Chhajed	PARTNER'S FATHER	Rent	1.80	1.08	0.54	0.54	7.20	0.54	7.20	0.54	7.20	0.54
Welcome Healthcare	Partner in Welcome Enterprises is Proprietor of the firm	Purchase	46.14	165.24	3.32	126.43	367.91	126.30	65.41	-	30.27	-
Welcome Agencies		Purchase	38.03	2.98	25.74	3.55	257.29	-	284.49	-	189.70	-
		Interest	-	-	-	-	-	-	2.77	-	0.35	-
Kiran Chhajed	PARTNER IS WELCOME ENTERPRISES	Petrol Expenses	-	-	0.34	-	-	-	-	-	-	-
		Remuneration	-	-	-	-	-	-	24.00	-	21.00	-
		Interest on Capital	-	-	-	-	-	-	-	1.31	-	0.27
Paras Pharma Distributor	Partner in Welcome Enterprises is Proprietor of the firm	Purchase	-	-	-	-	187.73	-	31.07	-	5.47	-
	Partner(Paras Chhajed's)son in Welcome Agencies is Proprietor of the firm	Purchase	-	-	-	-	7.74	-	21.36	-	43.10	-
Shobha Chhajed	Wife of Partner(Paras Chhajed)	Rent	-	-	-	-	-	-	1.80	1.80	1.80	3.45
	Mother of Partner(Dipesh Chhajed)	Rent	-	-	-	-	-	-	1.80	-	1.80	3.45
Ashok Chhajed	Partner	Interest on Capital	-	-	-	-	-	-	4.16	-	6.53	-
Zenova Therapeutics	Partner's (Dipesh Chhajed) Brother is Director of the Company	Purchase	-	-	-	-	-	-	-	-	0.07	-
Pharmaworld International	Partner's (Paras Chhajed) Brother is Partner in the firm	Purchase	-	-	-	-	-	-	-	-	0.57	-

WELPAR PHARMBIZZ LIMITED

CIN:U74999MH2018PLC309197

ANNEXURE -11

(Rs. In Lakh except share data and unless otherwise stated)

Sr. No.	Name of Lender	Nature of Facility	Amount Sanctioned	Amount outstanding as on July 31, 2018	Rate of Interest	Repayment Tenure	Security/ Principle Terms and Condition
1 Long Term Borrowings (Secured Loan):							
1	Deutsche Bank(Welcome Enterprises)	Business Loan	44.00	33.53	MCLR-8.45% +MARGIN 8.55%	36 Months	Unsecured Loan
2	Hdfc Bank(Welcome Enterprises)	Business Loan	50.00	39.54		36 Months	Unsecured Loan
3	Icici Bank(Welcome Enterprises)	Personal Loan	35.00	23.20	15.00% p.a.	24 Months	Unsecured Loan
4	Icici Bank(Welpar Pharbizz Limited)	Personal Loan	35.00	29.54	15.50% p.a.	36 Months	Unsecured Loan
5	Indusind Bank Limited (Welpar Pharbizz Limited)	Business Loan	35.00	24.85	18.75% p.a.	36 Months	Unsecured Loan
6	Indusind Bank Ltd(Welcome Enterprises)	Business Loan	40.00	27.03	18.75% p.a.	36 Months	Unsecured Loan
7	Kotak Mahindra Bank Ltd(Welpar Pharbizz Limited)	Personal Loan	30.00	18.61	16.00% p.a.	36 Months	Unsecured Loan
8	Kotak Mahindra Loan (Welcome Enterprises)	Business Loan	35.00	14.36	15.00% p.a.	18 Months	Unsecured Loan
9	Rbl Bank Limited (Welcome Enterprises)	Business Loan	35.00	0.02	18.25% p.a.	36 Months	Unsecured Loan
10	Rbl Bank Limited(Welpar Pharbizz Limited)	Business Loan	35.00	25.65	18.30% p.a.	36 Months	Unsecured Loan
11	Standard Chartered Bank(Welpar Pharbizz Limited)	Business Loan	50.00	29.65		12 Months	Unsecured Loan
				265.99			
2 Long Term Borrowings (Unsecured Loan):							
1	Aditya Birla Finance Limited(Welpar Pharbizz Limited)	Business Loan	50.00	36.87	14.5% p.a.	36 Months	Unsecured Loan
2	Bajaj Finserve - 75315(Welpar Pharbizz Limited)	Business Loan	25.00	13.05	13.28% p.a.	24 Months	Unsecured Loan
3	Capital First Ltd(Welcome Enterprises)	Business Loan	30.6	11.60	7.61% p.a.	24 Months	Unsecured Loan
4	Clix Capital Services Private Limited(Welpar Pharbizz Limited)	Business Loan	40.15	36.54	18.00% p.a.	36 Months	Unsecured Loan
5	Edelweiss Retail Finance Ltd(Welcome Enterprises)	Business Loan	40.00	23.22	18.00% p.a.	48 Months	Unsecured Loan
6	Equitas Small Finance Ltd.(Welpar Pharbizz Limited)	Business Loan	30.00	16.68	18.52% p.a.	24 Months	Financial Variable
7	India Infoline Finance Limited (Welcome Enterprises)	Business Loan	35.00	30.45	19.00% p.a.	36 Months	Unsecured Loan
8	Indian bulls fvl Finance Limited(Welpar Pharbizz Limited)	Business Loan	35.00	31.93	17.00% p.a.	36 Months	In favor of Development credit bank limited A/C no.-02445100000498
9	Intellecash Micro Finance Network(Welcome Enterprises)	Business Loan	25.00	20.26	1.50% p.a.	18 Months	Unsecured Loan
10	Magma Fincorp Ltd(Welcome Enterprises)	Business Loan	22.00	19.59	19.45% p.a.	24 Months	Hypothecation
11	Shriram City Union Finance Ltd(Welcome Enterprises)	Business Loan	19.7	30.41	8.25% p.a.	30 Months	Unsecured Loan
12	Tata Capital Financial Services Ltd(Welcome Enterprises)	Business Loan	35.00	16.50	18.55% p.a.	18 Months	Unsecured Loan
13	Visu Leasing & Finance Pvt Ltd(Welcome Enterprises)	Business Loan	30.00	13.81		24 Months	Unsecured Loan
				300.91			
3 Short Term Borrowings (Secured Loan):							
1	Nkgsb Bank(Welpar Pharbizz Limited)	Cash Credit	675.00	727.35	PLR-2.75% I.E. 12 p.a.	12 Months	Primary Security: Hypothecation of Stock & Book Debts (25% on Stock & 40%) Secondary security: Extension of equitable Mortgage(B/23 2nd Floor, Welpar Pharbizz Limited Shri Ram Industrial Premises Mumbai 400031 owned by Welcome Agencies, the firm, business of which is acquired by the company.) and (A/9, Gr. Floor, Welpar Pharbizz Limited Wadala Shriram Indl. Premises Co-op. Soc.Ltd., Plot no.13, Sewree Welpar Pharbizz Limited Wadala Estate G.D. Ambedkar Road, Welpar Pharbizz Limited Wadala, Mumbai-400031, owned by the Mr. Paras K. Chhajed, member of the company. the above secured loan is still in the name of erstwhile partnership firm M/s Welcome Agencies. However, the company has initiated the procedure to get the same transferred in the name of the company)
2	Nkgsb Bank(Welcome Enterprises)	Cash Credit	625.00	713.26	PLR-2.75% I.E. 12 p.a.	9.5 Months	Primary Security: Hypothecation of Stock & Book Debts (25% on Stock & 40%) Secondary security: Extension of equitable Mortgage(B/8, Welpar Pharbizz Limited Wadala Shriram Ind. Estate, 13 G.D. Ambedkar Road, Welpar Pharbizz Limited Wadala-West, Mumbai-400031, 805 Sq. ft. area, in the name of M/S Welcome Enterprises)
				1,440.61			
4 Short Term Borrowings (Unsecured Loan):							
From Director & Related parties							
1	Dipesh Chhajed Loan	Business Loan	NA	43.31	NA	On Demand	Unsecured Loan
2	Manish Chhajed Loan	Business Loan	NA	52.93	NA	On Demand	Unsecured Loan
3	Paras Chhajed Loan	Business Loan	NA	5.85	NA	On Demand	Unsecured Loan
4	Kiran P Chhajed Loan	Business Loan	NA	3.99	NA	On Demand	Unsecured Loan
				106.08			

WELPAR PHARMBIZZ LIMITED

CIN:U74999MH2018PLC309197

NOTE - 3

DETAILS OF SHARE CAPITAL AS RESTATED

(Rs. In Lakh except share data and unless otherwise stated)

Particulars	As at 31.07.2018	As at 09.05.2018	As at March 31,		
			2018	2017	2016
EQUITY SHARE CAPITAL :					
AUTHORISED:					
Equity Shares of Rs. 10 each (in Rs.)	1,850.00	-	-	-	-
No. of shares	1,85,00,000	-	-	-	-

Note:

Right, Preferences and Restrictions attached to Shares:

The Company has one class of equity shares having a par value of Rs. 10/- per share. Each Shareholder is eligible for one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company in proportion of their shareholding.

ISSUED, SUBSCRIBED AND PAID UP

Equity Shares of Rs. 10 each (in Rs.)	1,339.70	-	-	-	-
No. of shares	133.97	-	-	-	-
Partners Capital	-	802.31	780.67	321.92	331.91
	1,339.70	802.31	780.67	321.92	331.91

Reconciliation of number of shares outstanding at the end of the year:

Equity Shares at the beginning of the year	-	-	-	-	-
Add: Shares issued during the year	133.97	-	-	-	-
Add: Bonus shares issued during the year	-	-	-	-	-
TOTAL	133.97	-	-	-	-

Note:

The company was formed on 10th May, 2018 having Authorized Share Capital of Rs. 1060000/- (divided into 106,000 Equity Shares of Rs. 10/- each), thereafter increased its Authorized capital to Rs. 18,50,00,000/- (divided into 1,85,00,000 Equity shares of Rs. 10/- each)

During the period from 10.05.2018 to 31.07.2018 the company issued Equity share capital of Rs. 13,39,70,000/- (divided into 1,33,97,000 Equity shares of Rs. 10/- each)

Details of Shareholders holding more than 5% of the

(Rs. In Lakh except share data and unless otherwise stated)

Particulars	As at 31.07.2018		As at 09.05.2018		March 31, 2018		March 31, 2017		March 31, 2016	
	No.	% of Holding	No.	% of Holding	No.	% of Holding	No.	% of Holding	No.	% of Holding
Paras Chhajed	36,69,155	27.39%	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
Manish Chhajed	24,21,090	18.07%	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
Dipesh Chhajed	31,33,630	23.39%	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
Kiran Chhajed	33,18,629	24.77%	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
Ashok Chhajed	8,54,466	6.38%	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
Total	1,33,96,970	100.00%	-	-	-	-	-	-	-	-

NOTE - 4

DETAILS OF OTHER EQUITY AS RESTATED

(Rs. In Lakh except share data and unless otherwise stated)

Particulars	As at 31.07.2018	As at 09.05.2018	As at March 31,		
			2018	2017	2016
Capital Reserves :-					
Opening Balance	-	-	-	-	-
Add - Created on account of consolidation	106.12	106.12	106.12	106.12	106.12
Less - Utilised	106.12	-	-	-	-
Closing Balance	-	106.12	106.12	106.12	106.12
Surplus :-					
Opening Balance	482.60	453.80	63.51	27.86	-
Add - Transfer from Profit & Loss Account	121.18	51.86	390.29	35.64	27.86
Less: Converted to Partners' Loan	-	23.05	-	-	-
Less: IPO Expenses	14.01	-	-	-	-
Less: Incorporation Expenses	0.47	-	-	-	-
Less: Adjustment on account of allotment of equity shares	485.58	-	-	-	-
Closing Balance	103.74	482.60	453.80	63.51	27.86
	-	-	-	-	-
TOTAL	103.74	588.72	559.92	169.63	133.98

Note: There were no re-schedulement or default in the repayment of loans taken by the Company.

NOTE - 5

DETAILS OF LONG TERM BORROWING AS RESTATED

(Rs. In Lakh except share data and unless otherwise stated)

Particulars	As at 31.07.2018	As at 09.05.2018	As at March 31,		
			2018	2017	2016
Unsecured Loan					
Loans & Advances					
From Financial Institutions	300.91	348.78	409.79	83.55	185.54
From Banks	265.99	289.14	286.42	36.80	110.05
TOTAL	566.90	637.92	696.21	120.36	295.59
Less: Current Maturities of Long Term Debt	231.50	302.54	360.82	84.93	200.24
TOTAL	335.41	335.38	335.39	35.42	95.36

NOTE - 6

DETAILS OF DEFERRED TAX (ASSET)/LIABILITY AS RESTATED

(Rs. In Lakh except share data and unless otherwise stated)

Particulars	As at 31.07.2018	As at 09.05.2018	As at March 31,		
			2018	2017	2016
Deferred Tax Liability					
(A) Timing Difference Assets					
Depreciation on FA as per books of accounts	5.52	1.11	20.38	23.91	30.06
Less: Depreciation on FA as per I.T. Act	5.69	1.15	19.73	22.82	27.10
Difference	-0.17	-0.04	0.65	1.09	2.96
(B) Net Timing Difference	-0.17	-0.04	0.65	1.09	2.96
Deferred Tax Liability/Assets	-0.05	-0.01	0.22	0.34	0.91
(C) Existing DTL/DTA	1.46	1.47	1.25	0.91	-
Deferred Tax Charged to P&L	-0.05	-0.01	0.22	0.34	0.91
Deferred Tax (Assets)/Liability	1.42	1.46	1.47	1.25	0.91

NOTE - 7

DETAILS OF SHORT TERM BORROWING AS RESTATED

(Rs. In Lakh except share data and unless otherwise stated)

Particulars	As at 31.07.2018	As at 09.05.2018	As at March 31,		
			2018	2017	2016
Secured Loan					
Decb Bank - 02445100000499	-	-	-	-4.99	-10.16
Idbi Bank - 00266511000000879	-	-	-	0.00	539.77
Nkgsb CC - 21		725.47	688.82	674.93	
From Nkgsb Bank	1,440.61	680.43	626.34	631.32	559.11
Unsecured Loan					
loans & Advance					
From Director	87.21	59.04	-	-	-
From Members	18.87	-	-	-	-
From Associated Firms	165.52	60.82	12.07	-	5.00
TOTAL	1,712.21	1,525.76	1,327.23	1,301.26	1,093.72

Note:

Cash credit facility is taken from the NKGSB co-op bank ltd against hypothecation of the companies paid stock and book debts upto 90 days, secured against collateral security by way of personal guarantees immovable properties of the directors/members as under:

- B/23 2nd Floor, Wadala Shri Ram Industrial Premises Mumbai 400031 owned by Welcome Agencies, the firm, business of which is acquired by the company.
- A/9, Gr. Floor, Wadala Shriram Indl. Premises Co-op. Soc.ltd., Plot no.13, Sewree Wadala Estate G.D. Ambedkar Road, Wadala, Mumbai-400031, owned by Mr. Paras K. Chhajed, member of the company. The above secured loan is still in the name of erstwhile partnership firm M/s Welcome Agencies. However, the company has initiated the procedure to get the same transferred in the name of the company

NOTE - 8

DETAILS OF TRADE PAYABLES AS RESTATED

(Rs. In Lakh except share data and unless otherwise stated)

Particulars	As at 31.07.2018	As at 09.05.2018	As at March 31,		
			2018	2017	2016
Trade Payables					
Trade Payables due to other than MSME	926.82	485.86	350.40	166.68	143.38
Trade Payables due to MSME	-	-	-	-	-
TOTAL	926.82	485.86	350.40	166.68	143.38

* The Company has not received any information from the suppliers regarding their status under MSME Act, 2006. Thus in the absence of relevant information all trade payables are classified as other than MSME trade payables

In Welpar Pharmbizz Limited as on 31.07.2018, the total amount of creditors includes an amount of Rs. 3,30,291/- due to three parties. These were very old balances partnership firm M/S Welcome Agencies. Considering that if the said amount is not payable, Sundry Creditors are overstated to that extent.

DETAILS OF OTHER CURRENT LIABILITIES AS RESTATED

(Rs. In Lakh except share data and unless otherwise stated)

Particulars	As at 31.07.2018	As at 09.05.2018	As at March 31,		
			2018	2017	2016
Duties & Taxes					
Epf Payable	1.29	1.56	1.35	1.96	1.06
Gst Payable	58.00	68.24	64.59	-	-
Vat Payable	13.21	13.21	13.21	14.94	15.48
Mf Wf Payable	-	0.00	-	-	-
Professional Tax Payable	0.16	0.04	0.05	0.05	0.05
ESIC Payable	0.24	0.40	0.42	0.40	0.31
Tds Payable	7.34	1.22	1.56	1.06	1.97
Sundry Creditors-Exp					
Accounting Charges Payable	0.32	-	-	-	-
Akshaya Lodha	0.54	0.99	-	-	-
Audit Fee Payable	0.30	0.90	1.37	0.69	0.69
Bhagwan Business	0.24	0.24	0.24	0.05	-
Dipesh P Chhajed - Rent	1.80	20.20	18.63	9.63	18.96
Director Phonenix Machines	-	-	-	0.24	0.06
Electricity Charges Payable	0.17	-	0.55	0.83	0.41
Eximius Consultancy	-	-	-	-	0.23
Ganesh Courier	0.03	0.04	0.02	-	-
Grete Corporate Service Pvt Ltd	0.40	0.40	0.40	-	-
Industrial Caretaker	0.48	0.48	0.48	0.59	0.11
Kiran Data Forms Pvt Ltd	-	-	-	-	0.34
Mahavir Pack Strap	0.12	-	0.09	-	0.08
Mvkini	0.68	-	-	-	-
Other Expenses Payable	0.31	1.57	-	-	-
Paras K Chhajed Rent	1.08	0.54	0.54	0.54	0.54
Rent Payable	21.77	-	-	-	-
S.B. Chhajed & Co.	-	-	-	0.88	0.88
Sachin Gosar	1.39	1.39	1.39	-	-
Sakshi Enterprises	-	-	-	-	0.04
Salary Payable	4.88	6.44	6.62	6.11	5.56
Sales Commission Payable	7.71	6.19	6.85	4.00	3.53
Sat Vision Network	0.11	0.18	-	-	-
Shivraj Dhangar	1.04	1.04	1.04	-	-
Shobha Chhajed Rent	1.80	3.60	3.60	3.60	3.45
Society Maintenance Payable	-	0.15	0.05	0.03	-
Subhash Dubey	7.33	8.56	7.33	7.57	1.24
Suresh Jain	0.99	-	0.99	-	-
Tax Pro Consultants	-	0.32	0.32	-	3.07
Tayappa Dhangar	1.28	1.28	1.28	1.28	1.29
Telephone Charges Payable	-	0.02	0.04	0.04	0.04
V S Jain & Co	0.32	0.63	0.32	0.33	0.33
Vandan Prints	-	-	-	0.50	-
Vichare Courier	-	-	-	0.03	0.03
Welcome Healthcare	-	-	6.00	1.70	-
Other Partners' Balances in Welcome Enterprise	10.72	-	-	-	-
Current Maturities of Long Term Debt	231.50	302.54	360.82	84.93	200.24
TOTAL	377.49	442.36	500.13	141.95	259.98

DETAILS OF SHORT TERM PROVISIONS AS RESTATED

(Rs. In Lakh except share data and unless otherwise stated)

Particulars	As at 31.07.2018	As at 09.05.2018	As at March 31,		
			2018	2017	2016
Provision for Taxation	265.88	209.27	186.21	2.34	5.22
Total	265.88	209.27	186.21	2.34	5.22

DETAILS OF OTHER NON-CURRENT INVESTMENTS

(₹ In Lakh except share data and unless otherwise stated)

Particulars	As at 31.07.2018	As at 09.05.2018	As at March 31,		
			2018	2017	2016
Maharashtra Chemist And Druggist Trade Association Mscda	2.00	2.00	2.00	2.00	2.00
Nkgsb Co-Op. Bank Ltd. Shares	7.02	7.02	7.02	7.02	5.02
Total	9.02	9.02	9.02	9.02	7.02

DETAILS OF LONG-TERM LOANS AND ADVANCES

(Rs. In Lakh except share data and unless otherwise stated)

Particulars	As at 31.07.2018	As at 09.05.2018	As at March 31,		
			2018	2017	2016
Security Deposits					
BEST Deposits	0.14	0.14	0.14	0.14	0.14
SEQ Deposits	0.25	0.25	0.25	0.25	0.25
Telephone Deposit	0.01	0.01	0.01	0.01	
Total	0.40	0.40	0.40	0.40	0.39

NOTE - 14

DETAILS OF INVENTORIES AS RESTATED

(Rs. In Lakh except share data and unless otherwise stated)

Particulars	As at 31.07.2018	As at 09.05.2018	As at March 31,		
			2018	2017	2016
Stock In Trade	1,934.50	1,541.70	1,453.23	1,117.90	1,086.39
Total	1,934.50	1,541.70	1,453.23	1,117.90	1,086.39

NOTE - 15

DETAILS OF TRADE RECEIVABLES AS RESTATED

(Rs. In Lakh except share data and unless otherwise stated)

Particulars	As at 31.07.2018	As at 09.05.2018	As at March 31,		
			2018	2017	2016
Outstanding for a period more than 6 months	-	-	-	-	-
Others	2,522.51	2,240.99	2,013.93	813.92	753.73
TOTAL	2,522.51	2,240.99	2,013.93	813.92	753.73

NOTE - 16

DETAILS OF CASH & CASH EQUIVALENTS AS RESTATED

(Rs. In Lakh except share data and unless otherwise stated)

Particulars	As at 31.07.2018	As at 09.05.2018	As at March 31,		
			2018	2017	2016
Bank Balances:					
In deposit accounts with Scheduled Bank	-	-	-	-	-
In deposit accounts with Scheduled Bank more than 3 months in Transferor company	-	-	-	-	-
In current accounts with Scheduled Bank	16.51	9.47	8.09	3.76	0.82
Cash in Hand	61.55	57.03	20.85	22.00	28.47
TOTAL	78.05	66.50	28.94	25.76	29.29

NOTE - 17

DETAILS OF SHORT TERM LOAN AND ADVANCES AS RESTATED

(Rs. In Lakh except share data and unless otherwise stated)

Particulars	As at 31.07.2018	As at 09.05.2018	As at March 31,		
			2018	2017	2016
A) Advances Recoverable In Cash Or In Kind For The Value To Be Received					
Advances To Staff, Salesman & Others	5.46	4.79	3.30	2.59	1.39
Advances To Suppliers	326.55	366.55	366.55	-	-
Infocient Solutions	6.10	6.10	6.10	6.10	6.10
Edelweiss Advance Emi	1.80	1.80	1.80	-	-
Swastik Enterprises	-	-	10.00	-	-
Debit Balance Of Sundry Creditors	0.55	-	-	-	-
Ss Enterprises	5.39	5.39	-	-	-
Madhuban-Car	0.39	-	-	-	-
NBFC TDS Reimbursement Receivable	2.50	4.30	4.09	2.81	2.59
B) Receivable From Revenue Authorities					
Vat Input	0.36	0.36	0.36	0.36	0.36
Tax Deducted At Sources	2.65	0.29	0.21	0.21	0.21
Advance Tax	-	-	-	0.77	-
TOTAL	351.74	389.58	392.41	12.85	10.65

NOTE - 18

DETAILS OF OTHER CURRENT ASSETS AS RESTATED

(Rs. In Lakh except share data and unless otherwise stated)

Particulars	As at 31.07.2018	As at 09.05.2018	As at March 31,		
			2018	2017	2016
Interest Accrued (Nkgsb)	0.15	0.15	0.15	0.15	-
Prepaid Insurance	-	0.42	0.42	0.36	0.55
Rent Receivable	-	0.47	-	-	-
Total	0.15	1.03	0.56	0.50	0.55

WELPAR PHARMBIZZ LIMITED

CIN:U74999MH2018PLC309197

DETAILS OF PLANT, PROPERTY & EQUIPMENT AS PER RESTATED STANDALONE BALANCE SHEET

NOTE - 11

2015-16

(In Lakh except share data and unless otherwise stated)

Block of Assets	Gross Block				Depreciation				Net Block	Net Block	
	As on	Addition	Adjusted with	Deletion	As on	Opening	During the	Adjustment	Closing	As on	As on
	01.04.2015	During the year	Retained Earnings	During the year	31.03.2016	01.04.2015	Year	During the year	31.03.2016	31.03.2016	31.03.2015
TANGIBLE ASSETS											
Air Conditioner	4.86	-	-	-	4.86	1.82	0.90	-	2.72	2.14	3.05
Aqua Guard	0.09	-	-	-	0.09	0.04	0.01	-	0.05	0.04	0.05
Cash Counting Machines	0.06	-	-	-	0.06	0.03	0.01	-	0.03	0.02	0.03
CC TV	0.64	-	-	-	0.64	0.31	0.06	-	0.37	0.27	0.34
Computer	8.26	1.85	-	-	10.12	6.01	2.61	-	8.63	1.49	2.25
Fridge	0.18	-	-	-	0.18	0.09	0.02	-	0.11	0.08	0.10
Furniture & Fixtures	15.08	1.53	-	-	16.61	3.55	3.00	-	6.56	10.05	11.52
Mobile	0.50	0.21	-	-	0.70	0.21	0.09	-	0.30	0.40	0.28
Motor Car	8.79	-	-	-	8.79	4.20	1.48	-	5.68	3.11	4.60
Telephone	0.02	-	-	-	0.02	0.01	0.00	-	0.02	0.01	0.01
Television Set	0.04	-	-	-	0.04	0.02	0.01	-	0.03	0.01	0.02
Electrical Material	0.88	-	-	-	0.88	0.17	0.19	-	0.36	0.52	0.71
Building	142.44	-	-	-	142.44	27.05	10.89	-	37.94	104.50	115.39
Office Premises	17.31	-	-	-	17.31	-	1.73	-	1.73	15.58	17.31
Plant & Machinery	36.22	9.21	-	-	45.42	-	9.04	-	9.04	36.38	36.22
Total Tangible Assets	235.39	12.80	-	-	248.18	43.50	30.06	-	73.56	174.62	191.89
Grand Total	235.39	12.80	-	-	248.18	43.50	30.06	-	73.56	174.62	191.89

WELPAR PHARMBIZZ LIMITED

CIN:U74999MH2018PLC309197

DETAILS OF PLANT, PROPERTY & EQUIPMENT AS PER RESTATED STANDALONE BALANCE SHEET

NOTE - 11

2016-17

(In Lakh except share data and unless otherwise stated)

Block of Assets	Gross Block				Depreciation				Net Block	Net Block	
	As on	Addition	Adjusted with	Deletion	As on	Opening	During the	Adjustment	Closing	As on	As on
	01.04.2016	During the year	Retained Earnings	During the year	31.03.2017	01.04.2016	Year	During the year	31.03.2017	31.03.2017	31.03.2016
TANGIBLE ASSETS											
Air Conditioner	4.86	2.10	-	-	6.96	2.72	1.20	-	3.92	3.04	2.14
Aqua Guard	0.09	-	-	-	0.09	0.05	0.01	-	0.06	0.04	0.04
Cash Counting Machines	0.06	-	-	-	0.06	0.03	0.00	-	0.04	0.02	0.02
CC TV	0.64	-	-	-	0.64	0.37	0.05	-	0.43	0.22	0.27
Computer	10.12	0.09	-	-	10.21	8.63	0.80	-	9.43	0.78	1.49
Fridge	0.18	-	-	-	0.18	0.11	0.01	-	0.12	0.06	0.08
Furniture & Fixtures	16.61	1.16	-	-	17.77	6.56	2.17	-	8.73	9.04	10.05
Mobile	0.70	-	-	-	0.70	0.30	0.07	-	0.38	0.33	0.40
Motor Car	8.79	-	-	-	8.79	5.68	1.00	-	6.68	2.11	3.11
Telephone	0.02	-	-	-	0.02	0.02	0.00	-	0.02	0.01	0.01
Television Set	0.04	-	-	-	0.04	0.03	0.00	-	0.03	0.01	0.01
Electrical Material	0.88	0.97	-	-	1.85	0.36	0.41	-	0.77	1.08	0.52
Building	142.44	-	-	-	142.44	37.94	9.86	-	47.80	94.64	104.50
Office Premises	17.31	-	-	-	17.31	1.73	1.56	-	3.29	14.02	15.58
Plant & Machinery	45.42	2.58	-	-	48.00	9.04	6.74	-	15.78	32.22	36.38
Total Tangible Assets	248.18	6.89	-	-	255.07	73.56	23.91	-	97.47	157.61	174.62
Grand Total	248.18	6.89	-	-	255.07	73.56	23.91	-	97.47	157.61	174.62

WELPAR PHARMBIZZ LIMITED

CIN:U74999MH2018PLC309197

DETAILS OF PLANT, PROPERTY & EQUIPMENT AS PER RESTATED STANDALONE BALANCE SHEET

NOTE - 11

2017-18

(In Lakh except share data and unless otherwise stated)

Block of Assets	Gross Block					Depreciation				Net Block	Net Block
	As on	Addition	Adjusted with	Deletion	As on	Opening	During the	Adjustment	Closing	As on	As on
	01.04.2017	During the year	Retained Earnings	During the year	31.03.2018	01.04.2017	Year	During the year	31.03.2018	31.03.2018	31.03.2017
TANGIBLE ASSETS											
Air Conditioner	6.96	-	-	-	6.96	3.92	0.82	-	4.75	2.22	3.04
Aqua Guard	0.09	-	-	-	0.09	0.06	0.01	-	0.06	0.03	0.04
Cash Counting Machines	0.06	-	-	-	0.06	0.04	0.00	-	0.04	0.02	0.02
CC TV	0.64	-	-	-	0.64	0.43	0.04	-	0.47	0.18	0.22
Computer	10.21	1.00	-	-	11.20	9.43	0.91	-	10.33	0.87	0.78
Fridge	0.18	-	-	-	0.18	0.12	0.01	-	0.13	0.05	0.06
Furniture & Fixtures	17.77	-	-	-	17.77	8.73	1.63	-	10.36	7.41	9.04
Mobile	0.70	-	-	-	0.70	0.38	0.06	-	0.44	0.27	0.33
Motor Car	8.79	-	-	-	8.79	6.68	0.68	-	7.36	1.43	2.11
Telephone	0.02	-	-	-	0.02	0.02	0.00	-	0.02	0.00	0.01
Television Set	0.04	-	-	-	0.04	0.03	0.00	-	0.03	0.01	0.01
Electrical Material	1.85	0.15	-	-	1.99	0.77	0.32	-	1.08	0.91	1.08
Building	142.44	-	-	-	142.44	47.80	8.93	-	56.73	85.71	94.64
Office Premises	17.31	-	-	-	17.31	3.29	1.40	-	4.69	12.62	14.02
Plant & Machinery	48.00	1.61	-	-	49.61	15.78	5.56	-	21.34	28.27	32.22
Total Tangible Assets	255.07	2.75	-	-	257.82	97.47	20.38	-	117.85	139.98	157.61
Grand Total	255.07	2.75	-	-	257.82	97.47	20.38	-	117.85	139.98	157.61

WELPAR PHARMBIZZ LIMITED

CIN:U74999MH2018PLC309197

DETAILS OF PLANT, PROPERTY & EQUIPMENT AS PER RESTATED STANDALONE BALANCE SHEET

NOTE - 11

From 01.04.2018 to 09.05.2018

(In Lakh except share data and unless otherwise stated)

Block of Assets	Gross Block					Depreciation				Net Block	Net Block
	As on	Addition	Adjusted with	Deletion	Upto	Opening	During the	Adjustment	Closing	Upto	As on
	01.04.2018	During the year	Retained Earnings	During the year	09.05.2018	01.04.2018	Year	During the year	09.05.2018	09.05.2018	01.04.2018
TANGIBLE ASSETS											
Air Conditioner	6.96	-	-	-	6.96	4.75	0.06	-	4.81	2.15	2.22
Aqua Guard	0.09	-	-	-	0.09	0.06	0.00	-	0.07	0.03	0.03
Cash Counting Machines	0.06	-	-	-	0.06	0.04	0.00	-	0.04	0.02	0.02
CC TV	0.64	-	-	-	0.64	0.47	0.00	-	0.47	0.17	0.18
Computer	11.20	-	-	-	11.20	10.33	0.03	-	10.36	0.84	0.87
Fridge	0.18	-	-	-	0.18	0.13	0.00	-	0.13	0.05	0.05
Furniture & Fixtures	17.77	-	-	-	17.77	10.36	0.07	-	10.43	7.34	7.41
Mobile	0.70	-	-	-	0.70	0.44	0.01	-	0.44	0.26	0.27
Motor Car	8.79	-	-	-	8.79	7.36	0.05	-	7.41	1.38	1.43
Telephone	0.02	-	-	-	0.02	0.02	0.00	-	0.02	0.00	0.00
Television Set	0.04	-	-	-	0.04	0.03	0.00	-	0.03	0.01	0.01
Electrical Material	1.99	-	-	-	1.99	1.08	0.02	-	1.11	0.89	0.91
Building	142.44	-	-	-	142.44	56.73	0.86	-	57.60	84.84	85.71
Office Premises	17.31	-	-	-	17.31	4.69	-	-	4.69	12.62	12.62
Plant & Machinery	49.61	0.11	-	-	49.71	21.34	-	-	21.34	28.37	28.27
Total Tangible Assets	257.82	0.11	-	-	257.93	117.85	1.11	-	118.96	138.98	139.98
Grand Total	257.82	0.11	-	-	257.93	117.85	1.11	-	118.96	138.98	139.98

WELPAR PHARMBIZZ LIMITED

CIN:U74999MH2018PLC309197

DETAILS OF PLANT, PROPERTY & EQUIPMENT AS PER RESTATED STANDALONE BALANCE SHEET

NOTE - 11

From 10.05.2018 to 31.07.2018

(In Lakh except share data and unless otherwise stated)

Block of Assets	Gross Block					Depreciation				Net Block	Net Block
	Upto	Addition	Adjusted with	Deletion	As on	Opening	For the Year	Adjustment	Closing	As on	As on
	09.05.2018	During the year	Retained Earnings	During the year	31.07.2018	09.05.2018		During the year	31.07.2018	31.07.2018	09.05.2018
TANGIBLE ASSETS											
Air Conditioner	6.96	-	-	-	6.96	4.81	0.13	-	4.94	2.02	2.15
Aqua Guard	0.09	-	-	-	0.09	0.07	0.00	-	0.07	0.03	0.03
Cash Counting Machines	0.06	-	-	-	0.06	0.04	0.00	-	0.04	0.02	0.02
CC TV	0.64	-	-	-	0.64	0.47	0.01	-	0.48	0.17	0.17
Computer	11.20	-	-	-	11.20	10.36	0.05	-	10.41	0.80	0.84
Fridge	0.18	-	-	-	0.18	0.13	0.00	-	0.14	0.05	0.05
Furniture & Fixtures	17.77	-	-	-	17.77	10.43	0.41	-	10.84	6.92	7.34
Mobile	0.70	-	-	-	0.70	0.44	0.01	-	0.45	0.25	0.26
Motor Car	8.79	-	-	-	8.79	7.41	0.10	-	7.51	1.28	1.38
Telephone	0.02	-	-	-	0.02	0.02	0.00	-	0.02	0.00	0.00
Television Set	0.04	-	-	-	0.04	0.03	0.00	-	0.03	0.01	0.01
Electrical Material	1.99	-	-	-	1.99	1.11	0.05	-	1.16	0.84	0.89
Building	142.44	-	-	-	142.44	57.60	1.79	-	59.39	83.05	84.84
Office Premises	17.31	-	-	-	17.31	4.69	0.63	-	5.32	11.99	12.62
Plant & Machinery	49.71	-	-	-	49.71	21.34	2.34	-	23.68	26.04	28.37
Total Tangible Assets	257.93	-	-	-	257.93	118.96	5.52	-	124.48	133.46	138.98
Grand Total	257.93	-	-	-	257.93	118.96	5.52	-	124.48	133.46	138.98

WELPAR PHARMBIZZ LIMITED

CIN:U74999MH2018PLC309197

NOTE - 19

(₹ In Lakh except share data and unless otherwise stated)

Particulars	As At 31.07.2018	As At 09.05.2018	As at March 31		
			2018	2017	2016
REVENUE FROM OPERATIONS					
Sale of Goods					
Traded Products	1,808.83	758.67	7,416.04	7,661.75	7,431.56
Sale of Service					
Services					
TOTAL	1,808.83	758.67	7,416.04	7,661.75	7,431.56

NOTE - 20

(₹ In Lakh except share data and unless otherwise stated)

OTHER INCOME					
Sundry Balances w/o	-	-	-	-	6.77
Discount Received	-	0.02	0.00	0.01	-
Dividend	-	-	0.66	0.60	0.60
Liabilities written off (net)	-	-	-	-	1.22
Miscellaneous Receipts	-	-	-	0.01	0.09
Other Interest	-	-	-	3.19	3.58
Rent Income	0.87	0.87	4.88	4.56	-
TOTAL	0.87	0.89	5.54	8.36	12.27

NOTE - 21

(₹ In Lakh except share data and unless otherwise stated)

PURCHASE OF STOCK - IN- TRADE					
Purchase of Traded goods	2,650.52	705.54	6,544.18	6,934.23	6,752.02
TOTAL	2,650.52	705.54	6,544.18	6,934.23	6,752.02

NOTE - 22

(₹ In Lakh except share data and unless otherwise stated)

CHANGE IN INVENTORY OF STOCK IN TRADE					
At the beginning of the accounting period	748.88	1,453.23	1,117.90	1,086.39	1,008.53
At the end of the accounting period	1,934.50	1,541.70	1,453.23	1,117.90	1,086.39
TOTAL	-1,185.62	-88.48	-335.33	-31.51	-77.86

NOTE - 23

(₹ In Lakh except share data and unless otherwise stated)

EMPLOYEE BENEFITS EXPENSE:					
Pf & Esic	-	0.40	10.71	13.18	7.63
Salaries & Bonus	23.27	8.56	90.27	84.41	87.94
Staff Welfare Expenses	0.23	0.22	2.46	1.94	2.05
Remuneration To Partners	-	-	-	71.40	57.60
Director Remuneration	18.00	-	-	-	-
Labour Charges	-	-	1.44	1.44	2.66
TOTAL	41.50	9.19	104.88	172.37	157.89

NOTE - 24

(₹ In Lakh except share data and unless otherwise stated)

FINANCE COST :					
Bank Charges	0.80	0.48	11.54	9.62	24.47
Bank Interest	39.55	13.52	162.19	148.53	128.07
Interest On Loan	19.46	19.88	48.38	39.49	66.06
TOTAL	59.81	33.88	222.11	197.64	218.60

WELPAR PHARMBIZZ LIMITED

CIN:U74999MH2018PLC309197

NOTE - 25

(₹ In Lakh except share data and unless otherwise stated)

Particulars	As At	As At	As at March 31		
	31.07.2018	09.05.2018	2018	2017	2016
OTHER EXPENSES					
OPERATING , ADMINISTRATIVE EXPENSES AND SALES & MARKETING EXPENSES					
Direct Expenses	-	-	5.40	19.07	28.03
Audit Fees		0.25	1.52	1.75	1.75
Advertisement Expenses	-	0.13	-	-	-
Cable Charges	0.05	-	-	-	-
Computer Maintenance Charges	-	0.22	0.52	1.94	0.72
Commission Paid	9.58	-	-	-	-
Cst Paid	-	-	-	-	-
Delivery Expenses	6.40	3.80	78.95	62.91	78.05
Donation	0.11	-	0.40	0.14	0.39
Electricity Charges	2.27	1.02	10.84	12.63	14.68
Insurance Premium	0.42	-	1.56	1.44	1.61
Interest On Tds & Late Filing	-	-	0.02	0.15	0.39
Interest To Partner	-	-	-	57.77	40.81
Interest On Pf	-	-	-	1.85	-
Internet Charges	0.05	0.05	-	-	-
Legal & Professional Fees	3.32	1.13	14.47	5.04	7.89
License Fees	0.26	-	0.69	-	-
Loan Processing Fees	-	-	8.32	5.74	-
Miscellaneous Expenses	0.26	-	0.08	0.16	0.83
Motor Car Expenses	0.02	0.59	3.71	3.88	3.36
Octroi	-	-	0.33	0.86	-
Office Expenses	0.86	0.50	3.97	5.57	5.30
Packing Expenses	0.01	0.00	0.23	-	-
Penalty Paid Pf	-	-	-	3.00	-
Petrol & Motor Car Expenses					
Postage And Telephones	0.04	0.10	3.34	5.03	4.78
Printing And Stationery	0.55	0.21	2.79	4.99	6.10
Repairs And Maintenance	0.12	0.34	4.13	2.61	2.93
Rent, Rates And Taxes	3.39	2.05	15.90	22.75	22.94
Sales Commission Expenses	16.21	7.51	100.71	83.25	78.71
Society Maintenance Expenses	0.42	0.42	2.92	1.85	2.18
Tds Interest	0.04	0.07	-	-	-
Telephone & Mobile Expenses	0.14	0.05	-	-	-
Trademark Fees	0.21	-	-	-	-
Travelling And Conveyance	0.25	0.11	0.73	3.04	2.63
Transportation Expense	14.55	4.85	-	-	-
Vat Paid	-	-	7.95	11.87	17.73
Vat Paid On Expenses	-	-	-	-	0.22
Vehicle Expenses	0.62	-	-	-	-
TOTAL	60.14	23.39	269.47	319.31	322.03



MANAGEMENT DISCUSSION AND ANALYSIS OF FINANCIL POSITION AND RESULTS OF OPERATION

You should read the following discussion of our financial condition and results of operations together with our Restated Financial Statements which is included in this Draft Red Herring Prospectus. The following discussion and analysis of our financial condition and results of operations is based on our Restated Consolidated Financial Statements for the period ended July 31, 2018 and years ended March 31, 2018, 2017 and 2016 including the related notes and reports, included in this Draft Red Herring Prospectus is prepared in accordance with requirements of the Companies Act and restated in accordance with the SEBI Regulations, which differ in certain material respects from IFRS, U.S. GAAP and GAAP in other countries. Our Consolidated Financial Statements, as restated have been derived from our audited statutory financial statements. Accordingly, the degree to which our Restated Consolidated Financial Statements will provide meaningful information to a prospective investor in countries other than India is entirely dependent on the reader's level of familiarity with Indian GAAP, Companies Act, SEBI Regulations and other relevant accounting practices in India.

This discussion contains forward looking statements and reflects our current views with respect to future events and financial performance. Actual results may differ materially from those anticipated in these Forward Looking Statements as a result of certain factors such as those described under chapters titled "Risk Factors" and "Forward Looking Statements" beginning on pages 22 and 16, respectively of this Draft Red Herring Prospectus.

Our Financial Year ends on March 31 of each year. Accordingly, all references to a particular Financial Year are to the 12 months ended March 31 of that year.

OVERVIEW

Our company was originally formed as Partnership firm in the name and style of "Welcome Agencies" through partnership deed dated January 18, 2011 under the Indian Partnership Act, 1932. Subsequently the constitution of partnership firm was changed through partnership deed dated December 02, 2013. Further the Partnership Firm was converted into Public Limited Company "Welpar Pharbizz Limited" on May 10, 2018 pursuant to sub section (2) of section 7 of the Companies Act, 2013 vide certificate of incorporation issued by Registrar of Companies, Central Registration Centre. The Corporate Identification Number of our Company is U74999MH2018PLC309197.

WELCOME GROUP'S CORPORATE STRUCTURE



Our company, Welpar Pharbizz Limited, is engaged in the business of distributing pharmaceutical products of various healthcare companies such as Lupin, Intas Pharmaceuticals, Abbott Healthcare, Glaxo Smithkline Pharma, Torrent Pharmaceuticals, Macleods Pharmaceutical and many more. We operate as a C & F Agent, stockiest and distributor in Mumbai, Maharashtra based out of our office in Wadala, Mumbai and dispatch centre also in Mumbai.

Our product portfolio includes:

- e) Ethical Medicines
- f) Ayurveda Medicines
- g) Surgical Implants
- h) and Health Monitoring Systems

from a large variety of suppliers which are leading pharmaceutical companies in the business.

Welcome Group was established by Shri Paras Kanhaiyalal Chhajed, Chairman, in 1982 with an objective to create top class marketing, logistics and distribution channel catering to healthcare industry. Our founder Mr. Paras Chhajed is very well supported by his three sons Shri. Kiran Paras Chhajed, Shri. Manish Paras Chhajed and Shri. Dipesh Paras Chhajed, along with a team of dedicated professionals at various levels of the organisation. At present, Welpar Pharbizz a part of Welcome Group has established itself as a leading C & F agent, stockist and distributor of more than 100 national and multi-national pharmaceutical companies and brands. As of date, our company serves to approximately 4,000 customers in various categories such as:

- e) Retailers & Chemists/Pharmacy: *This customer segment contributes to about 90% of our orders.*
- f) Wholesalers such as: *The Pharma Hub, S P Shah, M R Enterprises, Medi Point Pharma, Welcome Enterprises, etc.*
- g) Hospitals & Institutions such as: *Nowrojee Wadia Hospital, Baijerbai Wadia Hospital, New Habical Hospital, Somaya Hospital, Terna Sayalin Hospital, etc.*

In the past few years our company has grown its customer base at a steady run rate, reaching around the 4,000 from virtually nothing when it was started back in 1982.

Our company, Welpar Pharbizz Limited, is engaged in the business of distributing pharmaceutical products of various companies. The company's key area of focus and business is around distribution of branded ethical medicines. Welpar Pharbizz works with more than 150 national and multi-national pharmaceutical companies, for distribution a product portfolio of more than 10,000 SKUs.

As of date, company primary line of business is distribution of branded ethical medicines, however there are many categories such as OTC, Ayurvedic products which have a huge scope of business in them. Welpar Pharbizz plans to tap an entire new product segment such as OTC, but also to add more SKUs in the current basket within current segments.

We have already undergone the initial pain of setting up a distribution network with around 4,000 clients from various categories, entire infrastructure and systems to conduct timely delivery, a team of motivated personnel and logistic arrangements to get our product delivered on time. Now each new product range, for example Ayurveda or OTC, or each new SKU is directly accessible to a group of 4,000 ready customers with whom we transact on a regular basis. This not only is a statement of our ability to market a product, but also helps us in being a preferred distribution stockist to work with which will help us in tapping new brands and companies.

Welpar Pharbizz has created its name as synonymous to customer satisfaction. We are known to be the supplier which has one of the largest product portfolio, having associations with some of the largest companies in the business. Most prominently we are known for adhering to our strict 'timely delivery policy'. The order from our salesman book from the customers and delivered to them within a span of 4 to 5 hours, on the same day on which the order was placed. This feature of our puts us the preferred list of suppliers of our clients, as they are assured to same day delivery from us, this means less hoarding of inventory for our customers as they can get orders delivered on the same day of request, which in turns reduces the requirement to pile-up unnecessary inventory. We are able to conduct same day delivery because of the processes and technological aid we use in our entire

delivery chain. As soon as an order is placed by the on-ground salesman the dispatch centre receives it in a matter of minutes, this is then processed by our dispatch centre and delivered using our logistics partners.

OUR BUSINESS MODEL

i) Value Proposition

Our company is a redistribution stockist, distributing a pharmaceutical product portfolio of 10,000+ SKUs manufactured by a group of around 150 national and multinational pharmaceutical companies. Currently, the company caters to mainly ethical medicines distribution.

j) Customer Relationships

Customer relationship is one of the founding pillars of our business, since its inception our company has been a very customer-centric organisation for which customer satisfaction comes first. We have been able to achieve this customer satisfaction with the help of timely deliveries, ease of placing orders, and our stellar customer services; this has helped in creating a family of around 4,000 customers from various categories such as retailers, chemists, hospitals, institutions, government agencies, etc.

k) Customer Segments

We have a base of around 4,000 customers from various categories such as:

- i) Retailers & Chemists/Pharmacy: *This customer segment contributes to about 90% of our orders.*
- ii) Wholesalers such as: *The Pharma Hub, S P Shah, M R Enterprises, Medi Point Pharma, Welcome Enterprises, etc.*
- iii) Hospitals & Institutions such as: *Nowrojee Wadia Hospital, Baijerbai Wadia Hospital, New Habical Hospital, Somaya Hospital, Terna Sayalin Hospital, etc.*

l) Channels of Distribution

We distribute our products directly through our dispatch centre located in Wadala, Mumbai and with the help of third-party logistic partners. There are no other distribution channels; however, our company does a small part of its business with wholesalers who in turn re-sell the products.

m) Key Activities

Our key activities involve a) Taking orders from customers using our sales & marketing team b) Expanding our customer base and c) Adding new pharmaceutical companies & products to our portfolio.

n) Key Resources

Our key resources are a) Working capital b) Distribution network and c) Business Relationships

o) Key Partnerships

We have key partnerships with a) Pharmaceutical companies with whom we sign Memorandum of Understanding (MoUs) b) Third-party logistics partners

p) Revenue Streams

Currently, our company has only one revenue stream i.e. Distribution of Pharmaceutical Products. Hence, all of the revenue is derived from the same.

SIGNIFICANT DEVELOPMENTS SUBSEQUENT TO THE LAST FINANCIAL YEAR

In the opinion of the Board of Directors of our Company, since the date of the last financial statements disclosed in this Draft Red Herring Prospectus, there have not arisen any circumstances that materially or adversely affect or are likely to affect the profitability of our Company or the value of its assets or its ability to pay its material liabilities within the next twelve months.

- Our company, Welpar Pharbizz Limited was incorporated through conversion of Partnership Firm, Welcome Agencies w.e.f. May 10, 2018.
- The Board of our Company has approved to raise funds through initial public offering in the meeting held on July 22, 2018.

- The members of our company approved proposal of Board of Directors to raise funds through initial public offering in the extra ordinary general meeting held on December 26, 2018.

SIGNIFICANT FACTORS AFFECTING OUR RESULTS OF OPERATIONS

Our company's future results of operations could be affected by the following factors:

- Company's ability to implement its growth & expansion plans, and venture in different type of businesses in our industry.
- Factors affecting pharmaceutical industry and hence distribution of their products.
- Factors affecting business in the state of Maharashtra, any obstacle in the same will cause difficulty in operations of our business.
- Political stability of the country.
- Changes in law and regulations governing pharmaceutical industry.
- General economic and business conditions.

OUR SIGNIFICANT ACCOUNTING POLICIES

For Significant accounting policies please refer Significant Accounting Policies beginning under section titled "*Financial Statements as Restated*" beginning on page no. [] of this Draft Red herring Prospectus.

OVERVIEW OF REVENUE AND EXPENDITURE

Revenue and Expenditure

Total Revenue: Our total revenue comprises of revenue from operations (Sales) and other income.

Revenue from operations: Our revenue from operations comprises of revenue from sale of pharmaceutical products.

Other Income: Our Other income comprises mainly of rental income and interest income.

Expenses: Our expenses comprise of purchase of stock-in-trade, changes of inventory of stock-in-trade, employee benefit expenses, Finance cost, depreciation and amortisation expenses and other expenses.

Purchase of Stock in Trade: Purchase of stock in trade consists of purchase of traded goods.

Changes of inventory of Stock in trade, consists of change in our inventory of Stock in trade, as at beginning and end of the year.

Employee benefit expense: Our employee benefit expense consists of salaries & bonus, staff welfare expenses, director remuneration, contribution to pf & esi.

Finance costs: Our finance costs comprise of interest on working capital bank finance, interest on unsecured loans and bank charges.

Depreciation and amortisation expenses: Tangible assets are depreciated over periods corresponding to their estimated useful lives. Depreciation includes depreciation charged on tangible and intangible assets.

Other expenses: Other expenses mainly include direct expenses, commission paid, delivery expenses, electricity charges, rent, rates and taxes, sales commission expenses and transportation expenses.


RESULT OF OPERATIONS (CONSOLIDATED)

Particulars	For the period May 10, 2018 to July 31, 2018		For the period April 01, 2018 to May 09, 2018		For the year ended March 31, 2018		For the year ended March 31, 2017		For the year ended March 31, 2016	
	₹ in Lakh	% of total Income	₹ in Lakh	% of total Income	₹ in Lakh	% of total Income	₹ in Lakh	% of total Income	₹ in Lakh	% of total Income
Revenue from operations	1,808.83	99.95%	758.67	99.88%	7,416.04	99.93%	7,661.75	99.89%	7,431.56	99.84%
Other income	0.87	0.05%	0.89	0.12%	5.54	0.07%	8.36	0.11%	12.27	0.16%
Total Revenue (A)	1,809.71	100.00%	759.56	100.00%	7,421.58	100.00%	7,670.11	100.00%	7,443.83	100.00%
Expenses:										
Purchase of Stock-In-Trade	2,650.52	146.46%	705.54	92.89%	6,544.18	88.18%	6,934.23	90.41%	6,752.02	90.71%
Change in inventory of Stock-in-trade	-1,185.62	-65.51%	-88.48	-11.65%	-335.33	-4.52%	-31.51	-0.41%	-77.86	-1.05%
Employee benefit expenses	41.50	2.29%	9.19	1.21%	104.88	1.41%	172.37	2.25%	157.89	2.12%
Other Expenses	60.14	3.32%	23.39	3.08%	269.47	3.63%	319.31	4.16%	322.03	4.33%
Total expenses (B)	1,566.53	86.56%	649.64	85.53%	6,583.21	88.70%	7,394.41	96.41%	7,154.07	96.11%
Earnings Before Interest, Taxes, Depreciation & Amortization(C=A-B)	243.17	13.44%	109.92	14.47%	838.37	11.30%	275.70	3.59%	289.76	3.89%
Finance costs (D)	59.81	3.30%	33.88	4.46%	222.11	2.99%	197.64	2.58%	218.60	2.94%
Depreciation and amortisation expense (E)	5.52	0.31%	1.11	0.15%	20.38	0.27%	23.91	0.31%	30.06	0.40%
Profit before exceptional and extraordinary items and tax (F=C-D-E)	177.84	9.83%	74.93	9.86%	595.88	8.03%	54.15	0.71%	41.11	0.55%
Tax expenses										
Current Tax	56.61	3.13%	23.06	3.03%	206.05	2.78%	18.85	0.25%	14.17	0.19%
Earlier Year Tax	-	-	-	-	0.24	-	-	-	0.01	-
Deferred Tax	0.05	-	-0.01	-	0.22	-	0.34	-	0.91	0.01%
Tax Expense for The Year (G)	56.66	3.13%	23.05	3.03%	205.59	2.77%	18.52	0.24%	13.24	0.18%
Profit (Loss) for the period from continuing operations (H=F-G)	121.18	6.70%	51.86%	6.83%	390.29	5.26%	35.64	0.46%	27.86	0.37%

DISCUSSION FOR THE PERIOD FROM MAY 10, 2018 TO JULY 31, 2018 AND APRIL 01, 2018 TO MAY 09, 2018 (CONSOLIDATED)

Total Revenue: Our total revenue comprises of revenue from operations and other income.

Revenue from operations: Revenue from operations for the period from May 10, 2018 to July 31, 2018 amounted to ₹ 1,808.83 Lakh constituting 99.95% of the total income that for the period from April 01, 2018 to May 09, 2018 amounted to ₹758.67 Lakh constituting 99.88% of the total income on account of sale of traded goods.

Other Income: Our other income was ₹0.87 Lakh for the period May 10, 2018 to July 31, 2018 comprising of rental income constituting 0.05% of the total income and other income was ₹0.89 Lakh for the period April 01, 2018 to May 09, 2018 comprising of rental income constituting 0.12% of the total income.

Total Expenses: Our total expenses, excluding finance cost, depreciation and tax expenses amounted to ₹1,566.53 Lakh for the period ended May 10, 2018 to July 31, 2018 and ₹649.64 Lakh for the period April 01, 2018 to May 09, 2018 which were 86.56% and 85.53% respectively of our total revenue.

Purchase of Stock in Trade: Purchase of Stock in Trade for the period May 10, 2018 to July 31, 2018 was ₹2,650.52 Lakh whereas for period April 01, 2018 to May 09, 2018 was ₹705.54 Lakh which comprised purchase of traded goods.

Employee Benefit Expenses: Our employee benefits expenses for the period May 10, 2018 to July 31, 2018 was ₹41.50 Lakh comprising of Salary Expenses of ₹23.27 Lakh, Staff Welfare Expenses of ₹0.23 Lakh and director remuneration of ₹18 Lakh. Employee benefits expenses for the period April 01, 2018 to May 09, 2018 stood at ₹9.19 Lakh which comprised of salary expenses of ₹8.56 Lakh, Staff Welfare Expenses of ₹0.22 Lakh, and ESI expenses and Provident Fund Expenses ₹0.40 Lakh.

Finance Cost: Our finance costs for the period May 10, 2018 to July 31, 2018 was ₹59.81 Lakh comprising of bank charges of ₹0.80 Lakh, Interest on Cash Credit Account of ₹39.55 Lakh and interest on loan of ₹19.46 Lakh while that for the period April 01, 2018 to May 09, 2018 were ₹33.88 Lakh comprising of bank charges of ₹0.48 Lakh, Interest on Cash Credit Account of ₹13.52 Lakh and interest on loan of ₹19.88 Lakh.

Depreciation: Our Depreciation and amortization expenses were ₹5.52 Lakh and ₹1.11 Lakh respectively for the period May 10, 2018 to July 31, 2018 and April 01, 2018 to May 09, 2018 on account of depreciation on tangible fixed assets.

Other Expenses: Our other expenses for the period May 10, 2018 to July 31, 2018 were ₹60.14 Lakh majorly comprising of commission paid of ₹ 9.58 Lakh, delivery expenses of ₹6.40 Lakh, electricity charges of ₹2.27 Lakh, legal & professional fees of ₹3.32 Lakh, Rent, rates and taxes of ₹3.39 Lakh, Sales commission Expenses of ₹16.21 Lakh and transportation Expenses of ₹14.55 Lakh.

Other Expenses for the period April 01, 2018 to May 09, 2018 were ₹23.39 Lakh mainly consisting of expenses such as delivery expenses ₹3.80 Lakh, electricity charges ₹1.02 Lakh, legal & professional fees of ₹1.13 Lakh, rent, rates and taxes of ₹2.05 Lakh, sales commission expenses ₹7.51 Lakh, Transportation Expenses ₹4.85 Lakh.

Profit before tax: Our Profit before tax for the period May 10, 2018 to July 31, 2018 was ₹177.84 Lakh and for period April 01, 2018 to May 09, 2018 was ₹74.93 Lakh which was 9.83% and 9.86% respectively of our total revenue.

Tax Expenses: Our tax expenses for the period May 10, 2018 to July 31, 2018 was ₹56.66 Lakh while that for the period April 01, 2018 to May 09, 2018 were ₹23.05 Lakh. Tax expenses comprised of current tax of ₹56.61 Lakh and ₹23.06 Lakh and deferred tax of ₹0.05 Lakh and ₹ (0.01) Lakh for periods May 10, 2018 to July 31, 2018 and April 01, 2018 to May 09, 2018 respectively. Our tax expenses were 3.13% and 3.03% of our total revenue for the aforementioned periods.

Profit after tax: Our profit after tax for the period May 10, 2018 to July 31, 2018 was ₹121.18 Lakh while that for the period April 01, 2018 to May 09, 2018 was ₹51.86 Lakh forming 6.70% and 6.83% of our total revenue respectively.

DISCUSSION OF FY 2018 OVER FY 2017 (CONSOLIDATED)

Total Revenue: Our total Revenue is decreased by 3.24% to ₹7,421.58 Lakh for the financial year 2017-2018 from ₹ 7,670.11 Lakh for the financial year 2016-2017, due to factors described below:

Revenue from operations: Our revenue from operations decreased by 3.21% to ₹7,416.04 Lakh for the financial year 2017-2018 from ₹7,661.75 Lakh for the financial year 2016-2017, primarily due to decrease in revenue from sale of traded goods.

Other Income: Our other income decreased by 33.77% to ₹5.54 Lakh for the financial year 2017-2018 from ₹8.36 Lakh for the financial year 2016-2017, due to increase in interest income, miscellaneous receipts.

Total Expenses: Our total expenses excluding finance cost, depreciation and tax expenses is decreased by 10.97% to ₹6,583.21 Lakh for the financial year 2017-2018 from ₹7,394.41 Lakh for the financial year 2016-2017, due to factors described below:

Purchase of Stock in Trade: Purchase of Stock in Trade consists of purchase of traded goods. Our purchase of stock in trade decreased by 5.63% to ₹6,544.18 Lakh for the financial year 2017-2018 from ₹6,934.23 Lakh for the financial year 2016-2017.

Employee Benefit Expenses: Our employee benefit expenses decreased by 39.15% to ₹104.88 Lakh for the financial year 2017-18 from ₹172.37 Lakh for the financial year 2016-17. The decrease was mainly due to decrease in partner's remuneration by ₹71.40 Lakh, Provident Fund and Employee State Insurance Expenses by ₹2.47 Lakh.

Finance Cost: Our finance costs increased by 12.38% to ₹222.11 Lakh for the financial year 2017-18 from ₹197.64 Lakh for the financial year 2016-17. The increase was primarily due to increase in Bank Charges by ₹1.92 Lakh, followed by interest on Cash Credit by ₹13.66 Lakh and interest on loan by ₹8.89 Lakh.

Depreciation: Our depreciation and amortization expense decreased by 14.76% to ₹20.38 Lakh for the financial year 2017-18 from ₹23.91 Lakh for the financial year 2016-17.

Other Expenses: Our other expenses decreased by 15.61% to ₹269.47 Lakh for the financial year 2017-18 from ₹319.31 Lakh for the financial year 2016-17 mainly due to direct expenses decreased by ₹13.67 Lakh, computer maintenance charges by ₹1.41 Lakh, electricity charges by ₹1.79 Lakh, interest paid to partners by ₹57.77 Lakh, interest on pf by ₹1.85 Lakh, office expenses by ₹1.60 Lakh, penalty paid on pf by ₹3.00 Lakh, postage and telephones by ₹1.68 Lakh, printing & stationary by ₹2.21 Lakh, rent, rates & taxes by ₹6.85 Lakh, travelling and conveyance by ₹2.31 Lakh and vat paid by ₹3.93 Lakh. The said decrease in operating expenses was partially offset by corresponding increase in delivery Expenses by ₹16.03 Lakh and legal and professional fees by ₹9.43 Lakh, loan processing fees by ₹2.58 Lakh, repairs and maintenance by ₹1.52 Lakh, Sales commission Expenses by ₹17.45 Lakh, Society maintenance Expenses by ₹1.07 Lakh.

Profit before tax: Our profit before tax increased by 1,000.36% to ₹595.88 Lakh for the financial year 2017-18 from ₹54.15 Lakh for the financial year 2016-17. The increase was mainly due to the factors described above.

Tax expenses: Our tax expenses for the financial year 2017-18 amounted to ₹205.59 Lakh as against tax expenses of ₹18.52 Lakh for the financial year 2016-17. The net increase of ₹187.07 Lakh is on account of increase in Current Tax by ₹187.20 Lakh, Deferred Tax by ₹0.11 Lakh and decrease in Earlier Year tax by ₹ (0.24) Lakh.

Profit after tax: Our profit after tax increased by 995.23% to ₹390.29 Lakh for the financial year 2017-18 from ₹35.64 Lakh for the financial year 2016-17 due to aforementioned reasons.

DISCUSSION OF FY 2017 OVER FY 2016 (CONSOLIDATED)

Total Revenue: Our total Revenue is increased by 3.04% to ₹7,670.11 Lakh for the financial year 2016-2017 from ₹ 7,443.83 Lakh for the financial year 2015-2016, due to factors described below:

Revenue from operations: Our revenue from operations increased by 3.10% to ₹7,661.75 Lakh for the financial

year 2016-2017 from ₹7,431.56 Lakh for the financial year 2015-2016, primarily due to increase in revenue from sale of traded goods.

Other Income: Our other income decreased by 31.86% to ₹8.36 Lakh for the financial year 2016-2017 from ₹12.27 Lakh for the financial year 2015-2016, due to decrease in sundry balance w/o, liabilities w/o, miscellaneous receipts and interest income.

Total Expenses: Our total expenses excluding finance cost, depreciation and tax expenses is increased by 3.36% to ₹7,394.41 Lakh for the financial year 2016-2017 from ₹7,154.07 Lakh for the financial year 2015-2016, due to factors described below:

Purchase of Stock in Trade: Purchase of Stock in Trade consists of purchase of traded goods. Our purchase of stock in trade increased by 2.70% to ₹6,934.23 Lakh for the financial year 2016-2017 from ₹6,752.02 Lakh for the financial year 2016-2017 on account of expansion of operation.

Employee Benefit Expenses: Our employee benefit expenses increased by 9.18% to ₹172.37 Lakh for the financial year 2016-17 from ₹157.89 Lakh for the financial year 2015-16. The increase was mainly due to increase in partner's remuneration by ₹13.80 Lakh, Provident Fund and Employee State Insurance Expenses by ₹5.55 Lakh.

Finance Cost: Our finance costs decreased by 9.59% to ₹197.64 Lakh for the financial year 2016-17 from ₹218.60 Lakh for the financial year 2015-16. The decrease was primarily due to decrease in Bank Charges by ₹14.85 Lakh and interest on loan by ₹26.57 Lakh. The said decrease was partially offset by corresponding increase in interest on cash credit by ₹20.46 Lakh

Depreciation: Our depreciation and amortization expense decreased by 20.46% to ₹23.91 Lakh for the financial year 2016-17 from ₹30.06 Lakh for the financial year 2015-16.

Other Expenses: Our other expenses decreased by 0.84% to ₹319.31 Lakh for the financial year 2016-17 from ₹322.03 Lakh for the financial year 2015-16 mainly due to direct expenses decreased by ₹8.95 Lakh, delivery Expenses by ₹15.13 Lakh, electricity charges by ₹2.05 Lakh, legal and professional fees by ₹2.85 Lakh, printing & stationary by ₹1.10 Lakh and vat paid by ₹5.86 Lakh. The said decrease in operating expenses was partially offset by corresponding increase in computer maintenance charges by ₹1.22 Lakh, interest paid to partners by ₹16.96 Lakh, interest on pf by ₹1.85 Lakh, penalty paid on pf by ₹3.00 Lakh, loan processing fees by ₹5.74 Lakh and Sales commission Expenses by ₹4.54 Lakh.

Profit before tax: Our profit before tax increased by 31.74% to ₹54.15 Lakh for the financial year 2016-17 from ₹41.11 Lakh for the financial year 2015-16. The increase was mainly due to the factors described above.

Tax expenses: Our tax expenses for the financial year 2016-17 amounted to ₹18.52 Lakh as against tax expenses of ₹13.24 Lakh for the financial year 2015-16. The net increase of ₹5.28 Lakh is on account of increase in Current Tax by ₹4.68 Lakh, Deferred Tax by ₹0.58 Lakh and increase in Earlier Year tax by ₹0.01 Lakh.

Profit after tax: Our profit after tax increased by 27.89% to ₹35.64 Lakh for the financial year 2016-17 from ₹27.86 Lakh for the financial year 2015-16 due to aforementioned reasons.

OTHER KEY RATIOS

The table below summaries key ratios in our Restated Consolidated Financial Statements for the financial years ended March 31, 2018, 2017 and 2016:

Particulars	For the year ended March 31,		
	2018	2017	2016
Fixed Asset Turnover Ratio	52.98	48.61	42.56
Debt Equity Ratio	1.51	2.89	2.98
Current Ratio	1.65	1.22	1.25
Inventory Turnover Ratio	5.77	6.95	7.09

Fixed Asset Turnover Ratio: This is defined as revenue from operations divided by total fixed assets excluding capital work in progress and intangible assets, based on Restated Consolidated Financial Statements.

Debt Equity Ratio: This is defined as total debt divided by total shareholder funds. Total debt is the sum of long-term borrowings, short-term borrowings and current maturities of long-term debt, based on Restated Consolidated Financial Statements.

Current Ratio: This is defined as current assets divided by current liabilities, based on Restated Consolidated Financial Statements.

Inventory Turnover Ratio: This is defined as revenue from operations divided by average inventory. Average inventory is computed by dividing the sum of opening inventory and closing inventory by two, based on Restated Consolidated Financial Statements.

CASH FLOWS

The table below summaries our cash flows from our Restated Consolidated Financial Statements for the financial years 2018, 2017 and 2016:

(₹ in Lakh)

Particulars	For the year ended		
	2018	2017	2016
Net Cash from Operating Activities	-531.30	272.32	198.31
Net Cash from Investing Activities	-2.10	-8.29	-12.19
Net Cash used in Financing Activities	536.60	-267.56	-185.25
Net Increase / (Decrease) in Cash and Cash equivalents	3.20	(3.54)	0.87

FINANCIAL INDEBTEDNESS

As on July 31, 2018, the total outstanding borrowings of our Company is ₹2,047.62 Lakh which includes short-term borrowings of ₹1,712.21 Lakh. For further details, refer to the chapter titled “*Financial Indebtedness*” beginning on page 147 of this Draft Red Herring Prospectus.

RELATED PARTY TRANSACTIONS

Related party transactions with our promoters, directors and their entities and relatives primarily relate to purchase and sale of products. For further information please refer to the chapter titled “*Financial Statements as Restated*” on page 135 of this Draft Red Herring Prospectus.

CONTINGENT LIABILITIES

The following table sets forth our contingent liabilities as of July 31, 2018:

Particulars	Amount (in ₹)
Income Tax demands and TDS	31,620
Bank Guarantees/ Corporate Guarantees	NIL
Total	31,620

It is not practical for our Company to estimate the timings of cash outflow, if any in respect of above-mentioned contingent liabilities. For further details, refer chapter titled “*Financial Statements as Restated*” beginning on page 135 of this Draft Red Herring Prospectus.

OFF-BALANCE SHEET ITEMS

We do not have any other off-balance sheet arrangements, derivative instruments or other relationships with any entity that have been established for the purposes of facilitating off-balance sheet arrangements.

QUALITATIVE DISCLOSURE ABOUT MARKET RISK

Financial Market Risks

Market risk is the risk of loss related to adverse changes in market prices, including interest rate risk. We are exposed to interest rate risk, inflation and credit risk in the normal course of our business.

Interest Rate Risk

Our financial results are subject to changes in interest rates, which may affect our debt service obligations and our access to funds.

Effect of Inflation

We are affected by inflation as it has an impact on the raw material cost, wages, etc. In line with changing inflation rates, we rework our margins so as to absorb the inflationary impact.

Credit Risk

We are exposed to credit risk on monies owed to us by our customers. If our customers do not pay us promptly, or at all, we may have to make provisions for or write-off such amounts.

Reservations, Qualifications and Adverse Remarks

Except as disclosed in chapter titled “*Financial Statements as Restated*” beginning on page 135 of this Draft Red Herring Prospectus, there have been no reservations, qualifications and adverse remarks.

Details of Default, if any, Including Therein the Amount Involved, Duration of Default and Present Status, in Repayment of Statutory Dues or Repayment of Debentures or Repayment of Deposits or Repayment of Loans from any Bank or Financial Institution.

Except as disclosed in chapter titled “*Financial Statements as Restated*” beginning on page 135 of this Draft Red Herring Prospectus, there have been no defaults in payment of statutory dues or repayment of debentures and interest thereon or repayment of deposits and interest thereon or repayment of loans from any bank or financial institution and interest thereon by the Company.

FACTORS THAT MAY AFFECT THE RESULTS OF THE OPERATIONS

Unusual or infrequent events or transactions

There are no transactions or events, which in our best judgment, would be considered unusual or infrequent that have significantly affected operations of the Company.

Significant economic changes that materially affected or are likely to affect income from continuing operations

There are no significant economic changes that materially affected Company’s operations or are likely to affect income from continuing operations. Any slowdown in the growth of Indian economy or future volatility in global commodity prices, could affect the business including the future financial performance, shareholders’ funds and ability to implement strategy and the price of the Equity Shares.

Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations

Other than as disclosed in the chapter titled “*Risk Factors*” beginning on page 22 of this Draft Red Herring Prospectus 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.

Future changes in relationship between costs and revenues in case of events such as future increase in labour or material cost or prices that will cause material change

According to our knowledge, there are no future relationship between cost and income that would be expected to have a material adverse impact on our operations and revenues. However, increase in the cost of the goods in which the Company deals, will affect the profitability of the Company. Further, the Company may not be able to pass on the increase in prices of the services to the customers in full and this can be offset through cost reduction.

The extent to which material increases in net sales or revenue are due to increased sales volume, introduction of new products or services or increased prices

The increase in revenue is by and large linked to increase in volume of all the activities carried out by the Company.

Total turnover of each major industry segment in which the Issuer Company operates

Our Company is primarily engaged in distributing pharmaceutical products. Relevant industry data, as available, has been included in the chapter titled “*Industry Overview*” beginning on page 80 of this Draft Red Herring Prospectus.

The extent to which business is seasonal

Our Company’s business is seasonal. The business of the Company depends upon the Growth potential of the economy and growth of the country.

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 and purchase respectively as on July 31, 2018 is as follows:

Particulars	Customers	Suppliers
Top 5 (%)	42.55	47.65
Top 10 (%)	46.51	61.64

Competitive Conditions

We have competition with organised and unorganised player and our results of operations could be affected by competition in the competitive pricing and other factors. Competition may result in pricing pressures, reduced profit margins or loss market share or a failure to grow our market share, any of which could substantially harm our business and results of operations. This we believe may impact our financial condition and operations. For details, please refer to the chapter titled “*Risk Factors*” beginning on page 22 of this Draft Red Herring Prospectus.

Increase in income

Increases in our income are due to the factors described above in in this chapter under ‘*Factors Affecting Our Results of Operations*’ and chapter titled “*Risk Factors*” beginning on page 22 of this Draft Red Herring Prospectus.

Status of any Publicly Announced New Products or Business Segments

Except as disclosed elsewhere in the Draft Red Herring Prospectus, we have not announced and do not expect to announce in the near future any new products or business segments.

FINANCIAL INDEBTEDNESS

Our company has obtained the necessary consents required under the relevant loan documentation with bank and financial institutions for undertaking activities, such as change in its capital structure, change in its shareholding pattern and change in promoter's shareholding which has a possible change in the management control of our company.

As on July 31, 2018, our company has total outstanding secured borrowings from banks aggregating to ₹ 727.35 Lakh.

A. LONG TERM BORROWING

1. Unsecured Borrowing:

(From Banks & Financial Institutions)

Name of Lender*	Type of Loan	Date of Sanction/ Review	Sanctioned Amount (₹ in Lakh)	Rate of Interest p.a/ Discounting Charges/ Commission	Repayment/ Usance period	Outstanding amount as on July 31, 2018 (₹ in Lakh)
Aditya Birla Finance Limited	Business Loan	November 29, 2017	50.00	14.50% p.a	36 Months	36.87
Bajaj Finserv	Business Loan	February 27, 2017	25.00	13.28% p.a	24 Months	13.05
Clix Capital Services Pvt Ltd*	Business Loan	February 21, 2018	40.00	18.00% p.a	36 Months	36.54
Equitas Small Finance Bank Ltd	Business Loan	November 30, 2017	30.00	18.52% p.a	24 Months	16.68
India Bull IVL Finance Ltd	Business Loan	February 27, 2017	35.00	17.00% p.a	36 Months	31.93
ICICI Bank Ltd	Personal Loan	November 24, 2017	35.00	15.50% p.a	36 Months	29.54
Indusind Bank	Business Loan	December 02, 2017	35.00	18.75% p.a	36 Months	24.85
Kotak Mahendra Bank Ltd	Personal Loan	November 30, 2017	30.00	19.32% p.a	36 months	18.61
RBL Bank Ltd	Business Loan	November 28, 2017	35.00	18.30% p.a	36 Months	25.65
Standard Chartered Bank	Business Loan	November 30, 2017	50.00	13.75 % p.a	24 Months	29.65

*The sanction letter is in the name of "Welcome Agencies".

B. SHORT TERM BORROWING

1. Secured Borrowing:

Name of Lender	Type of Loan	Date of Sanction/ Review	Purpose	Sanctioned Amount (₹ in Lakh)	Rate of Interest p.a./Discounting Charges/ Commission	Margin	Repayment/ Usance period	Outstanding amount as on July 31, 2018 (₹ in Lakh)
NKGS B Co-op Bank CC -	Cash Credit	December 31, 2018	Working Capital	800.00	@ PLR - 3.00% i.e 12.00% p.a	25% on stock and 40% on book debts upto 90 days and immovable property B-23, Shriram Industrial Estate, 13 G D Ambekar Road, Wadala West, Mumbai - 400031 Owned by subject company. 4) Unit no. A-9, Shriram Industrial Estate, G D Ambekar Road, Wadala West, Mumbai - 400031 Owned by Mr. Paras Chhajed.	Repayable on Demand/ Renewed	727.35

1. Unsecured Borrowing:

In addition to the secured borrowing availed by us from banks, we have also availed certain Unsecured Loans. Set forth below is a brief summary of unsecured loans as of July 31, 2018.

1. From Directors:

Name of the Lender	Outstanding Amount (₹ in Lakh)
Mr. Kiran Chhajed	3.99
Mr. Manish Chhajed	52.93
Mr. Dipesh Chhajed	30.29

2. From Members:

Name of the Lender	Outstanding Amount (₹ in Lakh)
Mr. Paras Chhajed	4.02

3. From Associated Firms:

Name of the Lender	Outstanding Amount (₹ in Lakh)
Welcome Healthcare	21.00

Tenor / Repayment:

The Unsecured loans from directors and other entities are repayable on demand.

Interest Rate:

Interest rate for unsecured loan taken from director and other entities ranges is NIL.

SECTION X: LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS

Except, as stated in this section and mentioned elsewhere in this Draft Red Herring Prospectus there are no litigations including, but not limited to suits, criminal proceedings, civil proceedings, actions taken by regulatory or statutory authorities or legal proceedings, including those for economic offences, tax liabilities, show cause notice or legal notices pending against our Company, Directors, Promoters, Subsidiaries, Group Entities or against any other company or person/s whose outcomes could have a material adverse effect on the business, operations or financial position of the Company and there are no proceedings initiated for economic, civil or any other offences (including past cases where penalties may or may not have been awarded and irrespective of whether they are specified under paragraph (a) of Part I of Schedule V of the Companies Act, 2013) other than unclaimed liabilities of our Company, and no disciplinary action has been taken by SEBI or any stock exchange against the Company, Directors, Promoters, Subsidiaries or Group Entities.

Except as disclosed below there are no i) litigation or legal actions, pending or taken, by any Ministry or department of the Government or a statutory authority against our Promoters during the last five years; (ii) direction issued by such Ministry or Department or statutory authority upon conclusion of such litigation or legal action; (iii) pending proceedings initiated against our Company for economic offences; (iv) default and non-payment of statutory dues by our Company; (v) inquiries, inspections or investigations initiated or conducted under the Companies Act, 2013 or any previous companies law in the last five years against our Company and Subsidiaries including fines imposed or compounding of offences done in those five years; or (vi) material frauds committed against our Company in the last five years.

Except as stated below there are no Outstanding Material Dues (as defined below) to creditors; or (ii) outstanding dues to small scale undertakings and other creditors.

Our Board, in its meeting held on July 22, 2018, determined that outstanding dues to creditors in excess of ₹10 Lakh as per last audited financial statements shall be considered as material dues (“Material Dues”).

Pursuant to SEBI ICDR Regulations, all other pending litigations except criminal proceedings, statutory or regulatory actions and taxation matters involving our Company, Promoters, Directors and Group Entities, would be considered ‘material’ for the purposes of disclosure if the monetary amount of claim by or against the entity or person in any such pending matter exceeds ₹10 Lakh as determined by our Board, in its meeting held on July 22, 2018.

Accordingly, we have disclosed all outstanding litigations involving our Company, Promoters, Directors and Group Entities which are considered to be material. In case of pending civil litigation proceedings wherein the monetary amount involved is not quantifiable, such litigation has been considered ‘material’ only in the event that the outcome of such litigation has an adverse effect on the operations or performance of our Company.

Unless otherwise stated to the contrary, the information provided is as of the date of this Draft Red Herring Prospectus.

LITIGATIONS INVOLVING OUR COMPANY

LITIGATIONS AGAINST OUR COMPANY

Criminal Litigations

Nil

Civil Proceedings

Nil

Taxation Matters**Direct Tax****Income Tax****A. TDS**

As per website of Income Tax for TDS i.e. TDS Reconciliation Analysis and Correction Enabling System (TRACES), following defaults in payment of TDS by the Our Company.

Sr. No	Financial Year	Default Amount (₹ in Rupees)
*WELCOME AGENCIES		
1.	2014-15	7,830
2.	2015-16	11,470
3.	2017-18	8,490
Total		27,790

**Welcome Agencies has now been converted into Welpar Pharbizz Limited under Part I of Chapter XXI of the Companies Act, 2013*

Recent Development/Proceeding under Finance Act, 2016 in respect of Income Declaration Scheme, 2016 and The Income Declaration Scheme Rules, 2016

Nil

Proceedings against Our Company for economic offences/securities laws/ or any other law

Nil

Penalties in Last Five Years

Nil

Pending Notices against our Company

Nil

Past Notices to our Company

Nil

Disciplinary Actions taken by SEBI or stock exchanges against Our Company

Nil

Defaults including non-payment or statutory dues to banks or financial institutions

Nil

Details of material frauds against the Company in last five years and action taken by the Companies

Nil

LITIGATIONS FILED BY OUR COMPANY

Criminal Litigations

Nil

Civil Proceedings

Nil

Taxation Matters

Nil

Recent Development/Proceeding under Finance Act, 2016 in respect of Income Declaration Scheme, 2016 and The Income Declaration Scheme Rules, 2016

Nil

Details of any enquiry, inspection or investigation initiated under Companies Act, 2013 or any previous Company Law

Nil

LITIGATIONS INVOLVING DIRECTOR/S OF OUR COMPANY

LITIGATIONS AGAINST DIRECTOR/S OF OUR COMPANY

Criminal Litigations

Nil

Civil Proceedings

Nil

Taxation Matters

Direct Tax

A) Income Tax

As per website of Income Tax for outstanding tax demand, following defaults in payment of Income Tax by the Company are outstanding:

<i>Amount (₹ In Rupees)</i>					
Assessment Year	Section Code	Demand Identification Number	Date on which demand is raised	No of Defaults	Outstanding Demand (in ₹)
MANISH PARAS CHHAJED					
2009-10	U/s 220(2)	2015200937020288362T	June 22, 2015	One	4,760
DIPESH PARAS CHHAJED					
2017-18	U/S 143(1)(a)	2017201737074551455T	November 21, 2017	One	890
Total					5,650

Recent Development/Proceeding under Finance Act, 2016 in respect of Income Declaration Scheme, 2016 and The Income Declaration Scheme Rules, 2016

Nil

Past Penalties imposed on our Directors

Nil

Proceedings initiated against our directors for Economic Offences/securities laws/ or any other law

Nil

Directors on list of wilful defaulters of RBI

Nil

Proceedings initiated against our Directors for Fugitive Economic Offence under Fugitive Economic Offender Act, 2018

Nil

LITIGATIONS FILED BY DIRECTOR/S OF OUR COMPANY

Criminal Litigations

Our director Mr. Kiran Prasad Chhajed has filed in January 2016 against Mr. Chetan G Shah before the Metropolitan Magistrate's 58th Court at Bandra, Mumbai under section 138 of Negotiable Instrument Act, 1960:

Amount (₹ In Rupees)

Sr. No.	Case Type Summons Cases	Amount
1.	131/SS/2016	37,442
2.	132/SS/2016	55,231
3.	133/SS/2106	1,28,320
4.	134/SS/2016	63,579
5.	135/SS/2016	64,140
6.	136/SS/2016	89,680
7.	137/SS/2016	65,510
8.	138/SS/2016	66,569
Total		5,70,471

The above cases are pending before the Authority.

Civil Proceedings

A Commercial Suit No. 803 of 2017 has been filed by our director Mr. Manish Paras Chhajed before High Court of Bombay along with other parties against Zenal Construction Private Limited and others. In the said suit there was a dispute in the terms of the Development Agreement which was created between both the parties to carry on and complete construction of a building. Later both the parties agreed on the terms of the said agreement and filed Notice of Motion No. 722 of 2017 to withdraw the suit. In the said notice of motion, the consent term was disposed off by the Hon'ble High Court of Bombay and pursuant to the notice dated January 18, 2019, the matter and was heard before the Hon'ble High Court and the matter is still pending for final directions.

Taxation Matters

Nil

Recent Development/Proceeding under Finance Act, 2016 in respect of Income Declaration Scheme, 2016 and The Income Declaration Scheme Rules, 2016

Nil

LITIGATIONS INVOLVING PROMOTER/S OF OUR COMPANY

LITIGATIONS AGAINST OUR PROMOTER/S

Criminal Litigations

Nil

Civil Proceedings

Nil

Taxation Matters

Direct Tax

A. INCOME TAX

As per website of Income Tax for outstanding tax demand, following defaults in payment of Income Tax by the Company are outstanding:

Amount (₹ In Rupees)					
Assessment Year	Section Code	Demand Identification Number	Date on which demand is raised	No of Defaults	Outstanding Demand (in ₹)
MANISH PARAS CHHAJED					
2009-10	U/s 220(2)	2015200937020288362T	June 22, 2015	One	4,760
DIPESH PARAS CHHAJED					
2017-18	U/S 143(1)(a)	2017201737074551455T	November 21, 2017	One	890
Total					5,650

Recent Development/Proceeding under Finance Act, 2016 in respect of Income Declaration Scheme, 2016 and The Income Declaration Scheme Rules, 2016

Nil

Past Penalties imposed on our Promoters

Nil

Proceedings initiated against our Promoters for Economic Offences/securities laws/ or any other law

Nil

Litigation /Legal Action pending or taken by Any Ministry or any statutory authority against any Promoter in last five years

Nil

Penalties in Last Five Years

Nil

Litigation /defaults in respect of the companies/Firms/ventures/ with which our promoter was associated in the past

Nil

Adverse finding against Promoter for violation of Securities laws or any other laws

Nil

Proceedings initiated against our Promoters for Fugitive Economic Offence under Fugitive Economic Offender Act, 2018

Nil

LITIGATIONS FILED BY OUR PROMOTER/S

Criminal Litigations

Nil

Civil Proceedings

A Commercial Suit No. 803 of 2017 has been filed by our director Mr. Manish Paras Chhajed before High Court of Bombay along with other parties against Zenal Construction Private Limited and others. In the said suit there was a dispute in the terms of the Development Agreement which was created between both the parties to carry on and complete construction of a building. Later both the parties agreed on the terms of the said agreement and filed Notice of Motion No. 722 of 2017 to withdraw the suit. In the said notice of motion, the consent term was disposed off by the Hon'ble High Court of Bombay and pursuant to the notice dated January 18, 2019, the matter and was heard before the Hon'ble High Court and the matter is still pending for final directions.

Taxation Matters

Nil

Recent Development/Proceeding under Finance Act, 2016 in respect of Income Declaration Scheme, 2016 and The Income Declaration Scheme Rules, 2016

Nil

LITIGATIONS INVOLVING OUR GROUP ENTITES

LITIGATIONS AGAINST OUR GROUP ENTITIES

Criminal Litigations

Nil

Civil Proceedings

Nil

Taxation Matters**A. Direct Tax**

As per website of Income Tax for outstanding tax demand, following defaults in payment of Income Tax by the Company are outstanding:

<i>Amount (₹ In Rupees)</i>				
Assessment Year	Section Code	Demand Identification Number/ DCR No	No of Defaults	Outstanding Demand (in ₹)
WELCOME ENTERPRISES				
2015-16	U/s 143(1)(a)	2015201537070477952T	One	1,990
Total				1,990

B. TDS

As per website of Income Tax for TDS i.e. TDS Reconciliation Analysis and Correction Enabling System (TRACES), following defaults in payment of TDS by the Group Companies are outstanding:

Sr. No	Financial Year	Default Amount (₹ In Rupees)
WELCOME ENTERPRISES		
1.	Prior Years	3,350
2.	2015-16	440
3.	2016-17	60
4.	2017-18	1,3820
5.	2018-19	2,7350
Total		45,020

Recent Development/Proceeding under Finance Act, 2016 in respect of Income Declaration Scheme, 2016 and The Income Declaration Scheme Rules, 2016

Nil

Past Penalties imposed on our Group Entities

Nil

Proceedings initiated against our Group Entities for Economic Offences/securities laws/ or any other law

Nil

Litigation /Legal Action pending or taken by Any Ministry or any statutory authority against any Group Entities

Nil

Adverse finding against Group Entities for violation of Securities laws or any other laws

Nil

LITIGATIONS FILED BY OUR GROUP ENTITIES

Criminal Litigations

Nil

Civil Proceedings

Nil

Taxation Matters

Nil

Recent Development/Proceeding under Finance Act, 2016 in respect of Income Declaration Scheme, 2016 and The Income Declaration Scheme Rules, 2016

Nil

LITIGATIONS INVOLVING OUR SUBSIDIARY COMPANIES

Our company has no subsidiary company but holds 99% stake in Welcome Enterprises, a partnership firm and this Welcome enterprise is considered as the Subsidiary entity of the company.

LITIGATIONS INVOLVING OUR SUBSIDIARY ENTITY**A. Direct Tax**

As per website of Income Tax for outstanding tax demand, following defaults in payment of Income Tax by the Company are outstanding:

<i>Amount (₹ In Rupees)</i>				
Assessment Year	Section Code	Demand Identification Number/ DCR No	No of Defaults	Outstanding Demand (in ₹)
WELCOME ENTERPRISES				
2015-16	U/s 143(1)(a)	2015201537070477952T	One	1,990
Total				1,990

B. TDS

As per website of Income Tax for TDS i.e. TDS Reconciliation Analysis and Correction Enabling System (TRACES), following defaults in payment of TDS by the Group Companies are outstanding:

Sr. No	Financial Year	Default Amount (₹ In Rupees)
WELCOME ENTERPRISES		
1.	Prior Years	3,350
2.	2015-16	440
3.	2016-17	60
4.	2017-18	1,3820
5.	2018-19	2,7350
Total		45,020

OTHER MATTERS

Nil

DETAILS OF ANY INQUIRY, INSPECTION OR INVESTIGATION INITIATED UNDER PRESENT OR PREVIOUS COMPANIES LAWS IN LAST FIVE YEARS AGAINST THE COMPANY OR ITS SUBSIDIARIES

Nil

OUTSTANDING LITIGATION AGAINST OTHER COMPANIES OR ANY OTHER PERSON WHOSE OUTCOME COULD HAVE AN ADVERSE EFFECT ON OUR COMPANY

Nil

MATERIAL DEVELOPMENTS SINCE THE LAST BALANCE SHEET

Except as mentioned under the chapter — “*Management Discussion and Analysis of Financial Condition and Result of Operation*” beginning on page 136 of this Draft Red Herring Prospectus, there have been no material developments, since the date of the last audited balance sheet.

OUTSTANDING DUES TO SMALL SCALE UNDERTAKINGS OR ANY OTHER CREDITORS

As of December 31, 2018, our Company had 59 creditors, to whom a total amount of ₹ 495.11 Lakh were outstanding. As per the requirements of SEBI Regulations, our Company, pursuant to a resolution of our Board dated July 22, 2018, considered creditors to whom the amount due exceeds ₹ 10 Lakh as per our Company’s restated financials for the purpose of identification of material creditors. Based on the above, the following are the material creditors of our Company.

S. No.	Particular	Number of Creditors	Balance as on 31.12.2018 Amount (₹ In Rupees)
1.	*Total Outstanding dues to Micro, Small & Medium Enterprises	02	3,36,76,253
2.	Material Creditors	26	1,48,19,710
3.	Other Creditor	31	10,15,146
	Total	59	4,95,11,109

**Our Company has not received any intimation from suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 (“MSME Act”) and hence amount unpaid, if any, as on December 31,2018 to such suppliers has not been identified separately for disclosure herein.*

For complete details about outstanding dues to creditors of our Company, please see the website of our Company www.welpar.in.

Information provided on the website of our Company is not a part of this 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, www.welpar.in, would be doing so at their own risk.

GOVERNMENT AND OTHER STATUTORY APPROVALS

Our Company has received the necessary consents, licenses, permissions, registrations and approvals from the Government/RBI, various Government agencies and other statutory and/ or regulatory authorities required for carrying on our present business activities and except as mentioned under this heading, no further material approvals are required for carrying on our present business activities. Our Company undertakes to obtain all material approvals and licenses and permissions required to operate our present business activities. Unless otherwise stated, these approvals or licenses are valid as of the date of this Draft Red Herring Prospectus and in case of licenses and approvals which have expired; we have either made an application for renewal or are in the process of making an application for renewal. In order to operate our business of distribution of pharmaceutical, we require various approvals and/ or licenses under various laws, rules and regulations. For further details in connection with the applicable regulatory and legal framework, please refer to the chapter titled “**Key Industry Regulations and Policies**” on page 101 of this Draft Red Herring Prospectus.

The Company has its business located at:

Registered Office: 23B, Floor-2, Plot-13, Shree Ram Industrial Estate, 13 G. D. Ambekar Marg, Wadala, Mumbai City Maharashtra- 400031.

Dispatch Centre: A-30, Floor-2, Plot-13, Shree Ram Industrial Estate, 13 G.D Ambekar Marg, Wadala Taluka, Mumbai (Zone 2)-400031.

The objects clause of the Memorandum of Association enables our Company to undertake its present business activities. The approvals required to be obtained by our Company include the following:

I. APPROVALS FOR THE ISSUE

Corporate Approvals

- a. Our Board of Directors have, pursuant to a resolution passed at its meeting held on July 22, 2018 authorized the Issue, subject to the approval of the shareholders of our Company under Section 62(1) (c) of the Companies Act, 2013 and such other authorities as may be necessary.
- b. The Issue of Equity Shares has been authorized by a special resolution adopted pursuant to Section 62(1) (c) of the Companies Act, 2013 at the Extra Ordinary General Meeting of shareholders held on December 26, 2018.

Agreements with NSDL and CDSL

1. Our Company has entered into an agreement dated December 08th, 2018 with the Central Depository Services (India) Limited (“CDSL”) and the Registrar and Transfer Agent, who in this case is, Link Intime India Private Limited for the dematerialization of its shares.
2. Similarly, our Company has also entered into an agreement dated November 27th, 2018 with the National Securities Depository Limited (“NSDL”) and the Registrar and Transfer Agent, who in this case is Link Intime India Private Limited for the dematerialization of its shares.
3. International Securities Identification Number (“ISIN”) of our company is INE02TO01016.

Incorporation and Other Details

1. Fresh Certificate of Incorporation issued on May 10, 2018 by the Registrar of Companies, Maharashtra in the name of “Welpar Pharmbizz Limited”.
2. The Corporate Identification Number (CIN) of the Company is U74999MH2018PLC309197.

II. APPROVALS/ LICENSES RELATED TO OUR BUSINESS ACTIVITIES

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:

S NO.	NATURE OF LICENSE/APPROVAL	REGISTRATION/LI CENSE NO.	ISSUING AUTHOR ITY	DATE OF GRANTING LICENSE/APPROVA L/WITH EFFECT FROM	VALIDI TY
TAX RELATED APPROVALS					
1.	Permanent Account Number (PAN)	AACCW2059A	Income Tax Department	May 10, 2018	One Time registration
2.	Tax Deduction Account Number (TAN)	MUMW05513E	Income Tax Department	May 16, 2018	One Time Registration
3.	Registration Certificate under the Central Goods and Service Tax Act, 2017 ("GST")	27AACCW2059A1ZN	Central Board of Excise and Customs	May 10, 2018	One Time Registration
4.	Professional Tax Registration Certificate (PTRC)	27911601839P	Department of Goods and Services Tax, Maharashtra	June 01, 2018	One Time Registration
5.	Professional Tax Enrolment Certificate (PTEC)	99313191781P	Department of Goods and Services Tax, Maharashtra	April 01, 2018	One Time Registration
APPROVALS/ LICENSES RELATED TO OUR BUSINESS ACTIVITIES					
6.	Registration Certificate under Maharashtra Shops & Establishment Act, 1948 For Address- A-30, 23B Floor-2, Plot-13, Shree Ram Industrial Estate, 13 G.D Ambekar Marg, Wadala Taluka, Mumbai (Zone 2)-400031,	762330478	Inspector under the Maharashtra Shops and Establishments Act, 1948	June 11, 2018	June 11, 2019

7.	Udyog Aadhar Registration Certificate	MH19E0032333	Ministry of Micro, Small & Medium Enterprises	May 10, 2018	One Time registration
8.	Registration under the Employees Provident Funds and Miscellaneous Provisions Act, 1952	MHBAN1761514000	Employees' Provident Organization	August 17, 2018	One Time registration
9.	Registration under the Employee State Insurance Act, 1948	310010829900000305	Assistant/ Deputy Director, Employees' State Insurance Corporation, Mumbai	August 16, 2018 With effect from-July 01, 2018	One Time registration
For Address-23 B, Floor-2, Plot-13, Shree Ram Industrial Estate, 13 G.D Ambekar Marg, Wadala Taluka, Mumbai (Zone 2)-400031					
10.	Registration under Maharashtra Shops and Establishment Act, 1948	762330478	Inspector, the Maharashtra Shops and Establishments Act, 1948	July 11, 2018	June 10, 2019
11.	Form 21B, Licence to sell, stock or exhibit (or offer) for sale or distribute by wholesale, drugs specified in Schedule C, C (1) [excluding those specified in Schedule X] under Drugs and Cosmetics Rules, 1945	MH-MZ2-286764	Licensing Authority & Assistant Commissioner Food & Drugs Administration, Mumbai-Zone 2	July 11, 2018	July 10, 2023
12.	Form 20B, License to sell, stock or exhibit (or offer) for sale or distribute by wholesale drugs specified in Schedule C and C (1) [excluding those specified in Sch. X] under Drugs and	MH-MZ2-286763	Licensing Authority & Assistant Commissioner Food & Drugs Administration, Mumbai-Zone 2	July 11, 2018	July 10, 2023

	Cosmetics Rules, 1945				
For Address-A-30, Floor-2, Plot-13, Shree Ram Industrial Estate, 13 G.D Ambekar Marg, Wadala Taluka, Mumbai (Zone 2)-400031					
13.	Registration under Maharashtra Shops and Establishment Act, 1948	76233048	Inspector, the Maharashtra Shops and Establishments Act, 1948	July 11, 2018	June 10, 2019
14.	Form 21B, Licence to sell, stock or exhibit (or offer) for sale or distribute by wholesale, drugs other than those specified in Schedule C, C (1) [excluding those specified in Schedule X] under Drugs and Cosmetics Rules, 1945	MH-MZ2-286594	Licensing Authority & Assistant Commissioner Food & Drugs Administration, Mumbai-Zone 2	July 10, 2018	July 09, 2023
15.	Form 20B, Licence to sell, stock or exhibit (or offer) for sale or distribute by wholesale, drugs other than those specified in [Schedule C, C (1) and X] under Drugs and Cosmetics Rules, 1945	MH-MZ2-286593	Licensing Authority & Assistant Commissioner Food & Drugs Administration, Mumbai-Zone 2	July 10, 2018	July 09, 2023

III. CERTIFICATES:

S NO.	NATURE OF CERTIFICATE	CERTIFICATE NO.	ISSUING AUTHORITY	DATE OF GRANTING CERTIFICATE	VALIDITY
1.	Certificate of Appreciation for Mission Atorva No.1*	NA	Zydus Medica	NA	NA
2	Certificate of participation in Guinness World Records™ for attempt of largest pet bottle mosaic at Mumbai*	NA	Guinness World Records™	July 01, 2014	NA

3.	Authorised Distributorship Certificate for Pharma & Pinnacle Division*	NA	General Manager, Distribution and Logistics, Lupin Laboratories Limited	NA	NA
3.	Certificate of Appreciation for partnership with GSK in Protective and Therapeutic healthcare*	NA	EVP, Commercial, Pharma	NA	NA
4.	Certificate of Privilege Partner in appreciation of valuable contribution made in 2015 *	NA	General Manager, Pharmaceutical Operations (India)	NA	NA

* The certificates are in the name of **Welcome Agencies former name of Welpar Pharmbizz Limited.**

IV. PENDING APPROVALS

There is no pending approval in the name of our Company.

V. APPROVALS OBTAINED IN RELATION TO INTELLECTUAL PROPERTY RIGHTS:

S. No.	Proprietor	Trademark/Logo	Registration/ Application No.	Class/Category	Registration/ Application Date	Status/ Validity
1.	Welpar Pharmbizz Ltd		3866188	5 Wordmark	June 21, 2018	Objected
2.	Welpar Pharmbizz Ltd		3866189	35 Wordmark	June 21, 2018	Objected

VI. WEBSITE DETAILS:

The Details of Domain Name registered on the name of the Company:

S. No.	Domain Name and Registry Domain ID	IANA ID	Creation Date	Registration Expiry Date
1.	Domain Name- www.welpar.in Registry Domain Id- D41440000005852582- AFIN	1007	March 29, 2018	March 29, 2023

VII. MATERIAL LICENSES / APPROVALS FOR WHICH THE COMPANY IS YET TO APPLY

There are no other approval that yet to be applied by our Company.

OTHER REGULATORY AND STATUTORY DISCLOSURES

AUTHORITY FOR THE ISSUE

The Issue in terms of this Draft Red Herring Prospectus has been authorized pursuant to the resolution passed by the Board of Directors dated July 22, 2018 and by the shareholders pursuant to the special resolution passed in Extra-Ordinary General Meeting dated December 26, 2018 under Section 62(1)(c) of the Companies Act, 2013.

Our Company has obtained in-principle approval from the BSE SME for using its name in the Draft Red Herring Prospectus/ Red Herring Prospectus/ Prospectus pursuant to an approval letter dated [●] from BSE is the Designated Stock Exchange.

PROHIBITION BY SEBI OR OTHER GOVERNMENTAL AUTHORITIES

We confirm that our Company, Directors, Promoters, Promoter Group, person in control of our Company is not prohibited from accessing or operating in the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by the SEBI or any securities market regulator in any other jurisdiction or any other authority / court as on the date of this Draft Red Herring Prospectus.

We confirm that our Company, Promoters and Promoter Group are in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018.

Neither our Promoter, nor any of our Directors or persons in control of our Company are / were associated as promoter, directors or persons in control of any other Company which is debarred from accessing or operating in the capital markets under any order or directions made by the SEBI or any other regulatory or Governmental Authorities as on the date of this Draft Red Herring Prospectus.

Further, except as mentioned in the chapter titled “*Outstanding Litigations and Material Developments*” there has been no violation of any securities law committed by any of them in the past and no such proceedings are currently pending against any of them.

None of our Directors are associated with the securities market in any manner, including securities market related business.

We confirm that our Company, Promoters and Promoter Group are in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018.

Further, none of our Promoters or Directors has been declared as fugitive economic offender under Fugitive Economic Offenders Act, 2018.

PROHIBITION BY RBI OR GOVERNMENTAL AUTHORITY

Neither our Company, nor our Promoters, or the relatives (as defined under the Companies Act) of our Promoters or Group Companies/Entities have been identified as wilful defaulters by the RBI or any other governmental authority.

ELIGIBILITY FOR THE ISSUE

Our Company is eligible for the Issue in accordance with regulation 229(2) and other provisions of chapter IX of the SEBI (ICDR) Regulations, 2018 as the post issue face value capital exceeds ₹1,000 Lakh and upto ₹ 2,500 Lakh. Our Company also complies with the eligibility conditions laid by the SME Platform of BSE for listing of our Equity Shares.

We confirm that:

1. In accordance with Regulation 260 of the SEBI (ICDR) Regulations, this Issue shall be 100% underwritten and not restrict to the minimum subscription level. The BRLM shall underwrite minimum

15% of the Total Issue Size. For further details pertaining to said underwriting please refer to chapter titled “**General Information**” beginning on page 46 of the Draft Red Herring Prospectus.

2. In accordance with Regulation 268(1) of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed allottees in the Issue shall be greater than or equal to fifty (50), otherwise, the entire application money will be refunded forthwith. If such money is not repaid within eight days from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of eight days, be liable to repay such application money, with an interest at the rate as prescribed under SEBI (ICDR) Regulations, the Companies Act, 2013 and applicable laws. 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.
3. We have filed Draft Red Herring Prospectus with stock exchange. The Draft Red Herring Prospectus has not been filed with SEBI, nor has SEBI issued any observation on the Offer Document in terms of Regulation 246 of SEBI (ICDR), 2018. However, pursuant to sub regulation (5) of regulation 246, the copy of Draft Red Herring Prospectus shall also be furnished to the SEBI in a soft copy.
4. In accordance with Regulation 261 of the SEBI (ICDR) Regulations, we have entered into an agreement with the BRLM and a Market Maker to ensure compulsory Market Making for a minimum period of three years from the date of listing of Equity Shares in this issue on the SME Platform of BSE. For further details of the arrangement of market making please refer to chapter titled “**General Information**” beginning on page 46 and details of the Market Making Arrangements for this please refer to chapter titled “**The Issue**” beginning on page 41 of this Draft Red Herring Prospectus.
5. The post issue paid up capital of the company (face value) shall not be more than ₹ 25 Crore. The Post Issue Capital of Our Company is ₹ [●].
6. The Company has Positive Net worth as per the latest audited financial results.
7. The Company has a track record of last three (3) years, as on the date of filing of the Draft Red Herring Prospectus.
8. The Company has positive cash accruals (earnings before depreciation and tax) from rom operations for at least 2 financial years preceding the date of filing of this Draft Red Herring Prospectus.
9. The Net worth and Cash Accruals (Earnings before depreciation and tax) from operation of the Company as per the Restated Consolidated Financial Statements for the period ended on July 31, 2018 and financial year ended March 31, 2018, 2017 and 2016 are as set forth below: -

(Amount ₹ In Lakh)

Particulars	For the period ended July 31, 2018	For the period ended May 09, 2018	For the financial year ended on March 31,		
			2018	2017	2016
Net Worth*	1,443.44	1,391.03	1,340.59	491.15	465.89
Cash Accruals**	183.36	76.04	616.25	78.06	71.16

* “Net Worth” has been defined as the aggregate of the paid-up share capital, share application money (excluding the portion included in other current liabilities) and reserves and surplus excluding miscellaneous expenditure, if any

**“Cash Accruals” has been defined as the Earnings before depreciation and tax from operation.

10. The Company has a website www.welpar.in
11. Our Company shall mandatorily facilitate trading in demat securities and has entered into an agreement with both the depositories. The Company has entered into an agreement for registration with the Central Depository Services Limited (CDSL) dated December 08, 2018 and National Securities Depository Limited (NSDL) dated November 27, 2018 for establishing connectivity.

12. There have been no changes in the promoter(s) of the Company in the preceding one year from date of filling the application to BSE for listing under SME segment.
13. The Company has not been referred to Board for Industrial and Financial Reconstruction.
14. No petition for winding up is admitted by a court of competent jurisdiction against the Company.
15. No material regulatory or disciplinary action has been taken by any stock exchange or regulatory authority in the past three years against the Company.

We further confirm that we shall be complying with all the other requirements as laid down for such an Issue under Chapter IX of SEBI (ICDR) Regulations, 2018, as amended from time to time and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE DRAFT RED HERRING PROSPECTUS TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI)/ STOCK EXCHANGE SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI/ STOCK EXCHANGE. DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE DRAFT RED HERRING PROSPECTUS. THE BRLM, GRETEX CORPORATE SERVICES PRIVATE LIMITED HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE DRAFT RED HERRING 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 COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS DRAFT RED HERRING PROSPECTUS, THE BRLM, GRETEX CORPORATE SERVICES PRIVATE LIMITED IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BRLM HAS FURNISHED TO SEBI IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF SECURITIES AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.

THE FILING OF THE DRAFT RED HERRING PROSPECTUS DOES NOT, HOWEVER, ABSOLVE OUR COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP AT ANY POINT OF TIME, WITH THE BRLM ANY IRREGULARITIES OR LAPSES IN THE DRAFT RED HERRING PROSPECTUS.

All legal requirements pertaining to the Issue will be complied with at the time of registration of the Red Herring Prospectus with the Registrar of Companies, Mumbai, in terms of Section 26 and 32 of the Companies Act, 2013.

DISCLAIMER STATEMENT FROM OUR COMPANY AND THE BRLM

Our Company, our Directors and the BRLM accept no responsibility for statements made otherwise than in the Draft Red Herring 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.welpar.in in would be doing so at his or her own risk.

PRICE INFORMATION AND THE TRACK RECORD OF THE PAST ISSUES HANDLED BY THE BOOK RUNNING LEAD MANAGER

For details regarding the price information and track record of the past issues handled by Gretex Corporate Services Private Limited, please refer “Annexure A” to this Draft Red Herring Prospectus and the website of Book Running Lead Manager at www.gretexcorporate.com.

DISCLAIMER IN RESPECT OF JURISDICTION

This Issue is being made in India to persons resident in India (including Indian nationals resident in India who are not minors, HUFs, companies, corporate bodies and societies registered under the applicable laws in India and 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 ₹ 2,500 Lakh, pension funds with minimum corpus of ₹ 2,500 Lakh and the National Investment Fund, and permitted non-residents including FPIs, Eligible NRIs, 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. The Draft Red Herring 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 Red Herring Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. Any dispute arising out of this Issue will be subject to the jurisdiction of appropriate court(s) in Mumbai, Maharashtra only.

No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that this Draft Red Herring Prospectus has been filed with BSE Limited for its observations and BSE Limited shall give its observations in due course. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and this Draft Red Herring Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Draft Red Herring Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company 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 bidder where required agrees that such bidder 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, legislations and Draft Red Herring Prospectus in each jurisdiction, including India.

DISCLAIMER CLAUSE OF THE SME PLATFORM OF BSE LIMITED

BSE Limited (“BSE”) has given vide its letter no. [●] dated [●] permission to this 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. BSE has scrutinized this offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Company. BSE Ltd does not in any manner: -

- a) warrant, certify or endorse the correctness or completeness of any of the contents of this offer document
or
- b) warrant that this Company’s securities will be listed or will continue to be listed on BSE;
or
- c) 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 offer document has been cleared or approved by BSE. Every person who desires to

apply for or otherwise acquires any securities of this Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against BSE whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever.

LISTING

Application is being made to the SME Platform of BSE for obtaining permission to deal in and for an official quotation of our Equity Shares. BSE Limited is the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the issue.

Our company has obtained In-Principle approval from BSE vide letter no. [●] dated [●] to use name of BSE in the Offer Document for listing of equity shares on SME Platform of BSE.

If the permissions to deal in and for an official quotation of our Equity Shares are not granted by the BSE, the Company shall refund through verifiable means the entire monies received within seven days of receipt of intimation from stock exchanges rejecting the application for listing of specified securities, and if any such money is not repaid within eight days after the issuer becomes liable to repay it the issuer and every director of the company who is an officer in default shall, on and from the expiry of the eighth day, be jointly and severally liable to repay that money with interest at the rate of fifteen per cent per annum.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the SME Platform of BSE mentioned above are taken within Six Working Days from the Issue Closing Date.

CONSENTS

Consents in writing of (a) Our Directors, Promoters, Company Secretary & Compliance Officer, Chief Financial Officer, Statutory and Peer Review Auditors, Key Managerial Personnel, , Banker(s) to the Company; (b) BRLM, Underwriters, Market Maker, Registrar to the Issue, Public Issue Banker/Refund Banker, Legal Advisor to the Issue to act in their respective capacities shall be obtained as required as required under section 26 and section 32 of the Companies Act, 2013 and such consents shall not be withdrawn up to the time of delivery of the Prospectus for registration with the ROC. Our Auditor has given their written consent to the inclusion of their report in the form and context in which it appears in this Draft Red Herring Prospectus and such consent and report shall not be withdrawn up to the time of delivery of the Prospectus for filing with the ROC.

EXPERT TO THE ISSUE

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

- Report of Auditor on Statement of Tax Benefits.
- Report of Auditor on the Restated Financial Statements for the period ended on July 31, 2018; May 09, 2018 and financial year ended on March 31, 2018, 2017 and 2016 of our Company.

PREVIOUS RIGHTS AND PUBLIC ISSUES

Except as stated in the chapter titled “*Capital Structure*” beginning on page 57 of this Draft Red Herring Prospectus, we have not made any previous rights and/or public issues during last 5 years, and are an “Unlisted Issuer” in terms of the SEBI (ICDR) Regulations and this Issue is an “Initial Public Offering ”in terms of the SEBI (ICDR) Regulations.

COMMISSION AND BROKERAGE 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 our inception.

CAPITAL ISSUED DURING THE PREVIOUS THREE YEARS BY ISSUER COMPANY AND LISTED GROUP COMPANIES/ SUBSIDIARIES/ASSOCIATES

Neither Our Company nor any of our Group Companies/Associates/Subsidiaries have undertaken any capital issue or any public or rights issue in the last three years preceding the date of this Draft Red Herring Prospectus..

PROMISE VERSUS PERFORMANCE FOR OUR COMPANY AND/OR LISTED SUBSIDIARY COMPANY AND/OR LISTED PROMOTER COMPANY

Our Company is an “Unlisted Issuer” in terms of the SEBI (ICDR) Regulations and this Issue is an “Initial Public Offering” in terms of the SEBI (ICDR) Regulations. Therefore, data regarding promise versus performance is not applicable to us. Further, as on date of this Draft Red Herring Prospectus our Company has no any corporate promoter and subsidiary company.

PROMISE VERSUS PERFORMANCE FOR OUR COMPANY AND/OR LISTED SUBSIDIARY COMPANY AND/OR LISTED PROMOTER COMPANY

Our Company is an “Unlisted Issuer” in terms of the SEBI (ICDR) Regulations and this Issue is an “Initial Public Offering” in terms of the SEBI (ICDR) Regulations. Therefore, data regarding promise versus performance is not applicable to us. Further, as on date of this Draft Red Herring Prospectus our Company has no any corporate promoter and subsidiary company.

STOCK MARKET DATA FOR OUR EQUITY SHARES

Our Company is an “Unlisted Issuer” in terms of the SEBI (ICDR) Regulations, and this Issue is an “Initial Public Offering” in terms of the SEBI (ICDR) Regulations. Thus, there is no stock market data available for the Equity Shares of our Company.

MECHANISM FOR REDRESSAL OF INVESTOR GRIEVANCES

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 bidder, number of Equity Shares applied for, amount paid on application and the bank branch or collection center where the application was submitted.

All grievances relating to the ASBA process may be addressed to the SCSB, giving full details such as name, address of the bidder, number of Equity Shares applied for, amount paid on application and the Designated Branch or the collection centre of the SCSB where the Bid cum Application Form was submitted by the ASBA Bidders.

Further, as on date of this Draft Red Herring Prospectus our Company has no any subsidiary company and none of our Group Companies is listed on any stock exchanges, so disclosure regarding mechanism for redressal of investor grievances for our subsidiary companies and group companies are not applicable.

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 within 15 working days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

We have constituted the Stakeholders Relationship Committee/ Investor Grievance Committee of the Board *vide* resolution passed at the Board Meeting held on August 01, 2018. For further details, please refer to the chapter titled “*Our Management*” beginning on page 109 of this Draft Red Herring Prospectus.

Our Company has appointed Ms. Mitti Mitesh Jain as Company Secretary and Compliance Officer and he may be contacted at the following address:



Ms. Mitti Mitesh Jain
Welpar Pharmbizz Limited
23B, Floor - 2, Plot – 13, Shree Ram Industrial Estate,
13, G.D. Ambekar Marg, Wadala, Mumbai – 400031
Tel. No: 022-24137702
Email: investors@welpar.in
Website: www.welpar.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 unblocking of funds, etc.

CAPITALIZATION OF RESERVES OR PROFITS

Save and except as stated in the chapter titled "*Capital Structure*" beginning on page 57 of this Draft Red Herring Prospectus, our Company has not capitalized its reserves or profits during the last five years.

REVALUATION OF ASSETS

Our Company has not revalued its assets since incorporation.

PURCHASE OF PROPERTY

Other than as disclosed in this Draft Red Herring Prospectus, there is no property which has been purchased or acquired or is proposed to be purchased or acquired which is to be paid for wholly or partly from the proceeds of the present Issue or the purchase or acquisition of which has not been completed on the date of this Draft Red Herring Prospectus.

Except as stated elsewhere in this Draft Red Herring Prospectus, our Company has not purchased any property in which the Promoter and/or Directors have any direct or indirect interest in any payment made there under.

SERVICING BEHAVIOR

There has been no default in payment of statutory dues or of interest or principal in respect of our borrowings or deposits.

PAYMENT OR BENEFIT TO OFFICERS OF OUR COMPANY

Except statutory benefits upon termination of their employment in our Company or superannuation, no officer of our Company is entitled to any benefit upon termination of his employment in our Company or superannuation. Except as disclosed under sections titled "*Our Management*" and "*Related Party Transactions*" beginning on pages 109 and 133 respectively of this Draft Red Herring Prospectus none of the beneficiaries of loans and advances and sundry debtors are related to the Directors of our Company.

SECTION XI: ISSUE INFORMATION

TERMS OF THE ISSUE

The Equity Shares being issued and transferred pursuant to the Issue shall be subject to the provisions of the Companies Act, 2013, SEBI ICDR Regulations, SCRA, SCRR, the Memorandum and Articles of Association, the SEBI Listing Regulations, the terms of the Red Herring Prospectus, the Abridge Prospectus, Bid cum Application Form, the Revision Form, the CAN/ Allotment Advice and other terms and conditions as may be incorporated in the Allotment Advices and other documents/ certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to laws as applicable, guidelines, rules, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the Government of India, the FIPB the Stock Exchanges, Registrar of Companies, RBI and/or other authorities, as in force on the date of the Issue and to the extent applicable, or such other conditions as may be prescribed by SEBI, RBI, the Government of India, FIPB, the Stock Exchanges, the Registrar of Companies and/or any other authorities while granting its approval for the Issue. SEBI has notified the SEBI Listing Regulations on September 02, 2015, which among other things governs the obligations applicable to a listed company which were earlier prescribed under the Equity Listing Agreement. The Listing Regulations have become effective from December 01, 2015.

Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors applying in a public issue shall use only Application Supported by Blocked Amount (ASBA) facility for making payment.

Further vide the said circular Registrar to the Issue and Depository Participants have been also authorised to collect the Bid cum Application forms. Investor may visit the official website of the concerned stock exchange for any information on operationalization of this facility of form collection by the Registrar to the Issue and Depository Participants as and when the same is made available.

RANKING OF THE EQUITY SHARES

The Equity Shares being issued and transferred pursuant to the issue shall be subject to the provisions of the Companies Act, 2013 our Memorandum and Articles of Association, SEBI Listing Regulations, SEBI ICDR Regulations and SCRA, and shall rank pari-passu in all respects including dividend with the existing Equity Shares including in respect of the rights to receive dividends and other corporate benefits, if any, declared by us after the date of Allotment.

For further details, please refer to the section titled "*Main Provisions of the Articles of Association*" beginning on page 219 of this Draft Red Herring Prospectus.

AUTHORITY FOR THE ISSUE

This Issue has been authorized by a resolution of the Board passed at their meeting held on July 22, 2018 subject to the approval of shareholders through a special resolution to be passed pursuant to section 62(1)(c) of the Companies Act, 2013. The shareholders have authorized the issue by a special resolution in accordance with Section 62(1)(c) of the Companies Act, 2013 passed at the Extra Ordinary General Meeting of the Company held on December 26, 2018.

MODE OF PAYMENT OF DIVIDEND

The declaration and payment of dividend will be as per the provisions of Companies Act, 2013, SEBI Listing Regulations, the Memorandum and Articles of Association, 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 dividend, if declared, to our Shareholders as per the provisions of the Companies Act, SEBI Listing Regulations and our Articles of Association. For further details, please refer to the chapter titled "*Dividend Policy*" beginning on page 134 of this Draft Red Herring Prospectus.

FACE VALUE AND ISSUE PRICE PER SHARE

The face value of the Equity Shares is ₹10 each and the Issue Price at the lower end of Price Band is ₹ [●] per Equity Share and at the higher end of the Price Band is ₹ [●] per Equity Share.

The Price Band and the minimum Bid Lot size for the Issue will be decided by our Company in consultation with the BRLM and advertised in all editions of the English national newspaper [●], all editions of Hindi national newspaper [●] and the Regional newspaper [●] where the Registered Office of the Company is situated, each with wide circulation, at least two Working Days prior to the Bid/ Issue Opening Date and shall be made available to the Stock Exchange for the purpose of uploading the same on their websites. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, shall be prefilled in the Bid cum Application Forms available on the websites of the Stock Exchange.

At any given point of time there shall be only one denomination of Equity Shares.

COMPLIANCE WITH SEBI (ICDR) REGULATIONS

Our Company shall comply with all requirements of the SEBI (ICDR) Regulations. Our Company shall also comply with all disclosure and accounting norms as specified by SEBI from time to time.

RIGHTS OF THE EQUITY SHAREHOLDERS

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, the equity shareholders shall have the following rights:

- Right to receive dividend, if declared;
- Right to receive Annual Reports and notices to members;
- Right to attend general meetings and exercise voting rights, unless prohibited by law;
- Right to vote on a poll either in person or by proxy;
- Right to receive issue for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation subject to any statutory and preferential claim being satisfied;
- Right of free transferability subject to applicable law, including any RBI rules and regulations; and
- Such other rights, as may be available to a shareholder of a listed Public Limited Company under the Companies Act, 2013 terms of the SEBI Listing Regulations and the Memorandum and Articles of Association of our Company.

For a detailed description of the main provision of the Articles of Association of our Company relating to voting rights, dividend, forfeiture and lien and / or consolidation / splitting, etc, please refer to the section titled "*Main Provisions of Articles of Association of our company*" beginning on page 219 of this Draft Red Herring Prospectus.

ALLOTMENT OF EQUITY SHARES ONLY IN DEMATERIALISED FORM

In terms of Section 29 of Companies Act, 2013, the Equity Shares shall be allotted only in dematerialised form. As per the SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialised form. In this context, two agreements have been signed among our Company, the respective Depositories and the Registrar and Share Transfer Agent to the Issue:

- i. Tripartite agreement dated November 27, 2018 between our Company, NSDL and the Registrar and Share Transfer Agent to the Issue.
- ii. Tripartite agreement dated December 08, 2018 between our Company, CDSL and the Registrar and Share Transfer Agent to the Issue.

The trading of the Equity Shares will happen in the minimum contract size of [●] Equity Shares and the same may be modified by BSE from time to time by giving prior notice to investors at large. Allocation and allotment of Equity Shares through this Issue will be done in multiples of [●] Equity Shares subject to a minimum allotment of [●] Equity Shares to the successful bidders in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated

February 21, 2012.

Allocation and allotment of Equity Shares through this issue will be done in multiples of [●] Equity Share subject to a minimum allotment of [●] Equity Shares to the successful bidders.

MINIMUM NUMBER OF ALLOTTEES

Further in accordance with the Regulation 268 of SEBI (ICDR) Regulations, the minimum number of allottees in this Issue shall not be less than 50 (Fifty) shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Issue and the monies blocked by the SCSBs shall be unblocked within 4 working days of closure of issue.

JURISDICTIONS

Exclusive jurisdiction for the purpose of this Issue is with the competent courts / authorities in Mumbai, Maharashtra, India.

The Equity Shares have not been and will not be registered under the U. S. Securities Act or any state securities laws in the United States and may not be issued or sold within the United States or to, or for the account or benefit of, ‘U.S. persons’ (as defined in Regulation S under the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. Accordingly, the Equity Shares are being issued and sold only outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act and applicable laws of the jurisdiction where those issues and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be issued or sold, and 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 such Equity Shares as joint-holders with benefits of survivorship.

NOMINATION FACILITY TO BIDDERS

In accordance with Section 72(1) & 72(2) of the Companies Act, 2013, the sole or first bidder, along with other joint bidder, may nominate any one person in whom, in the event of the death of sole bidder or in case of joint bidder, death of all the bidders, as the case may be, the Equity Shares allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall in accordance with Section 72 (3) of the Companies Act, 2013, be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in accordance to Section 72 (4) of the Companies Act, 2013, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale of equity share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at the Registered Office of our Company or to the Registrar and Transfer Agents of our Company.

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

- to register himself or herself as the holder of the Equity Shares; or
- to make such transfer of the Equity Shares, as the deceased holder could have made

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of ninety 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 us. Nominations registered with the respective depository participant of the bidder would prevail. If the investor wants to change the nomination, they are requested to inform their respective depository participant.

WITHDRAWAL OF THE ISSUE

Our Company in consultation with the Book Running Lead Manager, reserves the right not to proceed with the Issue at any time after the Bid/Issue Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-issue advertisements were published, within two days of the Bid/Issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue. The Book Running Lead Manager, through the Registrar to the Issue, shall notify the SCSBs to unblock the bank accounts of the ASBA Bidders within one Working Day from the date of receipt of such notification. Our Company shall also promptly inform the Stock Exchange on which the Equity Shares were proposed to be listed. If the issue is withdrawn after the Bid/Issue Closing Date, amounts that have been credited to the public Issue Account shall be transferred to the Refund Account.

If our Company withdraws the Issue after the Issue Closing Date and thereafter determines that it will proceed with an issue of the Equity Shares, our Company shall file a fresh Draft Red Herring Prospectus. Notwithstanding the foregoing, the Issue is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment, and (ii) the final ROC approval of the Prospectus after it is registered with ROC. If our Company withdraws the Issue after the Bid/Issue Closing Date and thereafter determines that it will proceed with an issue/issue for sale of the Equity Shares, our Company shall file a fresh Draft Red Herring Prospectus with Stock Exchange.

BID/ISSUE OPENING DATE

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

Event	Indicative Date
Bid/ Issue Opening Date	[●]
Bid/ Issue Closing Date	[●]
Finalization of Basis of Allotment with the Designated Stock Exchange	[●]
Initiation of Refunds (if any)/ Unblocking of funds from ASBA Accounts	On or before [●]
Credit of Entry Shares to demat accounts of Allottees	On or before [●]
Commencement of trading of the Equity Shares on the Stock Exchange	On or before [●]

The above timetable is indicative and does not constitute any obligation on our Company or the Book Running 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 Issue Closing Date, the timetable may change due to various factors, such as extension of the Bid/ Issue Period by our Company, or any delays in receiving the final listing and trading approval from the Stock Exchange. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws.

Bids and any revision to the same shall be accepted **only between 10.00 a.m. and 5.00 p.m. (IST)** during the Bid/Issue Period. On the Bid/Issue Closing Date, the Applications and any revision to the same shall be accepted between **10.00 a.m. and 5.00 p.m. (IST)** or such extended time as permitted by the Stock Exchanges, in case of Applications by Retail Individual Bidders after taking into account the total number of Applications received up to the closure of timings and reported by the Book Running Lead Manager to the Stock Exchange. It is clarified that Bids not uploaded on the electronic system would be rejected. Bids will be accepted only on Working Days, i.e. Monday to Friday (excluding any public holiday).

Due to limitation of time available for uploading the Bids on the Bid/Issue Closing Date, the Bidders are advised to submit their Bidders one day prior to the Issue Closing Date and, in any case, not later than 5.00 p.m. (IST) on

the Issue Closing Date. All times mentioned in this Draft Red Herring Prospectus are Indian Standard Times. Bidders are cautioned that in the event a large number of Bids are received on the Bid/ Issue Closing Date, as is typically experienced in public issue, some bids may not get uploaded due to lack of sufficient time. Such Bids that cannot be uploaded will not be considered for allocation under the Issue. Bids will be accepted only on Business Days. Neither our Company nor the Book Running Lead Manager is liable for any failure in uploading the Bids due to faults in any software/hardware system or otherwise. Any time mentioned in this Draft Red Herring Prospectus is Indian Standard Time.

Bidders are cautioned that in the event a large number of Bids are received on the Bid/Issue Closing Date, as is typically experienced in public issues, some Bids may not get uploaded due to lack of sufficient time. Such Bids that cannot be uploaded will not be considered for allocation under the Issue. Bids will be accepted only on Business Days. Neither our Company nor the Book Running Lead Manager are liable for any failure in uploading the Bids due to faults in any software/hardware system or otherwise. Any time mentioned in this Draft Red Herring Prospectus is Indian Standard Time

Our Company in consultation with the BRLM, reserves the right to revise the Price Band during the Bid/ Issue Period, provided that the Cap Price shall be less than or equal to 120% of the Floor Price and the Floor Price shall not be less than the face value of the Equity Shares.

The revision in Price Band shall not exceed 20% on the either side i.e. the floor price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly.

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

In case of force majeure, banking strike or similar circumstances, the issuer may, for reasons to be recorded in writing, extend the bidding (issue) period disclosed in the red herring prospectus (in case of a book built issue) or the issue period disclosed in the prospectus (in case of a fixed price issue), for a minimum period of three working days, subject to the Bid/ Issue Period not exceeding 10 working days.

In case of any discrepancy in the data entered in the electronic book vis-à-vis the data contained in the Bid cum Application Form, for a particular Bidder, the Registrar to the Issue shall ask for rectified data.

MINIMUM SUBSCRIPTION

This Issue is not restricted to any minimum subscription level. This Issue is 100% underwritten.

As per Section 39 of the Companies Act, 2013, if the “stated minimum amount” has not been subscribed and the sum payable on application is not received within a period of 30 days from the date of Draft Red Herring Prospectus, the application money has to be returned within such period as may be prescribed. If our Company does not receive the 100% subscription of the issue through the Issue Document including devolvement of Underwriters, if any, within sixty (60) days from the date of closure of the issue, our Company shall forthwith refund the entire subscription amount received, if there is a delay beyond fifteen days, after our Company become liable to pay the amount, our Company and every officer in default will, on and from the expiry of this period, be jointly and severally liable to repay the money, with interest as prescribed under the SEBI Regulations, Section 40 of the Companies Act, 2013 and applicable laws. our Company shall ensure that the minimum application size in terms of number of specified securities shall not be less than ₹ 1.00 Lakh (Rupees One Lakh) per application.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be issued or sold and applications may not be made by persons in any such jurisdiction except in compliance with the applicable laws of such jurisdiction.

MIGRATION TO MAIN BOARD

Our company may migrate to the Main board of BSE Limited on a later date subject to the following:

a. *If the Paid-up Capital of our Company is likely to increase above ₹ 2,500 Lakh by virtue of any further issue of capital by way of rights issue, 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 Promoter 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), our Company shall apply to BSE Limited for listing of its shares on its Main Board subject to the fulfilment of the eligibility criteria for listing of specified securities laid down by the Main Board.*

OR

b. *If the Paid-up Capital of our company is more than ₹1,000 lakh but below ₹ 2,500 lakh, our Company may still apply for migration to the Main Board and if the Company fulfils the eligible criteria for listing laid by the Main Board and if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoter 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.*

Any company desiring to migrate to the Main board from the SME Board within two years of listing on SME platform of BSE has to fulfil following conditions:

- a. *The increase in post issue face value capital beyond ₹ 25 crore should arise only because of merger/acquisition or for expansion purposes.*
- b. *The company should have a minimum turnover of ₹100 crore as per last audited financials and market capitalization of 100 crore.*
- c. *The company should have a minimum profit before tax of ₹ 10 crore for two years out of three preceding years.*
- d. *There should not be any action against the company by any regulatory agency at the time of application for migration.*

MARKET MAKING

The shares issued and transferred through this issue are proposed to be listed on the SME Platform of BSE Limited with compulsory market making through the registered Market Maker of the BSE Exchange for a minimum period of three years or such other time as may be prescribed by the Stock Exchange, from the date of listing on SME Platform of BSE Limited. For further details of the market making arrangement please refer to chapter titled “**General Information**” beginning on page 46 of this Draft Red Herring Prospectus.

ARRANGEMENT FOR DISPOSAL OF ODD LOT

The trading of the Equity Shares will happen in the minimum contract size of [●] 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.

APPLICATION BY ELIGIBLE NRIs, FPI'S REGISTERED WITH SEBI, VCF'S, AIF'S REGISTERED WITH SEBI AND QFI'S

It is to be understood that there is no reservation for Eligible NRIs or FPIs or QFIs or VCFs or AIFs registered with SEBI. Such Eligible NRIs, QFIs, FPIs, VCFs or AIFs registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation

ALLOTMENT OF SECURITIES IN DEMATERIALIZED FORM

In accordance with the SEBI ICDR Regulations, Allotment of Equity Shares to successful bidders will only be in the dematerialized form. Bidders will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only on the dematerialized segment of the Stock Exchange.

NEW FINANCIAL INSTRUMENTS

There are no new financial instruments such as deep discounted bonds, debenture, warrants, secured premium notes, etc. issued by our Company.

APPLICATION BY ELIGIBLE NRIS, FPI'S REGISTERED WITH SEBI, VCF'S, AIF'S REGISTERED WITH SEBI AND QFI

It is to be understood that there is no reservation for Eligible NRIs or FPIs or VCFs or AIFs registered with SEBI. Such Eligible NRIs, QFIs, FPIs, VCFs or AIFs 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 the page 57 of the Draft Red Herring 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 219 of this Draft Red Herring Prospectus.

The above information is given for the benefit of the Bidders. The Bidders are advised to make their own enquiries about the limits applicable to them. Our Company and the Book Running Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Book Running Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of the Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares Applied for do not exceed the applicable limits under laws or regulations.

ISSUE STRUCTURE

This Issue is being made in terms of Regulation 229(2) of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time, whereby, our post issue face value capital exceeds ten crores rupees but does not exceed twenty five crores. The Company shall issue specified securities 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 i.e. BSE SME For further details regarding the salient features and terms of such this Issue, please refer to chapter titled “*Terms of the Issue*” and “*Issue Procedure*” beginning on pages 170 and 180 Respectively of this Draft Red Herring Prospectus.

The present issue of Up to 50,50,000* Equity Shares of face value of ₹10/- each fully paid (the ‘Equity Shares’) for cash at price of ₹ [●] per Equity Share (including a premium of ₹ [●] per Equity Share) aggregating up to ₹ [●] Lakh. The issue comprises a reservation of [●] Equity Shares of ₹ [●] each aggregating to ₹ [●] Lakh for subscription by the designated Market Maker (Market Maker Reservation Portion) and a Net Issue to Public of up to [●] Equity Shares of ₹10 each at an Issue Price of ₹ [●] per share aggregating to ₹ [●] Lakh (the Net Issue). The Issue and the Net Issue will constitute [●] % and [●] % respectively of the post issue paid up equity share capital of the company.

The Issue comprises a reservation of up to [●] Equity Shares of ₹10 each for subscription by the designated Market Maker (“the Market Maker Reservation Portion”).

Particulars of the Issue	Qualified Institutional Bidders	Market Maker Reservation Portion	Non-institutional Bidders	Retail Individual Bidders
Number of Equity Shares	[●] Equity Shares	[●] Equity Shares	[●] Equity Shares	[●] Equity Shares
Percentage of Issue Size available for allocation	Not more than 50% of the Net Issue size shall be available for allocation to QIBs. However, 5% of net QIB Portion will be available for allocation proportionately to Mutual Funds only.	[●] % of the Issue Size [●] % of the Post Issue Paid up Capital	Not less than 15% of the net issue shall be available for allocation.	Not less than 35% of the net issue shall be available for allocation.
Basis of Allotment/ Allocation if respective category is oversubscribed	Proportionate as follows: a) Up to [●] Equity Shares, shall be available for allocation on a proportionate basis to Mutual Funds only and; b) [●] Equity Shares shall be allotted on a proportionate basis to QIBs including Mutual Funds receiving allocation as per (a) above. For further details, please refer to the	Firm Allotment	Proportionate	Proportionate subject to minimum lot as explained in the section titled “ <i>Issue Procedure</i> ” beginning on page 180 of this Draft Red Herring Prospectus.

Particulars of the Issue	Qualified Institutional Bidders	Market Maker Reservation Portion	Non-institutional Bidders	Retail Individual Bidders
	section titled “ Issue Procedure ” beginning on page 180 of this Draft Red Herring Prospectus.			
Mode of Application	Through ASBA Process Only	Through ASBA Process Only	Through ASBA Process Only	Through ASBA Process Only
Mode of Allotment	Compulsorily in dematerialized form.	Compulsorily in dematerialized form.	Compulsorily in dematerialized form	Compulsorily in dematerialized form.
Minimum Application Size	Such number of Equity Shares in multiples of [●] Equity Shares such that the Application Value exceeds ₹2.00 Lakh.	[●] Equity Shares in multiples of [●] Equity Shares	Such number of Equity Shares in multiples of [●] Equity Shares such that the Application Value exceeds ₹2.00 Lakh.	[●] Equity Shares in multiples of [●] Equity Shares
Maximum Application Size	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Issue, subject to limits as applicable for the applicant.	[●] Equity Shares in multiples of [●] Equity Shares	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Issue, subject to limits as applicable for the applicant.	[●] Equity Shares in multiples of [●] Equity Shares
Trading Lot	[●] Equity Shares and in multiples thereof.	[●] Equity Shares. However, the Market Makers may accept odd lots if any in the market as required under the SEBI (ICDR) Regulations, 2018.	[●] Equity Shares and in multiples thereof.	[●] Equity Shares and in multiples thereof.
Terms of Payment	The entire application amount shall be blocked at the time of submission of Application Form to the members of syndicate. In case of ASBA applicants, the SCSBs shall be authorised to block the application amount mentioned in the Application Form.			

1) Subject to valid Bids being received at or above the Issue Price, under-subscription, if any, in any category other than the QIB Category would be allowed to be met with spill-over from other categories or a combination of categories at the discretion of our Company, in consultation with the Book Running Lead Manager and the Designated Stock Exchange. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill-over from other categories or a combination of categories. Also, in case if the Retail Individual Investors category is entitled to more than the allocated portion on proportionate basis, the category shall be allocated that higher percentage;

2) In terms of Rule 19(2)(b) of the SCRR read with Regulation 252 of the SEBI (ICDR) Regulations, this is an Issue for at least 25% of the post-issue paid-up Equity Share capital of our Company. This Issue is being made through the Book Building Process, wherein not more than 50% of the Net Issue shall be available for allocation on a proportionate basis to QIBs. 5% of the QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above

the Offer Price. In the event the aggregate demand from Mutual Funds is less than as specified above, the balance Equity Shares available for Allotment in the Mutual Fund Portion will be added to the QIB Portion and allocated proportionately to the QIB Bidders in proportion to their Bids. Further not

less than 15 % of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35 % of the Net Issue shall be available for allocation on a proportionate basis to Retail Individual Bidders, subject to valid Bids being received at or above the Issue Price.

In case of joint Bids, the Bid cum Application Form should contain only the name of the first Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such first Bidder would be required in the Bid cum Application Form and such first Bidder would be deemed to have signed on behalf of the joint holders.

ISSUE PROCEDURE

All Bidders should review the General Information Document for investing in Public Issues prepared and issued in accordance with the circular (CIR/CFD/DIL/12/2013) dated October 23, 2013 notified by SEBI modified and updated pursuant to, among others, the circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015 notified by SEBI, the circular (CIR/CFD/DIL/1/2016) dated January 1, 2016, SEBI circular bearing number SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016 and SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2018/22 dated February 15, 2018 (the “General Information Document”) **included below under section “Part B – General Information Document”**, which highlights the key rules, processes and procedure 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 Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, SEBI Listing Regulations and certain notified provisions of the Companies Act, 2013, to the extent applicable to a public issue. The General Information Document is also available on the websites of the Stock Exchange and the Book Running Lead Manager. Please refer to the relevant provisions of the General Information Document which are applicable to the Issue.

Pursuant to the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, there have been certain changes in the issue procedure for initial public issuing including making ASBA Process mandatory for all investors, allowing registrar, share transfer agents, collecting depository participants and stock brokers to accept application forms. Further, SEBI, by its circular No. (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015, reduced the time taken for listing after the closure of an issue to six working days. These changes are applicable for all public issues which open on or after January 1, 2016.

Please note that the information stated/ covered in this section may not be complete and/ or accurate and as such would be subject to modification/ change. Our Company and the Book Running Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document. Our Company and the Book Running Lead Manager would not be liable for any amendment, modification or change in applicable law, which may occur after the date of this Draft Red Herring Prospectus. Applicants are advised to make their own 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 Red Herring Prospectus.

Please note that all the Bidders can participate in the Issue only through the ASBA process. All Bidders shall ensure that the ASBA Account has sufficient credit balance such that the full Bid Amount can be blocked by the SCSB at the time of submitting the Bid. Please note that all Bidders are required to make payment of the full Bid Amount along with the Bid cum Application Form.

Bidders are required to submit Bids to the Selected Branches / Offices of the RTAs, DPs, Designated Bank Branches of SCSBs or to the Syndicate Members. The lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on <http://www.sebi.gov.in>. For details on designated branches of SCSB collecting the Bid cum Application Form, please refer the above-mentioned SEBI link. The list of Stock Brokers, Depository Participants (DP), Registrar to an Issue and Share Transfer Agent (RTA) that have been notified by BSE Limited to act as intermediaries for submitting Bid cum Application Forms are provided on www.bsesme.com. For details on their designated branches for submitting Bid cum Application Forms, please see the above-mentioned website of BSE Limited.

Pursuant to SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the ASBA process shall be mandatory for all investors and it allows the registrar, share transfer agents, depository participants and stock brokers to accept Bid cum Application Forms.

Our Company and the BRLM are not liable for any amendments, modifications or change in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus.

BOOK BUILDING PROCEDURE

In terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended (the “SCRR”) the Issue is being made for at least 25% of the post-issue paid-up Equity Share capital of our Company. The Issue is being made under Regulation 229(2) of Chapter IX of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 via book building process wherein not more than 50% of the Net Issue shall be available for allocation to Qualified Institutional Buyers on a proportionate basis, 5% of the QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. In the event the aggregate demand from Mutual Funds is less than as specified above, the balance Equity Shares available for Allotment in the Mutual Fund Portion will be added to the Net QIB Portion and allocated proportionately to the QIB Bidders in proportion to their Bids. Further, not less than 15% of the Net Issue will be available for allocation on a proportionate basis to Non-Institutional Investors and not less than 35% of the Net Issue will be available for allocation to Retail Individual Investors, in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price.

Subject to the valid Bids being received at or above the Issue Price, allocation to all categories in the Net Issue, shall be made on a proportionate basis, except for the Retail Portion where Allotment to each Retail Individual Bidders shall not be less than the minimum Bid lot, subject to availability of Equity Shares in Retail Portion, and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis. Under subscription, if any, in any category except QIB category, would be allowed to be met with spill over from any other category or a combination of categories at the discretion of our Company in consultation with the BRLM and the Stock Exchange.

Investors should note that according to section 29(1) of the Companies Act, 2013, allotment of Equity Shares to all successful Bidders will only be in the dematerialised form. The Bid cum Application Forms which do not have the details of the Bidder’s depository account including DP ID, PAN and Beneficiary Account Number shall be treated as incomplete and rejected. In case DP ID, Client ID and PAN mentioned in the Bid cum Application Form and entered into the electronic system of the stock exchange, do not match with the DP ID, Client ID and PAN available in the depository database, the bid is liable to be rejected. Bidders will not have the option of getting allotment of the Equity Shares in physical form. The Equity Shares on allotment shall be traded only in the dematerialised segment of the Stock Exchange.

BID CUM APPLICATION FORM

Copies of the Bid cum Application Form and the abridged prospectus will be available at the offices of the BRLM, the Designated Intermediaries at Bidding Centres, and Registered Office of our Company. An electronic copy of the Bid cum Application Form will also be available for download on the websites of the Stock Exchange (s), the SCSBs, the Registered Brokers, the RTAs and the CDPs at least one day prior to the Bid/Issue Opening Date.

All Bidders shall mandatorily participate in the Issue only through the ASBA process. ASBA Bidders must provide bank account details and authorization to block funds in the relevant space provided in the Bid cum Application Form and the Bid cum Application Forms that do not contain such details are liable to be rejected.

ASBA Bidders shall ensure that the Bids are made on Bid cum Application Forms bearing the stamp of the syndicate member/ SCSBs/ RTA/ DPs/ stock brokers, submitted at the Collection Centres only (except in case of electronic Bid cum Application Forms) and the Bid cum Application Forms not bearing such specified stamp are liable to be rejected.

The prescribed colour of the Bid cum Application Form for various categories is as follows:

Category	Color of Bid cum application Form*
Resident Indians and Eligible NRIs applying on a non-repatriation basis	White
Non-Residents and Eligible NRIs, FIIs, FVCIs, etc. applying on a repatriation basis	Blue

**excluding electronic Bid cum Application Form*

Designated Intermediaries (other than SCSBs) shall submit/deliver the Bid cum Application Forms to respective SCSBs where the Bidder has a bank account and shall not submit it to any non-SCSB Bank.

Bidders shall only use the specified Application Form for the purpose of making an application in terms of the Red Herring Prospectus. The Bid Cum Application Form shall contain information about the Bidders and the price and the number of Equity Shares that the Bidders wish to apply for. The Bid Cum Application Form downloaded and printed from the websites of the Stock Exchange shall bear a system generated unique application number. ASBA Bidders are required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Bid Amount can be blocked by the SCSB at the time of submitting the Bid.

Bidders 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') (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) (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:

For applications submitted by investors to SCSB:	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 funds available in the bank account specified in the form, to the extent of the application money specified.
For applications submitted by investors to intermediaries other than SCSBs:	After accepting the application form, respective intermediary shall capture and upload the relevant details in the electronic bidding system of stock exchange. Post uploading, they shall forward a schedule as per prescribed format along with the application forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Issue.

Upon completion and submission of the Bid Cum Application Form to Application Collecting intermediaries, the Bidders are deemed to have authorized our Company to make the necessary changes in the Red Herring Prospectus, without prior or subsequent notice of such changes to the Bidders.

WHO CAN BID?

Each Bidder should check whether it is eligible to apply under applicable law. Furthermore, certain categories of Bidders, such as NRIs, FPIs and FVCIs may not be allowed to apply in the Issue or to hold Equity Shares, in excess of certain limits specified under applicable law. Bidders are requested to refer to the DRHP for more details. Subject to the above, an illustrative list of Bidders is as follows:

1. Indian nationals' resident in India who are not incompetent to contract in single or joint names (not more than three) or in the names of minors through natural/legal guardian;
2. Hindu Undivided Families or HUFs, in the individual name of the Karta. The Bidders should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form as follows: Name of Sole or First Bidder: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta. Bids 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. FPIs other than Category III FPI; VCFs and FVCIs registered with SEBI
8. Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;
9. State Industrial Development Corporations;
10. 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;
11. Scientific and/or Industrial Research Organizations authorized to invest in equity shares;
12. Insurance Companies registered with IRDA;
13. Provident Funds and Pension Funds with minimum corpus of ₹ 2,500 Lakh and who are authorized under their constitution to hold and invest in equity shares;
14. Multilateral and Bilateral Development Financial Institutions;
15. 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;
16. Insurance funds set up and managed by army, navy or air force of the Union of India or by Department of Posts, India;
17. Any other person eligible to apply in this Issue, under the laws, rules, regulations, guidelines and policies applicable to them and under Indian laws

As per the existing regulations, OCBs cannot participate in this Issue.

In addition to the category of Bidders set forth *above*, the following persons are also eligible to invest in the Equity Shares under all applicable laws, regulations and guidelines, including:

- FPIs and sub-accounts registered with SEBI other than Category III foreign portfolio investor;
- Category III foreign portfolio investors, which are foreign corporates or foreign individuals only under the Non-Institutional Investors (NIIs) category;
- Scientific and / or industrial research organizations authorized in India to invest in the Equity Shares.

MAXIMUM AND MINIMUM APPLICATION SIZE

a) For Retail Individual Bidders:

The Bid must be for a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter, so as to ensure that the Bid Amount payable by the Bidder does not exceed ₹ 2.00 Lakh. In case of revision of Bid, the Retail Individual Bidders have to ensure that the Bid Amount does not exceed ₹ 2.00 Lakh.

b) For Other Bidders (Non-Institutional Bidders and QIBs)

The Bid cum Application must be for a minimum of such number of Equity Shares such that the Bid Amount exceeds ₹ 2.00 Lakh and in multiples of [●] Equity Shares thereafter. A Bid cannot be submitted for more than the Issue Size. However, the maximum Bid by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. A QIB and a Non-Institutional Bidder cannot withdraw or lower the size of their Bid at any stage and are required to pay the entire Bid Amount upon submission of the Bid. The identity of QIBs applying in the Net Issue shall not be made public during the Issue Period. In case of revision in Bid, the Non-Institutional Bidders, who are individuals, have to ensure that the Bid Amount is greater than ₹ 2.00 Lakh for being considered for allocation in the Non-Institutional Portion.

METHOD AND PROCESS OF BIDDING

- a) Our Company in consultation with the BRLM will decide the Price Band and the minimum Bid lot size for the Issue and the same shall be advertised in all editions of [●] (English language), all editions of [●] (Hindi language) and regional language newspaper being [●], each with wide circulation at least two Working Days prior to the Bid/ Issue Opening Date. The BRLM and the SCSBs shall accept Bids from the Bidders during the Bid/ Issue Period.
- b) The Bid/ Issue Period shall be for a minimum of three Working Days and shall not exceed 10 Working Days. The Bid/ Issue Period maybe extended, if required, by an additional three Working Days, subject to the total Bid/ Issue Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/ Issue Period, if applicable, will be published in all editions of [●] (English language), all editions of [●] (Hindi language) and regional language newspaper being [●], each with wide circulation and also by indicating the change on the websites of the BRLM.
- c) During the Bid/ Issue Period, Retail Individual Bidders, should approach the BRLM or their authorised agents to register their Bids. The BRLM shall accept Bids from all non-ASBA Bidders and from the ASBA Bidders in Specified Cities and it shall have the right to vet the Bids during the Bid/ Issue Period in accordance with the terms of the Red Herring Prospectus. ASBA Bidders should approach the Designated Branches or the BRLM (for the Bids to be submitted in the Specified Cities) to register their Bids.
- d) Each Bid cum Application Form will give the Bidder the choice to Bid for up to three optional prices (for details refer to the paragraph titled “Bids at Different Price Levels and Revision of Bids” below) within the Price Band and specify the demand (i.e., the number of Equity Shares Bid for) in each option. The price and demand options submitted by the Bidder in the Bid cum Application Form will be treated as optional demands from the Bidder and will not be cumulated. After determination of the Issue Price, the maximum number of Equity Shares Bid for by a Bidder at or above the Issue Price will be considered for allocation/Allotment and the rest of the Bid(s), irrespective of the Bid Amount, will become automatically invalid.
- e) The Bidder cannot Bid through another Bid cum Application Form after Bids through one Bid cum Application Form have been submitted to a BRLM or the SCSBs. Submission of a second Bid cum Application Form to either the same or to another BRLM or SCSB will be treated as multiple Bid and is liable to be rejected either before entering the Bid into the electronic bidding system, or at any point of time prior to the allocation or Allotment of Equity Shares in this Issue. However, the Bidder can revise the Bid through the Revision Form, the procedure for which is detailed under the paragraph “Build-up of the Book and Revision of Bids”.
- f) Except in relation to the Bids received from the Anchor Investors, the BRLM/the SCSBs will enter each Bid option into the electronic bidding system as a separate Bid and generate a Transaction Registration Slip, (“TRS”), for each price and demand option and give the same to the Bidder. Therefore, a Bidder can receive up to three TRSs for each Bid cum Application Form
- g) Upon receipt of the Bid cum Application Form, submitted whether in physical or electronic mode, the Designated Branch of the SCSB shall verify if sufficient funds equal to the Bid Amount are available in the ASBA Account, as mentioned in the Bid cum Application Form, prior to uploading such Bids with the Stock Exchanges.

- h) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB shall reject such Bids and shall not upload such Bids with the Stock Exchanges.
- i) If sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Bid Amount mentioned in the Bid cum Application Form and will enter each Bid option into the electronic bidding system as a separate Bid and generate a TRS for each price and demand option. The TRS shall be furnished to the ASBA Bidder on request.
- j) The Bid Amount shall remain blocked in the aforesaid ASBA Account until finalisation of the Basis of Allotment and consequent transfer of the Bid Amount against the Allotted Equity Shares to the Public Issue Account, or until withdrawal/failure of the Issue or until withdrawal/rejection of the Bid cum Application Form, as the case may be. Once the Basis of Allotment is finalized, the Registrar to the Issue shall send an appropriate request to the SCSB for unblocking the relevant ASBA Accounts and for transferring the amount allocable to the successful Bidders to the Public Issue Account. In case of withdrawal/failure of the Issue, the blocked amount shall be unblocked on receipt of such information from the Registrar to the Issue.

BIDS AT DIFFERENT PRICE LEVELS AND REVISION OF BIDS

- a. Our Company in consultation with the BRLM, and without the prior approval of, or intimation, to the Bidders, reserves the right to revise the Price Band during the Bid/ Issue Period, provided that the Cap Price shall be less than or equal to 120% of the Floor Price and the Floor Price shall not be less than the face value of the Equity Shares. The revision in Price Band shall not exceed 20% on the either side i.e. the floor price can move up or down to the extent of 20% of the floor price disclosed. If the revised price band decided, falls within two different price bands than the minimum application lot size shall be decided based on the price band in which the higher price falls into.
- b. Our Company in consultation with the BRLM, will finalize the Issue Price within the Price Band, without the prior approval of, or intimation, to the Bidders.
- c. The Bidders can Bid at any price within the Price Band. The Bidder has to Bid for the desired number of Equity Shares at a specific price. Retail Individual Bidders may Bid at the Cut-off Price. However, bidding at the Cut-off Price is prohibited for QIB and Non-Institutional Bidders and such Bids from QIB and Non-Institutional Bidders shall be rejected.
- d. Retail Individual Bidders, who Bid at Cut-off Price agree that they shall purchase the Equity Shares at any price within the Price Band. Retail Individual Bidders shall submit the Bid cum Application Form along with a cheque/demand draft for the Bid Amount based on the Cap Price with the Syndicate. In case of ASBA Bidders (excluding Non-Institutional Bidders and QIB Bidders) bidding at Cut-off Price, the ASBA Bidders shall instruct the SCSBs to block an amount based on the Cap Price.

INFORMATION FOR THE BIDDERS

- a) Our Company shall register the Red Herring Prospectus with the RoC at least three working days before the Bid Issue Opening Date.
- b) Our Company shall, after registering the Red Herring Prospectus with the RoC, make a pre- Issue advertisement, in the form prescribed under the SEBI ICDR Regulations, in English and Hindi national newspapers and one regional newspaper with wide circulation. In the pre- Issue advertisement, our Company, and the Book Running Lead Manager shall advertise the Issue Opening Date, the Issue Closing Date. This advertisement, subject to the provisions of the Companies Act, shall be in the format prescribed in Part A of Schedule X of the SEBI ICDR Regulations.
- c) The Price Band as decided by our Company and in consultation with the Book Running Lead Manager is ₹ [●] per Equity Share. The Floor Price of Equity Shares is ₹ [●] per Equity Share and the Cap Price is ₹ [●] per Equity Share and the minimum bid lot is of [●] Equity Shares. Our Company shall also announce the Price Band at least two Working Days before the Issue Opening Date in English and Hindi national newspapers and one regional newspaper with wide circulation.
- d) This announcement shall contain relevant financial ratios computed for both upper and lower end of the Price Band subject to the provisions of regulation 250 of the SEBI ICDR Regulations. Further, this

announcement shall be disclosed on the websites of the Stock Exchange where the Equity Shares are proposed to be listed and shall also be prefilled in the Bid cum Application Forms available on the websites of the stock exchange.

- e) The Issue Period shall be for a minimum of three Working Days. In case the Price Band is revised, the Issue Period shall be extended, by a minimum of three Working Days, subject to the total Issue Period not exceeding ten Working Days. Also, in case of force majeure, banking strike or similar circumstances, the Issuer may, for reasons to be recorded in writing, extend the Issue Period for a minimum of three working days subject to the total Issue Period not exceeding ten working days. The revised Price Band and Issue Period will be widely disseminated by notification to the SCSBs and Stock Exchange, and by publishing in English and Hindi national newspapers and one regional newspaper with wide circulation and also by indicating the change on the websites of the Book Running Lead Manager and at the terminals of the members of the Syndicate.

The Bidders should note that in case the PAN, the DP ID and Client ID mentioned in the Bid cum Application Form and entered into the electronic bidding system of the Stock Exchange by the Syndicate Member does not match with the PAN, DP ID and Client ID available in the database of Depositories, the Bid cum Application Form is liable to be rejected.

OPTION TO SUBSCRIBE IN THE ISSUE

- (a) As per Section 29(1) of the Companies Act, 2013 allotment of Equity Shares shall be in dematerialized form only.
- (b) The Equity Shares, on allotment, shall be traded on the Stock Exchange in demat segment only.

A single Bid cum 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 law.

AVAILABILITY OF RED HERRING PROSPECTUS AND BID CUM APPLICATION FORM

Copies of the Bid cum Application Form and the abridged prospectus will be available at the offices of the BRLM, the Designated Intermediaries at Bidding Centres, and Registered Office of our Company. An electronic copy of the Bid cum Application Form will also be available for download on the websites of SCSBs (via Internet Banking) and stock exchange (s) at least one day prior to the Bid/ Issue Opening Date.

BIDS BY ELIGIBLE NRI'S/ RFPI's ON REPATRIATION BASIS

Copies of the Bid cum Application Form and the abridged prospectus will be available at the offices of the BRLM, the Designated Intermediaries at Bidding Centres, and Registered Office of our Company. An electronic copy of the Bid cum Application Form will also be available for download on the websites of SCSBs (via Internet Banking) and stock exchange (s) at least one day prior to the Bid/Issue Opening Date.

PARTICIPATION BY ASSOCIATED/ AFFILIATES OF BOOK RUNNING LEAD MANAGER AND SYNDICATE MEMBERS

The BRLM and the Syndicate Members, if any, shall not be allowed to purchase in this Issue in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the BRLM and the Syndicate Members, if any, may subscribe the Equity Shares in the Issue, either in the QIB Category or in the Non-Institutional Category as may be applicable to such Bidders, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients. All categories of investors, including associates or affiliates of BRLM and syndicate members, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

Neither the Managers nor any persons related to the Managers and Promoter and Promoter Group and any persons related to our Promoters and Promoter Group cannot participate in the Issue.

BIDS BY MUTUAL FUNDS

No Mutual Fund scheme shall invest more than 10% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in index funds or sector or industry specific funds. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Bid cum Application Form. Failing this, our Company reserves the right to accept or reject any Bid cum Application in whole or in part, in either case, without assigning any reason thereof.

In case of a mutual fund, a separate Bid cum 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 Bids clearly indicate the scheme concerned for which the Bids has been made.

The Bids 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.

BIDS BY FPI INCLUDING FIIs

In terms of the SEBI FPI Regulations, any qualified foreign investor or FII who holds a valid certificate of registration from SEBI shall be deemed to be an FPI until the expiry of the block of three years for which fees have been paid as per the SEBI FII Regulations. An FII or a sub-account may participate in this Issue, in accordance with Schedule 2 of the FEMA Regulations, until the expiry of its registration with SEBI as an FII or a sub-account. An FII shall not be eligible to invest as an FII after registering as an FPI under the SEBI FPI Regulations.

In case of Bids made by FPIs, a certified copy of the certificate of registration issued by the designated depository participant under the FPI Regulations is required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason. An FII or subaccount may, subject to payment of conversion fees under the SEBI FPI Regulations, participate in the Issue, until the expiry of its registration as a FII or sub-account, or until it obtains a certificate of registration as FPI, whichever is earlier. Further, in case of Bids made by SEBI-registered FIIs or sub-accounts, which are not registered as FPIs, a certified copy of the certificate of registration as an FII issued by SEBI is required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason.

With regards to purchase/sale of capital instruments of an Indian company by an FPI under PIS, the total holding by each FPI or an investor group as referred in SEBI (Foreign Portfolio Investor) Regulations, shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or less than 10% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all FPIs put together shall not exceed 24% of paid-up equity capital on fully diluted basis or paid-up value of each series of debentures or preference shares or share warrants. The said limit of 10% and 24% will be called the individual and aggregate limit, respectively. However, this limit of 24 % may be increased up to sectoral cap/statutory ceiling, as applicable, by the Indian company concerned by passing a resolution by its Board of Directors followed by passing of a special resolution to that effect by its general body. For arriving at the ceiling on holdings of FIIs, shares/ convertible debentures acquired both through primary as well as secondary market will be included. However, the ceiling will not include investment made by FII through off-shore Funds, Global Depository receipts and Euro- Convertible Bonds. With regard to convertible debentures, these investments permitted to be made shall not exceed 5 % of the total paid-up equity capital or 5% of the paid-up value of each series of convertible debentures issued by an Indian Company and shall also not exceed the over-all ceiling limit of 24 % of paid-up equity capital or paid up value of each series of convertible debentures.

FPIs are permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 22 of the SEBI FPI Regulations, an FPI, other than Category III foreign portfolio and unregulated broad based funds, which are classified as Category II foreign portfolio investor by virtue of their investment manager being appropriately regulated, may issue or otherwise deal in offshore derivative instruments (as defined

under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by an FPI against securities held by it that are listed or proposed to be listed on any recognized stock exchange in India, as its underlying) directly or indirectly, only in the event

- i. such offshore derivative instruments are issued only to persons who are regulated by an appropriate regulatory authority; and
- ii. such offshore derivative instruments are issued after compliance with know your client norms. An FPI is also required to ensure that no further issue or transfer of any offshore derivative instrument is made by or on behalf of it to any persons that are not regulated by an appropriate foreign regulatory authority.

FPIs who wish to participate in the Issue are advised to use the Bid cum Application Form for Non- Residents (blue in colour).

BIDS BY SEBI REGISTERED VCFs, AIFs and FVCIs

The SEBI FVCI Regulations and the SEBI AIF Regulations inter-alia prescribe the investment restrictions on the VCFs, FVCIs and AIFs registered with SEBI. Further, the SEBI AIF Regulations prescribe, among others, the investment restrictions on AIFs.

The holding by any individual VCF registered with SEBI in one venture capital undertaking should not exceed 25% of the corpus of the VCF. Further, VCFs and FVCIs can invest only up to 33.33% of the investible funds by way of subscription to an initial public issuing.

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 AIF Regulations, cannot invest more than 1/3rd of its corpus by way of subscription to an initial public issuing of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the VCF Regulation until the existing fund or scheme managed by the fund is wound up and such funds shall not launch any new scheme after the notification of the SEBI AIF Regulations.

All FIIs and FVCIs should note that refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of Bank charges and commission.

Our Company, or the BRLM will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

There is no reservation for Eligible NRIs, FPIs and FVCIs and all Bidders will be treated on the same basis with other categories for the purpose of allocation.

All non-resident investors should note that refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

BIDS BY LIMITED LIABILITY PARTNERSHIPS

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company reserves the right to reject any bid without assigning any reason thereof. Limited liability partnerships can participate in the Issue only through the ASBA process.

BIDS BY INSURANCE COMPANIES

In case of Bids made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Bid cum Application Form. Failing this, our Company reserves the right to reject any Bid by Insurance Companies 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 fund in case of a life insurer or 15% of investment assets in case of a general insurer or reinsurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and
- (c) the industry sector in which the investee company belong to: not more than 15% of the fund of a life insurer or a general insurer or a reinsurer or 15% of the investment asset, whichever is lower.

The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under 1, 2 and 3 above, as the case may be. Insurance companies participating in this Issue shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

BIDS UNDER POWER OF ATTORNEY

In case of Bids made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, FIIs, Mutual Funds, insurance companies and provident funds with a minimum corpus of ₹ 2500 Lakh (subject to applicable law) and pension funds with a minimum corpus of ₹ 2500 Lakh, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged along with the Bid cum Application Form. Failing this, our Company reserves the right to accept or reject any Bid in whole or in part, in either case, without assigning any reasons thereof. In addition to the above, certain additional documents are required to be submitted by the following entities:

- (a) With respect to Bids by FIIs and Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Bid cum Application Form.
- (b) With respect to Bids 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 along with the Bid cum Application Form.
- (c) With respect to Bids made by provident funds with a minimum corpus of ₹ 2500 Lakh (subject to applicable law) and pension funds with a minimum corpus of ₹ 2500 Lakh, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be lodged along with the Bid cum Application Form.
- (d) With respect to Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form
- (e) Our Company in its absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application Form, subject to such terms and conditions that our Company, and the BRLM may deem fit.

The above information is given for the benefit of the Bidders. Our Company, the Book Running Lead Manager and the Syndicate Members are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of the Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and Bidders are advised to ensure that any single Bid from them does not exceed the applicable 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 Red Herring Prospectus.

BIDS BY PROVIDENT FUNDS/PENSION FUNDS

In case of Bids made by provident funds with minimum corpus of ₹ 25 Crore (subject to applicable law) and pension funds with minimum corpus of ₹ 25 Crore, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be lodged along with the Bid Cum Application

Form. Failing this, the Company reserves the right to accept or reject any bid in whole or in part, in either case, without assigning any reason thereof.

BIDS BY BANKING COMPANY

In case of Bids made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Bid cum application Form, failing which our Company reserve the right to reject any Bid by a banking company without assigning any reason.

Bid cum Application Form, failing which our Company reserve the right to reject any Bid by a banking company without assigning any reason.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended ("Banking Regulation Act"), and the Reserve Bank of India ("Financial Services provided by Banks") Directions, 2016, is 10% of the paid-up share capital of the investee company not being its subsidiary engaged in non-financial services or 10% of the banks own paid-up share capital and reserves, whichever is lower. However, a banking company would be permitted to invest in excess of 10% but not exceeding 30% of the paid up share capital of such investee company if (i) the investee company is engaged in non-financial activities permitted for banks in terms of Section 6(1) of the Banking Regulation Act, or (ii) the additional acquisition is through restructuring of debt / corporate debt restructuring / strategic debt restructuring, or to protect the banks 'interest on loans / investments made to a company. The bank is required to submit a time bound action plan for disposal of such shares within a specified period to RBI. A banking company would require a prior approval of RBI to make (i) investment in a subsidiary and a financial services company that is not a subsidiary (with certain exception prescribed), and (ii) investment in a nonfinancial services company in excess of 10% of such investee company's paid up share capital as stated in 5(a)(v)(c)(i) of the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016.

BIDS BY SCSBs

SCSBs participating in the Issue are required to comply with the terms of the SEBI circulars dated September 13, 2012 and January 2, 2013. Such SCSBs are required to ensure that for making Bid cum 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 Bid cum application in public issues and clear demarcated funds should be available in such account for such Bid cum applications.

TERMS OF PAYMENT

Terms of Payment

The entire Issue price of ₹ [●] per share is payable on Bid cum application. In case of allotment of lesser number of Equity Shares than the number applied, the Registrar to the issue shall instruct the SCSBs to unblock the excess amount blocked.

SCSBs will transfer the amount as per the instruction received by the Registrar to the Public Issue Bank Account, post finalisation of basis of Allotment. The balance amount after transfer to the Public Issue Account shall be unblocked by the SCSBs.

The Bidders should note that the arrangement with Bankers to the Issue or the Registrar is not prescribed by SEBI and has been established as an arrangement between our Company and, the Bankers to the Issue, the BRLM and the Registrar to the Issue to facilitate collections from the Bidders.

Payment mechanism for Bidders

The Bidders shall specify the bank account number in the Bid cum Application Form and the SCSBs shall block an amount equivalent to the Bid cum Application Amount in the bank account specified in the Bid cum Application Form. The SCSB shall keep the Application Amount in the relevant bank account blocked until withdrawal/ rejection of the bid cum application or receipt of instructions from the Registrar to unblock the Application Amount.

However, Non-Retail Bidders shall neither withdraw nor lower the size of their bid cum applications at any stage. In the event of withdrawal or rejection of the Bid cum Application Form or for unsuccessful Application Forms, the Registrar to the Issue shall give instructions to the SCSBs to unblock the application money in the relevant bank account within one day of receipt of such instruction. The Application Amount shall remain blocked in the ASBA Account until finalisation of the Basis of Allotment in the Issue and consequent transfer of the Application Amount to the Public Issue Account, or until withdrawal/ failure of the Issue or until rejection of the bid cum 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 ICDR Regulations, all Investors applying in this Issue shall mandatorily make use of ASBA facility.

ELECTRONIC REGISTRATION OF BIDS

- a) The Designated Intermediary may register the Bids using the on-line facilities of the Stock Exchanges. The Designated Intermediaries can also set up facilities for off-line electronic registration of Bids, subject to the condition that they may subsequently upload the off-line data file into the on-line facilities for Book Building on a regular basis before the closure of the issue.
- b) On the Bid/ Issue Closing Date, the Designated Intermediaries may upload the Bids till such time as may be permitted by the Stock Exchanges.
- c) Only Bids that are uploaded on the Stock Exchanges Platform are considered for allocation/Allotment. The Designated Intermediaries are given till 1:00 pm on the day following the Bid/ Issue Closing Date to modify select fields uploaded in the Stock Exchange Platform during the Bid/ Issue Period after which the Stock Exchange(s) send the bid information to the Registrar to the Issue for further processing.

BUILD UP OF THE BOOK

- a) Bids received from various Bidders through the Designated Intermediaries may be electronically uploaded on the Bidding Platform of the Stock Exchanges' on a regular basis. The book gets built up at various price levels. This information may be available with the BRLM at the end of the Bid/ Issue Period.
- b) Based on the aggregate demand and price for Bids registered on the Stock Exchanges Platform, a graphical representation of consolidated demand and price as available on the websites of the Stock Exchanges may be made available at the Bidding centres during the Bid/ Issue Period.

Withdrawal of Bids

- a) RIIs can withdraw their Bids until Bid/ Issue Closing Date. In case a RII wishes to withdraw the Bid during the Bid/ Issue Period, the same can be done by submitting a request for the same to the concerned Designated Intermediary who shall do the requisite, including unblocking of the funds by the SCSB in the ASBA Account.
- b) The Registrar to the Issue shall give instruction to the SCSB for unblocking the ASBA Account on the Designated Date. QIBs and NIIs can neither withdraw nor lower the size of their Bids at any stage.

PRICE DISCOVERY AND ALLOCATION

- a) Based on the demand generated at various price levels, our Company, in consultation with the BRLM, shall finalise the Issue Price.
- b) The SEBI ICDR Regulations, 2018 specify the allocation or Allotment that may be made to various categories of Bidders in an Issue depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Issue size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the RHP. For details in relation to allocation, the Bidder may refer to the RHP.
- c) Under-subscription in any category (except QIB Category) is allowed to be met with spill over from any other category or combination of categories at the discretion of the Issuer in consultation with the BRLM and the Designated Stock Exchange and in accordance with the SEBI ICDR Regulations. Unsubscribed portion in QIB Category is not available for subscription to other categories.

- d) In case of under subscription in the Issue, spill-over to the extent of such under-subscription may be permitted from the Reserved Portion to the Issue. For allocation in the event of an under-subscription applicable to the Issuer, Bidders may refer to the RHP.
- e) In case if the Retail Individual Investor category is entitled to more than the allocated portion on proportionate basis, the category shall be allotted that higher percentage.

Illustration of the Book Building and Price Discovery Process

Bidders should note that this example is solely for illustrative purposes and is not specific to the Issue; it also excludes Bidding by Anchor Investors.

Bidders can bid at any price within the Price Band. For instance, assume a Price Band of ₹ 20 to ₹ 24 per share, Issue size of 3,000 Equity Shares and receipt of five Bids from Bidders, details of which are shown in the table below. The illustrative book given below shows the demand for the Equity Shares of the Issuer at various prices and is collated from Bids received from various investors.

Bid Quantity	Bid Amount (₹)	Cumulative Quantity	Subscription
500	24	500	16.67%
1000	23	1500	50.00%
1500	22	3000	100%
2000	21	5000	166.67%
2500	20	7500	250%

The price discovery is a function of demand at various prices. The highest price at which the Issuer is able to Issue the desired number of Equity Shares is the price at which the book cuts off, i.e., ₹ 22.00 in the above example. The Issuer, in consultation with the BRLM, may finalize the Issue Price at or below such Cut-Off Price, i.e., at or below ₹ 22.00. All Bids at or above this Issue Price and cut-off Bids are valid Bids and are considered for allocation in the respective categories.

SIGNING OF UNDERWRITING AGREEMENT AND REGISTERING OF RED HERRING PROSPECTUS / PROSPECTUS WITH ROC

- (a) Our Company, and Underwriter have entered into an Underwriting agreement dated January 28, 2019.
- (b) A copy of the Red Herring Prospectus and Prospectus will be registered with the RoC in terms of Section 32 and 26 of the Companies Act, 2013.

PRE-ISSUE ADVERTISEMENT

Subject to Section 30 of the Companies Act, 2013, our Company shall, after registering the Red Herring Prospectus with the RoC, publish a pre-Issue advertisement, in the form prescribed by the SEBI Regulations, in: (i) English National daily Newspaper; (ii) Hindi National daily Newspaper; and (iii) Regional Newspaper, each with wide circulation at the place where the Registered Office of the Company is situated. In the pre-Issue advertisement, we shall state the Bid Opening Date and the Bid Closing Date and the floor price or price band along with the necessary details subject to Regulation 250 of the SEBI ICDR Regulations. This advertisement, subject to the provisions of Section 30 of the Companies Act, 2013, shall be in the format prescribed in Part A of Schedule X of the SEBI Regulations.

ADVERTISEMENT REGARDING ISSUE PRICE AND PROSPECTUS

Our Company will issue a statutory advertisement after the registering of the RHP/ Prospectus with the RoC. This advertisement, in addition to the information that has to be set out in the statutory advertisement, shall indicate the final derived Issue Price. Any material updates between the date of the Red Herring Prospectus and the date of Prospectus will be included in such statutory advertisement.

ISSUANCE OF CONFIRMATION NOTE (“CAN”) AND ALLOTMENT IN THE ISSUE

- a) Upon approval of the basis of allotment by the Designated Stock Exchange, the BRLM or Registrar to the Issue shall send to the SCSBs a list of their Bidders who have been allocated Equity Shares in the Issue.
- b) The Registrar will then dispatch a CAN to their Bidders who have been allocated Equity Shares in the Issue. The dispatch of a CAN shall be deemed a valid, binding and irrevocable contract for the Bidder

DESIGNATED DATE AND ALLOTMENT OF EQUITY SHARES

- a) **Designated Date:** On the Designated Date, the SCSBs shall transfer the funds represented by allocation of Equity Shares to Anchor Investors from the Escrow Account, as per the terms of the Escrow Agreement, into the Public Issue Account with the Bankers to the Issue. The balance amount after transfer to the Public Issue Account shall be transferred to the Refund Account. Payments of refund to the Bidders applying in the Anchor Investor Portion shall also be made from the Refund Account as per the terms of the Escrow Agreement and the RHP. On the Designated Date, the Registrar to the Issue shall instruct the SCSBs to unblock funds represented by allocation of Equity Shares from ASBA Accounts into the Public Issue Account.
- b) **Issuance of Allotment Advice:** Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Registrar shall upload the same on its website. On the basis of the approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the Allotment and credit of Equity Shares. Bidders are advised to instruct their Depository Participant to accept the Equity Shares that may be allotted to them pursuant to the Issue.

Pursuant to confirmation of such corporate actions, the Registrar will dispatch Allotment Advice to the Bidders who have been Allotted Equity Shares in the Issue.

- c) The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract.
- d) Issuer will ensure that: (i) the Allotment of Equity Shares; and (ii) initiate corporate action for credit of shares to the successful Bidders Depository Account will be completed within 4 Working Days of the Issue Closing Date. The Issuer also ensures the credit of shares to the successful Bidder depository account is completed within one Working Day from the date of Allotment, after the funds are transferred from the Public Issue Account on the Designated Date.

GENERAL INSTRUCTIONS

A. Do's and Don'ts

Do's:

1. Check if you are eligible to apply as per the terms of the Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals;
2. Ensure that you have Bid within the Price Band;
3. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;
4. Ensure that the details about the PAN, DP ID and Client ID are correct and the Bidders depository account is active, as Allotment of the Equity Shares will be in the dematerialised form only;
5. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre;
6. If the first applicant is not the account holder, ensure that the Bid cum Application Form is signed by the account holder. Ensure that you have mentioned the correct bank account number in the Bid cum Application Form;
7. Ensure that the signature of the First Bidder in case of joint Bids, is included in the Bid cum Application Forms;
8. QIBs, Non-Institutional Bidders and the Retail Bidders should submit their Bids through the ASBA process only.
9. Ensure that the name(s) given in the Bid cum Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names;

10. Ensure that you request for and receive a stamped acknowledgement of the Bid cum Application Form for all your Bid options;
11. Ensure that you have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB before submitting the Bid cum Application Form under the ASBA process to the respective member of the Syndicate (in the Specified Locations), the SCSBs, the Registered Broker (at the Broker Centres), the RTA (at the Designated RTA Locations) or CDP (at the Designated CDP Locations);
12. Submit revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;
13. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of a SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, and (ii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the ITAct. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;
14. Ensure that the Demographic Details are updated, true and correct in all respects;
15. Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;
16. Ensure that the category and the investor status is indicated;
17. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust etc, relevant documents are submitted;
18. Ensure that Bids submitted by any person outside India should be in compliance with applicable foreign and Indian laws;
19. Bidders should note that in case the DP ID, Client ID and the PAN mentioned in their Bid cum Application Form and entered into the online IPO system of the Stock Exchange by the relevant Designated Intermediary, as the case may be, do not match with the DP ID, Client ID and PAN available in the Depository database, then such Bids are liable to be rejected. Where the Bid cum Application Form is submitted in joint names, ensure that the beneficiary account is also held in the same joint names and such names are in the same sequence in which they appear in the Bid cum Application Form;
20. Ensure that the Bid cum Application Forms are delivered by the Bidders within the time prescribed as per the Bid cum Application Form and the Red Herring Prospectus;
21. Ensure that you have mentioned the correct ASBA Account number in the Bid cum Application Form;
22. Ensure that you have correctly signed the authorization/undertaking box in the Bid cum 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 Bid Amount mentioned in the Bid cum Application Form at the time of submission of the Bid;
23. Ensure that you receive an acknowledgement from the concerned Designated Intermediary, for the submission of your Bid cum Application Form; and
24. The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Don'ts:

1. Do not Bid for lower than the minimum Bid size;
2. Do not Bid/revise Bid Amount to less than the Floor Price or higher than the Cap Price;
3. Do not pay the Bid Amount in cash, by money order, cheques or demand drafts or by postal order or by stock invest;
4. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;
5. Do not submit the Bid cum Application Forms to any non-SCSB bank or our Company;
6. Do not Bid on a Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;
7. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);
8. Do not instruct your respective Banks to release the funds blocked in the ASBA Account under the ASBA process;
9. Do not Bid for a Bid Amount exceeding ₹ 2.00 Lakh (for Bids by Retail Individual Bidders);

10. Do not fill up the Bid cum Application Form such that the Equity Shares Bid for exceeds the Issue size and / or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations or under the terms of the Red Herring Prospectus;
11. Do not submit the General Index Register number instead of the PAN;
12. Do not submit the Bid without ensuring that funds equivalent to the entire Bid Amount are blocked in the relevant ASBA Account;
13. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of Bidder;
14. Do not submit a Bid in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;
15. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);
16. Do not submit more than five Bid cum Application Forms per ASBA Account;

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

B. Instructions for completing the Bid Form

Bidders may note that forms not filled completely or correctly as per instructions provided in this DRHP, the General Information Document which shall be made available on the website of the Stock Exchange, the Issuer and the BRLM, and the Bid cum Application Form/ Application Form are liable to be rejected. Instructions to fill each field of the Bid cum Application Form can be found on the reverse side of the Bid cum Application Form. Specific instructions for filling various fields of the Resident Bid cum Application Form and Non-Resident Bid cum Application Form and samples are provided below.

The samples of the Bid cum Application Form for resident Bidders and the Bid cum Application Form for non-resident Bidders are reproduced below:

R Bid cum Application Form



TEAR HERE

COMMON BID CUM APPLICATION FORM	XYZ LIMITED - INITIAL PUBLIC ISSUE - R	FOR RESIDENT INDIANS, INCLUDING RESIDENT QIBs AND ELIGIBLE NRIs APPLYING ON A NON-REPATRIATION BASIS
	Address : Contact Details: CIN No.	

LOGO TO: THE BOARD OF DIRECTORS XYZ LIMITED	BOOK BUILT ISSUE ISEN :	Bid cum Application Form No.
--	----------------------------------	------------------------------

SYNDICATE MEMBER'S STAMP & CODE	BROKER/SCSB/DP/RIA STAMP & CODE	1. NAME & CONTACT DETAILS OF SOLE / FIRST BIDDER
		Mr. / Ms. _____
		Address _____
		_____ Email _____
		Tel. No. (with STD code) / Mobile _____
		2. PAN OF SOLE / FIRST BIDDER _____

3. BIDDER'S DEPOSITORY ACCOUNT DETAILS <input type="checkbox"/> NSDL <input type="checkbox"/> CDSL	6. INVESTOR STATUS
For NSDL, enter 8 digit DP ID followed by 8 digit Client ID / For CDSL, enter 16 digit Client ID	<input type="checkbox"/> Individual (A) - IND <input type="checkbox"/> Hindu Undivided Family - HUF <input type="checkbox"/> Bodies Corporate - CO <input type="checkbox"/> Banks & Financial Institutions - FI <input type="checkbox"/> Mutual Funds - MF <input type="checkbox"/> Non-Resident Indian - NRI (Non-Repatriation funds) <input type="checkbox"/> National Investment Fund - NIF <input type="checkbox"/> Insurance Funds - IF <input type="checkbox"/> Venture Capital Funds - VCF <input type="checkbox"/> Alternative Investment Funds - AIF <input type="checkbox"/> Others (Please specify) - OTH

4. BID OPTIONS (ONLY RETAIL INDIVIDUAL BIDDERS CAN BID AT "CUT-OFF")										5. CATEGORY			
Bid Options	No. of Equity Shares Bid (in Figures) (Bid must be in multiples of Bid Lot as advertised)					Price per Equity Share (₹) "Cut-off" (Price in multiples of ₹ 1/- only) (in Figures)					*Cut-off (Please tick)	<input type="checkbox"/> Retail Individual Bidder <input type="checkbox"/> Non-Institutional Bidder <input type="checkbox"/> QIB	
	8	7	6	5	4	3	2	1	3	2			1
Option 1												<input type="checkbox"/>	
(OR) Option 2												<input type="checkbox"/>	
(OR) Option 3												<input type="checkbox"/>	

7. PAYMENT DETAILS	PAYMENT OPTION: FULL PAYMENT <input type="checkbox"/> PART PAYMENT <input type="checkbox"/>
Amount paid (₹ in figures) _____ (₹ in words) _____	

ASBA Bank Ac No. _____
Bank Name & Branch _____

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THE BID CUM APPLICATION FORM AND THE ATTACHED BROKER'S PROSPECTUS AND THE GENERAL INFORMATION FOR INVESTOR IN WELPAR LIMITED (LTD) AND HEREBY AGREE AND CONFIRM THE "BIDDING UNDER TAKING" AT GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILING OF THE BID CUM APPLICATION FORM GIVEN OVERLEAF.

8A. SIGNATURE OF SOLE / FIRST BIDDER	8B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS)	BROKER / SCSB / DP / RIA STAMP (As on holding system of Bid & Stock Exchange system)
	I/We subscribe the SCSB bank account in my/our name to make the Application in the form	
	1) _____	
	2) _____	
	3) _____	

PLEASE FILL IN BLOCK LETTERS

LOGO	XYZ LIMITED	Acknowledgement Slip for Broker/SCSB/DP/RIA	Bid cum Application Form No. _____
	INITIAL PUBLIC ISSUE - R		

PAN of Sole / First Bidder _____	Stamp & Signature of SCSB Branch
----------------------------------	----------------------------------

Amount paid (₹ in figures) _____ Bank & Branch _____	Stamp & Signature of SCSB Branch
ASBA Bank Ac No. _____	
Received from Mr./Ms. _____	
Telephone / Mobile _____ Email _____	

TEAR HERE

XYZ LIMITED - INITIAL PUBLIC ISSUE - R	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <th></th> <th>Option 1</th> <th>Option 2</th> <th>Option 3</th> </tr> <tr> <td>No. of Equity Shares</td> <td></td><td></td><td></td> </tr> <tr> <td>Bid Price</td> <td></td><td></td><td></td> </tr> <tr> <td>Amount Paid (₹)</td> <td></td><td></td><td></td> </tr> </table>		Option 1	Option 2	Option 3	No. of Equity Shares				Bid Price				Amount Paid (₹)				Stamp & Signature of Broker / SCSB / DP / RIA Name of Sole / First Bidder: _____ Acknowledgement Slip for Bidder Bid cum Application Form No. _____
	Option 1	Option 2	Option 3															
No. of Equity Shares																		
Bid Price																		
Amount Paid (₹)																		

NR Bid cum Application Form

<p style="writing-mode: vertical-rl; transform: rotate(180deg);">TEAR HERE</p>	<p>COMMON BID CUM APPLICATION FORM</p> <p style="text-align: center;">XYZ LIMITED - INITIAL PUBLIC ISSUE - NR</p> <p>Address : _____ Contact Details: _____ CIN No _____</p>	<p style="text-align: right; font-size: small;">FOR NON-RESIDENTS, INCLUDING ELIGIBLE NRIS, FPIS OR FVCIS, ETC APPLYING ON A REPATRIATION BASIS</p>																																																																																																									
<p style="writing-mode: vertical-rl; transform: rotate(180deg);">PLEASE FILL IN BLOCK LETTERS</p>	<p>LOGO</p> <p>TO, THE BOARD OF DIRECTORS XYZ LIMITED</p>	<p style="text-align: center; border: 1px solid black;">BOOK BUILT ISSUE</p> <p style="text-align: center; border: 1px solid black;">ISIN : _____</p> <p style="text-align: right;">Bid cum Application Form No. _____</p>																																																																																																									
<p style="writing-mode: vertical-rl; transform: rotate(180deg);">TEAR HERE</p>	<table border="1" style="width:100%; border-collapse: collapse;"> <tr> <td style="width:33%; height: 30px;">SYNDICATE MEMBER'S STAMP & CODE</td> <td style="width:33%;">BROKER/SCSB/DP/RTA STAMP & CODE</td> <td rowspan="3" style="width:34%; padding: 5px;"> <p>1. NAME & CONTACT DETAILS OF SOLE / FIRST BIDDER</p> <p>Mr. / Ms. _____</p> <p>Address: _____</p> <p>Tel. No (with STD code) / Mobile: _____</p> <p>_____ Email: _____</p> </td> </tr> <tr> <td style="height: 30px;">SUB-BROKER'S / SUB-AGENT'S STAMP & CODE</td> <td style="height: 30px;">BROKER BANK/SCSB BRANCH STAMP & CODE</td> </tr> <tr> <td style="height: 30px;">BANK BRANCH SERIAL NO.</td> <td style="height: 30px;">SCSB SERIAL NO.</td> </tr> </table>	SYNDICATE MEMBER'S STAMP & CODE	BROKER/SCSB/DP/RTA STAMP & CODE	<p>1. NAME & CONTACT DETAILS OF SOLE / FIRST BIDDER</p> <p>Mr. / Ms. _____</p> <p>Address: _____</p> <p>Tel. No (with STD code) / Mobile: _____</p> <p>_____ Email: _____</p>	SUB-BROKER'S / SUB-AGENT'S STAMP & CODE	BROKER BANK/SCSB BRANCH STAMP & CODE	BANK BRANCH SERIAL NO.	SCSB SERIAL NO.	<p style="text-align: center; border: 1px solid black;">PAN OF SOLE / FIRST BIDDER</p> <p>_____</p>																																																																																																		
SYNDICATE MEMBER'S STAMP & CODE	BROKER/SCSB/DP/RTA STAMP & CODE	<p>1. NAME & CONTACT DETAILS OF SOLE / FIRST BIDDER</p> <p>Mr. / Ms. _____</p> <p>Address: _____</p> <p>Tel. No (with STD code) / Mobile: _____</p> <p>_____ Email: _____</p>																																																																																																									
SUB-BROKER'S / SUB-AGENT'S STAMP & CODE	BROKER BANK/SCSB BRANCH STAMP & CODE																																																																																																										
BANK BRANCH SERIAL NO.	SCSB SERIAL NO.																																																																																																										
<p style="writing-mode: vertical-rl; transform: rotate(180deg);">TEAR HERE</p>	<table border="1" style="width:100%; border-collapse: collapse;"> <tr> <td style="width:70%; padding: 5px;"> <p>3. BIDDER'S DEPOSITORY ACCOUNT DETAILS <input type="checkbox"/> NSDL <input type="checkbox"/> CD&L</p> <p style="font-size: x-small;">Use NSDL, enter 8 digit DP ID followed by 8 digit Client ID / For CD&L, enter 16 digit Client ID</p> </td> <td style="width:30%; padding: 5px;"> <p>4. INVESTOR STATUS</p> <p><input type="checkbox"/> NRI Non-Resident Indian(s) (Repatriation basis)</p> <p><input type="checkbox"/> FI FI re Sub-account not a Corporate/Foreign Individual</p> <p><input type="checkbox"/> FIISA FI Sub-account Corporate/Individual</p> <p><input type="checkbox"/> FVCI Foreign Venture Capital Investor</p> <p><input type="checkbox"/> FPI Foreign Portfolio Investors</p> <p><input type="checkbox"/> OTH Others (Please Specify) _____</p> </td> </tr> <tr> <td colspan="2" style="padding: 5px;"> <p>4. BID OPTIONS (ONLY RETAIL INDIVIDUAL BIDDERS CAN BID AT "CUT-OFF")</p> <table border="1" style="width:100%; border-collapse: collapse; font-size: x-small;"> <thead> <tr> <th rowspan="2">Bid Options:</th> <th rowspan="2">No. of Equity Shares Bid (In Figures) (Bids must be in multiples of Bid Lot as advertised)</th> <th colspan="4">Price per Equity Share (₹) "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures)</th> <th rowspan="2">"Cut-off" (Please tick)</th> </tr> <tr> <th>Bid Price</th> <th>Retail Discount</th> <th>Net Price</th> <th></th> </tr> </thead> <tbody> <tr> <td>Option 1</td> <td>8 7 6 5 4 3 2 1</td> <td>8 5 1</td> <td>5 2 1</td> <td>3 2 1</td> <td><input type="checkbox"/></td> </tr> <tr> <td>(OR) Option 2</td> <td></td> <td></td> <td></td> <td></td> <td><input type="checkbox"/></td> </tr> <tr> <td>(OR) Option 3</td> <td></td> <td></td> <td></td> <td></td> <td><input type="checkbox"/></td> </tr> </tbody> </table> </td> </tr> <tr> <td colspan="2" style="padding: 5px;"> <p>5. CATEGORY</p> <p><input type="checkbox"/> Retail Individual Bidder</p> <p><input type="checkbox"/> Non-Institutional Bidder</p> <p><input type="checkbox"/> QIB</p> </td> </tr> <tr> <td colspan="2" style="padding: 5px;"> <p>7. PAYMENT DETAILS</p> <p>Amount paid (₹ in figures) _____ (₹ in words) _____</p> <p>PAYMENT OPTION : FULL PAYMENT <input type="checkbox"/> PART PAYMENT <input type="checkbox"/></p> </td> </tr> <tr> <td colspan="2" style="padding: 5px;"> <p>ASBA</p> <p>Bank A/c No. _____</p> <p>Bank Name & Branch _____</p> </td> </tr> <tr> <td colspan="2" style="padding: 5px;"> <p style="font-size: x-small;">I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS BID CUM APPLICATION FORM AND THE ATTACHED ANNEXED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES ("GID") AND HEREBY AGREE AND CONFIRM THE "BIDDERS UNDERTAKING" AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILING OF THIS BID CUM APPLICATION FORM GIVEN OVERLEAF.</p> </td> </tr> <tr> <td style="padding: 5px;"> <p>8A. SIGNATURE OF SOLE / FIRST BIDDER</p> <p>_____</p> <p>Date : _____</p> </td> <td style="padding: 5px;"> <p>8B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS)</p> <p style="font-size: x-small;">I/We authorize the SCBA to deal as per necessary to make the Application in the line</p> <p>1) _____</p> <p>2) _____</p> <p>3) _____</p> </td> <td style="padding: 5px;"> <p>BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Bid in Stock Exchange system)</p> </td> </tr> <tr> <td style="vertical-align: top;"> <p style="writing-mode: vertical-rl; transform: rotate(180deg);">TEAR HERE</p> </td> <td style="padding: 5px;"> <p>LOGO</p> <p style="text-align: center; background-color: #0056b3; color: white; padding: 5px;">XYZ LIMITED</p> <p style="text-align: center; background-color: #0056b3; color: white; padding: 5px;">INITIAL PUBLIC ISSUE - NR</p> </td> <td style="padding: 5px;"> <p style="text-align: center; border: 1px solid black;">Acknowledgement Slip for Broker/SCSB/DP/RTA</p> <p style="text-align: right;">Bid cum Application Form No. _____</p> <p style="text-align: right;">PAN of Sole / First Bidder _____</p> </td> </tr> <tr> <td style="vertical-align: top;"> <p style="writing-mode: vertical-rl; transform: rotate(180deg);">TEAR HERE</p> </td> <td style="padding: 5px;"> <table border="1" style="width:100%; border-collapse: collapse;"> <tr> <td style="width:10%; font-size: x-small;">DPID / CLID</td> <td style="width:40%;"></td> <td style="width:50%;"></td> </tr> <tr> <td style="font-size: x-small;">Amount paid (₹ in figures)</td> <td style="font-size: x-small;">Bank & Branch</td> <td style="font-size: x-small;">Stamp & Signature of SCSB Branch</td> </tr> <tr> <td style="font-size: x-small;">ASBA Bank A/c No.</td> <td colspan="2"></td> </tr> <tr> <td style="font-size: x-small;">Received from Mr./Ms.</td> <td colspan="2"></td> </tr> <tr> <td style="font-size: x-small;">Telephone / Mobile</td> <td style="font-size: x-small;">Email</td> <td></td> </tr> </table> </td> <td style="padding: 5px;"> <p style="text-align: center; border: 1px solid black;">Stamp & Signature of Broker / SCSB / DP / RTA</p> <p style="text-align: right;">Name of Sole / First Bidder _____</p> <p style="text-align: center; background-color: #0056b3; color: white; padding: 5px; font-weight: bold;">Acknowledgement Slip for Bidder</p> <p style="text-align: right;">Bid cum Application Form No. _____</p> </td> </tr> <tr> <td style="vertical-align: top;"> <p style="writing-mode: vertical-rl; transform: rotate(180deg);">TEAR HERE</p> </td> <td style="padding: 5px;"> <table border="1" style="width:100%; border-collapse: collapse;"> <tr> <td style="width:10%; font-size: x-small;">XYZ LIMITED - INITIAL PUBLIC ISSUE - NR</td> <td style="width:30%;"></td> <td style="width:10%;"></td> <td style="width:10%;"></td> <td style="width:10%;"></td> <td style="width:30%;"></td> </tr> <tr> <td style="font-size: x-small;">No. of Equity Shares</td> <td style="font-size: x-small;">Option 1</td> <td style="font-size: x-small;">Option 2</td> <td style="font-size: x-small;">Option 3</td> <td colspan="2" rowspan="3" style="font-size: x-small;">Stamp & Signature of Broker / SCSB / DP / RTA</td> </tr> <tr> <td style="font-size: x-small;">Bid Price</td> <td></td> <td></td> <td></td> </tr> <tr> <td style="font-size: x-small;">Amount Paid (₹)</td> <td></td> <td></td> <td></td> </tr> <tr> <td style="font-size: x-small;">ASBA Bank A/c No.</td> <td colspan="4"></td> <td style="font-size: x-small;">Name of Sole / First Bidder _____</td> </tr> <tr> <td style="font-size: x-small;">Bank & Branch</td> <td colspan="4"></td> <td style="text-align: center; background-color: #0056b3; color: white; padding: 5px; font-weight: bold;">Acknowledgement Slip for Bidder</td> </tr> <tr> <td colspan="5"></td> <td style="text-align: right;">Bid cum Application Form No. _____</td> </tr> </table> </td> <td style="padding: 5px;"> <p style="text-align: center; border: 1px solid black;">Stamp & Signature of Broker / SCSB / DP / RTA</p> <p style="text-align: right;">Name of Sole / First Bidder _____</p> <p style="text-align: center; background-color: #0056b3; color: white; padding: 5px; font-weight: bold;">Acknowledgement Slip for Bidder</p> <p style="text-align: right;">Bid cum Application Form No. _____</p> </td> </tr> </table>	<p>3. BIDDER'S DEPOSITORY ACCOUNT DETAILS <input type="checkbox"/> NSDL <input type="checkbox"/> CD&L</p> <p style="font-size: x-small;">Use NSDL, enter 8 digit DP ID followed by 8 digit Client ID / For CD&L, enter 16 digit Client ID</p>	<p>4. INVESTOR STATUS</p> <p><input type="checkbox"/> NRI Non-Resident Indian(s) (Repatriation basis)</p> <p><input type="checkbox"/> FI FI re Sub-account not a Corporate/Foreign Individual</p> <p><input type="checkbox"/> FIISA FI Sub-account Corporate/Individual</p> <p><input type="checkbox"/> FVCI Foreign Venture Capital Investor</p> <p><input type="checkbox"/> FPI Foreign Portfolio Investors</p> <p><input type="checkbox"/> OTH Others (Please Specify) _____</p>	<p>4. BID OPTIONS (ONLY RETAIL INDIVIDUAL BIDDERS CAN BID AT "CUT-OFF")</p> <table border="1" style="width:100%; border-collapse: collapse; font-size: x-small;"> <thead> <tr> <th rowspan="2">Bid Options:</th> <th rowspan="2">No. of Equity Shares Bid (In Figures) (Bids must be in multiples of Bid Lot as advertised)</th> <th colspan="4">Price per Equity Share (₹) "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures)</th> <th rowspan="2">"Cut-off" (Please tick)</th> </tr> <tr> <th>Bid Price</th> <th>Retail Discount</th> <th>Net Price</th> <th></th> </tr> </thead> <tbody> <tr> <td>Option 1</td> <td>8 7 6 5 4 3 2 1</td> <td>8 5 1</td> <td>5 2 1</td> <td>3 2 1</td> <td><input type="checkbox"/></td> </tr> <tr> <td>(OR) Option 2</td> <td></td> <td></td> <td></td> <td></td> <td><input type="checkbox"/></td> </tr> <tr> <td>(OR) Option 3</td> <td></td> <td></td> <td></td> <td></td> <td><input type="checkbox"/></td> </tr> </tbody> </table>		Bid Options:	No. of Equity Shares Bid (In Figures) (Bids must be in multiples of Bid Lot as advertised)	Price per Equity Share (₹) "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures)				"Cut-off" (Please tick)	Bid Price	Retail Discount	Net Price		Option 1	8 7 6 5 4 3 2 1	8 5 1	5 2 1	3 2 1	<input type="checkbox"/>	(OR) Option 2					<input type="checkbox"/>	(OR) Option 3					<input type="checkbox"/>	<p>5. CATEGORY</p> <p><input type="checkbox"/> Retail Individual Bidder</p> <p><input type="checkbox"/> Non-Institutional Bidder</p> <p><input type="checkbox"/> QIB</p>		<p>7. PAYMENT DETAILS</p> <p>Amount paid (₹ in figures) _____ (₹ in words) _____</p> <p>PAYMENT OPTION : FULL PAYMENT <input type="checkbox"/> PART PAYMENT <input type="checkbox"/></p>		<p>ASBA</p> <p>Bank A/c No. _____</p> <p>Bank Name & Branch _____</p>		<p style="font-size: x-small;">I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS BID CUM APPLICATION FORM AND THE ATTACHED ANNEXED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES ("GID") AND HEREBY AGREE AND CONFIRM THE "BIDDERS UNDERTAKING" AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILING OF THIS BID CUM APPLICATION FORM GIVEN OVERLEAF.</p>		<p>8A. SIGNATURE OF SOLE / FIRST BIDDER</p> <p>_____</p> <p>Date : _____</p>	<p>8B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS)</p> <p style="font-size: x-small;">I/We authorize the SCBA to deal as per necessary to make the Application in the line</p> <p>1) _____</p> <p>2) _____</p> <p>3) _____</p>	<p>BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Bid in Stock Exchange system)</p>	<p style="writing-mode: vertical-rl; transform: rotate(180deg);">TEAR HERE</p>	<p>LOGO</p> <p style="text-align: center; background-color: #0056b3; color: white; padding: 5px;">XYZ LIMITED</p> <p style="text-align: center; background-color: #0056b3; color: white; padding: 5px;">INITIAL PUBLIC ISSUE - NR</p>	<p style="text-align: center; border: 1px solid black;">Acknowledgement Slip for Broker/SCSB/DP/RTA</p> <p style="text-align: right;">Bid cum Application Form No. _____</p> <p style="text-align: right;">PAN of Sole / First Bidder _____</p>	<p style="writing-mode: vertical-rl; transform: rotate(180deg);">TEAR HERE</p>	<table border="1" style="width:100%; border-collapse: collapse;"> <tr> <td style="width:10%; font-size: x-small;">DPID / CLID</td> <td style="width:40%;"></td> <td style="width:50%;"></td> </tr> <tr> <td style="font-size: x-small;">Amount paid (₹ in figures)</td> <td style="font-size: x-small;">Bank & Branch</td> <td style="font-size: x-small;">Stamp & Signature of SCSB Branch</td> </tr> <tr> <td style="font-size: x-small;">ASBA Bank A/c No.</td> <td colspan="2"></td> </tr> <tr> <td style="font-size: x-small;">Received from Mr./Ms.</td> <td colspan="2"></td> </tr> <tr> <td style="font-size: x-small;">Telephone / Mobile</td> <td style="font-size: x-small;">Email</td> <td></td> </tr> </table>	DPID / CLID			Amount paid (₹ in figures)	Bank & Branch	Stamp & Signature of SCSB Branch	ASBA Bank A/c No.			Received from Mr./Ms.			Telephone / Mobile	Email		<p style="text-align: center; border: 1px solid black;">Stamp & Signature of Broker / SCSB / DP / RTA</p> <p style="text-align: right;">Name of Sole / First Bidder _____</p> <p style="text-align: center; background-color: #0056b3; color: white; padding: 5px; font-weight: bold;">Acknowledgement Slip for Bidder</p> <p style="text-align: right;">Bid cum Application Form No. _____</p>	<p style="writing-mode: vertical-rl; transform: rotate(180deg);">TEAR HERE</p>	<table border="1" style="width:100%; border-collapse: collapse;"> <tr> <td style="width:10%; font-size: x-small;">XYZ LIMITED - INITIAL PUBLIC ISSUE - NR</td> <td style="width:30%;"></td> <td style="width:10%;"></td> <td style="width:10%;"></td> <td style="width:10%;"></td> <td style="width:30%;"></td> </tr> <tr> <td style="font-size: x-small;">No. of Equity Shares</td> <td style="font-size: x-small;">Option 1</td> <td style="font-size: x-small;">Option 2</td> <td style="font-size: x-small;">Option 3</td> <td colspan="2" rowspan="3" style="font-size: x-small;">Stamp & Signature of Broker / SCSB / DP / RTA</td> </tr> <tr> <td style="font-size: x-small;">Bid Price</td> <td></td> <td></td> <td></td> </tr> <tr> <td style="font-size: x-small;">Amount Paid (₹)</td> <td></td> <td></td> <td></td> </tr> <tr> <td style="font-size: x-small;">ASBA Bank A/c No.</td> <td colspan="4"></td> <td style="font-size: x-small;">Name of Sole / First Bidder _____</td> </tr> <tr> <td style="font-size: x-small;">Bank & Branch</td> <td colspan="4"></td> <td style="text-align: center; background-color: #0056b3; color: white; padding: 5px; font-weight: bold;">Acknowledgement Slip for Bidder</td> </tr> <tr> <td colspan="5"></td> <td style="text-align: right;">Bid cum Application Form No. _____</td> </tr> </table>	XYZ LIMITED - INITIAL PUBLIC ISSUE - NR						No. of Equity Shares	Option 1	Option 2	Option 3	Stamp & Signature of Broker / SCSB / DP / RTA		Bid Price				Amount Paid (₹)				ASBA Bank A/c No.					Name of Sole / First Bidder _____	Bank & Branch					Acknowledgement Slip for Bidder						Bid cum Application Form No. _____	<p style="text-align: center; border: 1px solid black;">Stamp & Signature of Broker / SCSB / DP / RTA</p> <p style="text-align: right;">Name of Sole / First Bidder _____</p> <p style="text-align: center; background-color: #0056b3; color: white; padding: 5px; font-weight: bold;">Acknowledgement Slip for Bidder</p> <p style="text-align: right;">Bid cum Application Form No. _____</p>
<p>3. BIDDER'S DEPOSITORY ACCOUNT DETAILS <input type="checkbox"/> NSDL <input type="checkbox"/> CD&L</p> <p style="font-size: x-small;">Use NSDL, enter 8 digit DP ID followed by 8 digit Client ID / For CD&L, enter 16 digit Client ID</p>	<p>4. INVESTOR STATUS</p> <p><input type="checkbox"/> NRI Non-Resident Indian(s) (Repatriation basis)</p> <p><input type="checkbox"/> FI FI re Sub-account not a Corporate/Foreign Individual</p> <p><input type="checkbox"/> FIISA FI Sub-account Corporate/Individual</p> <p><input type="checkbox"/> FVCI Foreign Venture Capital Investor</p> <p><input type="checkbox"/> FPI Foreign Portfolio Investors</p> <p><input type="checkbox"/> OTH Others (Please Specify) _____</p>																																																																																																										
<p>4. BID OPTIONS (ONLY RETAIL INDIVIDUAL BIDDERS CAN BID AT "CUT-OFF")</p> <table border="1" style="width:100%; border-collapse: collapse; font-size: x-small;"> <thead> <tr> <th rowspan="2">Bid Options:</th> <th rowspan="2">No. of Equity Shares Bid (In Figures) (Bids must be in multiples of Bid Lot as advertised)</th> <th colspan="4">Price per Equity Share (₹) "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures)</th> <th rowspan="2">"Cut-off" (Please tick)</th> </tr> <tr> <th>Bid Price</th> <th>Retail Discount</th> <th>Net Price</th> <th></th> </tr> </thead> <tbody> <tr> <td>Option 1</td> <td>8 7 6 5 4 3 2 1</td> <td>8 5 1</td> <td>5 2 1</td> <td>3 2 1</td> <td><input type="checkbox"/></td> </tr> <tr> <td>(OR) Option 2</td> <td></td> <td></td> <td></td> <td></td> <td><input type="checkbox"/></td> </tr> <tr> <td>(OR) Option 3</td> <td></td> <td></td> <td></td> <td></td> <td><input type="checkbox"/></td> </tr> </tbody> </table>		Bid Options:	No. of Equity Shares Bid (In Figures) (Bids must be in multiples of Bid Lot as advertised)	Price per Equity Share (₹) "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures)				"Cut-off" (Please tick)	Bid Price	Retail Discount	Net Price		Option 1	8 7 6 5 4 3 2 1	8 5 1	5 2 1	3 2 1	<input type="checkbox"/>	(OR) Option 2					<input type="checkbox"/>	(OR) Option 3					<input type="checkbox"/>																																																																													
Bid Options:	No. of Equity Shares Bid (In Figures) (Bids must be in multiples of Bid Lot as advertised)			Price per Equity Share (₹) "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures)					"Cut-off" (Please tick)																																																																																																		
		Bid Price	Retail Discount	Net Price																																																																																																							
Option 1	8 7 6 5 4 3 2 1	8 5 1	5 2 1	3 2 1	<input type="checkbox"/>																																																																																																						
(OR) Option 2					<input type="checkbox"/>																																																																																																						
(OR) Option 3					<input type="checkbox"/>																																																																																																						
<p>5. CATEGORY</p> <p><input type="checkbox"/> Retail Individual Bidder</p> <p><input type="checkbox"/> Non-Institutional Bidder</p> <p><input type="checkbox"/> QIB</p>																																																																																																											
<p>7. PAYMENT DETAILS</p> <p>Amount paid (₹ in figures) _____ (₹ in words) _____</p> <p>PAYMENT OPTION : FULL PAYMENT <input type="checkbox"/> PART PAYMENT <input type="checkbox"/></p>																																																																																																											
<p>ASBA</p> <p>Bank A/c No. _____</p> <p>Bank Name & Branch _____</p>																																																																																																											
<p style="font-size: x-small;">I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS BID CUM APPLICATION FORM AND THE ATTACHED ANNEXED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES ("GID") AND HEREBY AGREE AND CONFIRM THE "BIDDERS UNDERTAKING" AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILING OF THIS BID CUM APPLICATION FORM GIVEN OVERLEAF.</p>																																																																																																											
<p>8A. SIGNATURE OF SOLE / FIRST BIDDER</p> <p>_____</p> <p>Date : _____</p>	<p>8B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS)</p> <p style="font-size: x-small;">I/We authorize the SCBA to deal as per necessary to make the Application in the line</p> <p>1) _____</p> <p>2) _____</p> <p>3) _____</p>	<p>BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Bid in Stock Exchange system)</p>																																																																																																									
<p style="writing-mode: vertical-rl; transform: rotate(180deg);">TEAR HERE</p>	<p>LOGO</p> <p style="text-align: center; background-color: #0056b3; color: white; padding: 5px;">XYZ LIMITED</p> <p style="text-align: center; background-color: #0056b3; color: white; padding: 5px;">INITIAL PUBLIC ISSUE - NR</p>	<p style="text-align: center; border: 1px solid black;">Acknowledgement Slip for Broker/SCSB/DP/RTA</p> <p style="text-align: right;">Bid cum Application Form No. _____</p> <p style="text-align: right;">PAN of Sole / First Bidder _____</p>																																																																																																									
<p style="writing-mode: vertical-rl; transform: rotate(180deg);">TEAR HERE</p>	<table border="1" style="width:100%; border-collapse: collapse;"> <tr> <td style="width:10%; font-size: x-small;">DPID / CLID</td> <td style="width:40%;"></td> <td style="width:50%;"></td> </tr> <tr> <td style="font-size: x-small;">Amount paid (₹ in figures)</td> <td style="font-size: x-small;">Bank & Branch</td> <td style="font-size: x-small;">Stamp & Signature of SCSB Branch</td> </tr> <tr> <td style="font-size: x-small;">ASBA Bank A/c No.</td> <td colspan="2"></td> </tr> <tr> <td style="font-size: x-small;">Received from Mr./Ms.</td> <td colspan="2"></td> </tr> <tr> <td style="font-size: x-small;">Telephone / Mobile</td> <td style="font-size: x-small;">Email</td> <td></td> </tr> </table>	DPID / CLID			Amount paid (₹ in figures)	Bank & Branch	Stamp & Signature of SCSB Branch	ASBA Bank A/c No.			Received from Mr./Ms.			Telephone / Mobile	Email		<p style="text-align: center; border: 1px solid black;">Stamp & Signature of Broker / SCSB / DP / RTA</p> <p style="text-align: right;">Name of Sole / First Bidder _____</p> <p style="text-align: center; background-color: #0056b3; color: white; padding: 5px; font-weight: bold;">Acknowledgement Slip for Bidder</p> <p style="text-align: right;">Bid cum Application Form No. _____</p>																																																																																										
DPID / CLID																																																																																																											
Amount paid (₹ in figures)	Bank & Branch	Stamp & Signature of SCSB Branch																																																																																																									
ASBA Bank A/c No.																																																																																																											
Received from Mr./Ms.																																																																																																											
Telephone / Mobile	Email																																																																																																										
<p style="writing-mode: vertical-rl; transform: rotate(180deg);">TEAR HERE</p>	<table border="1" style="width:100%; border-collapse: collapse;"> <tr> <td style="width:10%; font-size: x-small;">XYZ LIMITED - INITIAL PUBLIC ISSUE - NR</td> <td style="width:30%;"></td> <td style="width:10%;"></td> <td style="width:10%;"></td> <td style="width:10%;"></td> <td style="width:30%;"></td> </tr> <tr> <td style="font-size: x-small;">No. of Equity Shares</td> <td style="font-size: x-small;">Option 1</td> <td style="font-size: x-small;">Option 2</td> <td style="font-size: x-small;">Option 3</td> <td colspan="2" rowspan="3" style="font-size: x-small;">Stamp & Signature of Broker / SCSB / DP / RTA</td> </tr> <tr> <td style="font-size: x-small;">Bid Price</td> <td></td> <td></td> <td></td> </tr> <tr> <td style="font-size: x-small;">Amount Paid (₹)</td> <td></td> <td></td> <td></td> </tr> <tr> <td style="font-size: x-small;">ASBA Bank A/c No.</td> <td colspan="4"></td> <td style="font-size: x-small;">Name of Sole / First Bidder _____</td> </tr> <tr> <td style="font-size: x-small;">Bank & Branch</td> <td colspan="4"></td> <td style="text-align: center; background-color: #0056b3; color: white; padding: 5px; font-weight: bold;">Acknowledgement Slip for Bidder</td> </tr> <tr> <td colspan="5"></td> <td style="text-align: right;">Bid cum Application Form No. _____</td> </tr> </table>	XYZ LIMITED - INITIAL PUBLIC ISSUE - NR						No. of Equity Shares	Option 1	Option 2	Option 3	Stamp & Signature of Broker / SCSB / DP / RTA		Bid Price				Amount Paid (₹)				ASBA Bank A/c No.					Name of Sole / First Bidder _____	Bank & Branch					Acknowledgement Slip for Bidder						Bid cum Application Form No. _____	<p style="text-align: center; border: 1px solid black;">Stamp & Signature of Broker / SCSB / DP / RTA</p> <p style="text-align: right;">Name of Sole / First Bidder _____</p> <p style="text-align: center; background-color: #0056b3; color: white; padding: 5px; font-weight: bold;">Acknowledgement Slip for Bidder</p> <p style="text-align: right;">Bid cum Application Form No. _____</p>																																																																			
XYZ LIMITED - INITIAL PUBLIC ISSUE - NR																																																																																																											
No. of Equity Shares	Option 1	Option 2	Option 3	Stamp & Signature of Broker / SCSB / DP / RTA																																																																																																							
Bid Price																																																																																																											
Amount Paid (₹)																																																																																																											
ASBA Bank A/c No.					Name of Sole / First Bidder _____																																																																																																						
Bank & Branch					Acknowledgement Slip for Bidder																																																																																																						
					Bid cum Application Form No. _____																																																																																																						

1. FIELD NUMBER 1: NAME AND CONTACT DETAILS OF THE SOLE/ FIRST BIDDER

Bidders should ensure that the name provided in this field is exactly the same as the name in which the Depository Account is held.

- a. **Mandatory Fields:** Bidders should note that the name and address fields are compulsory, and e-mail and/or telephone number/ mobile number fields are optional. Bidders should note that the contact details mentioned in the Bid cum Application Form may be used to dispatch communications (letters notifying the unblocking of the bank accounts of Applicants) in case the communication sent to the address available with the Depositories are returned undelivered or are not available. The contact details provided in the Bid cum Application Form may be used by the Issuer, the members of the Syndicate the Registered Broker and the Registrar to the Issue only for correspondence(s) related to an Issue and for no other purposes.
- b. **Joint Bids:** In the case of Joint Bids, the Bids should be made in the name of the Bidders whose name appears first in the Depository account. The name so entered should be the same as it appears in the Depository records. The signature of only such first Bidders would be required in the Bid cum Application Form/Application Form and such first Bidder would be deemed to have signed on behalf of the joint holders. All payments may be made out in favour of the Bidder whose name appears in the Bid cum Application Form or the Revision Form and all communications may be addressed to such Bidder and may be dispatched to his or her address as per the Demographic Details received from the Depositories.

2. FIELD NUMBER 2: PAN NUMBER OF SOLE /FIRST BIDDER

- a. **PAN** (of the sole/ first Bidder) provided in the Bid cum Application Form/Application Form should be exactly the same as the PAN of the person(s) in whose name the relevant beneficiary account is held as per the Depositories' records.
- b. **PAN** is the sole identification number for participants transacting in the securities market irrespective of the amount of transaction except for Bids on behalf of the Central or State Government, Bids by officials appointed by the courts and Bids by Bidders residing in Sikkim ("PAN Exempted Bidders"). Consequently, all Bidders, other than the PAN Exempted Bidders, are required to disclose their PAN in the Bid cum Application Form, irrespective of the Bid Amount. A Bid cum Application Form without PAN, except in case of Exempted Bidders, is liable to be rejected. Bids by the Bidders whose PAN is not available as per the Demographic Details available in their Depository records, are liable to be rejected.
- c. The exemption for the PAN Exempted Bidders is subject to (a) the Demographic Details received from the respective Depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same.
- d. Bid cum Application Forms which provide the General Index Register Number instead of PAN may be rejected.
- e. Bids by Bidders whose demat accounts have been "suspended for credit" are liable to be rejected pursuant to the circular issued by SEBI on July 29, 2010, bearing number CIR/MRD/DP/22/2010. Such accounts are classified as "Inactive demat accounts" and Demographic Details are not provided by depositories.

3. FIELD NUMBER 3: BIDDERS DEPOSITORY ACCOUNT DETAILS

- a. Bidders should ensure that DP ID and the Client ID are correctly filled in the Bid cum Application Form. The DP ID and Client ID provided in the Bid cum Application Form should match with the DP ID and Client ID available in the Depository database, otherwise, the Bid cum Application Form is liable to be rejected.
- b. Bidders should ensure that the beneficiary account provided in the Bid cum Application Form is active.
- c. Bidders should note that on the basis of DP ID and Client ID as provided in the Bid cum Application Form, the Bidders may be deemed to have authorized the Depositories to provide to the Registrar to the Issue, any requested Demographic Details of the Bidders as available on the records of the depositories. These

Demographic Details may be used, among other things, for sending allocation advice and for other correspondence(s) related to an Issue.

- d. Bidders are, advised to update any changes to their Demographic Details as available in the records of the Depository Participant to ensure accuracy of records. Any delay resulting from failure to update the Demographic Details would be at the Bidders' sole risk.

4. FIELD NUMBER 4: BID OPTIONS

- a) Price or Floor Price or Price Band, minimum Bid Lot and Discount (if applicable) may be disclosed in the Red Herring Prospectus by the Issuer. The Issuer is required to announce the Floor Price or Price Band, minimum Bid Lot and Discount (if applicable) by way of an advertisement in at least one English, one Hindi and one regional newspaper, with wide circulation, at least two Working Days before Bid/ Issue Opening Date in case of an IPO, and at least one Working Day before Bid/ Issue Opening Date in case of an FPO.
- b) The Bidders may Bid at or above Floor Price or within the Price Band for IPOs undertaken through the Book Building Process. Cut-Off Price: Retail Individual Investors or Employees or Retail Individual Shareholders can Bid at the Cut off Price indicating their agreement to Bid for and purchase the Equity Shares at the Issue Price as determined at the end of the Book Building Process. Bidding at the Cut-off Price is prohibited for QIBs and NIIs and such Bids from QIBs and NIIs may be rejected.
- c) **Cut-Off Price:** Retail Individual Investors or Employees or Retail Individual Shareholders Can Bid at the Cut-off Price indicating their agreement to Bid for and purchase the Equity Shares at the Issue Price as determined at the end of the Book Building Process. Bidding at the Cut-off Price is prohibited for QIBs and NIIs and such Bids from QIBs and NIIs may be rejected.
- d) **Minimum Bid Value and Bid Lot:** The Issuer in consultation with the BRLM may decide the minimum number of Equity Shares for each Bid to ensure that the minimum Bid value is within the range of above ₹1.00 Lakh. The minimum Bid Lot is accordingly determined by an Issuer on basis of such minimum Bid value.
- e) **Allotment:** The Allotment of specified securities to each RII shall not be less than the minimum Bid Lot, subject to availability of shares in the RII category, and the remaining available shares, if any, shall be Allotted on a proportionate basis. Also, in case if the RII category is entitled to more than the allocated equity shares on proportionate basis, the RII category shall be allotted that higher percentage. For details of the Bid Lot, Bidders may to the RHP or the advertisement regarding the Price Band published by the Issuer.

4.1 Maximum and Minimum Bid Size

- a) The Bidder may Bid for the desired number of Equity Shares at a specific price. Bids by Retail Individual Bidders and Retail Individual Shareholders must be for such number of shares, so as to ensure that the Bid Amount less Discount (as applicable), payable by the Bidder does not exceed ₹ 2.00 Lakh. Bids by Eligible Employees must be for such number of Equity Shares, so as to ensure that the Bid Amount less Discount (as applicable) does not exceed ₹ 5.00 Lakh.

In case the Bid Amount exceeds ₹ 2.00 Lakh due to revision of the Bid or any other reason, the Bid may be considered for allocation under the Non-Institutional Category (with it not being eligible for Discount, if any) then such Bid may be rejected if it is at the Cut-off Price.

For NRIs, a Bid Amount of up to ₹ 2.00 Lakh may be considered under the Retail Category for the purposes of allocation and a Bid Amount exceeding ₹ 2.00 Lakh may be considered under the Non-Institutional Category for the purposes of allocation.

- b) Bids by QIBs and NIIs must be for such minimum number of shares such that the Bid Amount exceeds ₹ 2.00 Lakh and in multiples of such number of Equity Shares, thereafter, as may be disclosed in the Bid cum Application Form and the RHP/ Prospectus, or as advertised by the Issuer, as the case may be. Non-Institutional Investors and QIBs are not allowed to Bid at Cut off Price.

- c) RII may revise or withdraw their bids until Bid/ Issue Closing Date. QIBs and NII's cannot withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after Bidding and are required to pay the Bid Amount upon submission of the Bid.
- d) In case the Bid Amount reduces to ₹ 2.00 Lakh or less due to a revision of the Price Band, Bids by the Non-Institutional Investors who are eligible for allocation in the Retail Category would be considered for allocation under the Retail Category.
- e) For Anchor Investors, if applicable, the Bid Amount shall be least ₹ 2500.00 Lakh. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to other Anchor Investors. Bids by various schemes of a Mutual Fund shall be aggregated to determine the Bid Amount. A Bid cannot be submitted for more than 60% of the QIB Category under the Anchor Investor Portion. Anchor Investors cannot withdraw their Bids or lower the size of their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after the Anchor Investor Bid/ Issue Period and are required to pay the Bid Amount at the time of submission of the Bid. In case the Anchor Investor Issue Price is lower than the Issue Price, the balance amount shall be payable as per the pay-in-date mentioned in the revised CAN. In case the Issue Price is lower than the Anchor Investor Issue Price, the amount in excess of the Issue Price paid by the Anchor Investors shall not be refunded to them.
- f) A Bid cannot be submitted for more than the Issue size.
 - I. The maximum Bid by any Bidder including QIB Bidder should not exceed the investment limits prescribed for them under the applicable laws.
 - II. The price and quantity options submitted by the Bidder in the Bid cum Application Form may be treated as optional bids from the Bidder and may not be cumulated. After determination of the Issue Price, the number of Equity Shares Bid for by a Bidder at or above the Issue Price may be considered for Allotment and the rest of the Bid(s), irrespective of the Bid Amount may automatically become invalid. This is not applicable in case of FPOs undertaken through Alternate Book Building Process.

4.2 Multiple Bids

- a) Bidder should submit only one Bid cum Application Form. Bidder shall have the option to make a maximum of Bids at three different price levels in the Bid cum Application Form and such options are not considered as multiple Bids. Submission of a second Bid cum Application Form to either the same or to another member of the Syndicate, SCSSB or Registered Broker and duplicate copies of Bid cum Application Forms bearing the same application number shall be treated as multiple Bids and are liable to be rejected.
- b) Bidders are requested to note the following procedures may be followed by the Registrar to the Issue to detect multiple Bids:
 - i. All Bids may be checked for common PAN as per the records of the Depository. For Bidders other than Mutual Funds and FII sub-accounts, Bids bearing the same PAN may be treated as multiple Bids by a Bidder and may be rejected.
 - ii. For Bids from Mutual Funds and FII sub-accounts, submitted under the same PAN, as well as Bids on behalf of the PAN Exempted Bidders, the Bid cum Application Forms may be checked for common DP ID and Client ID. Such Bids which have the same DP ID and Client ID may be treated as multiple Bids and are liable to be rejected.
- c) The following Bids may not be treated as multiple Bids:
 - i. Bids by Reserved Categories Bidding in their respective Reservation Portion as well as bids made by them in the Issue portion in public category.
 - ii. Separate Bids by Mutual Funds in respect of more than one scheme of the Mutual Fund provided that the Bids clearly indicate the scheme for which the Bid has been made.
 - iii. Bids by Mutual Funds, and sub-accounts of FIIs (or FIIs and its sub-accounts) submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs.
 - iv. Bids by Anchor Investors under the Anchor Investor Portion and the QIB Portion.

5. FIELD NUMBER 5: CATEGORY OF BIDDERS

- a) The categories of Bidders identified as per the SEBI ICDR Regulations, 2018 for the purpose of Bidding, allocation and allotment in the Issue are RIIs, NIIs and QIBs.
- b) An Issuer can make reservation for certain categories of Bidders as permitted under the SEBI ICDR Regulations, 2018. For details of any reservations made in the Issue, Bidders may refer to the RHP.
- c) The SEBI ICDR Regulations, 2018, specify the allocation or allotment that may be made to various categories of Bidders in an Issue depending upon compliance with the eligibility conditions. Details pertaining to allocation are disclosed on reverse side of the Revision Form. For Issue specific details in relation to allocation Bidder may refer to the DRHP.

6. FIELD NUMBER 6: INVESTOR STATUS

- a) Each Bidder should check whether it is eligible to apply under applicable law and ensure that any prospective allotment to it in the Issue follows the investment restrictions under applicable law.
- b) Certain categories of Bidder, such as NRIs, FPIs and FVCIs may not be allowed to Bid/apply in the Issue or hold Equity Shares exceeding certain limits specified under applicable law. Bidders are requested to refer to the Draft Red Herring Prospectus for more details.
- c) Bidders should check whether they are eligible to apply on non-repatriation basis or repatriation basis and should accordingly provide the investor status. Details regarding investor status are different in the Resident Bid cum Application Form and Non-Resident Bid cum Application Form.
- d) Bidders should ensure that their investor status is updated in the Depository records

7. FIELD NUMBER 7: PAYMENT DETAILS

- i. The full Bid Amount (net of any Discount, as applicable) shall be blocked in the ASBA Account based on the authorisation provided in the Bid cum Application Form. If discount is applicable in the Issue, the RIIs should indicate the full Bid Amount in the Bid cum Application Form and the funds shall be blocked for the Bid Amount net of Discount. Only in cases where the RHP indicates that part payment may be made, such an option can be exercised by the Bidder. In case of Bidders specifying more than one Bid Option in the Bid cum Application Form, the total Bid Amount may be calculated for the highest of three options at net price, i.e. Bid price less Discount issued, if any.
- ii. Bid Amount cannot be paid in cash, through money order or through postal order or through stock invest.
- iii. Bidders who Bid at Cut-off Price shall DEPOSIT the Bid Amount based on the Cap Price.
- iv. All Bidders can participate in the Issue only through the ASBA mechanism.
- v. Please note that, providing bank account details in the space provided in the Bid cum Application Form is mandatory and Applications that do not contain such details are liable to be rejected.

7.1 Payment Instructions for Bidders

- a. Bidders may submit the Bid cum Application Form either
 - i. In electronic mode through the internet banking facility issued by an SCSB authorizing blocking of funds that are available in the ASBA account specified in the Bid cum Application Form, or
 - ii. In physical mode to any Designated Intermediary
- b. Bidders must specify the Bank Account number in the Bid cum Application Form. The Bid cum Application Form submitted by Bidder and which is accompanied by cash, demand draft, money order, postal order or any mode of payment other than blocked amounts in the ASBA Account maintained with an SCSB, will not be accepted.

- c. Bidders should ensure that the Bid cum Application Form is also signed by the ASBA Account holder(s) if the Bidder is not the ASBA Account holder.
- d. Bidders shall note that for the purpose of blocking funds under ASBA facility clearly demarcated funds shall be available in the account.
- e. From one ASBA Account, a maximum of five Bid cum Application Forms can be submitted.
- f. Bidders should submit the Bid cum Application Form only at the Bidding Centre i.e. to the respective member of the Syndicate at the Specified Locations, the SCSBs, the Registered Broker at the Broker Centres, the RTA at the Designated RTA Locations or CDP at the Designated CDP Locations.
- g. Bidders bidding through a Designated Intermediary, other than a SCSB, should note that Bid cum Application Forms submitted to such Designated Intermediary may not be accepted, if the SCSB where the ASBA Account, as specified in the Bid cum Application Form, is maintained has not named at least one branch at that location for such Designated Intermediary, to deposit Bid cum Application Forms.
- h. Bidders bidding directly through the SCSBs should ensure that the Bid cum Application Form is submitted to a Designated Branch of a SCSB where the ASBA Account is maintained.
- i. Upon receipt of the Bid cum Application Form, the Designated Branch of the SCSB may verify if sufficient funds equal to the Bid Amount are available in the ASBA Account, as mentioned in the Bid cum Application Form.
- j. If sufficient funds are available in the ASBA Account, the SCSB may block an amount equivalent to the Bid Amount mentioned in the Bid cum Application Form and for application directly submitted to SCSB by investor, may enter each Bid option into the electronic bidding system as a separate Bid.
- k. If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB may not accept such Bids and such bids are liable to be rejected.
- l. Upon submission of a completed Bid cum Application Form each Bidder may be deemed to have agreed to block the entire Bid Amount and authorized the Designated Branch of the SCSB to block the Bid Amount specified in the Bid cum Application Form in the ASBA Account maintained with the SCSBs
- m. The Bid Amount may remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment and consequent transfer of the Bid Amount against the Allotted Equity Shares to the Public Issue Account, or until withdrawal or failure of the Issue, or until withdrawal or rejection of the Bid, as the case may be.
- n. SCSBs bidding in the Issue must apply through an Account maintained with any other SCSB; else their Bids are liable to be rejected.
- o. The Bid Amount may remain blocked in the aforesaid ASBA Account until finalization on the Basis of Allotment and consequent transfer of the Bid Amount against the Allotted Equity Shares to the Public Issue Account, or until withdrawal or failure of the Issue, or until withdrawal or rejection of the Bid, as the case may be.
- p. SCSBs bidding in the Issue must apply through an Account maintained with any other SCSB; else their Bids are liable to be rejected.

7.2. Payment instructions for Anchor Investors

- a) Anchor Investors may submit their Bids with a BRLM.
- b) Payments by Anchor Investors are required to be made through direct credit, RTGS or NEFT.
- c) The Escrow Collection Bank shall maintain the monies in the Escrow Account for and on behalf of the Anchor Investors until the Designated Date.

8. FIELD NUMBER 8: UNBLOCKING OF ASBA ACCOUNT

- a) Once the Basis of Allotment is approved by the Designated Stock Exchange, the Registrar to the Issue may provide the following details to the controlling branches of each SCSB, along with instructions to unblock the relevant bank accounts and for successful Bids transfer the requisite money to the Public Issue Account designated for this purpose, within the specified timelines: (i) the number of Equity Shares to be Allotted against each Bid, (ii) the amount to be transferred from the relevant bank account to the Public Issue Account, for each Bid, (iii) the date by which funds referred to in (ii) above may be transferred to the Public Issue Account, and (iv) details of rejected Bids, if any, to enable the SCSBs to unblock the respective bank accounts.
- b) On the basis of instructions from the Registrar to the Issue, the SCSBs may transfer the requisite amount against each successful Bidder to the Public Issue Account and may unblock the excess amount, if any, in the ASBA Account.
- c) In the event of withdrawal or rejection of the Bid cum Application Form and for unsuccessful Bids, the Registrar to the Issue may give instructions to the SCSB to unblock the Bid Amount in the relevant ASBA Account within six Working Days of the Bid/ Issue Closing Date.
- d) In the event of withdrawal or rejection of the Bid cum Application Form and for unsuccessful Bidders, the Registrar to the Issue may give instructions to the SCSB to unblock the Bid Amount in the relevant ASBA Account within 6 Working Days of the Bid/ Issue Closing Date.

8.1. Discount (if applicable)

- a) The Discount is stated in absolute rupee terms.
- b) Bidders applying under RII category, Retail Individual Shareholder and employees are only eligible for discount. For Discounts issued in the Issue, Bidders may refer to the RHP/ Prospectus.
- c) The Bidders entitled to the applicable Discount in the Issue may make payment for an amount i.e. the Bid Amount less Discount (if applicable).

Bidder may note that in case the net payment (post Discount) is more than two lakh Rupees, the bidding system automatically considers such Bids for allocation under Non-Institutional Category. These Bids are neither eligible for Discount nor fall under RII category.

8.2. Additional Payment Instruction for NRIs

The Non-Resident Indians who intend to block funds through Non-Resident Ordinary (NRO) accounts shall use the form meant for Resident Indians (non-repatriation basis). In the case of Bids by NRIs applying on a repatriation basis, payment shall not be accepted out of NRO Account.

9. FIELD NUMBER 9: SIGNATURES AND OTHER AUTHORISATIONS

- a) Only the First Bidder is required to sign the Bid cum Application Form. Bidders should ensure that signatures are in one of the languages specified in the Eighth Schedule to the Constitution of India.
- b) If the ASBA Account is held by a person or persons other than the Bidder, then the Signature of the ASBA Account holder(s) is also required.
- c) In relation to the Bids, signature has to be correctly affixed in the authorization/undertaking box in the Bid cum Application Form, or an authorisation has to be provided to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid/ amount mentioned in the Bid cum Application Form.
- d) Bidders must note that Bid cum Application Form without signature of Bidder and /or ASBA Account holder is liable to be rejected.

10. FIELD NUMBER 10: ACKNOWLEDGEMENT AND FUTURE COMMUNICATION

- a) Bidders should ensure that they receive the acknowledgment duly signed and stamped by Bid Collecting Intermediary or SCSB, as applicable, for submission of the Bid cum Application Form.
- b) All communications in connection with Bid made in the Issue should be addressed as under:
 - i. In case of queries related to Allotment, non-receipt of Allotment Advice, credit of allotted equity shares, the Bidders should contact the Registrar to the Issue.
 - ii. In case of ASBA Bids submitted to the Designated Branches of the SCSBs, the Bidders should contact the relevant Designated Branch of the SCSB.
 - iii. Bidders may contact the Company Secretary and Compliance Officer or BRLM in case of any other complaints in relation to the Issue.
 - iv. In case of queries relating to uploading of Bids by a Syndicate Member, the Bidders should contact the relevant Syndicate Member.
 - v. In case of queries relating to uploading of Bids by a Registered Broker, the Bidders should contact the relevant Registered Broker
 - vi. In case of Bids submitted to the RTA, the Bidders should contact the relevant RTA.
 - vii. In case of Bids submitted to the DP, the Bidders should contact the relevant DP.
- c) The following details (as applicable) should be quoted while making any queries –
 - i. Full name of the sole or First Bidder, Bid cum Application Form number, Bidder' DP ID, Client ID, PAN, number of Equity Shares applied for, amount paid on Bid.
 - ii. name and address of the Designated Intermediary, where the Bid was submitted; or

For further details, Bidder may refer to the Draft Red Herring Prospectus and the Bid cum Application Form.

Instructions for filling the Revision Form

- (a) During the Bid/ Issue Period, any Bidder (other than QIBs and NIIs, who can only revise their Bid amount upwards) who has registered his or her interest in the Equity Shares for a particular number of shares is free to revise number of shares applied using revision forms available separately.
- (b) RII may revise / withdraw their Bid till closure of the Bid/ Issue period.
- (c) Revisions can be made only in the desired number of Equity Shares by using the Revision Form.
- (d) The Bidder can make this revision any number of times during the Bid/ Issue Period. However, for any revision(s) in the Bid, the Bidders will have to use the services of the SCSB through which such Bidder had placed the original Bid.

A sample Revision form is reproduced below:

COMMON BID REVISION FORM		XYZ LIMITED - INITIAL PUBLIC ISSUE - R		FOR RESIDENT INDIANS, INCLUDING RESIDENT QIBs, AND ELIGIBLE NRIs APPLYING ON A NON-REPATRIATION BASIS	
Address : _____		Contact Details: _____		CIN No. _____	
TO, THE BOARD OF DIRECTORS XYZ LIMITED		BOOK BUILT ISSUE ISIN : _____		Bid cum Application Form No. _____	
SYNDICATE MEMBER'S STAMP & CODE		BROKER/SCSB/DP/RTA STAMP & CODE		1. NAME & CONTACT DETAILS OF SOLE / FIRST BIDDER	
				Mr./Ms. _____	
				Address _____	
				Tel. No. (with STD code) / Mobile _____	
				2. PAN OF SOLE / FIRST BIDDER _____	
BANK BRANCH SERIAL NO.		SCSB SERIAL NO.		3. BIDDER'S DEPOSITORY ACCOUNT DETAILS <input type="checkbox"/> NSDL <input type="checkbox"/> CDSL	
				For NSDL, enter 8 digit DP ID followed by 8 digit Client ID / For CDSL, enter 16 digit Client ID	
PLEASE CHANGE MY BID					
4. FROM (AS PER LAST BID OR REVISION)					
Bid Options	No. of Equity Shares Bid (Bid must be in multiples of Bid Lot as advertised)			Price per Equity Share (₹) "Cut-off" (Price in multiples of ₹ 1/- only)	
	(In Figures)			(In Figures)	
				Bid Price	Retain Discount
				Net Price	"Cut-off" (Please tick)
Option 1					<input type="checkbox"/>
(OR) Option 2					<input type="checkbox"/>
(OR) Option 3					<input type="checkbox"/>
5. TO (Revised Bid) (Only Retail Individual Bidders can bid at "Cut-off")					
Bid Options	No. of Equity Shares Bid (Bid must be in multiples of Bid Lot as advertised)			Price per Equity Share (₹) "Cut-off" (Price in multiples of ₹ 1/- only)	
	(In Figures)			(In Figures)	
				Bid Price	Retain Discount
				Net Price	"Cut-off" (Please tick)
Option 1					<input type="checkbox"/>
(OR) Option 2					<input type="checkbox"/>
(OR) Option 3					<input type="checkbox"/>
6. PAYMENT DETAILS					
Additional Amount Paid (₹ in figures)			₹ in words		
ASBA Bank A/c No.			Bank Name & Branch		
I/We hereby affirm that I/We have read and understood the terms and conditions of the IPO and hereby agree and confirm the necessary information as given above and we do hereby confirm that we have read the instructions for filling of the above form given on the IAP.					
7A. SIGNATURE OF SOLE / FIRST BIDDER		7B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(s) (AS PER BANK RECORDS)		BROKER / SCSB / DP/RTA STAMP (As per bidding system / Bid in Book Exchange system)	
Date: _____		I/We authorize the SCSB to do all acts as necessary to make the Application in the IPO.			
TEAR HERE					
LOGO		XYZ LIMITED		Bid cum Application Form No. _____	
		Acknowledgement Slip for Broker/SCSB/DP/RTA			
DPID / CLID		PAN of Sole / First Bidder			
Additional Amount Paid (₹)		Bank & Branch		Stamp & Signature of SCSB Branch	
ASBA Bank A/c No.					
Received from Mr./Ms.					
Telephone / Mobile		Email			
TEAR HERE					
XYZ LIMITED - BID REVISION FORM - INITIAL PUBLIC ISSUE - R		Option 1 Option 2 Option 3		Stamp & Signature of Broker / SCSB / DP / RTA	
No. of Equity Shares				Name of Sole / First Bidder	
Bid Price					
Additional Amount Paid (₹)				Acknowledgement Slip for Bidder	
ASBA Bank A/c No.				Bid cum Application Form No. _____	
Bank & Branch					

11. FIELDS 1,2 AND 3: NAME AND CONTACT DETAILS OF SOLE/FIRST BIDDER, PAN OF SOLE/FIRST BIDDER & DEPOSITORY ACCOUNT DETAILS OF THE BIDDER

Bidders should refer to instructions contained in paragraphs 1, 2 and 3 above under the heading “Instructions for completing the Bid Form”.

12. FIELDS 4 AND 5: BID OPTIONS REVISION ‘FROM’ AND ‘TO’

- (a) Apart from mentioning the revised number of shares in the Revision Form, the Bidder must also mention the details of shares applied/bid for given in his or her Bid cum Application Form or earlier Revision Form. For example, if a Bidder has Bid for three options in the Bid cum Application Form and such Bidder is changing only one of the options in the Revision Form, the Bidder must still fill the details of the other two options that are not being revised, in the Revision Form. The members of the Syndicate, the Registered Brokers and the Designated Branches of the SCSBs may not accept incomplete or inaccurate Revision Form.
- (b) In case of revision, bid options should be provided by Bidders in the same order as provided in the Bid cum Application Form.
- (c) In case of revision of Bids by RIBs and Retail Individual Shareholders, such Bidders should ensure that the Bid Amount, subsequent to revision, does not exceed ₹ 2.00 Lakh. In case the Bid Amount exceeds ₹ 2.00 Lakh due to revision of the Bid or for any other reason, the Bid may be considered, subject to eligibility, for allocation under the Non-Institutional Category, not being eligible for Discount (if applicable) and such Bid may be rejected if it is at the Cut-off Price. The Cut-off Price option is given only to the RIBs and Retail Individual Shareholders indicating their agreement to Bid for and purchase the Equity Shares at the Issue Price as determined at the end of the Book Building Process.
- (d) In case the total amount (i.e., original Bid Amount plus additional payment) exceeds ₹ 2.00 Lakh, the Bid will be considered for allocation under the Non-Institutional Category in terms of the RHP. If, however, the RII does not either revise the Bid or make additional payment and the Issue Price is higher than the cap of the Price Band prior to revision, the number of Equity Shares Bid for shall be adjusted downwards for the purpose of allocation, such that no additional payment would be required from the RII and the RII is deemed to have approved such revised Bid at Cut-off Price.
- (e) In case of a downward revision in the Price Band, RIIs and Bids by Employees under the Reservation Portion, who have bid at the Cut-off Price could either revise their Bid or the excess amount paid at the time of Bidding may be unblocked in case of Bidders.

13. PAYMENT DETAILS

- (a) All Bidders are required to make payment of the full Bid Amount (less Discount, if applicable) along with the Bid Revision Form. In case of Bidders specifying more than one Bid Option in the Bid cum Application Form, the total Bid Amount may be calculated for the highest of three options at net price, i.e. Bid price less discount issued, if any.
- (b) Bidder may Issue instructions to block the revised amount based on cap of the revised Price Band (adjusted for the Discount (if applicable) in the ASBA Account, to the same Designated Intermediary through whom such Bidder had placed the original Bid to enable the relevant SCSB to block the additional Bid Amount, if any. In case the total amount (i.e., original Bid Amount less discount (if applicable) plus additional payment) exceeds ₹ 2.00 Lakh, the Bid may be considered for allocation under the Non-Institutional Category in terms of the DRHP. If, however, the Bidder does not either revise the Bid or make additional payment and the Issue Price is higher than the cap of the Price Band prior to revision, the number of Equity Shares Bid for may be adjusted downwards for the purpose of Allotment, such that additional amount is required blocked and the Bidder is deemed to have approved such revised Bid at the Cut-off Price.
- (c) In case of a downward revision in the Price Band, RIIs, Employees and Retail Individual Shareholders, who have bid at the Cut-off Price, could either revise their Bid or the excess amount paid at the time of Bidding may be unblocked.

14. FIELD NUMBER 7: SIGNATURES AND ACKNOWLEDGEMENTS

Bidders may refer to instructions contained at paragraphs .8 and 9 above under the heading “*Instructions for completing the Bid Form*” for this purpose

BIDS BY ELIGIBLE NRI’S/ RFPI’S ON REPATRIATION BASIS

Copies of the Bid cum Application Form and the abridged prospectus will be available at the offices of the BRLM, the Designated Intermediaries at Bidding Centres, and Registered Office of our Company. An electronic copy of the Bid cum Application Form will also be available for download on the websites of SCSBs (via Internet Banking) and stock exchange(s) at least one day prior to the Bid/Issue Opening Date.

SUBMISSION OF BIDS

- (a) During the Bid/ Issue Period, Bidders may approach any of the Designated Intermediaries to register their Bids. Anchor Investors who are interested in subscribing for the Equity Shares should approach the Book Running Lead Manager, to register their Bid.
- (b) In case of Bidders (excluding NIIs and QIBs) Bidding at Cut-off Price, the Bidders may instruct the SCSBs to block Bid Amount based on the Cap Price less Discount (if applicable).
- (c) For Details of the timing on acceptance and upload of Bids in the Stock Exchanges Platform Bidders are requested to refer to the DRHP.

GROUND OFS OF TECHNICAL REJECTIONS

Bidders are advised to note that Bids are liable to be rejected inter alia on the following technical grounds:

- Amount blocked does not tally with the amount payable for the 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;
- Bids by persons not competent to contract under the Indian Contract Act, 1872 including minors, insane persons;
- PAN not mentioned in the Application Form;
- Bids at a price less than the Floor Price and Bids at a price more than the Cap Price.
- GIR number furnished instead of PAN;
- Bids for lower number of Equity Shares than specified for that category of investors;
- Bids at Cut-Off Price by NIIs and QIBs.
- Submission of more than five Bid cum Application Forms/Application Form as through a single ASBA Account
- Bids for number of Equity Shares which are not in multiples Equity Shares which are not in multiples as specified in the DRHP;
- The amounts mentioned in the Bid cum Application Form/Application Form does not tally with the amount payable for the value of the Equity Shares Bid/Applied for;
- Bids for lower number of Equity Shares than the minimum specified for that category of investors;
- Category not ticked;
- Multiple Bids as defined in the DRHP;
- In case of Bids under power of attorney or by limited companies, corporate, trust etc., where relevant documents are not submitted;
- Bids accompanied by stock invest/ money order/ postal order/ cash/ cheque/ demand draft/ pay order

Signature of sole Bidder is missing;

- Bid cum Application Forms are not delivered by the Bidders within the time prescribed as per the Bid cum Application Forms, Bid/ Issue Opening Date advertisement and the DRHP and as per the instructions in the Draft Red Herring Prospectus and the Bid cum Application Forms;

- In case no corresponding record is available with the Depositories that matches three parameters namely, names of the Bidders (including the order of names of joint holders), the Depository Participant's identity (DP ID) and the beneficiary's account number;
- Bids for amounts greater than the maximum permissible amounts prescribed by the regulations;
- Bids by OCBs;
- Bids by US persons other than in reliance on Regulation S or "qualified institutional buyers" as defined in Rule 144A under the Securities Act;
- Inadequate funds in the bank account to block the Bid Amount specified in the Bid cum Application Form/Application Form at the time of blocking such Bid Amount in the bank account;
- Bids not uploaded on the terminals of the Stock Exchanges; and
- Where no confirmation is received from SCSB for blocking of funds;
- Bids by SCSBs wherein a separate account in its own name held with any other SCSB is not mentioned as the ASBA Account in the Bid cum Application Form /Application Form. Bids not duly signed by the sole/First Bidder.
- Bids by any persons outside India if not in compliance with applicable foreign and Indian laws;
- Bids that do not comply with the securities laws of their respective jurisdictions are liable to be rejected;
- Bids by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
- Bids by persons who are not eligible to acquire Equity Shares of the Company in terms of all applicable laws, rules, regulations, guidelines, and approvals;
- Details of ASBA Account not provided in the Bid cum Application form

BIDDERS SHOULD NOTE THAT IN CASE THE PAN, THE DP ID AND CLIENT ID MENTIONED IN THE BID CUM APPLICATION FORM AND ENTERED INTO THE ELECTRONIC APPLICATION SYSTEM OF THE STOCK EXCHANGES BY THE BIDS COLLECTING INTERMEDIARIES DO NOT MATCH WITH PAN, THE DP ID AND CLIENT ID AVAILABLE IN THE DEPOSITORY DATABASE, THE BID CUM APPLICATION FORM IS LIABLE TO BE REJECTED.

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 is in the process of signing the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

- (a) Agreement dated among November 27, 2018 NSDL, the Company and the Registrar to the Issue; and
- (b) Agreement dated December 08, 2018 among CDSL, the Company and the Registrar to the Issue.

The Company's shares bear ISIN no INE02TO01016.

COMMUNICATIONS

All future communications in connection with Bids made in this Issue should be addressed to the Registrar quoting the full name of the sole or First Bidder, Bid cum Application Form number, Bidders Depository Account Details, number of Equity Shares applied for, date of Bid cum Application Form, name and address of the Application Collecting Intermediary where the Application was submitted thereof and a copy of the acknowledgement slip.

Bidders can contact the Compliance Officer or the Registrar in case of any pre-Issue or post Issue related problems such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary accounts, etc.

DISPOSAL OF APPLICATIONS

With respect to Anchor Investors, our Company shall ensure dispatch of Allotment Advice, refund orders (except for Bidders who receive refunds through electronic transfer of funds) and give benefit to the beneficiary account with Depository Participants of the Bidders and submit the documents pertaining to the Allocation to the Stock Exchange (s) on the Anchor Investor Bidding Date.

In case of applicants who receive refunds through NECS, NEFT, direct credit or RTGS, the refund instructions will be given to the clearing system within 6 Working Days from the Bid/ Issue Closing Date.

Our Company shall ensure that all steps for completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges where the Equity Shares are proposed to be listed, are taken within 6 Working Days of the Bid/ Issue Closing Date.

IMPERSONATION

Attention of the Bidders is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

“Any person who—

- 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.”

PROCEDURE AND TIME OF SCHEDULE FOR ALLOTMENT AND DEMAT CREDIT

Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Registrar shall upload the same on its website. On the basis of the approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the Allotment and credit of Equity Shares. **Bidders are advised to instruct their Depository Participant to accept the Equity Shares that may be allotted to them pursuant to the Issue.**

Pursuant to confirmation of such corporate actions, the Registrar will dispatch Allotment Advice to the Bidders who have been Allotted Equity Shares in the Issue.

- (a) The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract.
- (b) Issuer will ensure that:
 - i. the Allotment of Equity Shares; and
 - ii. initiate corporate action for credit of shares to the successful Bidders Depository Account which will be completed within 4 Working Days of the Issue Closing Date. The Issuer also ensures the credit of shares to the successful Bidder depository account is completed within one Working Day from the date of Allotment, after the funds are transferred from the Public Issue Account on the Designated Date.

BASIS OF ALLOTMENT

q. For Retail Individual Bidders

Bids received from the Retail Individual Bidders at or above the Issue Price shall be grouped together to determine the total demand under this category. The Allotment to all the successful Retail Individual Bidders will be made at the Issue Price

The Issue size less Allotment to Non-Institutional and QIB Bidders shall be available for Allotment to Retail Individual Bidders who have Bid in the Issue at a price that is equal to or greater than the Issue Price. If the aggregate demand in this category is less than or equal to [●] Equity Shares at or above the Issue Price, full Allotment shall be made to the Retail Individual Bidders to the extent of their valid Bids.

If the aggregate demand in this category is greater than [●] Equity Shares at or above the Issue Price, the Allotment shall be made on a proportionate basis up to a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter. For the method of proportionate Basis of Allotment, refer below.

r. For Non-Institutional Bidders

Bids received from Non-Institutional Bidders at or above the Issue Price shall be grouped together to determine the total demand under this category. The Allotment to all successful Non- Institutional Bidders will be made at the Issue Price.

The Issue size less Allotment to QIBs and Retail shall be available for Allotment to Non- Institutional Bidders who have Bid in the Issue at a price that is equal to or greater than the Issue Price. If the aggregate demand in this category is less than or equal to [●] Equity Shares at or above the Issue Price, full Allotment shall be made to Non-Institutional Bidders to the extent of their demand.

In case the aggregate demand in this category is greater than [●] Equity Shares at or above the Issue Price, Allotment shall be made on a proportionate basis up to a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter. For the method of proportionate Basis of Allotment refer below.

s. For QIBs

For the Basis of Allotment to Anchor Investors, Bidders/Applicants may refer to the SEBI ICDR Regulations 2009 or RHP/ Prospectus. Bids received from the QIB Category (net of Anchor Portion) at or above the Issue Price shall be grouped together to determine the total demand under this portion. The Issue size less Allotment to Non-Institutional Bidders and Retail shall be available for Allotment to Non- QIB Bidders who have Bid in the Issue at a price that is equal to or greater than the Issue Price. The Allotment to all the QIB Bidders will be made at the Issue Price. The QIB Portion shall be available for Allotment to QIB Bidders who have Bid in the Issue at a price that is equal to or greater than the Issue Price.

Allotment shall be undertaken in the following manner:

- (a) In the first instance allocation to Mutual Funds for 5% of the QIB Portion shall be determined as follows:
 - In the event that Bids by Mutual Fund exceeds 5% of the QIB Portion, allocation to Mutual Funds shall be done on a proportionate basis for 5% of the QIB Portion.
 - In the event that the aggregate demand from Mutual Funds is less than 5% of the QIB Portion then all Mutual Funds shall get full Allotment to the extent of valid Bids received above the Issue Price.
 - Equity Shares remaining unsubscribed, if any, not allocated to Mutual Funds shall be available for Allotment to all QIB Bidders as set out in (b) below;
- (b) In the second instance Allotment to all QIBs shall be determined as follows:
 - In the event that the oversubscription in the QIB Portion, all QIB Bidders who have submitted Bids above the Issue Price shall be allotted Equity Shares on a proportionate basis, up to a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter for [●] % of the QIB Portion.
 - Mutual Funds, who have received allocation as per (a) above, for less than the number of Equity Shares Bid for by them, are eligible to receive Equity Shares on a proportionate basis, up to a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter, along with other QIB Bidders.
 - Under-subscription below [●] % of the QIB Portion, if any, from Mutual Funds, would be included for allocation to the remaining QIB Bidders on a proportionate basis. The aggregate Allotment to QIB Bidders shall not be more than [●] Equity Shares.

t. ALLOTMENT TO ANCHOR INVESTOR (IF APPLICABLE)

- (a) Allocation of Equity Shares to Anchor Investors at the Anchor Investor Allocation Price will be at the discretion of the Issuer, in consultation with the BRLM, subject to compliance with the following requirements
 - i. not more than 60% of the QIB Portion will be allocated to Anchor Investors;
 - ii. one-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to other Anchor Investors; and
 - iii. allocation to Anchor Investors shall be on a discretionary basis and subject to:
 - where allocation in the Anchor Investor Portion is up to ₹ 200.00 Lakh, maximum of 2 (two) Anchor Investors.
 - where the allocation under the Anchor Investor Portion is more than ₹ 200.00 Lakh but upto ₹ 2500.00 Lakh, minimum of 2 (two) and maximum of 15 (fifteen) Anchor Investors, subject to a minimum Allotment of ₹100.00 Lakh per Anchor Investor; and
 - where the allocation under the Anchor Investor portion is more than ₹ 2500.00 Lakh:(i) minimum of 5 (five) and maximum of 15 (fifteen) Anchor Investors for allocation upto ₹ 2500.00 Lakh; and (ii) an additional 10 Anchor Investors for every additional allocation of ₹ 2500.00 Lakh or part

thereof in the Anchor Investor Portion; subject to a minimum Allotment of ₹ 100.00 Lakh per Anchor Investor.

- (b) A physical book is prepared by the Registrar on the basis of the Anchor Investor Application Forms received from Anchor Investors. Based on the physical book and at the discretion of the Issuer, in consultation with the BRLM, selected Anchor Investors will be sent a CAN and if required, a revised CAN.
- (c) **In the event that the Issue Price is higher than the Anchor Investor Allocation Price:** Anchor Investors will be sent a revised CAN within one day of the Pricing Date indicating the number of Equity Shares allocated to such Anchor Investor and the pay-in date for payment of the balance amount. Anchor Investors are then required to pay any additional amounts, being the difference between the Issue Price and the Anchor Investor Allocation Price, as indicated in the revised CAN within the pay-in date referred to in the revised CAN. Thereafter, the Allotment Advice will be issued to such Anchor Investors.
- (d) **In the event the Issue Price is lower than the Anchor Investor Allocation Price:** Anchor Investors who have been Allotted Equity Shares will directly receive Allotment Advice.
- (e) **Basis of Allotment for QIBs (other than Anchor Investors) and NIIs in case of Over-Subscribed Issue**

In the event of the Issue being Over-Subscribed, the Issuer may finalize the Basis of Allotment in consultation with the Designated Stock Exchange. The allocation may be made in marketable lots on proportionate basis as set forth hereunder:

- (a) The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e. the total number of Shares applied for in that category multiplied by the inverse of the oversubscription ratio (number of Bidders in the category x number of Shares applied for).
- (b) The number of Shares to be allocated to the successful Bidders will be arrived at on a proportionate basis in marketable lots (i.e. Total number of Shares applied for into the inverse of the over subscription ratio).
- (c) For Bids where the proportionate allotment works out to less than [●] equity shares the allotment will be made as follows:
- Each successful Bidder shall be allotted [●] equity shares; and
 - The successful Bidder out of the total bidders 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 (b) above.
- (d) If the proportionate allotment to a Bidder works out to a number that is not a multiple of [●] equity shares, the Bidder would be allotted Shares by rounding off to the nearest multiple of [●] equity shares subject to a minimum allotment of [●] equity shares
- (e) If the Shares allotted on a proportionate basis to any category is more than the Shares allotted to the Bidders in that category, the balance available Shares or allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful Bidder in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising Bidder applying for the minimum number of Shares. If as a result of the process of rounding off to the nearest multiple of [●] Equity Shares, results in the actual allotment being higher than the shares issued, the final allotment may be higher at the sole discretion of the Board of Directors, up to 110% of the size of the Issue specified under the Capital Structure mentioned in this DRHP.

Retail Individual Investor' means an investor who applies for shares of value of not more than ₹2.00 Lakh Investors may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with Designated Stock Exchange. In case if the Retail Individual Investor category is entitled to more than the allocated portion on proportionate basis, the Retail Individual Investor category shall be allotted that higher percentage.

The Executive Director/ Managing Director of the Designated Stock Exchange in addition to Book Running Lead Manager and Registrar to the Public Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations.

GROUND 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 Red Herring Prospectus/ Prospectus. The Designated Stock Exchange may be as disclosed in the Red Herring Prospectus/ Prospectus with which the Basis of Allotment may be finalised. If the permissions to deal in and for an official quotation of the Equity Shares are not granted by any of the Stock Exchange(s), the Issuer may forthwith repay, without interest, all moneys received from the Bidders in pursuance of the DRHP/Prospectus. 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 prescribed under Section 39 of the Companies Act, 2013 and as disclosed in the DRHP.

Non-receipt of minimum subscription

This Issue is not restricted to any minimum subscription level. This Issue is 100% underwritten. If the Issuer does not receive the subscription of 100% of the Issue through this issue document including devolvement of Underwriters, the Issuer shall forthwith without interest take steps to unblock the entire subscription amount received within six Working Days of the Bid/ Issue Closing Date and repay, without interest, all subscription amounts received from Anchor Investors. In case the issue is in nature of Issue for sale only then minimum subscription may not be applicable.

If such money is not refunded to the Bidders/Applicants within the prescribed time after the Issuer becomes liable to repay it, then the Issuer and every director of the Issuer who is an officer in default may, on and from such expiry of such period, be liable to repay the money, with interest at such rate, as disclosed in the RHP/ Prospectus.

Minimum number of Allottees

The Issuer may ensure that the number of prospective Allottees to whom Equity Shares may be allotted may not be less than 50 failing which the entire application monies may be refunded forthwith

MODE OF REFUND

(a) In case of ASBA Bids: Within six Working Days of the Bid/ Issue Closing Date, the Registrar to the Issue may give instructions to SCSBs for unblocking the amount in ASBA Accounts of unsuccessful Bidders and also for any excess amount blocked on Bidding/Application.

The Registrar to the Issue may instruct the controlling branch of the SCSB to unblock the funds in the relevant ASBA Account for any withdrawn, rejected or unsuccessful ASBA Bids or in the event of withdrawal or failure of the Issue.

(b) In case of Anchor Investors: Within six Working Days of the Bid/ Issue Closing Date may dispatch refunds for all amounts payable to unsuccessful Anchor Investors. The Registrar to the Issue may obtain from the Depositories the Bidders/Applicants' bank account details, including the MICR code, on the basis of the DP ID, Client ID and PAN provided by the Anchor Investors in their Anchor Investor Application Forms for refunds. Accordingly, Anchor Investors are advised to immediately update their details as appearing on the records of their DPs. Failure to do so may result in delays in dispatch of refunds through electronic transfer of funds, as applicable, and any such delay may be at the Anchor Investors' sole risk and neither the Issuer, the Registrar to the Issue, the Escrow Collection Bank, or the Syndicate, may be liable to compensate the Anchor Investors for any losses caused to them due to any such delay, or liable to pay any interest for such delay. Please note that the refunds shall be credited only to the bank account from which the Bid Amount was remitted to the Escrow Bank.

Electronic mode of making refunds for Anchor Investors

- i. **NACH-** National Automated Clearing House is a consolidated system of ECS. Payment of refunds would be done through NACH for Anchor Investors having an account at one of the centres specified by the RBI, where such facility has been made available. This would be subject to availability of complete bank account details

including Magnetic Ink Character Recognition (MICR) code wherever applicable from the depository. The payment of refunds through NACH is mandatory for Anchor Investors having a bank account at any of the centres where NACH facility has been made available by the RBI (subject to availability of all information for crediting the refund through NACH including the MICR code as appearing on a cheque leaf, from the depositories), except where applicant is otherwise disclosed as eligible to get refunds through NEFT or Direct Credit or RTGS

- ii. **NEFT-** Payment of refund may be undertaken through NEFT wherever the branch of the Anchor Investors' bank is NEFT enabled and has been assigned the Indian Financial System Code ("IFSC"), which can be linked to the MICR of that particular branch. The IFSC Code may be obtained from the website of RBI as at a date prior to the date of payment of refund, duly mapped with MICR numbers. Wherever the Anchor Investors have registered their nine-digit MICR number and their bank account number while opening and operating the demat account, the same may be duly mapped with the IFSC Code of that particular bank branch and the payment of refund may be made to the Anchor Investors through this method. In the event NEFT is not operationally feasible, the payment of refunds may be made through any one of the other modes as discussed in this section;
- iii. **Direct Credit-** Anchor Investors having their bank account with the Refund Banker may be eligible to receive refunds, if any, through direct credit to such bank account;
- iv. **RTGS-** Anchor Investors having a bank account with a bank branch which is RTGS enabled as per the information available on the website of RBI whose refund amount exceeds ₹ 0.2 million, shall be eligible to receive refund from through RTGS provided the Demographic Details downloaded from the Depositories contain the nine digit MICR code of the Anchor Investor's bank which can be mapped with the RBI data to obtain the corresponding Indian Financial System Code ("IFSC"). Charges, if any, levied by the Escrow Collection Bank for the same would be borne by our Company. Charges, if any, levied by the Anchor Investor's bank receiving the credit would be borne by the Anchor Investor.

Please note that refunds through the modes shall be credited only to the bank account from which the Bid Amount was remitted to the Escrow Collection Bank.

For details of levy of charges, if any, for any of the above methods, Anchor Investors may refer to RHP/Prospectus.

LETTERS OF ALLOTMENT OR REFUND ORDERS OR INSTRUCTIONS TO THE SCBS

The Registrar to the Issue shall give instructions for credit to the beneficiary account with depository participants within 6 Working Days from the Bid/ Issue Closing Date. In case of ASBA Bidders, the Registrar shall instruct the relevant SCBS to, on the receipt of such instructions from the Registrar, unblock the funds in the relevant ASBA Account to the extent of the Bid Amount specified in the Bid cum Application Form or the relevant part thereof, for withdrawn, rejected or unsuccessful or partially successful ASBA Bids within 6 Working Days of the Bid/ Issue Closing Date.

INTEREST IN CASE OF DELAY IN ALLOTMENT OR REFUND

The Issuer shall allot the equity shares issued to the public within the period prescribed by the Board. The Issuer may pay interest at the rate of 15% per annum in case demat credits are not made to Bidders or instructions for unblocking of funds in the ASBA Account are not dispatched within the 6 Working days of the Bid/ Issue Closing Date.

UNDERTAKINGS BY THE COMPANY

Our Company undertake as follows:

1. That the complaints received in respect of the Issue shall be attended expeditiously and satisfactorily;
2. That all steps will be taken for the completion of the necessary formalities for listing and commencement of trading on stock exchange. where the Equity Shares are proposed to be listed within six working days from Issue Closure date.

3. That the funds required for making refunds as per the modes disclosed or dispatch of allotment advice by registered post or speed post shall be made available to the Registrar and Share Transfer Agent to the Issue by our Company;
4. where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within six Working Days from the Issue Closing Date, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
5. That our Promoter 's contribution in full has already been brought in;
6. That no further Issue of Equity Shares shall be made till the Equity Shares Issued through the Prospectus are listed or until the Application monies are refunded on account of non-listing, under-subscription etc.;
7. That adequate arrangement shall be made to collect all Applications Supported by Blocked Amount while finalizing the Basis of Allotment;
8. If our Company does not proceed with the Issue after the Bid/Issue Opening Date but before allotment, then the reason thereof shall be given as a public notice to be issued by our Company within two days of the Bid/Issue Closing Date. The public notice shall be issued in the same newspapers where the Pre-Issue advertisements were published. The stock exchange on which the Equity Shares are proposed to be listed shall also be informed promptly;
9. If our Company withdraws the Issue after the Bid/Issue Closing Date, our Company shall be required to file a fresh Draft Red Herring Prospectus with the Stock exchange/RoC/SEBI, in the event our Company subsequently decides to proceed with the Issue;
10. If allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded/unblocked within the time prescribed under applicable law. If there is delay beyond the prescribed time, our Company shall pay interest prescribed under the Companies Act, 2013, the SEBI Regulations and applicable law for the delayed period

UTILIZATION OF THE ISSUE PROCEEDS

The Board of Directors of our Company certifies that:

1. all monies received out of the Issue shall be transferred to a separate Bank Account other than the bank account referred to in Sub-Section (3) of Section 40 of the Companies Act, 2013;
2. details of all monies utilized out of the Issue referred above shall be disclosed and continue to be disclosed till the time any part of the Issue Proceeds remains unutilised, under an appropriate separate head in the balance sheet of our Company indicating the purpose for which such monies have been utilized;
3. details of all unutilized monies out of the Issue, if any, shall be disclosed under an appropriate separate head in the balance sheet of our Company indicating the form in which such unutilized monies have been invested; and
4. Our Company shall comply with the requirements of the SEBI Listing Regulations in relation to the disclosure and monitoring of the utilisation of the proceeds of the Issue.
5. Our Company shall not have recourse to the Issue Proceeds until the approval for listing and trading of the Equity Shares from all the Stock Exchange where listing is sought has been received.
6. The Book Running Lead Manager undertakes that the complaints or comments received in respect of the Issue shall be attended by our Company expeditiously and satisfactory.

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and Foreign Exchange Management Act, 1999 (“**FEMA**”). While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The government bodies responsible for granting foreign investment approvals are the Reserve Bank of India (“**RBI**”) and Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India (“**DIPP**”).

The Government of India, from time to time, has made policy pronouncements on Foreign Direct Investment (“**FDI**”) through press notes and press releases. The Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India (“**DIPP**”), has issued consolidated FDI Policy Circular of 2017 (“**FDI Policy 2017**”), which with effect from August 28, 2017, consolidates and supersedes all previous press notes, press releases and clarifications on FDI Policy issued by the DIPP that were in force. The Government proposes to update the consolidated circular on FDI policy once every year and therefore, FDI Policy 2017 will be valid until the DIPP issues an updated circular.

The Reserve Bank of India (“**RBI**”) also issues Master Circular on Foreign Investment in India every year. Presently, FDI in India is being governed by Master Circular on Foreign Investment dated July 01, 2015 as updated from time to time by RBI. In terms of the Master Circular, an Indian company may issue fresh shares to people resident outside India (who is eligible to make investments in India, for which eligibility criteria are as prescribed). Such fresh issue of shares shall be subject to inter-alia, the pricing guidelines prescribed under the Master Circular. The Indian company making such fresh issue of shares would be subject to the reporting requirements, inter-alia with respect to consideration for issue of shares and also subject to making certain filings including filing of Form FC-GPR.

Under the current FDI Policy of 2017, foreign direct investment in micro and small enterprises is subject to sectoral caps, entry routes and other sectoral regulations. At present 100% foreign direct investment through automatic route is permitted in the Manufacturing sector in which our Company operates.

In case of investment in sectors through Government Route approval from competent authority as mentioned in Chapter 4 of the FDI Policy 2017 has to be obtained by the Company.

The transfer of shares between an Indian resident to a non-resident does not require the prior approval of the RBI, subject to fulfilment of certain conditions as specified by DIPP/RBI, from time to time. Such conditions include: (i) where the transfer of shares requires the prior approval of the Government as per the extant FDI policy provided that: a) the requisite approval of the Government has been obtained; and b) the transfer of shares adheres with the pricing guidelines and documentation requirements as specified by the Reserve Bank of India from time to time.; (ii) where the transfer of shares attract SEBI (SAST) Regulations subject to the adherence with the pricing guidelines and documentation requirements as specified by Reserve Bank of India from time to time.; (iii) where the transfer of shares does not meet the pricing guidelines under the FEMA, 1999 provided that: a) The resultant FDI is in compliance with the extant FDI policy and FEMA regulations in terms of sectoral caps, conditionalities (such as minimum capitalization, etc.), reporting requirements, documentation etc.; b) The pricing for the transaction is compliant with the specific/explicit, extant and relevant SEBI regulations/guidelines (such as IPO, Book building, block deals, delisting, exit, open offer/substantial acquisition/SEBI SAST); and Chartered Accountants Certificate to the effect that compliance with the relevant SEBI regulations/guidelines as indicated above is attached to the form FC-TRS to be filed with the AD bank and iv) where the investee company is in the financial sector provided that: a) Any ‘fit and proper/due diligence’ requirements as regards the non-resident investor as stipulated by the respective financial sector regulator, from time to time, have been complied with; and b) The FDI policy and FEMA regulations in terms of sectoral caps, conditionalities (such as minimum capitalization, pricing, etc.), reporting requirements, documentation etc., are complied with. As per the existing policy of the Government of India, OCBs cannot participate in this Issue and in accordance with the extant FDI guidelines on sectoral caps, pricing guidelines etc. as amended by Reserve bank of India, from time to time. Investors are advised to confirm their eligibility under the relevant laws before investing and / or subsequent

purchase or sale transaction in the Equity Shares of Our Company. Investors will not offer, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines. Our Company, the Underwriters and their respective directors, officers, agents, affiliates and representatives, as applicable, accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares of our Company.

Investment conditions/restrictions for overseas entities

Under the current FDI Policy 2017, the maximum amount of Investment (sectoral cap) by foreign investor in an issuing entity is composite unless it is explicitly provided otherwise including all types of foreign investments, direct and indirect, regardless of whether it has been made for FDI, FPI, NRI/OCI, LLPs, FVCI, Investment Vehicles and DRs under Schedule 1, 2, 2A, 3, 6, 9, 10 and 11 of FEMA (Transfer or Issue of Security by Persons Resident outside India) Regulations, 2017. Any equity holding by a person resident outside India resulting from conversion of any debt instrument under any arrangement shall be reckoned as foreign investment under the composite cap.

Portfolio Investment upto aggregate foreign investment level of 49% or sectoral/statutory cap, whichever is lower, will not be subject to either Government approval or compliance of sectoral conditions, if such investment does not result in transfer of ownership and/or control of Indian entities from resident Indian citizens to non-resident entities. Other foreign investments will be subject to conditions of Government approval and compliance of sectoral conditions as per FDI Policy. The total foreign investment, direct and indirect, in the issuing entity will not exceed the sectoral/statutory cap.

i. Investment by FPIs under Portfolio Investment Scheme (PIS):

With regards to purchase/sale of capital instruments of an Indian company by an FPI under PIS the total holding by each FPI or an investor group as referred in SEBI (FPI) Regulations, 2014 shall not exceed 10 % of the total paid-up equity capital on a fully diluted basis or less than 10% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all FPIs put together shall not exceed 24 % of paid-up equity capital on fully diluted basis or paid-up value of each series of debentures or preference shares or share warrants. The said limit of 10 percent and 24 percent will be called the individual and aggregate limit, respectively. However, this limit of 24 % may be increased up to sectoral cap/statutory ceiling, as applicable, by the Indian company concerned by passing a resolution by its Board of Directors followed by passing of a special resolution to that effect by its general body.

ii. Investment by Registered Foreign Portfolio Investor (RFPI) under Foreign Portfolio Investment (FPI) Scheme:

With respect to purchase/sale of shares or convertible debentures or warrants, a RFPI registered in accordance with SEBI (FPI) Regulations, 2014 as amended in regular intervals may purchase shares or convertible debentures or warrants of an Indian company under FPI scheme. The total holding by each RFPI shall be below 10% of the total paid-up equity capital or 10% of the paid-up value of each series of convertible debentures issued by an Indian company and the total holdings of all RFPI put together shall not exceed 24% of paid-up equity capital or paid up value of each series of convertible debentures. The said limit of 24% will be called aggregate limit. However, the aggregate limit of 24% may be increased up to the sectoral cap/statutory ceiling, as applicable, by the Indian company concerned by passing a resolution by its Board of Directors followed by passing of a special resolution to that effect by its General Body. For arriving at the ceiling on holdings of RFPI, shares or convertible debentures or warrants acquired both through primary as well as secondary market will be included. However, the ceiling will exclude investment made by RFPI through off-shore Funds, Global Depository Receipts and Euro-Convertible Bonds but include holding of RFPI and deemed RFPI in the investee company for computation of 24% or enhanced limit.

iii. **Investment by NRI on repatriation and non-repatriation basis under PIS:**

With respect to purchase/sale of shares and/or convertible debentures by a NRI on a stock exchange in India on repatriation and/or non-repatriation basis under PIS is allowed subject to certain conditions under Schedule 3 of the FEMA (Transfer or Issue of security by a person resident outside India) Regulations, 2000. Further, with regard to limits:

- the paid-up value of shares of an Indian company, purchased by each NRI both on repatriation and on non- repatriation basis, does not exceed 5% of the paid-up value of shares issued by the company concerned;
- the paid-up value of each series of convertible debentures purchased by each NRI both on repatriation and non-repatriation basis does not exceed 5% of the paid-up value of each series of convertible debentures issued by the company concerned;
- the aggregate paid-up value of shares of any company purchased by all NRIs does not exceed 10% of the paid-up capital of the company and in the case of purchase of convertible debentures.
- the aggregate paid-up value of each series of debentures purchased by all NRIs does not exceed 10% of the paid-up value of each series of convertible debentures;

However, the aggregate ceiling of 10% may be raised to 24% if a special resolution to that effect is passed by the General Body of the Indian company concerned.

iv. **Investment by NRI on non-repatriation basis:**

As per current FDI Policy 2017, schedule 4 of FEMA (Transfer or Issue of Security by Persons Resident outside India) Regulations – Purchase/ sale of Capital Instruments or convertible notes or units or contribution to the capital of an LLP by a NRI or OCI on non-repatriation basis – will be deemed to be domestic investment at par with the investment made by residents. This is further subject to remittance channel restrictions.

The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (“US Securities Act”) or any other state securities laws in the United States of America and may not be sold or offered within the United States of America, or to, or for the account or benefit of “US Persons” as defined in Regulation S of the U.S. Securities Act, except pursuant to exemption from, or in a transaction not subject to, the registration requirements of US Securities Act and applicable state securities laws.

Accordingly, the equity shares are being offered and sold only outside the United States of America in an offshore transaction in reliance upon Regulation S under the US Securities Act and the applicable laws of the jurisdiction where those offers and sale occur.

Further, no offer to the public (as defined under Directive 2003/71/EC, together with any amendments) and implementing measures thereto, (the “Prospectus Directive”) has been or will be made in respect of the Issue in any member State of the European Economic Area which has implemented the Prospectus Directive except for any such offer made under exemptions available under the Prospectus Directive, provided that no such offer shall result in a requirement to publish or supplement a prospectus pursuant to the Prospectus Directive, in respect of the Issue.

Any forwarding, distribution or reproduction of this document in whole or in part may be unauthorized. Failure to comply with this directive may result in a violation of the Securities Act or the applicable laws of other jurisdictions. Any investment decision should be made on the basis of the final terms and conditions and the information contained in this Draft Red Herring Prospectus.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Application may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.



The above information is given for the benefit of the Applicants. Our Company and the Book Running Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that the Applications are not in violation of laws or regulations applicable to them and do not exceed the applicable limits under the laws and regulations.

SECTION XII: MAIN PROVISIONS OF ARTICLES OF ASSOCIATION

Pursuant to Schedule I to the Companies Act and SEBI Regulations, the main provisions of our Articles relating, inter alia, to voting rights, dividend, lien, forfeiture, restrictions on transfer and transmission of Equity Shares or debentures and/or their consolidation/ splitting are detailed below. Please note that each provision herein below is numbered as per the corresponding article number in our Articles and capitalized/ defined terms herein have the same meaning given to them in our Articles.

INTERPRETATION CLAUSE		
2. (1)	In these Articles -	
(a)	“Act” means the Companies Act, 2013 or any statutory modification or re-enactment thereof for the time being in force and the term shall be deemed to refer to the applicable section thereof which is relatable to the relevant Article in which the said term appears in these Articles and any previous company law, so far as may be applicable.	“Act”
(b)	“Articles” means these articles of association of the Company or as altered from time to time.	“Articles”
(c)	“Board of Directors” or “Board”, means the collective body of the directors of the Company.	“Board of Directors” or “Board”
(d)	“Company” means WELPAR PHARBIZZ LIMITED	“Company”
(e)	“Rules” means the applicable rules for the time being in force as prescribed under relevant sections of the Act.	“Rules”
(f)	“seal” means the common seal of the Company.	“Seal”
(2)	Words importing the singular number shall include the plural number and words importing the masculine gender shall, where the context admits, include the feminine and neuter gender.	“Number” and “Gender”
(3)	Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or the Rules, as the case may be.	Expressions in the Articles to bear the
SHARE CAPITAL AND VARIATION OF RIGHTS		
3.	Subject to the provisions of the Act and these Articles, the shares in the capital of the Company shall be under the control of the Board who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.	Shares under control of Board
4.	Subject to the provisions of the Act and these Articles, the Board may issue and allot shares in the capital of the Company on payment or part payment for any property or assets of any kind whatsoever sold or transferred, goods or machinery supplied or for services rendered to the Company in the conduct of its business and any shares which may be so allotted may be issued as fully paid-up or partly paid-up otherwise than for cash, and if so issued, shall be deemed to be fully paid-up or partly paid-up shares, as the case may be.	Directors may allot shares otherwise than for cash
5.	The Company may issue the following kinds of shares in accordance with these Articles, the Act, the Rules and other applicable laws: (a) Equity share capital: (i) with voting rights; and / or (ii) with differential rights as to dividend, voting or otherwise in accordance with the Rules; and (b) Preference share capital	Kinds of Share Capital
6. (1)	Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after allotment or within one month from the date of receipt by the Company of the application for the registration of transfer or transmission or within such other period as the conditions of issue shall provide -	Issue of certificate

	(a) one certificate for all his shares without payment of any charges; or (b) several certificates, each for one or more of his shares, upon payment of such charges as may be fixed by the Board for each certificate after the first.	
(2)	Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.	Certificate to bear seal
(3)	In respect of any share or shares held jointly by several persons, the Company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.	One certificate for shares held jointly
7.	A person subscribing to shares offered by the Company shall have the option either to receive certificates for such shares or hold the shares in a dematerialised state with a depository. Where a person opts to hold any share with the depository, the Company shall intimate such depository the details of allotment of the share to enable the depository to enter in its records the name of such person as the beneficial owner of that share.	Option to receive share certificate or hold shares with depository
8.	If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the Company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the Board deems adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of fees for each certificate as may be fixed by the	Issue of new certificate in place of one defaced, lost or destroyed
9.	The provisions of the foregoing Articles relating to issue of certificates shall mutatis mutandis apply to issue of certificates for any other securities including debenture (except where the Act otherwise requires) of the Company.	Provisions as to issue of certificates to apply mutatis mutandis to debentures, etc.
10. (1)	The Company may exercise the powers of paying commissions conferred by the Act, to any person in connection with the subscription to its securities, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Act and the Rules.	Power to pay commission in connection with securities issued
(2)	The rate or amount of the commission shall not exceed the rate or amount prescribed in the Rules.	Rate of commission in accordance with Rules
(3)	The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.	Mode of payment of commission
11. (1)	If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of the Act, and whether or not the Company is being wound up, be varied with the consent in writing, of such number of the holders of the issued shares of that class, or with the sanction of a resolution passed at a separate meeting of the holders of the shares of that class, as prescribed by the Act.	Variation of members' rights
(2)	To every such separate meeting, the provisions of these Articles relating to general meetings shall mutatis mutandis apply.	Provisions as to general meetings to apply mutatis mutandis to each meeting
12.	The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari passu therewith.	Issue of further shares not to affect rights of existing members
13.	Subject to the provisions of the Act, the Board shall have the power to issue or re-issue preference shares of one or more classes which are liable to be	Power to issue redeemable preference shares

	redeemed, or converted to equity shares, on such terms and conditions and in such manner as determined by the Board in accordance with the Act.	
14. (1)	The Board or the Company, as the case may be, may, in accordance with the Act and the Rules, issue further shares to - (a) persons who, at the date of offer, are holders of equity shares of the Company; such offer shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person; or (b) employees under any scheme of employees' stock option; or (c) any persons, whether or not those persons include the persons referred to in clause (a) or clause (b) above.	Further issue of share capital
(2)	A further issue of shares may be made in any manner whatsoever as the Board may determine including by way of preferential offer or private placement, subject to and in accordance with the Act and the Rules.	Mode of further issue of shares
LIEN		
15. (1)	The Company shall have a first and paramount lien - (a) on every share (not being a fully paid share), for all monies whether presently payable or not) called, or payable at a fixed time, in respect of that share; and (b) on all shares (not being fully paid shares) standing registered in the name of a member, for all monies presently payable by him or his estate to the Company: Provided that the Board may at any time declare any share to be wholly or in part exempt from the provisions of this clause.	Company's lien on shares
(2)	The Company's lien, if any, on a share shall extend to all dividends or interest, as the case may be, payable and bonuses declared from time to time in respect of such shares for any money owing to the Company.	Lien to extend to dividends, etc.
(3)	Unless otherwise agreed by the Board, the registration of a transfer of shares shall operate as a waiver of the Company's lien.	Waiver of lien in case of registration
16.	The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a lien: Provided that no sale shall be made— (a) unless a sum in respect of which the lien exists is presently payable; or (b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or to the person entitled thereto by reason of his death or insolvency or otherwise.	As to enforcing lien by sale
17. (1)	To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.	Validity of sale
(2)	The purchaser shall be registered as the holder of the shares comprised in any such transfer.	Purchaser to be registered holder
(3)	The receipt of the Company for the consideration (if any) given for the share on the sale thereof shall (subject, if necessary, to execution of an instrument of transfer or a transfer by relevant system, as the case may be) constitute a good title to the share and the purchaser shall be registered as the holder of the share.	Validity of Company's receipt
(4)	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.	Purchaser not affected
18. (1)	The proceeds of the sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.	Application of proceeds of sale
	The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.	Payment of residual money

19.	In exercising its lien, the Company shall be entitled to treat the registered holder of any share as the absolute owner thereof and accordingly shall not (except as ordered by a court of competent jurisdiction or unless required by any statute) be bound to recognise any equitable or other claim to, or interest in, such share on the part of any other person, whether a creditor of the registered holder or otherwise. The Company's lien shall prevail notwithstanding that it has received notice of any such claim.	Outsider's lien not to affect Company's lien
20.	The provisions of these Articles relating to lien shall mutatis mutandis apply to any other securities including debentures of the Company.	Provisions as to lien to apply mutatis mutandis to debentures, etc.
CALLS ON SHARES		
21. (1)	The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their share's calls (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times.	Board may make
(2)	Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the Company, at the time or times and place so specified, the amount called on his shares.	Notice of call
(3)	The Board may, from time to time, at its discretion, extend the time fixed for the payment of any call-in respect of one or more members as the Board may deem appropriate in any circumstances.	Board may extend time for payment
(4)	A call may be revoked or postponed at the discretion of the Board.	Revocation or postponement of call
22.	A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed and may be required to be paid by instalments.	Call to take effect from date of resolution
23.	The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.	Liability of joint holders of shares
24.(1)	If a sum called in respect of a share is not paid before or on the day appointed for payment thereof (the "due date"), the person from whom the sum is due shall pay interest thereon from the due date to the time of actual payment at such rate as may be fixed by the Board.	When interest on call or instalment payable
(2)	The Board shall be at liberty to waive payment of any such interest wholly or in part.	Board may waive interest
25. (1)	Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these Articles, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.	Sums deemed to be Calls
(2)	In case of non-payment of such sum, all the relevant provisions of these Articles as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.	Effect of non-payment of sums
26.	The Board - (a) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and (b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate as may be fixed by the Board. Nothing contained in this clause shall confer on the member (a) any right to participate in profits or dividends or (b) any voting rights in respect of the moneys so paid by him until the same would, but for such payment, become presently payable by him.	Payment in anticipation of calls may carry interest
27.	If by the conditions of allotment of any shares, the whole or part of the amount of issue price thereof shall be payable by instalments, then every such instalment shall, when due, be paid to the Company by the person	Instalments on shares to be duly paid

	who, for the time being and from time to time, is or shall be the registered holder of the share or the legal representative of a deceased registered holder.	
28.	All calls shall be made on a uniform basis on all shares falling under the same class. Explanation: Shares of the same nominal value on which different amounts have been paid-up shall not be deemed to fall under the same class.	Calls on shares of same class to be on uniform basis
29.	Neither a judgment nor a decree in favour of the Company for calls or other moneys due in respect of any shares nor any part payment or satisfaction thereof nor the receipt by the Company of a portion of any money which shall from time to time be due from any member in respect of any shares either by way of principal or interest nor any indulgence granted by the Company in respect of payment of any such money shall preclude the forfeiture of such shares as herein provided.	Partial payment not to preclude forfeiture
30.	The provisions of these Articles relating to calls shall mutatis mutandis apply to any other securities including debentures of the Company.	Provisions as to calls to apply mutatis mutandis to debentures, etc.
TRANSFER OF SHARES		
31. (1)	The instrument of transfer of any share in the Company shall be duly executed by or on behalf of both the transferor and transferee.	Instrument of transfer to be executed by transferor and transferee
(2)	The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.	
32.	The Board may, subject to the right of appeal conferred by the Act decline to register - (a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or (b) any transfer of shares on which the Company has a lien.	Board may refuse to register transfer
33	In case of shares held in physical form, the Board may decline to recognise any instrument of transfer unless - (a) the instrument of transfer is duly executed and is in the form as prescribed in the Rules made under the Act: transfer (b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and (c) the instrument of transfer is in respect of only one class of shares.	Board may decline to recognize instrument of
34.	On giving of previous notice of at least seven days or such lesser period in accordance with the Act and Rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine: Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.	Transfer of shares when suspended
35.	The provisions of these Articles relating to transfer of shares shall mutatis mutandis apply to any other securities including debentures of the Company.	Provisions as to transfer of shares to apply mutatis mutandis to debentures, etc.
TRANSMISSION OF SHARES		
36. (1)	On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognised by the Company as having any title to his interest in the shares.	Title to shares on death of a member
(2)	Nothing in clause (1) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.	Estate of deceased member liable

37. (1)	Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either - (a) to be registered himself as holder of the share; or (b) to make such transfer of the share as the deceased or insolvent member could have made.	Transmission Clause
(2)	The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.	Board's right unaffected
(3)	The Company shall be fully indemnified by such person from all liability, if any, by actions taken by the Board to give effect to such registration or transfer.	Indemnity to the Company
38.(1)	If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects.	Right to election of holder of share
(2)	If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.	Manner of testifying election
(3)	All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.	Limitations applicable to notice
39.	A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company: Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.	Claimant to be entitled to same advantage
40.	The provisions of these Articles relating to transmission by operation of law shall mutatis mutandis apply to any other securities including debentures of the Company.	Provisions as to transmission to apply mutatis mutandis to debentures, etc.
FORFEITURE OF SHARES		
41.	If a member fails to pay any call, or instalment of a call or any money due in respect of any share, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remains unpaid or a judgement or decree in respect thereof remains unsatisfied in whole or in part, serve a notice on him requiring payment of so much of the call or instalment or other money as is unpaid, together with any interest which may have accrued and all expenses that may have been incurred by the Company by reason of non-payment.	If call or instalment not paid notice must be given
42.	The notice aforesaid shall: (a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and (b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.	Form of notice

43.	If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.	In default of payment of shares to be forfeited
44.	Neither the receipt by the Company for a portion of any money which may from time to time be due from any member in respect of his shares, nor any indulgence that may be granted by the Company in respect of payment of any such money, shall preclude the Company from thereafter proceeding to enforce a forfeiture in respect of such shares as herein provided. Such, forfeiture shall include all dividends declared or any other moneys payable in respect of the forfeited shares and not actually paid before the forfeiture.	Receipt of part amount or grant of indulgence not to affect forfeiture
45.	When any share shall have been so forfeited, notice of the forfeiture shall be given to the defaulting member and an entry of the forfeiture with the date thereof, shall forthwith be made in the register of members but no forfeiture shall be invalidated by any omission or neglect or any failure to give such notice or make such entry as aforesaid.	Entry of forfeiture in register of members
46.	The forfeiture of a share shall involve extinction at the time of forfeiture, of all interest in and all claims and demands against the Company, in respect of the share and all other rights incidental to the share.	Effect of forfeiture
47. (1)	A forfeited share shall be deemed to be the property of the Company and may be sold or re-allotted or otherwise disposed of either to the person who was before such forfeiture the holder thereof or entitled thereto or to any other person on such terms and in such manner as the Board thinks fit.	Forfeited shares may be sold, etc.
(2)	At any time before a sale, re-allotment or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.	Cancellation of forfeiture
48. (1)	A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay, and shall pay, to the Company all monies which, at the date of forfeiture, were presently payable by him to the Company in respect of the shares.	Members still liable to pay money owing at the time of forfeiture
(2)	All such monies payable shall be paid together with interest thereon at such rate as the Board may determine, from the time of forfeiture until payment or realisation. The Board may, if it thinks fit, but without being under any obligation to do so, enforce the payment of the whole or any portion of the monies due, without any allowance for the value of the shares at the time of forfeiture or waive payment in whole or in part.	Member still liable to pay money owing at time of forfeiture and interest
(3)	The liability of such person shall cease if and when the Company shall have received payment in full of all such monies in respect of the shares.	Cesser of liability
49.(1)	A duly verified declaration in writing that the declarant is a director, the manager or the secretary of the Company, and that a share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share;	Certificate of forfeiture
(2)	The Company may receive the consideration, if any, given for the share on any sale, re-allotment or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of;	Title of purchaser and transferee of forfeited shares
(3)	The transferee shall thereupon be registered as the holder of the share; and	Transferee to be registered as holder
(4)	The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale, re-allotment or disposal of the share.	Transferee not affected
50.	Upon any sale after forfeiture or for enforcing a lien in exercise of the powers hereinabove given, the Board may, if necessary, appoint some person to execute an instrument for transfer of the shares sold and cause the purchaser's name to be entered in the register of members in respect of	Validity of sales

	the shares sold and after his name has been entered in the register of members in respect of such shares the validity of the sale shall not be impeached by any person.	
51.	Upon any sale, re-allotment or other disposal under the provisions of the preceding Articles, the certificate(s), if any, originally issued in respect of the relative shares shall (unless the same shall on demand by the Company has been previously surrendered to it by the defaulting member) stand cancelled and become null and void and be of no effect, and the Board shall be entitled to issue a duplicate certificate(s) in respect of the said shares to the person(s) entitled thereto.	Cancellation of share certificate in respect of forfeited shares
52.	The Board may, subject to the provisions of the Act, accept a surrender of any share from or by any member desirous of surrendering them on such terms as they think fit.	Surrender of share certificates
53.	The provisions of these Articles as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.	Sums deemed to be calls
54.	The provisions of these Articles relating to forfeiture of shares shall mutatis mutandis apply to any other securities including debentures of the Company.	Provisions as to forfeiture of shares to apply mutatis mutandis to debentures, etc.
ALTERATION OF CAPITAL		
55.	Subject to the provisions of the Act, the Company may, by ordinary resolution – (a) increase the share capital by such sum, to be divided into shares of such amount as it thinks expedient; (b) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares: Provided that any consolidation and division which results in changes in the voting percentage of members shall require applicable approvals under the Act; (c) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination; (d) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum; (e) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.	Power to alter share capital
56.	Where shares are converted into stock: (a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same Articles under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit: Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose;	Shares may be converted into stock
	(b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the Company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage; (c) such of these Articles of the Company as are applicable to paid-up shares shall apply to stock and the words “share” and “shareholder”/“member” shall include “stock” and “stock-holder” respectively.	Right of stockholders

57.	The Company may, by resolution as prescribed by the Act, reduce in any manner and in accordance with the provisions of the Act and the Rules, — (a) its share capital; and/or (b) any capital redemption reserve account; and/or (c) any securities premium account; and/or (d) any other reserve in the nature of share capital.	Reduction of capital
JOINT HOLDERS		
58.	Where two or more persons are registered as joint holders (not more than three) of any share, they shall be deemed (so far as the Company is concerned) to hold the same as joint tenants with benefits of survivorship, subject to the following and other provisions contained in these Articles:	Joint-holders
	(a) The joint-holders of any share shall be liable severally as well as jointly for and in respect of all calls or instalments and other payments which ought to be made in respect of such share.	Liability of Joint-holders
	(b) On the death of any one or more of such joint-holders, the survivor or survivors shall be the only person or persons recognized by the Company as having any title to the share but the Directors may require such evidence of death as they may deem fit, and nothing herein contained shall be taken to release the estate of a deceased joint-holder from any liability on shares held by him jointly with any other person.	Death of one or more joint-holders
	(c) Any one of such joint holders may give effectual receipts of any dividends, interests or other moneys payable in respect of such share.	Receipt of one sufficient
	(d) Only the person whose name stands first in the register of members as one of the joint-holders of any share shall be entitled to the delivery of certificate, if any, relating to such share or to receive notice (which term shall be deemed to include all relevant documents) and any notice served on or sent to such person shall be deemed service on all the joint-holders.	Delivery of certificate and giving of notice to first named holder
	(e) (i) Any one of two or more joint-holders may vote at any meeting either personally or by attorney or by proxy in respect of such shares as if he were solely entitled thereto and if more than one of such joint-holders be present at any meeting personally or by proxy or by attorney then that one of such persons so present whose name stands first or higher (as the case may be) on the register in respect of such shares shall alone be entitled to vote in respect thereof.	Vote of joint-holders
	(ii) Several executors or administrators of a deceased member in whose (deceased member) sole name any share stands, shall for the purpose of this clause be deemed joint-holders.	Executors or administrators as joint holders
	(f) The provisions of these Articles relating to joint holders of shares shall mutatis mutandis apply to any other securities including debentures of the Company registered in joint names.	Provisions as to joint holders as to shares to apply mutatis mutandis to debentures, etc.
CAPITALISATION OF PROFITS		
59. (1)	The Company by ordinary resolution in general meeting may, upon the recommendation of the Board, resolve — (a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and (b) that such sum be accordingly set free for distribution in the manner specified in clause (2) below amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.	Capitalisation
(2)	The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (3) below, either in or towards : (A) paying up any amounts for the time being unpaid on any shares held by such members respectively;	Sum how applied

	(B) paying up in full, unissued shares or other securities of the Company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid; (C) partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B).	
(3)	A securities premium account and a capital redemption reserve account or any other permissible reserve account may, for the purposes of this Article, be applied in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares;	
(4)	The Board shall give effect to the resolution passed by the Company in pursuance of this Article.	
60. (1)	Whenever such a resolution as aforesaid shall have been passed, the Board shall – (a) make all appropriations and applications of the for capitalization amounts resolved to be capitalised thereby, and all allotments and issues of fully paid shares or other securities, if any; and (b) generally, do all acts and things required to give effect thereto.	Powers of the Board
(2)	The Board shall have power— (a) to make such provisions, by the issue of fractional certificates/coupons or by payment in cash or otherwise as it thinks fit, for the case of shares or other securities becoming distributable in fractions; and (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 or other securities to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the Company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares.	Board's power to issue fractional certificate/ coupon etc.
(3)	Any agreement made under such authority shall be effective and binding on such members.	Agreement binding on members
BUY-BACK OF SHARES		
61.	Notwithstanding anything contained in these Articles but subject to all applicable provisions of the Act or any other law for the time being in force, the Company may purchase its own shares or other specified securities.	Buy-back of shares
GENERAL MEETINGS		
62.	All general meetings other than annual general meeting shall be called extraordinary general meeting.	Extraordinary general meeting
63.	The Board may, whenever it thinks fit, call an extraordinary general meeting.	Powers of Board to call extraordinary general meeting
PROCEEDINGS AT GENERAL MEETINGS		
64. (1)	No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.	Presence of Quorum
(2)	No business shall be discussed or transacted at any general meeting except election of Chairperson whilst the chair is vacant.	Business confined to election of Chairperson whilst chair vacant
(3)	The quorum for a general meeting shall be as provided in the Act.	Quorum for general meeting
65.	The Chairperson of the Company shall preside as Chairperson at every general meeting of the Company.	Chairperson of the meetings
66.	If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.	Directors to elect a Chairperson

67.	If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall, by poll or electronically, choose one of their members to be Chairperson of the meeting.	Members to elect a Chairperson
68.	On any business at any general meeting, in case of an equality of votes, whether on a show of hands or electronically or on a poll, the chairperson shall have a second or casting vote.	Casting vote of Chairperson at general meeting
69.(1)	The Company shall cause minutes of the proceedings of every general meeting of any class of members or creditors and every resolution passed by postal ballot to be prepared and signed in such manner as may be prescribed by the Rules and kept by making within thirty days of the conclusion of every such meeting concerned or passing of resolution by postal ballot entries thereof in books kept for that purpose with their pages consecutively numbered.	Minutes of proceedings of meetings and resolutions passed by postal ballot
(2)	There shall not be included in the minutes any matter which, in the opinion of the Chairperson 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.	Certain matters not to be included in Minutes
(3)	The Chairperson shall exercise an absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the grounds specified in the aforesaid clause.	Discretion of Chairperson in relation to Minutes
(4)	The minutes of the meeting kept in accordance with the provisions of the Act shall be evidence of the proceedings recorded therein.	Minutes to be evidence
70.(1)	The books containing the minutes of the proceedings of any general meeting of the Company or a resolution passed by postal ballot shall: (a) be kept at the registered office of the Company; and (b) be open to inspection of any member without charge, during 11.00 a.m. to 1.00 p.m. on all working days other than Saturdays.	Inspection of minute books of general meeting
(2)	Any member shall be entitled to be furnished, within the time prescribed by the Act, after he has made a request in writing in that behalf to the Company and on payment of such fees as may be fixed by the Board, with a copy of any minutes referred to in clause (1) above: Provided that a member who has made a request for provision of a soft copy of the minutes of any previous general meeting held during the period immediately preceding three financial years, shall be entitled to be furnished with the same free of cost.	Members may obtain copy of minutes
71.	The Board, and also any person(s) authorised by it, may take any action before the commencement of any general meeting, or any meeting of a class of members in the Company, which they may think fit to ensure the security of the meeting, the safety of people attending the meeting, and the future orderly conduct of the meeting. Any decision made in good faith under this Article shall be final, and rights to attend and participate in the meeting concerned shall be subject to such decision.	Powers to arrange security at meetings
ADJOURNMENT OF MEETING		
72.(1)	The Chairperson may, suo motu, adjourn the meeting from time to time and from place to place.	Chairperson may adjourn the meeting
(2)	No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.	Business at adjourned meeting
(3)	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.	Notice of adjourned meeting
(4)	Save as aforesaid, and save as provided in the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.	Notice of adjourned meeting not required
73.	Subject to any rights or restrictions for the time being attached to any class or classes of shares -	Entitlement to vote on show of hands and on poll

	(a) on a show of hands, every member present in person shall have one vote; and (b) on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.	
74.(1)	In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.	Vote of joint-holders
(2)	For this purpose, seniority shall be determined by the order in which the names stand in the register of members.	Seniority of names
75.	A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy. If any member be a minor, the vote in respect of his share or shares shall be by his guardian or any one of his guardians.	How members non compos mentis and minor may vote
76.	Subject to the provisions of the Act and other provisions of these Articles, any person entitled under the Transmission Clause to any shares may vote at any general meeting in respect thereof as if he was the registered holder of such shares, provided that at least 48 (forty eight) hours before the time of holding the meeting or adjourned meeting, as the case may be, at which he proposes to vote, he shall duly satisfy the Board of his right to such shares unless the Board shall have previously admitted his right to vote at such meeting in respect thereof.	Votes in respect of shares of deceased or insolvent members, etc.
77.	Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.	Business may proceed pending poll
78.	No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid or in regard to which the Company has exercised any right of lien.	Restriction on voting rights
79.	A member is not prohibited from exercising his voting on the ground that he has not held his share or other interest in the Company for any pecified period preceding the date on which the vote is taken, or on any other ground not being a ground set out in the preceding Article.	Restriction on exercise of voting rights in other cases to be void
80.	Any member whose name is entered in the register of members of the Company shall enjoy the same rights and be subject to the same liabilities as all other members of the same class.	Equal rights of members
PROXY		
81. (1)	Any member entitled to attend and vote at a general meeting may do so either personally or through his constituted or attorney or through another person as a proxy on his behalf, otherwise for that meeting.	Member may vote in person or otherwise
(2)	The instrument appointing a proxy and the power-of- Proxies when to be attorney or other authority, if any, under which it is signed deposited or a notarised copy of that power or authority, shall be deposited at the registered office of the Company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid	Proxies when to be deposited
82.	An instrument appointing a proxy shall be in the form as prescribed in the Rules.	Form of proxy
83.	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 death of the of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given. Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at its office before	Proxy to be valid notwithstanding death of the principal.

	the commencement of the meeting or adjourned meeting at which the proxy is used.	
Board of Directors		
84.	Unless otherwise determined by the Company in general meeting, the number of directors shall not be less than 3 (three) and shall not be more than 15 (fifteen). The following shall be the First Directors of the Company: - 1. Dipesh Paras Chhajed 2. Kiran Paras Chhajed 3. Manish Paras Chhajed 4. Pallavi Dipesh Chhajed	Board of Directors
85. (1)	The Board shall have the power to determine Directors not the directors whose period of office is or is not liable to retire by determination by retirement of directors by rotation.	
(2)	The same individual may, at the same time, be appointed as the Chairperson of the Company as well as the Managing Director or Chief Executive Officer of the Company	Same individual may be Chairperson and Managing Director/ Chief Executive Officer
86. (1)	The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day	Remuneration of directors
(2)	The remuneration payable to the directors, including any managing or whole-time director or manager, if any, shall be determined in accordance with and subject to the provisions of the Act by an ordinary resolution passed by the Company in general meeting.	Remuneration to require members consent.
(3)	In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them— (a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the Company; or (b) in connection with the business of the Company.	
87.	All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.	Execution of negotiable instruments
88.(1)	Subject to the provisions of the Act, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the Articles.	Appointment of additional directors
(2)	Such person shall hold office only up to the date of the next annual general meeting of the Company but shall be eligible for appointment by the Company as a director at that meeting subject to the provisions of the Act.	Duration of office of additional director
89.(1)	The Board may appoint an alternate director to act for a director (hereinafter in this Article called “the Original Director”) during his absence for a period of not less than three months from India. No person shall be appointed as an alternate director for an independent director unless he is qualified to be appointed as an independent director under the provisions of the Act.	Appointment of alternate director
(2)	An alternate director shall not hold office for a period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate the office if and when the Original Director	Duration of office of alternate director

	returns to India.	
(3)	If the term of office of the Original Director is determined before he returns to India the automatic reappointment of retiring directors in default of another appointment shall apply to the Original Director and not to the alternate director.	Re-appointment provisions applicable to Original Director
90.(1)	If the office of any director appointed by the Company in general meeting is vacated before his term of office expires in the normal course, the resulting casual vacancy may, be filled by the Board of Directors at a meeting of the Board.	Appointment of director to fill a casual vacancy
(2)	The director so appointed shall hold office only upto the date upto which the director in whose place he is appointed would have held office if it had not been vacated.	Duration of office of Director appointed to fill casual vacancy
POWERS OF BOARD		
91.	The management of the business of the Company shall be and the Board may exercise all such of the Company powers, and do all such acts and things, as the Company is vested in Board by the memorandum of association or otherwise authorized to exercise and do, and, not hereby or by the statute or otherwise directed or required to be exercised or done by the Company in general meeting but subject nevertheless to the provisions of the Act and other laws and of the memorandum of association and these Articles and to any regulations, not being inconsistent with the memorandum of association and these Articles or the Act, from time to time made by the Company in general meeting provided that no such regulation shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.	General powers vested in the Board
PROCEEDINGS OF THE BOARD		
92. (1)	The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.	When meeting to be convened
(2)	The Chairperson or any one Director with the previous consent of the Chairperson may, or the company secretary on the direction of the Chairperson shall, at any time, summon a meeting of the Board.	Who may summon Board meeting
(3)	The quorum for a Board meeting shall be as provided in the Act	Quorum for Board meetings
(4)	The participation of directors in a meeting of the Board may be either in person or through video conferencing or audio-visual means or teleconferencing, as may be prescribed by the Rules or permitted under law.	Participation at Board meetings
93 (1)	Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.	Questions at Board meeting how decided
(2)	In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.	Casting vote of Chairperson at Board meeting
94.	The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the Company, but for no other purpose	Directors not to act when number falls below
95. (1)	The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.	Who to preside at meetings of the Board
(2)	If no such Chairperson is elected, or if at any meeting the is not present within fifteen minutes after Chairperson the time appointed for holding	Directors to elect a Chairperson

	the meeting, the directors present may choose one of their number to be Chairperson of the meeting.	
(1)	The Board may, subject to the provisions of the Act, delegate any of its powers to Committees consisting of such member or members of its body as it thinks fit.	Delegation of powers
(2)	Any Committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.	Committee to conform to Board regulations
(3)	The participation of directors in a meeting of the Committee may be either in person or through video conferencing or audiovisual means or teleconferencing, as may be prescribed by the Rules or permitted under law.	Participation at Committee meetings
97. (1)	A Committee may elect a Chairperson of its meetings unless the Board, while constituting a Committee, has appointed a Chairperson of such Committee.	Chairperson of Committee
(2)	If no such Chairperson is elected, or if at any meeting the Chairperson is not present within fifteen minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.	Who to preside at meetings of Committee
98. (1)	A Committee may meet and adjourn as it thinks fit.	Committee to meet
(2)	Questions arising at any meeting of a Committee shall be determined by a majority of votes of the members present.	Questions at Committee meeting how decided
(3)	In case of an equality of votes, the Chairperson of the Committee shall have a second or casting vote.	Casting vote of Chairperson at Committee meeting
99.	All acts done in any meeting of the Board or of a Committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified or that his or their appointment had terminated, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.	Acts of Board or Committee valid notwithstanding defect of appointment
100.	Save as otherwise expressly provided in the Act, a resolution in writing, signed, whether manually or by secure electronic mode, by a majority of the members of the Board or of a Committee thereof, for the time being entitled to receive notice of a meeting of the Board or Committee, shall be valid and effective as if it had been passed at a meeting of the Board or Committee, duly convened and held.	Passing of resolution by circulation
CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY AND CHIEF FINANCIAL OFFICER		
101. (a)	Subject to the provisions of the Act, —	Chief Executive Officer, etc.
	A chief executive officer, manager, company secretary and chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary and chief financial officer so appointed may be removed by means of a resolution of the Board; the Board may appoint one or more chief executive officers for its multiple businesses.	
(b)	A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.	Director may be chief executive officer, etc.
REGISTERS		
102	The Company shall keep and maintain at its registered office all statutory registers namely, register of charges, register of members, register of debenture holders, register of any other security holders, the register and index of beneficial owners and annual return, register of loans, guarantees,	Statutory registers

	security and acquisitions, register of investments not held in its own name and register of contracts and arrangements for such duration as the Board may, unless otherwise prescribed, decide, and in such manner and containing such particulars as prescribed by the Act and the Rules. The registers and copies of annual return shall be open for inspection during 11.00 a.m. to 1.00 p.m. on all working days, other than Saturdays, at the registered office of the Company by the persons entitled thereto on payment, where required, of such fees as may be fixed by the Board but not exceeding the limits prescribed by the Rules.	
103. (a)	The Company may exercise the powers conferred on it by the Act with regard to the keeping of a foreign register, if any; and the Board may (subject to the provisions of the Act) make and vary such regulations as it may think fit respecting the keeping of any such register.	Foreign register
(b)	The foreign register shall be open for inspection and may be closed, and extracts may be taken therefrom and copies thereof may be required, in the same manner, mutatis mutandis, as is applicable to the register of members.	
THE SEAL		
104. (1)	The Board shall provide for the safe custody of the seal.	The seal, its custody and use Affixation of seal
(2)	The seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a Committee of the Board authorised by it in that behalf, and except in the presence of at least one director or the manager, if any, or of the secretary or such other person as the Board may appoint for the purpose; and such director or manager or the secretary or other person aforesaid shall sign every instrument to which the seal of the Company is so affixed in their presence.	
DIVIDENDS AND RESERVE		
105.	The Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board but the Company in general meeting may declare a lesser dividend.	Company in general meeting may declare dividends
106.	Subject to the provisions of the Act, the Board may from time to time pay to the members such interim dividends of such amount on such class of shares and at such times as it may think fit.	Interim dividends
107. (1)	The Board may, before recommending any dividend, set aside out of the profits of the Company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applied for any purpose to which the profits of the Company may be properly applied, including provision for meeting contingencies or for equalising dividends; and pending such application, may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Board may, from time to time, think fit.	Dividends only to be paid out of profits
(2)	The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.	Carry forward of profits
108. (1)	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.	Division of profits
(2)	No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this Article as paid on the share.	Payments in advance
(3)	All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.	Dividends to be apportioned

109. (1)	The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company.	No member to receive dividend whilst indebted to the Company and Company's right to reimbursement therefrom
(2)	The Board may retain dividends payable upon shares in respect of which any person is, under the Transmission Clause hereinbefore contained, entitled to become a member, until such person shall become a member in respect of such shares.	Retention of dividends
110.(1)	Any dividend, interest or other monies payable in cash in respect of shares may be paid by electronic mode or by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.	Dividend how remitted
(2)	Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.	Instrument of payment
(3)	Payment in any way whatsoever shall be made at the risk to of the person entitled to the money paid or to be paid. The Company will not be responsible for a payment which is lost or delayed. The Company will be deemed to having made a payment and received a good discharge for it if a payment using any of the foregoing permissible means is made	Discharge Company
111.	Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share	Receipt of one holder sufficient.
112.	No dividend shall bear interest against the Company.	No interest on dividends
113.	The waiver in whole or in part of any dividend on any share by any document (whether or not under seal) shall be dividends effective only if such document is signed by the member (or the person entitled to the share in consequence of the death or bankruptcy of the holder) and delivered to the Company and if or to the extent that the same is accepted as such or acted upon by the Board.	Waiver of dividends
ACCOUNTS		
114.(1)	The books of account and books and papers of the Company, or any of them, shall be open to the inspection of directors in accordance with the applicable provisions of the Act and the Rules.	Inspection by Directors
	No member (not being a director) shall have any right of on inspecting any books of account or books and papers or document of the Company except as conferred by law or authorised by the Board.	Restriction inspection by members
WINDING UP		
115.	<p>Subject to the applicable provisions of the Act and the Rules made thereunder -</p> <p>(a) If the Company shall be wound up, the liquidator may, with the sanction of a special resolution of the Company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the Company, whether they shall consist of property of the same kind or not.</p> <p>(b) For the purpose aforesaid, the Liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.</p> <p>(c) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability</p>	Winding up of Company

INDEMNITY AND INSURANCE		
116 (a)	Subject to the provisions of the Act, every director, managing director, whole-time director, manager, company secretary and other officer of the Company shall be indemnified by the Company out of the funds of the Company, to pay all costs, losses and expenses (including travelling expense) which such director, manager, company secretary and officer may incur or become liable for by reason of any contract entered into or act or deed done by him in his capacity as such director, manager, company secretary or officer or in any way in the discharge of his duties in such capacity including expenses.	Directors and officers right to indemnity
(b)	Subject as aforesaid, every director, managing director, manager, company secretary or other officer of the Company shall be indemnified against any liability incurred by him in defending any proceedings, whether civil or criminal in which judgement is given in his favour or in which he is acquitted or discharged or in connection with any application under applicable provisions of the Act in which relief is given to him by the Court.	
(c)	The Company may take and maintain any insurance as the Board may think fit on behalf of its present and/or former directors and key managerial personnel for indemnifying all or any of them against any liability for any acts in relation to the Company for which they may be liable but have acted honestly and reasonably.	Insurance
GENERAL POWER		
117.	Wherever in the Act, it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction only if the Company is so authorized by its articles, then and in that case this Article authorizes and empowers the Company to have such rights, privileges or authorities and to carry out such transactions as have been permitted by the Act, without there being any specific Article in that behalf herein provided.	General power

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 the Draft Red Herring Prospectus) which are or may be deemed material have been entered or are to be entered into by our Company. These contracts, copies of which will be attached to the copy of the Draft Red Herring Prospectus will be delivered to the ROC for registration and also the documents for inspection referred to hereunder, may be inspected at the Registered Office of our Company located at 23B, Floor - 2, Plot – 13, Shree Ram Industrial Estate, 13, G.D. Ambekar Marg, Wadala, Mumbai – 400031 from date of filing the Draft Red Herring Prospectus with ROC to Issue Closing Date on working days from 10.00 a.m. to 5.00 p.m.

Material Contracts

1. Issue Agreement dated January 28, 2019 between our Company and the BRLM.
2. Registrar Agreement dated January 28, 2019 between our Company and the Registrar to the Issue.
3. Underwriting Agreement dated January 28, 2019 between our Company, the BRLM and Underwriter.
4. Market Making Agreement dated January 28, 2019 between our Company, BRLM and Market Maker.
5. Tripartite agreement among the NSDL, our Company and Registrar to the Issue dated November 27, 2018.
6. Tripartite agreement among the CDSL, our Company and Registrar to the Issue dated December 08, 2018.
7. Banker's to the Issue Agreement dated [●] between our Company, the BRLM, Escrow Collection Bank and the Registrar to the Issue.
8. Syndicate Agreement dated [●] between our Company, the BRLM and Syndicate Member

Material Documents

1. Certified true copy of the Memorandum and Articles of Association of our Company including certificates of incorporation.
2. Board resolution dated July 22, 2018 and special resolution passed pursuant to Section 62(1)(C) of the Companies Act, 2013 at the EGM by the shareholders of our Company held on December 26, 2018.
3. Statement of Possible Tax Benefits dated January 30, 2019 issued by the Statutory & Peer Review Auditor, Pankaj P. Sanghavi & Co., Chartered Accountants.
4. Copy of Restated Audit report from the Statutory & Peer Review Auditor, Pankaj P. Sanghavi & Co., Chartered Accountants, dated January 30, 2018 included in the Draft Red Herring Prospectus.
5. Copy of Certificate from the Statutory & Peer Review Auditor dated January 31, 2019 regarding the source and deployment of funds.
6. Copies of Audited Financial Statements of the erstwhile partnership firm for period ended on July 31, 2018 and May 09, 2018 with 3 years financial for the years ended March 31, 2018, 2017 and 2016.
7. Consents of Directors, Promoters, Company Secretary & Compliance Officer, Chief Financial Officer, Statutory Auditor, Peer Review Auditor, Legal Advisor to the Issue, Bankers to our Company, Banker to the Issue, Book Running Lead Manager, Registrar to the Issue, Underwriter, Syndicate Members and

Market Maker to include their names in the Draft Red Herring Prospectus to act in their respective capacities.

8. Due Diligence Certificate dated [●] from the BRLM to SEBI.
9. Copy of In-Principle Approval dated [●] from the SME Platform of BSE Limited.

Any of the contracts or documents mentioned in the Draft Red Herring Prospectus may be amended or modified at any time if so, required in the interest of our Company or if required by the other parties, with the consent of shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

DECLARATION

All the relevant provisions of the Companies Act, 2013 (to the extent notified) and the guidelines issued by the Government of India or the regulations issued by Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992 as the case may be, have been complied with and no statement made in this Draft Red Herring 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 issued, as the case may be. We further certify that all statements in this Draft Red Herring Prospectus are true and correct.

Signed by all the Directors of our Company

Name and Designation	Signature
Mr. Dipesh Paras Chhajed <i>Managing Director</i> <i>DIN: 08130363</i>	Sd/-
Mr. Kiran Paras Chhajed <i>Whole Time Director</i> <i>DIN: 06471251</i>	Sd/-
Mr. Manish Paras Chhajed <i>Executive Director & Chairman</i> <i>DIN: 06471255</i>	Sd/-
Ms. Pallavi Dipesh Chhajed <i>Non-Executive Director</i> <i>DIN: 08130364</i>	Sd/-
Mr. Aakash Ashok Hinger <i>Non-Executive and Independent Director</i> <i>DIN: 08190142</i>	Sd/-
Mr. Shubham Sanjay Salvi <i>Non-Executive and Independent Director</i> <i>DIN: 08190167</i>	Sd/-

Signed by the Chief Financial Officer and the Company Secretary and Compliance Officer of our Company

Sd/-

Mr. Manish Paras Chhajed
Chief Financial Officer
PAN: ACYPC3229P

Sd/-

Mitti Mitesh Jain
Company Secretary and Compliance Officer
PAN: AHHPJ3806B

Place: **Mumbai**
Date: **January 31, 2019**

Annexure A

FORMAT FOR DISCLOSURE OF PRICE INFORMATION OF PAST ISSUES HANDLED BY GRETEX CORPORATE SERVICES PRIVATE LIMITED

Sr. No.	Issuer Name	Issue Size (Cr)	Issue Price (in ₹)	Listing Date	Opening Price on Listing Date	+/- % change in closing price, [+/- % change in Closing benchmark] 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark] 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1	Siddharth Education Services Limited	10.88	35.00	12-10-2017	36.90	20.83, [2.65]	0.24, [6.99]	-34.05, [5.28]
2	Diggi Multitrade Limited	3.38	13.00	22-12-2017	13.25	-1.00, [5.47]	-22.87, [-2.75]	-41.90, [4.73]
3	Kids Medical Limited	6.00	30.00	22-12-2017	32.40	-2.47, [5.47]	63.61, [-2.75]	-16.45, [4.73]
4	Suumaya Life Style Limited	13.84	18.00	04-06-2018	18.00	2.52, [1.33]	73.67, [8.97]	48.46, [2.40]
5	Debock Sales and Marketing Limited	4.44	20.00	05-06-2018	20.95	-18.18, [1.48]	-33.66, [9.34]	-23.10, [2.74]
6	Deep Polymers Limited	15.24	40.00	23-08-2018	41.90	-2.20, [-5.30]	9.66, [-8.18]	N.A.
7	Aaron Industries Limited	4.78	38.00	03-09-2018	38.50	6.23, [-6.25]	12.99, [-6.03]	N.A.
8	Mac Hotels Limited	1.94	24.00	04-10-2018	24.60	118.99, [-0.62]	194.57, [2.05]	N.A.
9	B&B Triplewall Containers Limited	19.99	36.00	15-10-2018	38.75	34.19, [0.61]	26.45, [2.14]	N.A.
10	BCPL Railway Infrastructure Ltd	17.01	35.00	29-10-2018	36.00	-1.52, [4.84]	-12.95, [4.67]	N.A.

Note:

- The BSE SENSEX & CNX NIFTY are considered as the Benchmark Index.
- Price on BSE/NSE are considered for all the above calculations.
- In case 30th, 90th and 180th day is not a trading day, closing price on BSE/NSE of the next trading day has been considered. The following scrips have fallen under this category:
 - Diggi Multitrade Limited*

- b. Kids Medical Limited
 - c. Suumaya Lifestyle Limited
 - d. Debock Sales and Marketing Limited
 - e. Deep Polymers Limited
 - f. Aaron Industries Limited
- d. In case 30th, 90th and 180th day, scripts are not traded then last trading price has been considered. The following scripts have fallen under this category:
- a) Siddharth Education Services Limited
 - b) Diggi Multitrade Limited
 - c) Kids Medical Limited
 - d) Suumaya Lifestyle Limited
 - e) Debock Sales and Marketing Limited
 - f) Mac Hotels Limited
 - g) B&B Triplewall Containers Limited
 - h) BCPL Railway Infrastructure Limited

As per SEBI Circular No. CIR/CFD/DIL/7/2015 dated October 30, 2015, the above table should reflect maximum 10 issues (Initial Public Offers) managed by the Book Running Lead Manager. Hence, disclosures pertaining to recent 10 issues handled by the Book Running Lead Manager are provided.

Summary statement of Disclosure:

Financial Year	Total no. of IPOs	Total Funds Raised (₹ in Cr.)	Nos. of IPOs trading at discount - 30th calendar day from listing day			Nos. of IPOs trading at premium - 30th calendar day from listing day			Nos. of IPOs trading at discount - 180th calendar day from listing day			Nos. of IPOs trading at premium - 180th calendar day from listing day		
			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%
2016-17	2	10.52	N.A.	N.A.	1	N.A.	N.A.	1	N.A.	N.A.	2	N.A.	N.A.	N.A.
2017-18	8	62.94	N.A.	N.A.	4	N.A.	N.A.	4	N.A.	4	1	N.A.	1	2
2018-19 ^s	7	77.24	N.A.	N.A.	3	1	1	2	N.A.	N.A.	N.A.	N.A.	N.A.	2

\$ Up to January 29, 2019